

**BYLAWS  
OF  
ANDREAS COVE YACHT CLUB**

**ARTICLE I - Purposes**

Section 1- This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Code. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such statute, limited by these Articles.

Section 2- This corporation is organized for the specific purpose of operating as a social and recreational club to be operated exclusively for pleasure. No part of the net earnings of the corporation shall inure to the benefit of any member or private shareholder, as defined in Section 501(c)(7) of the Internal Revenue Code of 1954.

Section 3- Within the bounds of the foregoing stated purposes, the corporation shall endeavor to:

1. Foster the sport of yachting by conducting yachting activities for the membership.
2. Conduct social activities among members of the club and mutually interested organizations.
3. Uphold the principles of good seamanship.

**ARTICLE II - Officers and Board of Directors**

Section 1- The corporate powers, business and property of the corporation shall be exercised conducted, managed and controlled by the Board of Directors, which shall consist of seven members in good standing:

Commodore  
Vice Commodore  
Rear Commodore  
Secretary  
Treasurer  
Port Captain  
Staff Commodore

Section 2- A Quorum of the Board of Directors shall consist of four members for the transaction of business.

Section 3- If at any time after election, a member of the Board of Directors shall cease to be in good standing as described in these articles (Article IX Section 2), his/her office as Director shall become vacant at the discretion of the Board of Directors.

Section 4- A member of the Board of Directors is expected to attend regularly scheduled board meetings. Should a Director be absent for more than three regularly scheduled board meetings, his/her office as Director shall become vacant.

### **ARTICLE III - Duties of Elected Officers**

Section 1- The duties of the Commodore shall be to serve as president of the corporation and chairperson of Board of Directors. The Commodore shall serve as an ex-officio member of all committees. The Commodore shall preside at all meetings of the club, and its Board, and shall enforce all rules and regulations. The Commodore shall appoint committees as needed for the effective functioning of the club.

Section 2- The Vice Commodore shall perform the duties of the Commodore and act as president of the corporation in the absence of the Commodore. The Vice Commodore oversees recruitment of members, and the administration of memberships.

Section 3- The Rear Commodore shall plan, organize, and direct the Club's racing program.

Section 4- The Secretary shall have custody of the records and documents of the club. The secretary shall keep the minutes of meetings of the club and keep a correct roll of the memberships and their addresses, and follow directives stated in all sections related to elections (Article VII).

Section 5- The Treasurer shall be the Chief Financial Officer of the corporation, shall have custody of the corporate funds, and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall prepare budgets and submit to the board for approval; maintain appropriate records to monitor the financial progress of the club; and report to the Board at monthly board meetings. The Treasurer shall be responsible for the collection of membership dues and assessments and shall report to the Board of Directors memberships which are delinquent due to nonpayment of dues and assessments. The Treasurer shall be responsible for maintaining a list of active memberships.

Section 9- The Port Captain shall be responsible for the Club Facilities as determined by the Board of Directors.

Section 10- The Staff Commodore shall mentor and advise the Board.

### **ARTICLE IV - Board of Directors Meeting**

Section 1- Regular Board of Directors Meetings shall be held not less often than once every two (2) months.

Section 2- Special Board of Directors Meetings may be called by the Commodore at any time. Additionally, the Commodore shall call a Special Board Meeting upon request of three (3) or more Board members. Such Special Meetings must be held within ten (10) days of such request.

Section 3- The date, time and location of all Board Meetings shall be determined by the Commodore.

Section 4- Notice of regular Board Meetings shall be published by the club. Notice of Special Board Meetings shall be published when time permits, otherwise, notice to Board Members of such Special meetings shall be by telephone or email at least twenty four (24) hours prior to the meeting.

Section 5- A quorum of the Board of Directors shall consist of at least half of the current active board members for the transaction of business. A quorum of the Board of Directors shall be present before commencing with voting. A majority vote of those present is required for Board action.

#### **ARTICLE V - General Membership Meetings**

Section 1- General Membership Meetings/Events shall be held twice each year with one of such meetings to be held in the month of October (the Annual Meeting.) The date, time and location of all membership meetings shall be determined by the Board of Directors. Notice of General Membership Meetings shall be published by the Club, or notice may be given by separate mailing to each active membership at least twenty (20) days prior to the meeting date.

Section 2- A Special Meeting of the Membership shall be called by the Board of Directors upon written request of twenty five (25) percent of the active memberships. Special Meetings must be held within Thirty (30) days after receipt of such request. A Special Meeting of the Membership may be called at any time by the Commodore or the Board of Directors. Notice of Special Meetings of the Membership shall be given to each Active Membership at least twenty (20) days prior to the meeting date. The notice shall include the date, time and location of the meeting and a general statement describing the business to be conducted.

