

**BYLAWS OF THE BAY YACHT CLUB
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BYLAWS OF THE BAY YACHT CLUB

ARTICLE I - NAME

The name of this organization shall be the **BAY YACHT CLUB**, and is incorporated under the laws of the State of Texas as a non-profit organization and is located and shall transact its business in Corpus Christi, Nueces County, Texas. **BAY YACHT CLUB** is referred to in these Bylaws as "the Club" or "Club".

ARTICLE II - PURPOSE

The Club is organized to promote recreational boating, both motor and sail, water sports, water safety education, and boating instruction for adults and young people interested in marine activities. To this end, the Club is authorized to own, control, operate, or lease real or personal property to accomplish this purpose.

ARTICLE III – MEMBERSHIP

The Club does not discriminate on the basis of age, race, religion, color, creed, sex and/or sexual orientation.

Section 1. Definition:

- a.** The Club shall have the following classes of memberships: Active, Cruising (grandfathered only), Student, Honorary and Life.
- b.** Membership accounts shall be in the name of the applicant and issued one membership number in the Club's records and include those individuals listed on the application for membership.
- c.** Members as referred to in these Bylaws are those included in each membership number.
- d.** Memberships are non-transferable.
- e.** Memberships in good standing are those current on dues and not in arrears.

Section 2. Classes:

- a. Active** - Any adult person, accepted for membership as provided in these Bylaws.
- b. Cruising** - No other members will be placed in this category. If a Cruising member moves to within 40 miles by road from the Corpus Christi Marina or has a boat in the area of Corpus Christi Bay, the member will be reclassified as an Active member.
- c. Student** - Individuals accepted for membership who are full time students, at least fourteen years of age, participating in state approved programs or institutions of learning. Initiation fees shall not be required, and dues shall be paid quarterly.

(i) This membership terminates upon the member attaining age 26 years, graduation or when no longer enrolled in or attending classes, whichever occurs first.

(ii) Student members may convert to active membership authorized in these Bylaws if the member is current on their account with the Club and pays the current initiation fees, discounted 20% for each 12 month period such member has been a Student member.

(iii) Student memberships are individual, and do not include families.

d. Honorary - Any nonmember may be extended the privilege of Honorary Member by majority vote of the Executive Board for a period of one calendar year coinciding with the term of office of the Board so voting.

e. Life - Any person who has demonstrated exemplary service to the club for an extended period of time may be nominated by the Executive Board and affirmed by a majority of voting members at a General Membership meeting.

Section 3. Privileges:

Memberships in good standing enjoy the following privileges:

a. Active - the use of Club facilities, attendance at Club functions, rental of Club facilities, voting in General and Special Membership meetings (one vote per membership), holding Executive Board Office, and ownership of an undivided interest in Club Properties.

b. Cruising – the use of Club facilities, attendance at Club functions, rental of Club facilities, voting in General Membership meetings (one vote per membership) and ownership of an undivided interest in Club Properties.

c. Student - the use of Club facilities and attendance at Club functions.

d. Honorary – the use of Club facilities, attendance at Club functions and rental of Club facilities.

e. Life – the use of Club facilities, attendance at Club functions and rental of Club facilities.

f. Dependents who actually reside with Active and Cruising members in good standing, and who are under age 21 years - may use Club facilities and attend Club functions.

Section 4. Initiations Fees, Dues and Assessments:

a. The Executive Board may from time to time recommend to the General Membership a schedule of initiation fees, dues and assessments, and the manner of payment of same, to be voted upon by a majority of the voting members of the Club present at either of the semi-annual meetings of the membership, or at a specially called meeting for that purpose.

b. The fees and dues, when approved, shall be posted in a prominent place in the Club.

c. Initiation fees for membership, in addition to applicable taxes:

- (i) Active: \$200;
- (ii) Student: none;

The initiation fee may be paid over a six (6) month period at the rate of \$40 per month for a total of \$240.

There shall be no initiation fee for the child of a member, who upon reaching the age of 21, wishes to join the Club. This paragraph shall be in effect for 6 months after said child's 21st birthday.

d. Dues and assessments plus applicable taxes and incurred charges: Payable in advance, due by the end of the month.

