BY-LAWS

OF

THE HOUSTON YACHT CLUB

As Amended October 25, 2011
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FOREWORD

The purpose of the Houston Yacht Club ("Club") is to

- support and encourage the sport of yachting, including sailing, racing, power boating and cruising,
- provide good fellowship among our yachting community,
- encourage good sportsmanship and boating safety,
- introduce youth to the sport of sailing and boating,
- provide proper facilities for the yachts of our members, and
- provide a comfortable home on the bay for the members and families of this fine Club.

BURGEE

The Club's burgee shall be triangular in shape with a propeller and the letters H, Y and C in white overlaying a blue field on a white background with red borders as more completely described in Appendix "A" which is made a part hereof.

WINDJAMMER

The Windjammer is the Club’s official newsletter, which is produced at regular intervals and made available to all members.

ARTICLE I. MEMBERSHIP

SECTION 1. GENERAL

(A) ELIGIBILITY

Only persons of good moral character are eligible to hold a membership in the Club, subject to the qualifications of these By-Laws.

(B) PRIVILEGES

All members in good standing, their spouses and unmarried children under twenty-four (24) years of age shall be entitled to use and enjoy the privileges and facilities of the Club, subject to these By-Laws and such rules that may be adopted from time to time.

(C) DEFINITIONS

The phrase "in good standing" used in these By-Laws shall mean a membership with respect to which there is no obligation owing to the Club more than thirty (30) days past due and upon which the Board of Trustees ("Board") has imposed no disciplinary suspension.

The word "adult" as used in these By-Laws shall mean a person who has attained his or her twenty-first (21st) birthday.
The phrase “qualified voting member” shall mean a person who, as specified in Article V, belongs to a membership class that may vote in membership meetings held in accordance with Article V of these By-Laws.

SECTION 2. NUMERICAL LIMITATIONS

(A) SENIOR AND JUNIOR

The membership of the Club shall, at no time, exceed eight hundred (800) Senior and Junior Members, except such limit may be exceeded by the admission of Junior Members, in which case no additional Senior Members shall be admitted until normal attrition has reduced the membership below the maximum of eight hundred (800).

(B) ALL CLASSES

The Board shall have the power to limit the number of members in any class of membership subject to above.

SECTION 3. ADMITTANCE

All applications for membership shall be made on forms provided by the Membership Committee accompanied by the applicable fee for such membership and shall be endorsed by three (3) members in good standing who are Senior, Retired or Retired Past Commodore members. The names, residences and occupations of applicants posted for membership, together with the name of the sponsoring member, shall be posted on the bulletin boards of the Club at least thirty (30) days, and shall be published in the Windjammer before they are to be acted upon by the Board. Election to membership shall be by secret ballot at a meeting of the Board and any two (2) negative votes shall constitute a rejection of such application. No rejected applicant shall be eligible to apply for membership within six (6) months after rejection.

SECTION 4. MEMBERSHIP CLASSES

This section defines the specific demographics, limitations, privileges and obligations of the various membership classes of the Club. The definitions of membership classes set forth in this section are intended to define and not supplant the other specifications within these By-Laws. The section shall not override any other sections of these By-Laws. Initiation fees, dues and assessments are specified in Article II of these By-Laws. Obligations, penalties and delinquency are specified in Article III. Membership changes are specified in Article IV of these By-Laws.

(A) SENIOR

Only adult applicants may hold this membership. A Senior Member in good standing, is a qualified voting member and shall have priority and preference to all rights and privileges of the Club, including the storage of boats in the harbor, over all members not qualified to vote. Initiation fees, dues and assessments for Senior Members are set in accordance with Article II of these By-Laws.

(B) SENIOR SURVIVING SPOUSE

The surviving spouse of a Senior Member, after having the benefit of an Honorary Membership for six (6) months as explained in (H) below, may convert that Honorary Membership to a Senior Surviving Spouse Membership without paying a conversion fee. A Senior Surviving Spouse in good standing is a qualified voting member and shall have priority and preference to all rights and
privileges of the Club, including the storage of boats in the harbor, over all members not qualified to vote. Such Senior Surviving Spouse will pay dues and assessments of a Senior Surviving Spouse, as specified in Article II of these By-Laws, and shall enjoy the rights and privileges of Senior Surviving Spouse membership so long as he or she remains unmarried.