Section 4- A quorum shall consist of not less than twenty five (25) percent of the Active Memberships. At Membership Meetings, it shall be the duty of the Commodore to ascertain that a quorum is present before commencing with voting. Memberships held by two persons can be represented at the membership Meetings by either one of those persons singly, or by both of those persons jointly. With the exception of amendments or additions to the Bylaws, actions noticed in writing prior to the meeting as formal motions requiring approval of the membership shall pass with a simple majority vote of those memberships present.

Section 4- Amendments or additions to these Bylaws shall be submitted to the membership by the Board. Any five voting members desiring an amendment to the Bylaws shall submit such proposed amendment to the Board. Amendments or additions to the Bylaws requires notice be given by separate mailing to each Active membership, at least twenty (20) days prior to the meeting date. This notice must include ballots as well as date, time and location of the meeting and a general statement describing the changes to the Bylaws.

Section 5-Approval of the amendments or additions to the Bylaws shall pass with a simple majority vote of Active Memberships. Voting will be conducted through a two envelope voting system under the supervision of the Secretary using the same procedures as described for election of officers with the exception of the date of the meeting (Article VII Section 5)

#### **ARTICLE VI- Policies and Procedures**

Section 1 - The Club shall maintain a set of Club Policies and Procedures. Additions, deletions or modifications to the Club Policies and Procedures shall be by a majority vote of the Board of Directors at a Regular or Special Board Meeting (Article IV).

#### **ARTICLE VII - Election of Officers**

Section 1- Members of the Board of Directors shall be elected unless otherwise provided herein, by the corporate membership to serve starting January first, a term of one year. The

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Commodore, being a member in good standing, shall automatically become Staff Commodore. If this individual is not able to serve, the board may select a Staff Commodore from any current active ACYC member who has been a Commodore of ACYC in the past.

Section 2- No later than the first Board Meeting in July of each year, the Commodore will appoint a nominating committee. These members shall not be eligible to seek membership on the Board of Directors.

The nominating committee shall meet and nominate, with the express consent of the nominees, not less than one member in good standing for each vacancy to be filled. This committee shall give a written report to the Secretary no later than the regular Board of Directors meeting in August. Within a week following receipt of the report, the Secretary shall cause the nominations to be posted at the Clubhouse. Additional notification shall be made to club members via newsletter, email, website, mail or other club wide communication media. In the event a nominee ceases to remain a member in good standing, for any period of time, his/her name shall be removed from the ballot or, if this is not practical, no votes for the disqualified nominee shall be tallied.

Section 3- Additional nominations may be submitted by any member in good standing by presenting to the Secretary of the corporation, on or before the starting time of the September Board meeting, a petition naming such nominee and bearing the signatures of at least two voting members in good standing and a signature of consent of the nominee. Any such nominee shall be a member in good standing.

Section 4- No member shall be nominated for more than one office.

Section 5- Voting shall be conducted utilizing a secret two envelope system. Ballots shall be prepared by the Nominating Committee. The ballots shall list all the offices to be filled and nominees for each office and shall contain instructions as set out below for voting and returning the ballot. Within one week following the September Board Meeting, the Secretary shall then prepare for mailing to the membership a ballot package to contain: Two official ballots, two envelopes marked "Ballot" with no indication as to who is voting, and two pre-addressed return envelopes if membership is held by two people or one pre-addressed envelope if membership is held by one person. Official ballot packages will be mailed to each membership in good standing.

After the two ballots have been properly marked by the voting members, indicating the choices of candidates, each ballot is placed in a separate envelope marked "Ballot," and the envelope is sealed. The sealed envelope is placed in the pre-addressed return envelope and the members shall print and SIGN their names above the return address in the upper left hand corner of the face of the envelope. "Ballot" envelopes received without BOTH printed member name and signature or in an envelope other than the official "Ballot" envelope will be voided without opening after recording that the member in question has voted. Ballots completed and prepared as set out above may be mailed to the Club or deposited in the box provided at the Clubhouse. They must be received by the start time of the Annual Meeting.