- (i) Active : \$32 dues plus \$10 barge fund assessment; total \$42 monthly;
- (ii) Cruising: \$180 dues plus \$60 barge fund assessment; total \$240 for the calendar year, to be paid annually;
- (iii) Student: \$ 30 the calendar year, to be paid quarterly
- (iv) Honorary, Life: No dues

Section 5. Application for Memberships:

a. The Executive Board shall prescribe the form of application for membership, which will be addressed to the Club's Rear Commodore.

(i) The appropriate initiation fee and required dues shall accompany the application.

(ii) Applications shall include sponsorship by at least two Active members of the Club, who are in good standing, and who can vouch for the applicant's good character, and interest in marine activities.

b. After the Rear Commodore has determined the submitted membership application is in proper form and received proper payment, applicant shall be accepted in a provisional status for 30 days. The General Membership will be notified of the applicant's provisional status by email no later than ten (10) days of receipt of the application of membership.

(i) During the 30 day provisional status of the applicant, the General Membership may comment on the submitted application for Membership to the Membership Committee through the Rear Commodore. Objection to membership must be presented in writing to the Rear Commodore.

(ii) At the end of the sixty (30) day provisional period, in the absence of objections, the application will be accepted by acclamation. In the event of objections the Membership Committee will meet, review the objections for validity and vote on acceptance. If, after review, the Membership Committee has

approved or disapproved the application, it shall report same to the Executive Board at its next regular meeting. An applicant will be given the opportunity to respond in writing to objections prior to any decision by the Membership Committee. The Executive Board will affirm or deny this application.

(iii) All privileges of Active membership, with the exception of voting and undivided interest in club property, will be extended to an applicant during the provisional period.

(iv) If denied membership, the applicant will be refunded the initiation fees paid, less the provisional period of membership used.

(v) A membership package will be presented at the end of provisional period.

c. If the application is rejected, the Rear Commodore shall notify the applicant in writing in a private and business-like way, returning initiation fees and advance dues tendered with the application.

(i) No reason need be stated for the rejection.

(ii) A rejected applicant may reapply for membership.

Section 6. For Cause/Suspension/Termination:

a. Membership may be terminated by unanimous vote of the Executive Board, for good cause. Good cause may be defined but not limited to a member not following the Bylaws and Policies of the Club.

b. Memberships failing to timely pay dues, fees or other charges may be suspended or terminated for such cause, and their account considered "in arrears" in which case the member may be:

(i) Suspended from use of Club facilities and privileges if not paid within 45 days of the due date.

(ii) Terminated from membership if not paid within 90 days of the due date.

c. The Executive Board may suspend or abate dues payment of a member on showing of good cause, without penalty of "in arrears", if request for same is made in writing to the Board before the 45 days referred to in paragraph b. Section 6. For Cause/Suspension/Termination.

(i) Such suspension or abatement may continue for such period the Board deems appropriate.

(ii) If the account is not brought current during the period of suspension, the membership shall be terminated, "in arrears".

(iii) The Board may extend the period of suspension if it deems appropriate.

d. During any period of suspension, the member, spouse and dependent children shall not enjoy privileges of membership.

Section 7. Resignation:

a. Members may resign by notifying the Rear Commodore, effective the beginning of the month following the notice.

b. The Rear Commodore will provide the Treasurer written documentation as to the membership name, date and reason for resignation if given.

c. The resignation shall be considered "in good standing" if the member's account is current; or "in arrears", if balances on the account are due.

Section 8. Reinstatement:

a. Former members may reapply for membership as if a new member and upon payment of ½ the initiation fee appropriate to the particular membership, plus dues required. If the application is approved, a new member number shall be assigned.

b. Members suspended from membership "in arrears" may be reinstated by bringing their account to date before achieving 90 days past due and upon approval of the Executive Board.

c. Members terminated from membership "in arrears" may reapply by making a new application for membership, by bringing their account to date, and by paying the initiation fee appropriate to the particular membership, plus current dues required, subject to the approval of the Membership Committee and the Executive Board.

d. Members terminated for cause may be reinstated only after applying as if a new member, posting the initiation fees and appropriate dues, and on affirmative vote of the General Membership at either of its semi-annual meetings, or at a special meeting called for that purpose.

Section 9. Miscellaneous:

a. In the event of divorce, the Executive Board may accept for new membership;

(i) without initiation fee, the divorced former spouse.

