

BY-LAWS OF THE APALACHEE BAY YACHT CLUB

As Adopted On November 4, 2017

SECTION 1 – Purpose

The purpose of this Club is to form an association of persons who are interested in boating, in the racing of sailboats, in the exchange of ideas about boating, in the development of better boating techniques and seamanship, and in the development of camaraderie. Further, the Club shall promote activities that will perpetuate the ideals and traditions of boating. The Club shall be a non-profit corporation governed by a constitution and these By-Laws.

History: Above amended 12/02/01, 06/05/10

SECTION 2 – Membership

Types

Regular: A Regular member shall be a person or a family. A Regular member is entitled to one (1) vote per paid, current membership.

Associate: An Associate member shall be a person or family who wishes to be affiliated with the Club. An Associate membership is for one year. An Associate member has no voting privileges.

The purpose for the Associate membership is for the Associate member to become familiar with the Club and for the Club members to become familiar with the Associate member. An Associate member shall have no voting privileges. At the end of the first year as an Associate member, an Associate member is eligible to become a Regular member if he or she has fulfilled the requirements of this paragraph and is current in all financial obligations to the Club. At least two months before the Associate membership ends the Board of Directors shall ask the Associate member if he or she wishes to become a Regular member.

Student/Professional: A student or professional between the ages of 21 and 30. A Student/Professional member has no voting privileges.

Non-resident: A Non-resident member is a former Regular member who

wishes to maintain affiliation with the Club but who has moved to a permanent residence outside the participating area and who is not active in Club functions.

Temporary Non-resident: A member in good standing of another yacht club or sailing club who is visiting the Shell Point area and wishes to utilize Club facilities during their visit or a friend or family member of a club member visiting the member. A Temporary Non-resident member shall have no voting privileges.

Honorary: An honorary member is a person or family who shall neither have voting privileges nor pay any dues.

History: Above amended 12/03/86, 10/04/89, 12/04/91, 12/1/93, 12/02/01, 09/11/04, 12/05/07, 06/05/10, 11/20/10, 10/03/15, 11/04/17

Definition

For the purpose of this section, a family is one or two adults living at the same domicile. If any children are to be members by virtue of the familial relationship, the children must be under 21 years of age.

Qualifications

Associate Member -- Any Regular or Associate member may submit to the Membership Committee the name of a person proposed for Associate membership. The Membership Committee shall post a copy of the application from the proposed Associate member in the ABYC clubhouse for thirty days from the date of receipt. The name of the proposed member shall be published in the ABYC newsletter edition next following the first publication deadline after the date the application is received by the Membership Committee. At the conclusion of the thirty-day period, the Membership Committee shall make a recommendation to the Board of Directors regarding the proposed membership. If the Membership Committee recommends the applicant, and the Board of Directors votes affirmatively on the application, then the applicant will be accepted as an Associate member, conditional upon payment of the required monies to the Purser.

Regular Member – A Regular member shall be a person or a family. A regular member is entitled to one vote per paid, current membership. All Regular members of the Club on December 31, 2017, are Regular members of the Club. After December 31, 2017, a person must have completed an Associate membership in order to be eligible to become a Regular member. If an Associate

member has fulfilled the requirements of Associate membership and advised that he or she wishes to become a Regular member, the name of the Associate member, identified as a proposed Regular member, shall be published in the ABYC newsletter edition following confirmation that the Associate member desires to become a Regular member. Thirty days after publication in the newsletter, the Membership Committee shall make a recommendation to the Board of Directors regarding the proposed membership. If the Membership Committee recommends the applicant, and the Board of Directors votes affirmatively on the application, then the applicant will be accepted as Regular member, conditional upon payment of the required monies.

The process for becoming an Associate member is also the process for becoming a Student/Professional Member.

In order for a person to become a permanent Honorary Member, five (5) voting members of the Club must propose that person's name to the Board of Directors; then the Board of Directors must make a recommendation to the membership at large. Acceptance must be by an affirmative majority secret vote at the next general meeting.

A person may become a Temporary Non-resident Member upon presentation of proof and acceptance of membership in good standing in a recognized yacht or sailing club and approval by the Commodore or Membership Chair. A member may also propose temporary non-resident membership for visiting family or friends. The Commodore or Membership chair will decide whether to approve Temporary Non-Resident Membership. Temporary Non-resident membership shall be for a period not to exceed seven (7) days. The Commodore or Membership Chair may authorize the issuance of a temporary membership card to a Temporary non-resident Member. Members of Gulf Yachting Association clubs exercising the reciprocal privileges of membership are not required to become a Temporary Non-resident member.

Any Regular member who meets the criteria for Non-resident member may convert his or her membership to Non-resident at the end of the current fiscal year by advising the Board of Directors in writing of his or her intent to become a Non-resident member.