(C) **RETIRED PAST COMMODORE**

Only Senior Members in good standing, with more than ten (10) years of continuous membership, who have served as Commodore of the Club and attained the age of sixty-five (65) years, may hold this membership.

Retired Past Commodores in good standing shall be qualified voting members and have priority and preference to all rights and privileges of the Club, including the storage of boats in the harbor, over all members not qualified to vote. Dues and assessments for Retired Past Commodores are set in accordance with Article II of these By-Laws.

The surviving spouse of a Retired Past Commodore will enjoy the full rights and privileges of a Retired Past Commodore Membership so long as he or she remains unmarried.

(D) **RETIRED**

A Senior Member or Senior Surviving Spouse in good standing, with more than ten (10) years of continuous Senior Membership, may apply for conversion to this classification after attaining sixty-five (65) years of age subject to a conversion fee as stated in Article IV of these By-Laws. A Senior Surviving Spouse may count his or her deceased spouse’s Senior Membership term for purposes of calculating the ten (10) year period above.

A Retired Member shall be entitled to all privileges of the Club (except voting rights) without priority and preference over any other membership class.

A Senior Member converting to Retired Member status loses qualified voting status, and may not vote in Club affairs and is ineligible to hold office as an Officer or Trustee.

Dues and assessments for Retired Members are set in accordance with Article II of these By-Laws.

(E) **NON-RESIDENT**

A Non-Resident Member must live or have a primary residence outside the counties and contiguous counties in which the Club is located. Non-Resident Members pay only monthly dues, not assessments, as specified in Article II of these By-Laws. A Non-Resident Member shall be entitled to all privileges of the Club without priority or preference to any other membership class and may not vote in Club affairs or serve as an Officer or Trustee.

Only adult applicants may apply for Non-Resident Membership. Initiation fees for Non-Resident members are specified in Article II of these By-Laws.

Any member may apply for conversion to Non-Resident status on a temporary basis if he or she is to live for a substantial time [but not less than six (6) months] away from the county or contiguous counties in which the Club is located.

A Non-Resident Member must notify the Club Secretary and convert to another class of membership within thirty (30) days of changing his or her primary residence inside the county and contiguous counties in which the Club is located.

Last Edited 2/15/2012  
As amended Oct. 25, 2011
(F) JUNIOR

Applicants over (18) years and under thirty-five (35) years of age may hold this membership. A Junior Member shall be entitled to all privileges of the Club without priority or preference to any other membership class and may not vote in Club affairs or serve as an Officer or Trustee, provided, however, that a Junior Member may serve as the non-voting, Honorary Junior Fleet Trustee as specified in Article VII, Section 5 (K). Junior Member dues and assessments are specified in Article II of these By-Laws.

Junior Member applicants are subject to an initiation fee as specified in Article II of these By-Laws unless they (i) are between their twenty-fourth (24) and twenty-seventh (27) birthday and are the child of a Senior Member in good standing with more than ten (10) years of continuous Senior Membership, or (ii) are a member of a recognized collegiate sailing program and enrolled in college.

A Junior Member in good standing may apply for conversion to Senior Membership subject to a conversion fee as stated in Article IV of these By-Laws.

(G) GUEST

Guest Membership programs may be instituted by the Board of Trustees from time to time and must be promotional and introductory in nature. These programs are designed to create temporary members who are required to convert to Senior Membership within one (1) year of joining the Club. Article VI of these By-Laws specifies how these programs are created.

An applicant for Guest Membership must go through the normal admittance procedures. When the time period for conversion passes, a Guest Membership shall either be converted to a Senior Membership or be terminated.

An application for a Guest Membership from a previously terminated member (even if the Guest program is new or revised) will not be considered by the Board for a period of six (6) months after that person's membership termination.

Guest Members shall not be entitled to priority or preference over any other membership class and may not vote in Club affairs or serve as an Officer or Trustee. Initiation fees, dues, assessments and conversion fees are determined by the Board as authorized in Article VI of these By-Laws.

(H) HONORARY

The Board on its own initiative may elect such persons as they deem deserving of Honorary Membership. This election shall be for a period of one (1) year, but a person may be elected to Honorary Membership year after year. Honorary Members are normally selected from community leaders or people who have made significant contribution to the sport of yachting. In general, Honorary Members are persons who assist the Club in achieving its mission.