(ii) a new membership number will be assigned to each party.

b. Should a member die, the membership shall succeed to the surviving spouse.

c. Members changing addresses or status in the original application for membership shall notify, in writing, the Treasurer within thirty, (30), days of such change.

ARTICLE IV – EXECUTIVE BOARD

Section 1. Affairs of the Club:

- a.** The Executive Board, elected by the Active and Cruising memberships, will govern the affairs of the club.
- b.** Each member of the Executive Board will have one vote during Executive Board meetings.
- c.** Only the Executive Board or their designated representative will have the ability to encumber the Club in legal matters.

Section 2. Meetings:

- a.** The Executive Board shall meet on a monthly basis according to a published schedule determined by the Commodore at a time and place conducive for the Board Members.
- b.** Members in good standing may attend and address the Executive Board concerning any item properly brought before the board but may not vote.
- c.** Robert's Rules of Order, Revised, shall govern the procedure of the conduct of the meetings of the Executive Board, unless these Bylaws provide otherwise.

Section 3. Composition and Terms:

- a.** The Executive Board shall consist of ten (10) members: Executive Officers - Commodore, Vice Commodore, Rear Commodore, Treasurer, Secretary; and four (4) Directors, who shall be elected at the October meeting of the General Membership; and the immediate past Commodore.
- b.** The Executive Officers shall serve for one (1) year, beginning the first day of the calendar year following election.
- c.** Executive Board Members shall hold only one elected office at a time, but may also serve as chairs or members of committees.
- d.** Executive Board members serve without compensation.
- e.** The Directors shall serve for two (2) years, beginning the first day of the calendar year following election. Two of the Directors shall serve staggered terms, so that two are elected each year.

Section 4. Responsibilities of the Executive Board:

- a.** The Commodore shall be the principal executive officer of the Club, and shall preside over all meetings of the membership and the Executive Board.
- b.** The Vice Commodore shall be responsible for the Club's properties, in particular the barge and Club house thereon, and;

- (i) assist the Commodore in the discharge of his duties and act as Commodore should that officer be absent or unable to perform his duties.
 - (ii) chair the Club's Docks and Facilities Committee.
 - (iii) advise the Executive Board on the status of Club properties and shall advise on needed repairs, effecting same when authorized by the Executive Board.
- c.** The Rear Commodore shall be responsible for all matters pertaining to Membership, and more specifically;
 - (i) prepare, recruit, collect and review membership applications for acceptance and the record keeping involved.
 - (ii) chair the Club's Membership Committee.
- d.** The Secretary shall keep records and minutes of the meetings of the General Membership and of the Executive Board, and;
 - (i) serve as the record custodian of the Club, unless these Bylaws provide that particular records are kept by some other office.
 - (ii) reduce the minutes of meetings to writing, and post in a public place in the Club within 7 days of the particular meeting recorded.
 - (iii) keep a permanent notebook of the approved Executive Board minutes available at reasonable times for review by members of the Club.
- e.** The Treasurer will be responsible for the Club's finances, receipts, deposits, disbursements, accounts receivable and payable, and;
 - (i) advise the Executive Board when obligations are due, such as rent, utilities, insurance and taxes.
 - (ii) report the financial status of the Club at least monthly to the Executive Board.
 - (iii) provide a comprehensive financial report consisting of a Balance Sheet and Income and Expense Statement, in writing, to the April and October meetings of the General Membership.
 - (iv) serve on the Membership Committee.
- f.** The Directors shall serve as advisory members of the Executive Board, and;
 - (i) attend all meetings.
 - (ii) vote on Board actions.
- g.** The Immediate Past Commodore shall serve as the parliamentarian for the Board and General Membership, and;

(i) serve as an advisory member of the Executive Board.

(ii) vote in matters before the Board.

Section 5. Vacancies and Resignations:

a. Vacancies on the Executive Board may be filled by any Active Member in good standing, elected by the Executive Board subject to confirmation by the voting members at its next general meeting.

b. The term of office shall correspond to that of the Board electing the member to fill the vacancy.

c. Should the Immediate Past Commodore decline or be unable to serve, or changes membership to other than Active, this position shall not be filled, and some other member of the Board may be appointed Parliamentarian.

d. Resignation from the board should be made in writing and addressed to the Commodore and Secretary.