History: Above amended 10/04/89, 09/11/04, 11/04/17

Expulsion

The expulsion of any Club member begins with the Board of Directors sending the member written or electronic notice that expulsion is being considered. The notice shall summarize the reasons for consideration of expulsion. At least thirty (30) days after sending the notice, the Board of Directors shall meet to consider expulsion of the member. The Board shall give the membership and the member proposed for expulsion at least ten days notice of the meeting. The member proposed for expulsion has the right to attend the meeting of the Board of Directors and to present any evidence or to call any other member on his or her behalf to discuss the matter. Immediately after the hearing, the Board of Directors, by secret ballot, shall vote whether to expel the member. A vote of at least five Board members for expulsion is required to expel a member. The Board shall notify the member in writing or by electronic communication of the decision on expulsion within seven (7) days of the date that the Board voted. A member notified of expulsion may appeal the decision of the Board of Directors to the general membership by submitting a notice of appeal by written or electronic communication within in fifteen (15) days of the date that the Board sent notice of the decision to expel. Within fifteen (15) days of receiving notice of the appeal, the Board shall notify the voting membership by mail of the member's appeal and provide a secret ballot for the members to vote to maintain or overturn the expulsion. In order to be counted, a ballot must be returned and received within fifteen (15) days of being distributed to the membership. The voting membership may overturn the decision of the Board of Directors by a majority vote of at least twenty five per cent of the active voting membership, as identified by the voting club membership roster at the time notice of the appeal is distributed. The Board shall notify the member of the result of the appeal within seven (7) days of the end of the voting period. An expelled member shall not be entitled to any reimbursement of any dues or fees paid to the Club, except that an expelled member who is not indebted to the Club shall be entitled to redeem any or all Class A equity units. This section shall not apply to members dropped from membership in the Club for non-payment of either annual dues or periodic fees and charges.

History: Above amended 11/04/17

SECTION 3 - Dues and Fees

All prospective members, except Temporary Non- Resident and Honorary Members, must pay an application fee. Prospective Associate members shall pay an application fee of One-Hundred Dollars (\$100). Prospective Student

members shall pay an application fee of Fifty Dollars (\$50.00). Upon acceptance as an Associate member, Associate members shall pay annual dues of \$300.00. All members must pay dues in the amount listed for their respective membership. Whether paid at the beginning of the year or at the beginning of each quarter, the dues are for the fiscal year. Regular members joining during a fiscal year will be charged pro-rata dues for the remainder of that year.

<u>Class</u>	<u>Annual</u>	<u>Quarterly</u>	<u>Annual, if paid quarterly</u>
Regular	\$600.00	\$165.00	\$660.00
Associate	\$300.00	\$82.50	\$330.00
Student/Professional	\$150.00	N/A	N/A
Non-Resident	\$50.00	N/A	N/A
Temporary Non-resident	N/A	N/A	N/A

The annual Regular member dues and the annual Associate member dues may be paid on a quarterly basis. In addition, periodic fees or charges for items purchased from or charges incurred through the Club are billed monthly by the Purser. Any member who is 61 days in arrears on the payment of dues or such periodic fees/charges shall be notified by the Purser in writing and shall neither vote nor enjoy the privileges of the Club. A member who is 91 days in arrears on payment of dues or periodic fees/charges shall be notified by the Purser in writing and shall be automatically dropped from membership in the Club, provided arrangements for payment have not been made with the Board of Directors. Any monies received by the Purser shall be applied first to any outstanding balance owed by the member for periodic fees/charges then to the payment of dues.

History: Above amended 12/02/87, 12/04/91, 12/02/01, 12/05/07, 06/05/2010, 11/20/10, 11/04/17

SECTION 4 - Officers and Directors

Term of Office

Officers and Directors shall serve for no more than two (2) consecutive one-year terms, except the Junior and Senior Board Members who shall each serve a two (2) year staggered term. The Purser may serve until replaced. The Junior and Senior Board members shall not serve more than one (1) two-year term. The Commodore shall, in the year following his or her tenure as Commodore, assume the office of Past Commodore. If the Past Commodore's position becomes vacant, it shall not be filled for the rest of that term. The Board of Directors shall, however, appoint a Membership Chair to serve until the new

Past Commodore takes office. Should a scheduled election by the membership be delayed for legitimate causes, a board member(s) may continue to serve pending future elections. Together the Officers and Directors comprise the Board of Directors of the Club.

History: Added 06/05/10 Amended 11/20/10, 11/04/17

Duties

The Commodore shall be the chief executive officer of the club and shall preside at all meetings of the members and the Board of Directors. The Commodore shall be an ex-officio member of all committees, shall be responsible for the general management of the business of the Club, and shall see that all orders and decisions of the Board of Directors are carried into effect. The Commodore shall appoint the Chairmen of all permanent and temporary committees with the approval of the Board of Directors except as established otherwise by these By-Laws.

The Vice Commodore shall act in the capacity of the Commodore when the Commodore is absent and shall accede to that office if it becomes vacant. The Vice Commodore shall be the Chairman of the Fleet Committee.