An Honorary Member shall be entitled to all privileges of the Club without priority or preference to any other membership class and may not vote in Club affairs or serve as an Officer or Trustee. An Honorary Member pays no dues, fees or assessments.

Upon the death of a married Senior Member or married Retired Past Commodore, or a married Retired Member, an Honorary Membership shall be granted to the surviving spouse for a period of six (6) months. Thereafter, the membership of the deceased spouse may be transferred or terminated as specified in Article IV of these By-Laws.
Any member on active duty in the Military Service and stationed outside of the county and contiguous counties in which the Club is located, may at the discretion of the Board, be awarded an Honorary Membership for all or part of such service. The original membership may be reactivated or converted as specified in Article IV of these By-Laws.

(I) STUDENT

Applicants between the ages of eight (8) and eighteen (18) inclusive, who are bona fide students, are eligible for Student Membership. The applicant must (i) complete an application for Student Membership and (ii) be sponsored by at least one Senior Member. At least one parent or guardian shall grant permission for the student to become a member and shall execute a liability release before membership will be considered. The sponsoring member and the parent/guardian shall agree jointly and severally to be responsible for all charges incurred by or liabilities imposed upon the Student Member.

The privileges of this membership class shall be defined by the Board of Trustees.
ARTICLE II.
INITIATION FEES, DUES, ASSESSMENTS AND FUNDS

SECTION 1. INITIATION FEES, DUES AND ASSESSMENTS

Dues shall accrue and be payable on the first day of each calendar month. All charges for which members may become indebted to the Club shall be payable on the first day of the month following the month in which the charge occurred. Initiation fees, dues and assessments for the various classes of membership are listed in Article II, Section 4, of these By-Laws as a percentage of initiation fees, dues and assessments applicable to a Senior Member.

A Senior Member's dues, fees and assessments may be set by the majority vote of qualified voting members present at a Club meeting held in accordance with Article V of these by-laws. Senior dues, established from time to time in accordance with these By-Laws, shall be posted on a bulletin board in the Club office. The Board of Trustees may also exercise the limited powers set forth in Article VI, Section 2 (G), of these By-Laws.

SECTION 2. CAPITAL FUND

The Capital Fund is a permanent fund of the Houston Yacht Club for the collection of monies that are restricted for use on approved projects.

These funds shall be held in a separate Capital Fund bank account and not commingled or used as general operating funds of the Club.

From time to time the Board of Trustees may propose, at a Club meeting held in accordance with Article V of these By-Laws, capital improvement projects to be funded by assessments, donations, or other sources. A majority vote of qualified voting members voting at such meeting is required for project approval.

No disbursement or withdrawal from the Capital Fund shall be made except to fund approved projects. No contract shall be let and no funds shall be disbursed without Board of Trustee approval.

SECTION 3. INSURANCE TRUST FUND

For the purpose of creating a permanent Insurance Trust Fund (the "Insurance Fund") for the Club, all dues paying members are assessed a monthly charge equal to fifteen percent (15%) of the then-current dues as shown in Section 4 in addition to all other dues and charges. Additional contributions to such Insurance Fund shall be made from reinvested earnings, current operating funds and such other sources as the Board may direct. Such Insurance Fund shall be kept separate and apart from all other funds of the Club and be invested in insured or federally guaranteed, interest-bearing instruments as recommended by the Finance Committee and approved by the Board.

Upon the balance of the Insurance Fund reaching the greater of $250,000 or an amount equal to the aggregate of the Club casualty insurance deductibles (the "Insurance Fund Maximum"), the monthly assessment shall be discontinued. If, however, the balance of the Insurance Fund is reduced below the Insurance Fund Maximum by authorized withdrawals, the monthly assessment shall, upon authorization by the Board, be reinstated until the balance of the Fund has again reached the Insurance Fund Maximum. No disbursement or withdrawal from the Insurance Fund shall be made except to pay (i) insurance deductibles on any Club casualty loss, (ii) that portion of any Club casualty loss or liability claim not covered by insurance, or (iii) contributions to a capital fund for purposes approved by the Board when the Insurance Fund balance exceeds the $250,000. Notwithstanding the provisions hereof, the Board of Trustees may transfer taxable interest earnings from the Insurance Fund to a "Set Aside" account with the funds therein to be used solely for educational purposes.
SECTION 4. SCHEDULE OF DUES, ASSESSMENTS AND INITIATION FEES