Section 6. Termination of Office:

a. Executive Board members may be removed from office by a vote of the majority of the voting members at any general or special meeting of the membership.

b. Failure to attend three meetings shall constitute constructive resignation from the Board by the absent Board member, unless the Board expressly excuses the absences.

Section 7. Quorum:

A quorum for any meeting of the Executive Board shall be six (6) members. Business of the Executive Board requiring a vote must pass by a majority vote of those present.

Section 8. Meetings Without Notice:

a. Club matters requiring Executive Board decision when the Commodore determines it impractical to call a meeting, may be accomplished by polling the Executive Board members individually by phone or otherwise, and the business conducted by a vote of four (4) members concurring.

b. Documentation of the business, the members of the Executive Board contacted and their respective votes shall be maintained and presented to the Executive Board for confirmation (or not) at its next regular meeting.

ARTICLE V – ANNUAL OPERATING BUDGET AND DONATIONS

Section 1. Annual Operating Budget:

a. The Finance Committee, with Executive Board approval, will prepare and present an annual operating budget, for the months of January 1st thru December 31st, to the General

Membership for approval or disapproval no later than the April General Membership meeting of each year.

b. Expenditure of Club funds shall be made only in accordance with the approved Budget, unless:

(i) non-budgeted expenditures are deemed immediate and are of an emergency nature for the preservation of the barge and/or facilities as determined by the Vice Commodore.

(ii) non-budgeted expenditures are approved by majority vote of the voting membership in advance to said expenditure at any general meeting, or specially called meeting.

c. Non-budgeted expenditures are those expenditures not forecast within the limits of the current budget, be it capital or expense.

d. Actual to Budget performance reports annotating variances will be posted monthly for General Membership comment.

e. Ordinary variances of less than 3% of the operating budget for any given category will be deemed acceptable after posting if no Special Meeting is called for budget review.

Section 2. Donations

a. A donation is any monetary gift or gift of real or personal property for the benefit of the Club, and its members by any person, group or organization.

b. Donations less than two hundred dollars, (\$200.00), in value shall be presented to the Vice Commodore for approval.

c. Donations greater than two hundred dollars, (\$200.00), in value must be approved by the Board of Directors.

d. Any solicitation for donations must first be submitted to the Executive Board regardless of the amount of the solicitation.

e. Donations when accepted, approved and placed by the Vice Commodore or the Executive Board are nonrefundable and become property of the Club.

f. Donations shall not be considered as budgeted items and may be used as deemed by the Executive Board.

ARTICLE VI - GENERAL MEMBERSHIP MEETINGS; NOTICE; PROXIES NOT PERMITTED

Section 1. General Meetings:

There shall be at least two (2) general meetings of the membership each year, in April and in October. All members in good standing may attend and be heard on matters properly before the membership. The purposes of these general meetings are:

- a. Elect club officials.
- b. Examine the business affairs, rules and regulations of the club.
- c. Conduct any business necessary.
- d. The business of the Club shall be conducted by a majority vote of the eligible voting members present.
- e. Only Active and Cruising members, in good standing, may vote on matters before the membership. One vote per membership.

Section 2. Special Meetings:

- a. Special meetings may be called by the Commodore, a majority of the members of the Executive Board, or by at least ten (10) members of the General Membership in a written statement to the Executive Board listing the purpose of such meeting.
- b. Notice of special meetings may be effected by written, email, newsletter or telephone notice, given at least ninety-six (96) hours prior to the meeting to the General Membership.
- c. All members in good standing may attend and be heard on matters properly before the membership.
- d. Only Active and Cruising members, in good standing, may vote on matters before the membership. One vote per membership.

Section 3. Notice of General Meetings:

- a. Notice of general meetings must be written and posted at least 30 calendar days prior to the meeting, and;
 - (i) include the proposed agenda.
 - (ii) members wanting additions to the agenda must notify the Commodore.
- b. Written notice may be included in the Club's monthly newsletter, billings, or other mailings addressed to each voting member.

Section 4. Quorum:

A quorum shall be constituted at any General or Special Meeting by attendance of at least fifteen per cent (15%) of the voting members being present.

