



BYLAWS OF THE PALM COAST YACHT CLUB

Revised November 3, 2016

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BYLAWS OF THE PALM COAST YACHT CLUB, INC.

Article I: Name

The name of the Corporation shall be “The Palm Coast Yacht Club, Inc.,” hereinafter referred to as the “Club.”

Article II: Objectives

The objectives of the Club are as follows:

- A. The establishment and expansion of the Club.
- B. The promotion of safe boating.
- C. The conservation of natural resources.
- D. The promotion of marine-oriented activities and other related activities.
- E. The conduct of charitable activities as approved by the Board of Governors, hereinafter referred to as the Board.

Article III: Membership

Section A. Class of Membership

There shall be one class of Membership, which being a Regular Member in Good Standing, herein after often referred to as “Member” for purposes of brevity.

Section B. Eligibility for Membership

Membership shall be by invitation. Those who profess an interest in the objectives of the Club, as set forth in Article II, and who, in the judgment of the Membership Committee and the Board, are of good moral character and can be expected to abide by these Bylaws, rules and regulations of the Club, and who will share in the Club’s responsibilities, shall be eligible for Membership in the Club. Membership shall not be denied on the basis of age, race, creed, gender identity, or national origin.

Section C. Admission to Membership

Applicants for Membership must be sponsored by a Regular Member in Good Standing and approved by a majority of the Membership Committee and by an affirmative vote by a simple majority of the Board. When thus approved, and upon receipt of payment of dues, the name of the new Member shall be published in the Club's newsletter, *The Pilot*.

Section D. Member Obligations

Regular Members in Good Standing are entitled to one (1) vote in the affairs of the Club and are entitled to all rights and privileges of the Club. To be considered in Good Standing, Members are obliged to pay dues as provided for in the Club Bylaws and abide by the Club Bylaws. Each Member shall practice good sportsmanship, fellowship, and proper civil conduct at all times, either afloat or ashore. Members will be held accountable for the conduct of their families and guests.

Any Members joining the Club on or after January 1, 2016, shall be immune from any liabilities to the Club prior to the date of their joining, which shall be defined as the day the Members submit dues for the relevant year. Likewise, these specific Members shall not be eligible for distribution of any funds realized from any Real Estate transactions prior to January 1, 2016. Members eligible for distribution are those who were members as of December 31, 2015.

Section E. Interpretation of Membership Provisions

Any conflicts or disputes with respect to the interpretation of the status, conditions, rights, and privileges of Membership, whether set forth in the Bylaws or not, shall be presented in writing to the Board by the Membership Committee, together with recommendations for action. After consideration, the decision of the Board by a two-thirds (2/3) vote shall be final and binding on all parties.

Section F. Resignation

Membership may be terminated by voluntary resignation, tendered in writing to the Commodore, and accepted by the Board, provided the resigning Member shall have paid current dues and all other indebtedness to the Club. Such resignation shall be deemed in Good Standing. Resigning Members not in Good Standing shall be duly recorded as such.

Section G. Censure, Suspension and Expulsion

A Member shall be subject to censure, suspension, or expulsion if the conduct of such Member violates these Bylaws and any rules and regulations promulgated by the Board. In the event that a Member is charged with any violation of these Bylaws or any rules and regulations properly established and published by the Board, the Board shall investigate such charges and make a determination of any appropriate course of action to be taken. If warranted, the Board, by simple majority vote, may institute censure, suspension, or expulsion of the Member so charged. Similarly, if a Member is not considered in Good Standing by virtue of not having fulfilled financial obligations to the Club, that individual's Membership may be terminated by the Board by a two-thirds (2/3) majority vote.

Section H. Reinstatement

A former Member in any class of Membership prior to January 1, 2016, or an individual who joined the Club on or after that date as a Regular Member, and who resigned in Good Standing, may apply for reinstatement at any time. Prior to reinstatement by the Board by a simple majority vote, the Member must pay any prorated dues for the current year and any reinstatement fee that may have been established. The name of any reinstated Member shall be published in the Club's newsletter, *The Pilot*.

