

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; PRIVILEGES.

The Club shall have the following classes of members: Active, Cruising (grandfathered only), Student, and Honorary.

Members in good standing enjoy the following privileges:

Active and Cruising members and their spouses - the use of Club facilities, attendance at Club functions, rental of Club facilities, voting on Club affairs and business (one vote per family), holding Executive Board Office, and ownership of an undivided interest in Club Properties.

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.

Student and Honorary members: the use of Club facilities and attendance at Club functions. Such memberships are individual, and do not include families.

Club memberships are not transferable. The membership and account shall be in the name of the applicant.

MEMBERSHIP CLASSES:

a. ACTIVE MEMBER. Any adult person, accepted for membership as provided in these Bylaws.

b. CRUISING MEMBER. Cruising and non resident members who do not own a boat in the area of Corpus Christi Bay who are members of the Bay Yacht Club, in good standing on the effective date of these amended Bylaws shall be reclassified as Cruising members, without application being necessary. Non resident and Cruising members who do own a boat in the area of Corpus Christi Bay will be reclassified as Active members, without application being necessary. Following this reclassification, 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, he will be reclassified as an Active member.

c. STUDENT MEMBER. Adults or teens accepted for membership who are bona fide students participating in state approved programs or institutions of learning. Initiation fees shall not be required, and dues shall be paid quarterly.

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

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

d. HONORARY MEMBER. Any person 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.

INITIATION FEES, DUES and ASSESSMENTS:

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

Initiation fees for membership, in addition to applicable taxes:

Active: \$200;
Student: none;

The initiation fee may be paid over a 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.

Dues: Payable in advance, in addition to applicable taxes:

Active : \$27.00 monthly;
Cruising: \$180 the calendar year, to be paid annually;
Student: \$30 the calendar year, to be paid quarterly

APPLICATIONS FOR MEMBERSHIP:

The Executive Board shall prescribe the form of application for membership, which shall be addressed to the Club's Vice Commodore, who is the chairman of the Club's membership committee. The appropriate initiation fee and required dues shall accompany the application.

No privilege of membership may be extended to an applicant until the application has been approved by the Membership Committee.

If the Vice Commodore determines the application is in proper form, it shall be posted in a public place in the Club for not less than 21 days. The general membership may comment on the application to the Membership Committee through the Vice Commodore. At the end of the posting period, the Committee shall meet and determine whether to accept or reject the application. Acceptance must be based on a unanimous vote of the Committee. If the Membership Committee has unanimously approved the application, it shall report same to the Executive Board at its next regular meeting, and shall inform the applicant in writing, with a brief explanation of Club privileges and member obligations.

If the application is rejected, the Vice Commodore shall notify the applicant in writing in a private and business like way, returning initiation fees and advance dues tendered with the application. No reason need be stated for the rejection. A rejected applicant may reapply for membership.

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, financial stability, and interest in marine activities.

RESIGNATION:

Members may resign on written notice to the Vice Commodore, effective the beginning of the month following the notice. The resignation shall be considered "in good standing" if the member's account is current; "in arrears", if balances on the account are due.

FOR CAUSE/SUSPENSION/TERMINATION:

Membership may be terminated by unanimous vote of the Executive Board, for good cause.

Members 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:

1. suspended from use of Club facilities and privileges if not paid within 45 days of the due date;
2. terminated from membership if not paid within 90 days of the due date.

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 to the Board before the 45 days referred to in paragraph 1, above. Such suspension or abatement may continue for such period the Board deems appropriate. If the account is not brought current during the period of suspension, the membership shall be terminated, "in arrears". The Board may extend the period of suspension if it deems appropriate.

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

REINSTATEMENT:

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.

Members suspended from membership "in arrears" may be reinstated by bringing their account to date, within the time periods provided in these Bylaws, and upon approval of the Executive Board.

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 dues required, subject to the approval of the Executive Board.

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.

MISCELLANEOUS:

In the event of divorce, the Executive Board may accept for membership, without initiation fee, the divorced former spouse. The Executive committee shall determine which spouse shall be assigned the old number, and which shall receive a new number. The Board is authorized to hyphenate the old number.

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

Members changing addresses or status shall notify, in writing, the Executive Board within thirty (30) days of such change.

ARTICLE IV - EXECUTIVE BOARD

Section 1. The affairs of the Club shall be managed by the Executive Board, who shall be elected from the Active membership, and their spouses.

Section 2. 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.

The Executive Officers shall serve for one (1) year, beginning the first of the calendar year following election.

Executive Board Members shall hold only one elected office at a time, but may also serve as chairs or members of committees.

Executive Board members serve without compensation.

The Directors shall serve for two (2) years, beginning the first of the calendar year following election. Two of the Directors shall serve staggered terms, so that two are elected each year.

Section 3. The responsibilities of the Executive Board members shall include:

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 assist the Commodore in the discharge of his duties, acting as Commodore should that officer be absent or unable to perform his duties. The Vice Commodore shall chair the Club's Membership Committee.

C. The Secretary shall keep records and minutes of the meetings of the general membership and of the Executive Board, and shall serve as the record custodian of the Club, unless these Bylaws provide that particular records are kept by some other office.

Minutes of meetings shall be reduced to writing, posted in a public place in the Club within 7 days of the particular meeting recorded, and upon approval of the Executive Board, shall be kept in a permanent notebook available at reasonable times for review by members of the Club.