Section 5. Proxies:

Proxies shall not be permitted.

Section 6. Rules of Order:

Robert's Rules of Order, Revised, shall govern the procedure of the conduct of the meetings of the membership and Executive Board, unless these Bylaws provide otherwise.

ARTICLE VII - ELECTION OF OFFICERS

Section 1. Eligible Voting Members:

Active and Cruising memberships of the Club who are in good standing shall elect the officers provided by these Bylaws at the October meeting of the General Membership.

Section 2. Candidate Qualifications:

- a.** Hold an Active membership in good standing for a minimum of one (1) year. Prior Board experience is highly recommended for the Commodore's position.
- b.** Have been active in club affairs during the prior year.
- c.** Must not be nominated for more than one office.
- d.** Willing to serve and provide a statement explaining reasons and qualifications for serving for elected office.

Section 3. Nomination of Candidates:

Candidates for office shall be nominated by the Nominating Committee and will include nominees submitted by the General Membership.

Section 4. Nominating Committee:

Section 3. Nomination of Candidates:

a. Nominating Committee, consisting of five (5) members, will be selected by the Executive Board of Directors and the General Membership to propose a ballot of officers. Its members will select the Chairman of the committee.

(i) Executive Board will select two (2) members from the Active Memberships in good standing, one of which must be a Past Commodore. Current Executive Board members shall be excluded.

(ii) Active Memberships will select three (3) members in good standing from the Active Memberships during the April General Membership meeting.

1. Nominations will be taken from the floor.
2. Members may vote for up to three (3) nominees.
3. Nominees receiving the highest vote totals will be selected.
4. The election protocol will be the same as for the General Election.

b. Names of the members of the Nominating Committee shall be published during the month of August, by posting in a public place within the Club and in the Club's August newsletter so that the General Membership may contact members of the committee about potential nominees.

c. The Nominating Committee shall submit their report to the Executive Board at the Board's September meeting. This report shall include a ballot consisting of at least one (1) name for each office, including any other names submitted by the membership.

d. The ballot presented to the October General Membership meeting will include:

(i) office position.

(ii) candidate(s) for each office and a vote check box.

(iii) none of the above vote check box.

e. The ballot shall be published in the September Club newsletter and shall include the candidate's statement of qualification.

f. If not published in the September issue of the Club newsletter, the commission of this committee shall terminate, and all nominations will be made from the floor of the meeting of the General Membership.

Section 5. Election Protocol:

The Commodore and Secretary will conduct the election of the Executive Board members and Directors during the October General Membership meeting.

a. Commodore shall appoint two (2) officials from the Active membership to assist in conducting the election. These officials will:

(i) verify voter eligibility by using the most current list of Active and Cruising members in good standing prepared by the Rear Commodore and Treasurer.

(ii) distribute the official ballots listing candidates for all offices to eligible members and mark the current list of members in good standing, showing they received their ballot.

(iii) mark the current list of members in good standing when eligible members vote.

(iv) count and tabulate cast ballots.

(v) have ability to declare the election process valid.

b. All eligible memberships present during the October General Membership meeting shall vote in favor of their candidate of choice or vote not in favor of the listed candidates for each available position.

- c. The candidates for the Executive Board shall be elected by a majority of voting members at the October meeting after a Quorum has been verified.
- (i) The top two candidates for each available office will be selected for a runoff if a majority does not exist among candidates.
 - (ii) If a majority for given office cannot be reached after three voting processes, those listed candidates for the given office will be dropped from the ballot and new nominations for the given office will be accepted from the floor.
 - (iii) If a “none of the above” vote selection wins the majority of votes for a given office, the candidate(s) for such office will be dropped from the ballot and new nominations will be accepted from the floor.
 - (iv) In the case of (ii) and/or (iii), new ballots will be provided according to Section 5 Election Protocol, a.
 - (v) All votes cast shall be available for inspection by the candidates after they are counted.
- d. Only after the ballots have been tabulated, opened for inspection and the election process declared valid, without objection, may the Commodore announce the results of the election.
- e. The most current list of eligible voters voting, tabulation sheets and ballots cast shall be entered into the minutes of the meeting as well as the final vote counts and winners of each office.

Section 6. Commencement of Term:

- a. Elected officials will take office the first day of January of the year following election.
- b. Formal installation and the oath of office may take place at anytime during that month.