The Scribe shall have custody of all Club records except Financial Records and shall handle correspondence, including responsibility for the monthly newsletter, keeping a record of the minutes of all meetings of the membership and the Board of Directors, and shall transcribe these minutes into permanent record books.

The Purser shall have custody of all financial records, shall be responsible for the collection of all fees and dues, shall maintain complete and accurate records of all owners of equity units and of the proceeds from the sale of said units, and shall handle all matters pertaining to the financial operation of the Club. The Purser shall also be responsible for opening and maintaining all bank accounts, and for the payment of bills. Every Club financial account shall permit withdrawals only on the signature of two of the following officers: Commodore, Vice Commodore, Purser, or Scribe except a checking account that requires only one of the above signatures. Transfers to the checking account from other ABYC accounts may be made quarterly or more frequently at the Board's discretion.

The Rear Commodore shall be the Chairman of the Clubhouse and

Grounds Committee and shall be responsible for the acquisition, inventory, and maintenance of Club property.

The Past Commodore shall be the Chairman of the Membership Committee.

The Senior Board Member shall be the Chairman of the Program and Activity Committee.

The Junior Board Member shall be the Chairman of the Social Committee.

History: Above amended 04/04/90, 12/04/91, 12/02/97, 06/05/10, 11/04/17

Removal

In order for any member of the Board of Directors to be removed from office during his or her term of office, a majority of the voting membership of the Club, by written petition, shall direct the Commodore to call a meeting in order to discuss and vote upon the removal of said member. Any member may discuss the removal of said member, and the member may appear at the meeting to defend him or herself. At the conclusion of discussion, the voting membership by secret ballot, shall vote to determine whether the member shall be removed. A two-thirds (2/3rds) vote of the regular membership in favor of removal shall be required to effect removal. In the event that the membership votes to remove said member, the Board shall notify the member of the outcome in writing within five (5) days of the decision of the membership. The member shall turn over all Club property and records that were entrusted to him or her during his or her term of office.

History: Above amended 11/04/17

Vacant Position

In the event that a Board position other than Past Commodore becomes vacant, the Commodore, with the approval of the remaining members of the Board, shall appoint a member at large to fill the vacant position for the remainder of the term.

History: Above amended 11/04/17

SECTION 5 - Committees

The following committees shall consist of a chair and an appropriate number of members to accomplish the respective tasks of each committee. The Commodore may appoint Ad hoc committees as needed. No ad hoc committee shall extend beyond the term of the Commodore who appointed it. Unless otherwise stated, members of each committee shall be appointed by the committee's respective chair.

History: Above amended 11/04/17

Membership Committee

The members of the Membership Committee are the Past Commodore, as chair, and three or more members at large. The committee's primary function is to review applications submitted by the members and to recommend acceptance or denial to the membership. This committee will provide a membership package to all new members.

History: Above amended 11/04/17

Clubhouse and Grounds Committee

The members are the Rear Commodore serving as chair, and three or more members at large. The committee's primary responsibility shall be the acquisition and maintenance of all Club property.

History: Above amended 11/04/17

Regatta Committee

The members are a chair, appointed by the Commodore, and a sufficient number of members to carry out its functions. The purpose of this committee is to organize an annual regatta sponsored by the Club.

Protest Committee

The members are a chair, appointed by the Commodore, and two members knowledgeable in USYRU Racing Rules. Additional members may be called by the chair as necessary. The purpose of this committee is to hear and rule on all protests resulting from ABYC sponsored races in which the protests are not settled by the individual fleets.

Nominations Committee

This committee shall exist as provided for in ARTICLE V of the Constitution of the Apalachee Bay Yacht Club.

Fleet Committee

The members are the Vice Commodore, as chair, and representatives of each active fleet. The primary function of this committee is to coordinate the activities of the various fleets.

History: Above amended 11/04/17

Program and Activity Committee

The members are the Senior Board Member, as chair, and a sufficient number of members to carry out its functions.

History: Above amended 11/04/17

Social Committee

The members are the Junior Board Member, as chair, and a sufficient number of members to carry out its functions.

History: Above amended 12/04/91, 06/05/10, 11/04/17

SECTION 6 - Parliamentary Procedure

Robert's Rules of Order, Revised shall be the authority governing all matters of procedure not otherwise specified in the *Constitution* or these *By-Laws*. A Parliamentarian shall be appointed by the Commodore.

SECTION 7 - Meetings

There shall be a general meeting of the membership-at-large each month. The time and place of each meeting will be determined by the Board, announced at the prior meeting, and published in the monthly newsletter thirty (30) days prior to that meeting.

History: Above amended 12/01/82, 12/03/86, 12/02/87.

SECTION 8 - Dock Reserve Fund

Ten percent (10%) of all revenues from the Club's docks shall be allocated to a separate reserve fund to be used solely for the maintenance, replacement, or improvements of or additions to the docks.

History: Created 12/07/88