D. The Treasurer shall be responsible for the Club's finances, receipts, deposits, disbursements, accounts receivable and payable. The Treasurer shall advise the Executive Board when obligations are due, such as rent, utilities, insurance and taxes, reporting the financial status of the Club at least monthly to the Executive Board; with a comprehensive financial report of the Club being presented in writing, at the April and October meetings of the General membership. The Treasurer shall serve on the

Membership Committee.

E. The Rear Commodore shall be responsible the Club's property, in particular the barge and Club house thereon, and shall chair the Docks and Facilities Committee. The Rear Commodore shall, at least monthly, advise the Executive Board on the status of Club properties and shall advise on needed repairs, effecting same when authorized by the Executive Board.

F. The Directors shall serve as advisory members of the Executive Board, attending all meetings and voting on Board actions.

G. The Immediate Past Commodore shall serve as the parliamentarian for the Board and General Membership, and as an advisory member of the Executive Board, and shall have a vote in matters before the Board.

Section 4. 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. The term of office shall correspond to that of the Board electing the member to fill the vacancy. 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.

Section 5. 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.

Failure to attend three meetings in sequence shall constitute constructive resignation from the Board by the absent Board member, unless absences are expressly excused by the Board.

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

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

Section 7. The Executive Board shall prepare an annual operating budget which shall be presented to the General Membership for approval or disapproval not later than the April meeting of each year.

Expenditure of Club funds shall be made only in accordance with the approved Budget, and if not budgeted, only on advance approval of the Executive Board. Non budgeted expenditures shall be approved or disapproved by majority vote of the voting membership at any general meeting, or specially called meeting.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS; NOTICE; PROXIES NOT PERMITTED.

There shall be at least two (2) general meetings of the membership each year, in April and in October. 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.

Notice of general meetings must be written and posted at least 30 calendar days prior to the meeting. Notice of special meetings may be effected by written or telephone notice, given at least ninety-six (96) hours prior to the meeting. Written notice may be included in the Club's monthly newsletter, billings, or other mailings addressed to each voting member.

A quorum shall be constituted at any general membership meeting by attendance of at least fifteen per cent (15%) of the voting members being present. The business of the Club shall be conducted by a majority vote of the voting members present.

Voting members at general and special meetings are those Active and Cruising members, in good standing, one vote per family.

Proxies shall not be permitted.

Non voting members may attend the general or special meetings, and shall have the opportunity to be heard on any matter properly before the membership.

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 VI - ELECTION OF OFFICERS

Section 1. Active and Cruising members of the Club who are in good standing shall elect the officers provided by these Bylaws at the October meeting of the General Membership. "In good Standing" means the member is current on dues and accounts with the Club.

Section 2. Candidates for office shall be nominated from the floor of such meeting, or may be nominated by a committee selected by the Commodore. The 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 or in the Club's August newsletter so that the general membership may contact members of the committee about potential nominees. The nominating committee shall consist of the Commodore, and four (4) Active members in good standing.

Section 3. The Nominating Committee shall submit at least one (1) name for each office, and along with any other names submitted by the membership, shall be published in the September newsletter. If not published in the September issue of the Club newsletter, the commission of this committee shall terminate, and nominations must be made from the floor of the meeting of the General Membership.

Section 4. The Members of the Executive Board shall be elected by a majority of voting members at the October meeting and shall take office the first day of January of the year following election. Formal installation may take place at anytime during that month.

ARTICLE VII - COMMITTEES AND APPOINTED OFFICES

Section 1. The Commodore may appoint such committees necessary to further the Club's business, including Bowsprit, Nominating, Publicity, Telephone notice to members, Long range planning, Beverage, Dinner, Finance, Race and Cruising, Social, Education, Youth, and Scouting.

The Club's Standing Committees shall include Membership, Finance, Docks and Facilities. Chairs for these committees are provided elsewhere in these Bylaws.

Committee memberships and chairs shall expire at the end of each calendar year. 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. The Standing Committees.

A. The Membership Committee shall be chaired by the Vice Commodore, and shall include the Treasurer, and three (3) Active members appointed by the Vice Commodore.

B. The Finance Committee shall include the Commodore, Treasurer, and at least three (3) Active Members. The Chairman may be selected by the committee members. The duties of this committee include evaluation of the financial condition of the Club, its future needs, methods of meeting those needs, and review of the Club's bookkeeping procedures.

C. Docks and Facilities Committee shall be chaired by the Rear Commodore, with its members being appointed by the Rear Commodore, as many as needed to effect the responsibilities of the committee, which include 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.

Neither the Rear 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.

The Executive Board may amend, overrule, reverse or rectify any decision or action of any standing or other committee, by majority vote.

ARTICLE VIII - 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. Members the Club in good standing who have paid full initiation fees (Active and Cruising members) 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 IX - 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 X - 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.

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 elsewhere in these Bylaws, upon a vote of two-thirds (2/3s) of the voting members present.

ARTICLE XI - DISSOLUTION

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

Adopted April 14, 2000 at General Meeting with no dissenting votes
Amended October, 2000 at General Meeting (dues increase)

Amended April, 2004 at General Meeting (dues increase)

Amended October, 2004 at General Meeting (dues and membership structure changes)