Any Member not in Good Standing may apply for reinstatement as a Member upon payment of all unpaid dues, assessments and other charges in full. Reinstatement shall then be considered by the Board. The Board is authorized to take whatever lawful action is necessary to collect delinquent payments.

Article IV: Dues and Other Charges

The dollar amount of annual dues shall be set periodically by the Board of Governors. Any change to the then-current amount will be announced at the annual business meeting in November and published in *The Pilot*. Dues shall be based on the calendar year and must be paid by January 31.

Article V: Officers

Section A. Designation

The Flag Officers of the Club shall be: Commodore, Vice Commodore, Rear Commodore, Fleet Captain, and the Immediate Past Commodore. In addition to these officers enumerated, there shall be a Secretary and a Treasurer.

Section B. Terms of Office

The officers shall serve until a successor is elected. Each term of office shall be for two (2) years but last no more than two (2) consecutive terms. Terms of office shall begin the first of January. In the event of a vacancy in any elected office other than Commodore, the Commodore shall announce such vacancy at the next regularly scheduled meeting of the Club and shall request letters of interest from the Membership in filling any unexpired term. From these applicants the Board shall appoint a Member to complete the unexpired term. In the event of a vacancy in the office of Commodore, the Vice Commodore shall assume the office of Commodore with full authority as Commodore, while retaining those duties of Vice Commodore.

Section C. Duties

1. The Commodore -- The Commodore shall be the Chief Executive Officer of the Club and Chairman of the Board; shall preside at all meetings of the Membership; shall be an ex-officio Member of all Committees and shall sign, together with the Treasurer, all contracts, bonds, or other written instruments approved by the Board. The Commodore shall retain executive and administrative authority in all matters pertaining to the business of the Club in accordance with policies established by the Board.
2. Vice Commodore -- The Vice Commodore shall assist the Commodore in the discharge of all duties, and in the Commodore's absence shall act in the Commodore's place. The Vice Commodore may be assigned additional duties and functions as determined by the Commodore. The Vice Commodore shall Chair the House Committee and shall be responsible for oversight of Member conduct.
3. Rear Commodore -- In the absence of the Vice Commodore, the Rear Commodore shall act in the Vice Commodore's place. The Rear Commodore shall Chair the Social Committee, oversee the operations of the Shipmates and Deckhands, and be responsible for all social functions ashore. In addition, the Rear Commodore may be assigned additional duties as determined by the Commodore.
4. Fleet Captain -- The Fleet Captain shall be responsible for planning and conducting all boating activities including on-scene supervision of such activities. The Fleet Captain may designate another Member proficient in boating activities to be the on-scene supervisor. Additionally, flag etiquette shall be the responsibility of the Fleet Captain. The Fleet Captain may be assigned additional duties as determined by the Commodore
5. Secretary -- The Secretary shall keep minutes of all Membership and Board meetings and shall keep and preserve all Club records and documents. The Secretary shall be responsible for reporting the presence or absence of a quorum to the Commodore. In general, the Secretary shall perform all duties traditionally associated with that office and such other duties as may be determined by the Commodore.
6. Treasurer -- The Treasurer shall serve as Chairman of the Finance Committee and will receive all funds due the Club, promptly deposit such funds in an approved depository, and shall pay all bills authorized by the Board. The Treasurer shall provide written reports summarizing all such transactions, along with a report of the total financial position of the Club at all Board meetings, and shall report at all general Membership meetings in a form determined by the Board. The Treasurer shall perform other such duties as may be determined by the Board.
7. Past Commodore -- The Immediate Past Commodore shall assist the Commodore on special Committees and projects and will act as an advisor to the Commodore and the Board. The Immediate Past Commodore shall remain a Member of the Board for one term following completion of the term of office as Commodore.