ARTICLE VIII - COMMITTEES AND APPOINTED OFFICES

Section 1. Appointment and Expiration:

- a. The Commodore will appoint such committees as necessary to further the Club's business, including but not limited to the Bowsprit, Publicity, Long Range Planning, Beverage, Dinner, Race, Cruising, Social, Hurricane and Education.
- b. The Club's Standing Committees shall include Membership, Finance, Docks and Facilities. Chairs for these committees are provided in Section 2 of this article.
- c. Active, Cruising or Student Members in good standing may serve and/or chair one or more committees.
- d. Committee memberships and chairs shall expire at the end of each calendar year.

e. Club property assigned to a committee member, or chair (such as storeroom keys, tools, burgees) shall be returned to the Commodore at the end of the term of the committee.

Section 2. Standing Committees:

a. The Membership Committee shall be chaired by the Rear Commodore, and shall include the Treasurer, and three (3) Active members appointed by the Rear Commodore and approved by the Executive Board.

b. The Finance Committee shall include the Commodore, Vice Commodore, Treasurer, and at least three (3) Active Members selected by the Executive Board, and the Commodore elect, Vice Commodore elect and Treasurer elect following the coming years October election, and;

(i) the Chairman shall be selected from the Active members of the committee.

(ii) the duties of this committee include evaluation of the financial condition of the Club, its future needs, methods of meeting those needs.

(iii) shall form an audit subcommittee consisting of two (2) Active members to provide the audit of the accounting records, methods and procedures of the club, and;

1. be independent from Executive Board oversight.
2. provide a report regarding the reliability of the financial reports to the general membership at the April general meeting.

(iv) shall form a budget subcommittee consisting of members from the Finance Committee and shall include the Commodore and Commodore elect, Vice Commodore and Vice Commodore elect, Treasurer and Treasurer elect and the Finance Committee Chairman, as Chairman, to prepare the following years budget by December 15th of the current committee's year.

c. Docks and Facilities Committee shall be chaired by the Vice Commodore, and;

(i) shall include at least two (2) active members appointed by the Vice Commodore and approved by the Executive Board.

(ii) shall be responsible for and not limited to protection, maintenance and repair of Club property, janitorial services, policies for renting Club premises, along side docking policies, and enforcement of safety procedures concerning the Club.

d. All actions by any standing committee may be rescinded by a majority vote of the Executive Board.

Section 3. Liability:

Neither the Vice Commodore, the committee members, the Club or any Officer or member of the Club shall be responsible for the personal property of any member, guest, visitor or invitee.

ARTICLE IX- OWNERSHIP OF CLUB PROPERTY

Ownership and title to all Club property, funds, or assets shall be vested in the Bay Yacht Club as a nonprofit corporation. Active and Cruising memberships in good standing shall have an equal, undivided interest in Club properties. Suspension, resignation or termination of membership, for any reason, shall operate as a forfeiture of such property interest.

ARTICLE X – RECORDS

Club officers, committee chairs and members shall retain as a permanent record any correspondence published on behalf of the Club, copies of reports made to or on behalf of the Club, and records made and maintained on behalf of the Club. The Club shall provide space for retaining such records, under the auspices of the Secretary.

ARTICLE XI - CONSTRUCTION AND AMENDMENTS

The construction, meaning and definition of any provision of these Bylaws shall be determined by a majority vote of the Executive Board, reduced to writing and published periodically in a public place in the Club, and shall be known as "Policy Statement" or "House Rules", subject to change by a majority vote of the membership at a general meeting, or at a meeting specially called for that purpose using the same voting protocol as the election of officers.

These Bylaws may be amended at any meeting of the General Membership or at a meeting specially called for that purpose, on notice set forth in Article 6 General Membership Meetings; Notice; Proxies Not Permitted, Section 2 - Special Meetings, b, upon a vote of two-thirds (2/3s) of the voting members present using the same voting protocol as the election of officers.

ARTICLE XII – DISSOLUTION

Dissolution of this Club shall be in accordance with the Texas Non Profit Corporation Act, as amended.

Adopted April 18, 2009 at General Meeting with no dissenting votes
Revised October 10, 2009 at General Meeting with no dissenting votes.