<table>
<thead>
<tr>
<th>BY-LAW CLASS</th>
<th>DUES</th>
<th>ASSESSMENTS</th>
<th>INITIATION FEES</th>
</tr>
</thead>
<tbody>
<tr>
<td>(A) SENIOR</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
</tr>
<tr>
<td>(B) SENIOR SURVIVING SPOUSE</td>
<td>70%</td>
<td>70%</td>
<td>N/A*</td>
</tr>
<tr>
<td>(C) RETIRED PAST COMMODORE</td>
<td>50%</td>
<td>50%</td>
<td>N/A*</td>
</tr>
<tr>
<td>(D) RETIRED</td>
<td>50%</td>
<td>50%</td>
<td>N/A*</td>
</tr>
<tr>
<td>(E) NON-RESIDENT</td>
<td>30%</td>
<td>0%</td>
<td>25%</td>
</tr>
<tr>
<td>(F) JUNIOR UNDER 35</td>
<td>70%</td>
<td>70%</td>
<td>25%</td>
</tr>
<tr>
<td>JUNIOR UNDER 30</td>
<td>35%</td>
<td>35%</td>
<td>12%</td>
</tr>
<tr>
<td>JUNIOR UNDER 25</td>
<td>20%</td>
<td>20%</td>
<td>0%</td>
</tr>
<tr>
<td>(G) GUEST</td>
<td>varies**</td>
<td>varies**</td>
<td>varies**</td>
</tr>
<tr>
<td>(H) HONORARY</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>(I) STUDENT</td>
<td>varies**</td>
<td>varies**</td>
<td>varies**</td>
</tr>
</tbody>
</table>

*N/A—new members may not apply for these membership classes.

**varies—these percentages are set by Board motion and may be occasionally adjusted by the Board of Trustees.
ARTICLE III.
OBLIGATIONS OF MEMBERS AND PENALTIES FOR DELINQUENCY

SECTION 1. CONDUCT
Members are responsible to the Club for their conduct and indebtedness and that of their spouses, guests, employees, nominees and minors they may sponsor. If such conduct appears contrary to the best interests of the Club, or if any member presents charges in writing against another to the Board, the member charged shall be served with a copy of such charges at least ten (10) days prior to any action that might be taken. The member or nominee thus charged shall have the opportunity to appear in his or her own behalf, and, after a fair and impartial hearing, the Board shall either acquit said member or nominee of the charge, or in its discretion censure, suspend or expel such member or nominee from the Club. A majority vote of the Board present at the meeting shall be required in taking action in such cases.

SECTION 2. RESPONSIBILITIES
Each member shall be responsible to the Club for any loss or damage to Club property caused by the negligence or misconduct of such member or of those for whom the member is responsible under these By-Laws.

SECTION 3. PENALTIES
A penalty of one and one half percent (1.5%) will be added each month to the sum of a member's account which is more than thirty days (30) past due. Any member who is more than sixty (60) days delinquent in the payment of any indebtedness owing the Club, shall be automatically denied all use and privileges of the Club, and such delinquency shall be posted on the Club's bulletin boards, until after all such past due obligations are paid. At the discretion of the Board, the delinquent member may be required to place a valid signed credit card authorization on file with the Club office to prevent future delinquencies of such posted member.

A member or former member who stands suspended or terminated for unpaid bills shall not be permitted on the Club premises, except to settle his or her accounts, nor be allowed to participate in Club activities either as a visitor or as a guest so long as any of the indebtedness to the Club remains unpaid or period of suspension or termination remains in effect. A member or former member expelled for misconduct shall not be permitted on the Club premises nor be allowed to participate in Club activities either as a visitor or as a guest, until the Board of Trustees removes the expelled status.

No membership otherwise eligible may be transferred, converted or used in any manner when in a state of termination, suspension or expulsion. Any such termination, suspension or expulsion shall not operate to relieve the member or former member of any liability or obligation owing to the Club.
ARTICLE IV. MEMBERSHIP CHANGES

SECTION 1. GENERAL

(A) APPLICATION
Applications for transfers or conversions by members in good standing shall be made on forms provided by the Membership Committee accompanied by the applicable fee set forth in Section 6 of this article.