Article VI: Board of Governors

Section A. Composition

The Board shall comprise the four (4) current elected Flag Officers of the Club, the Immediate Past Commodore, the Secretary and Treasurer, elected from the general membership, and one (1) person known as a “Member at Large” also elected from the general Membership. The Member at Large shall not serve more than two (2) consecutive two-year terms.

Section B. Powers and Duties

The Board shall have the power and the duty to manage all the activities and properties of the Club; approve all contracts, agreements, and purchases; provide for all expenditures; and otherwise administer the affairs of the Club in such a manner as may be necessary to carry out the objectives and purposes of the Club, except that the Board may not purchase, sell, lease, mortgage, hypothecate, or contract for any Real Estate property without the approval of two-thirds (2/3) majority of the Membership present at a special meeting of the Membership called for that purpose. Included in, but not limited to, the general powers and duties set forth above, the Board shall act in a fiduciary manner to:

1. Manage the financial affairs of the Club, including the right to invest any funds of the Club.
2. Levy and collect assessments, dues, and charges upon all Regular Members in Good Standing of the Club for the purpose of paying expenses, conducting business, paying debts, or carrying out the purposes of the Club.
3. Make rules and regulations for the direction of the officers and for the management of the affairs of the Club and property.
4. Appropriately distribute funds received by the Club from the sale of any Real Estate, as required by law, to eligible Regular Members in Good Standing. Those Members eligible for distribution are specified in Article III, Section D. On the date of the closing of any Real Estate transaction concerning the Club’s real property, the names of eligible Regular Members in Good Standing will be recognized as eligible to receive distributed funds. Distribution amounts will be determined upon the completion of all applicable tax returns and the satisfaction of financial obligations associated with any such sale.

a. In order to receive distributed funds, eligible Regular Members in Good Standing need not remain active Members of the Club and may resign at any time with a letter of resignation to the Commodore. These individuals will not be required to pay monthly dues and will thus relinquish their entitlements with the Club. It is understood that the Club may incur administrative expenses before the final settlement of any sale. These expenses will be deducted from funds distributed to any eligible Regular Members in Good Standing who have so relinquished their Club entitlements, not to exceed the Membership dues paid by other eligible Regular Members in Good Standing who have retained their Membership in the Club.

b. The distribution of funds to eligible Regular Members in Good Standing will be in accordance with the following formula: (TF) multiplied by (CM) divided by (TCM). ((TF) = Total funds to be distributed. (CM) = Member's months in the Club. (TCM) = Total months in the Club of all eligible Members in Good Standing.))

c. The distribution of funds recommended by the Board will require Membership approval as set forth in Section B – Powers and Duties regarding the purchase, sale, and lease of Real Estate.

5. The Board shall do and perform every act whatsoever that may be given by law to the Board.

Section C. Meetings of the Board

1. Regular meetings of the Board shall be held once each month at such place and time as the Commodore may designate with the approval of the Board. Special meetings of the Board may be called by the Commodore or three (3) Members of the Board on three (3) days, notice to all Board Members along with posting notice of such a meeting as provided for elsewhere in these Bylaws. Two-thirds (2/3) of the Board shall constitute a quorum at all regular and special meetings. Except as may otherwise be provided for herein, decisions shall require a simple majority of Board Members present and voting. All meetings of the Board shall be open to Regular Members in Good Standing of the Club.

2. Any Regular Member in Good Standing wishing to address the Board must be recognized by the Chair and shall abide by such time restrictions as may be established by the Board

3. The Board may, upon a simple majority vote of the Board present and voting, enter into a closed or executive session when considering legal strategy, issues of censure or expulsion, or other matters that might be of a sensitive nature.

4. Members of the Board may participate in and vote in a meeting of such Board by means of a telephone conference call or similar electronic communications media.
5. In lieu of action taken at a meeting, Board action may be taken by written consent via electronic mail setting forth the action taken. Written documentation of the action, signed by all Board Members, will be filed with the Board minutes.

Section D. Required Attendance at Regular Board Meetings

A Member of the Board who, without just cause, incurs two (2) consecutive absences from regular Board meetings, or who accumulates three (3) absences in any twelve (12) month period, shall be removed from office. The Immediate Past Commodore is excluded from this requirement.