Section 6- The election ballots shall be tabulated on the evening of the Annual Meeting in October. The Secretary or designee shall conduct the counting of the ballots along with two disinterested members, to be appointed by the Secretary. These individuals will open each signed envelope and check off the member's name on a member list. The ballot envelopes will be deposited unopened into a ballot box. After all signed envelopes have been opened, the team shall open the ballot envelopes and count the votes. After the ballots are counted, the

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Secretary or designee shall prepare a written tabulation of the complete results signed by the committee for the Commodore and the corporate records. All ballots shall be retained under the custody of the Secretary for a period of thirty days following the tabulation and, if no objections to the results are voiced regarding the tabulation, the ballots will then be destroyed. Should an equal number of votes be received by the nominees, the "tie" shall be decided by lot.

Section 7- The Secretary shall post the results of the election.

Section 8- In the event an office is vacant, the position may be filled by appointment of the Board of Directors with the exception of the Commodore in which case the Vice Commodore shall assume the office. The Interim Vice Commodore may be filled by board appointment.

Section 9- Newly elected officers and directors shall attend Board meetings beginning in November in preparation for their impending year in office, which shall commence January 1.

### **ARTICLE VIII - Dismissal of Board Members**

Section 1- If a Special Meeting of the Membership (ARTICLE V Section 2) is requested for a lack of confidence vote of any or all members of the board, the board shall take no action until the Special Meeting of the Membership has voted. A simple majority vote of the Active Memberships is required to dismiss an officer. Any remaining terms shall be filled by appointment by the board. (Article VII Section 8).

### **ARTICLE IX - Membership**

Section 1- Membership shall be open to all persons who are interested in yachting.

Section 2- An Active Membership shall be held in the name of one person, age 18 or over, who has singly, or in the names of two persons who have collectively, paid a full set of membership fees and assessments. An Active Membership whether held in one name or two names shall have two votes. Active members shall have all the privileges of the club and its facilities. Active Membership shall include all dependents under age 21 who shall enjoy all benefits of membership excluding office holding and voting. Members are responsible for their dependents and guests. Dependents shall have the privilege of transferring to active status without paying initiation fees. The Active Membership will receive as many membership cards as needed for family members. An Active Membership, also referred to as being in good standing, is current on all dues and fees, and no one included in the Membership is under suspension or termination.

Section 3- Honorary members shall be those persons who have performed outstanding services for the Club and upon whom the Club may wish to confer this distinction. Honorary members shall be elected for a period established by the directors. Honorary members shall pay no membership fees or assessments and shall have no voting rights, but shall have all other privileges of the Club and its facilities.

Section 4- Applicants for membership shall submit written application to the Vice Commodore of the club on a form provided by the club and shall remit fees, dues, and assessments with the application. The Treasurer shall hold the funds remitted. The Vice Commodore shall present the application to the Board for consideration in closed session at the next board meeting. Should the board approve the application, the membership will become effective on the date of approval.

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Section 5- The Board of Directors may, by a majority vote of its members, take action including, but not limited to terminate or suspend any Membership in the corporation. This action may be taken for any conduct unbecoming a member of this corporation or detrimental to the welfare, character, interest or purpose of the corporation. A Membership is only eligible for one suspension.

Written notice, setting forth the charge(s) will be given to the affected member two weeks prior to a vote to suspend, terminate, or take other action. The member shall be given the opportunity to address the Board in closed session before a final vote is taken. Member will be asked to step out of closed session during board discussion and vote.

Section 6- A member who is terminated or suspended shall not participate in club functions or use the clubhouse facilities, even as a guest of a member in good standing or as a member of another yacht club or association. Fees and dues will not be reimbursed to members who are terminated, suspended or voluntarily resign their membership. A member terminated due to conduct, shall not be eligible for club membership in the future.

#### **ARTICLE X - Fees, Dues and Assessments**

Section 1- Dues and assessments for all Memberships shall be set in an amount to be determined by the Board of Directors and voted on by Memberships in good standing. In determining the amount of dues and assessments, the Board of Directors shall prepare and present to the members a balanced annual budget or budgeted update which reflects the actual costs of club operations, payments to authorized impounds, expenditures for proposed equipment acquisitions or activities, prudent reserves, and any other necessary expenditures. The dues year begins on June 1 and ends on May 31.

Section 2- The Board of Directors shall determine and publish a schedule for the payment of annual dues. Memberships shall be considered delinquent if not paid within 45 days of the date specified by the schedule of payments.

Section 3- Membership applications are voted on by the Board at each regular board meeting (Article IIX Section 4). Dues will be prorated, beginning with the date of acceptance for the number of days remaining in the fiscal year which runs June 1st through May 31st.

Section 4 - Initiation fee shall be determined by the Board of Directors and will be assessed of new Active memberships.