Section E. Compensation

No Member of the Board shall receive, directly or indirectly, any salary or any other compensation, monetary or otherwise, from the Club.

Section F. Removal from the Board

The Board shall have the power to remove for cause, any Officer or Board Member by a vote of two-thirds (2/3) of its Members at a special meeting called for that purpose.

Section G. Vacancies on the Board

In the event of a vacancy on the Board, the Commodore shall announce such vacancy at the next regularly scheduled meeting of the Club and shall request that Members interesting in filling the unexpired term submit letters of interest to the Board for consideration. From these applicants the Board shall appoint a Member to complete the unexpired term. Article VII: Membership Meetings

Article VII: Membership Meetings

Section A. Regular Meetings

The Club Membership Meetings will be held at a time and place determined by the Board. The time and place of such meetings shall be posted at least six (6) days prior to the meeting. At least two (2) such meetings a year must be held.

Section B. Annual Meeting

The regular Membership Meeting in November shall be the annual meeting and shall be for the purpose of electing officers, Members of the Board, and for any other business which may arise.

Section C. Special Meetings

Special meetings may be called by the Commodore, by vote of the majority of the Board, or upon receipt of a written request to the Board by twenty-five (25) Members in Good Standing. Members must be given at least fourteen (14) days written notice of the purpose, time, and place of such special meeting

Section D. Quorum

Twenty (20) percent of the Members in Good Standing and eligible to vote in attendance shall constitute a quorum.

Section E. Attendance

An attendance log must be signed by each Member attending each regular, annual and special meeting. The Secretary shall make this log a part of the minutes for that meeting.

Article VIII: Committees

Section A. Standing Committees

Standing Committees shall be: Membership, Finance, Social, and House Committees.

1. Membership Committee

a. Composition: The Chair shall be appointed by the Commodore, with approval of the Board at the January meeting of each year. If the Chair is not a Board Member, the Chair will be represented at meetings of the Board by a Board Member designated as liaison to the Committee. The Chair will choose from the general Membership an appropriate number of Committee Members.

b. Duties: In addition to the duties set forth in Article III, the Membership Committee shall:

- 1.) Receive, review and act on all applications for Membership.
- 2.) Recommend acceptance of Membership to the Board if the application is approved by a majority of the Membership Committee.
- 3.) Post and publish the names and sponsors of applicants for Membership.

4.) Maintain a list of Members enrolled in the Club and their vessels, if any, and publish an annual directory of all Members of the Club which shall include name, address, telephone number, boat name, and description thereof.

5.) Provide to each new Member a Membership Packet containing items approved by the Board.

2. Finance Committee

a. Appointments: The Treasurer shall serve as Chair of the Committee who will appoint all other Members.

b. Duties: The Finance Committee shall examine, as it deems necessary, the accounts of the Club; prepare a recommended budget prior to the beginning of each calendar year; and act in an advisory manner to the Board on matters of finance and budget.

3. Social Committee

The Rear Commodore shall serve as the Chair who will appoint all other Members. The Committee shall be responsible for all social events.

4. House Committee

a. The Vice Commodore shall serve as the Chair who will appoint all other Committee Members.

b. The House Committee shall appoint a Webmaster to assume primary responsibility for maintaining the Club website and any other electronic media and ensure that the Club is conforming to rules invoked by any insurance policies the Club may carry, and perform such additional duties as requested by the Commodore.

Section B. Special Committees

1. Nominating Committee

a. The Immediate Past Commodore shall be the Chair with two (2) additional Non-Board Members appointed by the Board. If the Immediate Past Commodore is unable to serve, the Commodore shall appoint a replacement with the approval of the Board by a simple majority vote. No one may serve on the Nominating Committee more than any three (3) consecutive years.

- b. The Nominating Committee shall:
- 1.) Recommend an appropriately qualified candidate for each office to be voted upon at the annual meeting. The Committee shall publish the proposed slate and shall present it at the regular meeting in September. At the October meeting, additional nominations from the floor shall be accepted, provided that nominees indicate, either orally or in writing, their willingness to serve.
 - 2.) In accordance with Article IX of these Bylaws, the Nominating Committee shall prepare and distribute written ballots for the election, including absentee ballots for any Member requesting one. Absentee ballots must be returned to the address specified prior to the election. Ballots shall not be opened prior to the election.
 - 3.) The Nominating Committee shall determine that only Regular Members in Good Standing may cast votes and shall tally and certify the results of the election.
 - 4.) In the event that there is a single candidate for one (1) or more positions, the Secretary shall cast a single ballot for the candidate. In the event that the entire slate is unopposed, no written ballots shall be necessary and the Secretary will cast a single (1) ballot for the entire slate.

2. Other Committees

Any Board member, with the approval of the Board by a simple majority vote, may appoint, from time to time as circumstances warrant, such other Committees as are deemed necessary for the efficient operation of the Club, including, but not limited to, the following: Special Financial Affairs, Public Affairs, Fleet, Charitable Giving, and Planning.

Article IX: Election of Officers and Board Members

Flag Officers and Members of the Board of Governors of the Club shall be elected at the Annual Meeting. A majority of the ballots cast, whether absentee or otherwise, shall constitute the election for that particular office. If a majority vote is not obtained on the first ballot, runoff elections shall be held between the two candidates receiving the greatest number of votes until a majority is received by one candidate. Absentee ballots will not be considered in runoff balloting.

Except where written notice is specifically required or as may otherwise be provided for herein, posting within the Club newsletter, *The Pilot*, for a period of not less than thirty (30) days shall constitute adequate notice for any Membership actions as required by these Bylaws.

Article X: Indemnification

The Board shall maintain in full force and effect sufficient insurance such that each Board Member, Officer, Agent or Committee Member of the Club shall be indemnified and held harmless against all expenses and costs reasonably incurred by any Member in connection with or resulting from any action, suit or proceedings brought by or in behalf of or against the Club to which the Member may be made a party by reason of being or having been a Board Member, Officer, Committee Member or Agent of the Club, except in relation to matters in which the Member shall be adjudged by a competent Court of Law to have been guilty of gross or willful negligence or misconduct in the performance of his/her duties to the Club. In the case of settlement of any such action, suit, proceedings or claim before final adjudication, the said right of such indemnification shall exist (except as to amounts paid or payable to the Club pursuant to such settlement), but only to the extent, if any, which the Board may authorize.

Article XI: Club Colors and Burgee

The burgee and colors of the Club shall be a swallowtail pennant with a height along the heading of two-thirds (2/3) of its length, consisting of the colors of blue and white with the insignia "PCYC" in red, to be flown in accordance with standard yacht etiquette.

Article XII: Parliamentary Authority

Except as otherwise provided for herein, all deliberations of the Club shall be governed by the most recent edition of *Robert's Rules of Order*.

Article XIII: Amendments to These Bylaws

Amendments to these Bylaws may be proposed by a majority of the Board or by a written petition to the Board, signed by no less than ten percent (10%) of the Members in Good Standing and who are eligible to vote. First, the proposed amendment shall be provided in writing to the Membership. Second, notice of the proposed amendment shall be presented to the Membership at a regular meeting, annual meeting, or at a special meeting called for the purpose of amending these Bylaws. Third, a written notice shall be sent to the Membership which includes the pros and cons of the proposed amendment, the Board's recommendation for or against the proposed amendments, and an absentee ballot.

This written notice must be accomplished by mail or electronic means within seven (7) days of the meeting. The final step is the vote by secret ballot, whether in person or absentee, at a regular meeting, annual meeting, or at a special meeting called for the purpose of amending these Bylaws, no less than thirty (30) days after the meeting which initially gave notice of the proposed amendments. A proposed amendment shall become effective upon the affirmative vote of two-thirds (2/3) of those voting, whether in person and/or by absentee ballot.

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