(B) RESTRICTIONS
Whenever conversion to Senior Membership would exceed the numerical limit provided in Article I, then conversion shall be delayed until a vacancy should occur. Members so affected shall have preemptive rights to vacancies in the following order: first, Guest; second, Junior; third, Non-Resident.

(C) REFUNDS
No refund of any kind will be made to members in cases of expulsions, suspensions, terminations or resignations.

SECTION 2. TRANSFERS

No member with an outstanding balance or obligation may transfer his or her membership. The following memberships may be transferred within the same membership class in accordance with the Club application processing and approval procedures for a new member in the following manner:

(A) SENIOR MEMBERSHIPS
(1) A Senior Membership may be transferred by sale to a new member. A member wishing to sell his or her membership must file a written request for “membership transfer by sale.” The Club shall maintain a “membership transfer by sale” waiting list in the order received. Memberships shall be sold in an alternating fashion: one membership not from the waiting list and then one from the waiting list so long as there are memberships on the waiting list. The selling member must remain in good standing until the transfer takes place. All such transfers are subject to the transfer fee as specified in Section 6 of this Article.

(2) A Senior Membership may be transferred to the spouse or an adult child of the Senior Member. In the event that a Senior Member transfers his or her membership to his or her spouse, the accrued term of membership transfers with the membership to the spouse.

(B) RETIRED MEMBER
A Retired Membership may be transferred to the surviving spouse upon the death of such Retired Member.

(C) RETIRED PAST COMMODORE
A Retired Past Commodore Membership may be transferred to the surviving spouse upon the death of the Retired Past Commodore.
SECTION 3. CONVERSIONS
The following memberships may be converted between classes in accordance with the Club application processing and approval procedures as defined below. Conversion is contingent upon payment of all Club indebtedness and upon payment of the applicable conversion fees as set forth in Section 6 of this Article.

(A) SENIOR TO RETIRED
A Senior Member in good standing, with more than ten (10) years of continuous Senior membership, may apply for conversion to this classification after attaining sixty-five (65) years of age.

(B) SENIOR TO RETIRED PAST COMMODORE
Only Senior Members in good standing, with more than ten years of continuous membership, who have served as Commodore of the Club and attained the age of sixty-five (65) years of age, may apply for conversion to Retired Past Commodore status.

(C) NON-RESIDENT TO ANOTHER CLASS
A Non-Resident Member may apply for conversion to another class of membership for which he or she is qualified at any time.

(D) JUNIOR TO SENIOR
At any time prior to reaching age thirty-five (35), a Junior Member may apply to convert to a Senior Membership.

(E) GUEST TO SENIOR
A Guest Member may apply for conversion to Senior Membership at the time specified within the guest membership program in which the Guest Member joined the Club.

(F) SENIOR SURVIVING SPOUSE TO SENIOR
A Senior Surviving Spouse will automatically be converted to Senior Membership after remarriage.

(G) RETIRED PAST COMMODORE SURVIVING SPOUSE TO RETIRED
A Retired Past Commodore Surviving Spouse will automatically be converted to Retired Membership after remarriage.

(H) SENIOR SURVIVING SPOUSE TO RETIRED
A Senior Surviving Spouse may convert to Retired Membership in accordance with Article I, Section 4(D) of these By-Laws.

SECTION 4. TERMINATION
Membership in the Club may be terminated by
(A) **RESIGNATION**
Any membership in good standing shall terminate by resignation in writing delivered to the Secretary of the Board. Resignation shall be effective upon the payment in full of all dues and other obligations, or upon its acceptance by the Board. No dues or assessments shall accrue after receipt of a letter of resignation by the Secretary of the Board.

(B) **DEATH**
(1) Any membership, other than Senior, Retired Past Commodore or Retired, shall terminate upon the death of the member.
(2) A Senior Membership shall terminate six (6) months after the death of the member, if it has not been transferred.
(3) A Retired Membership shall terminate upon the death of the Retired Member and the member’s spouse.
(4) A Retired Past Commodore Membership shall terminate upon the death of the Retired Past Commodore and the Retired Past Commodore’s spouse.

(C) **NON-PAYMENT OF DUES OR OTHER INDEBTEDNESS**
Membership shall terminate if dues or other indebtedness remain unpaid for more than ninety (90) days after their due date set forth in Article II, Section 1.

(D) **BY ACTION OF THE BOARD**
The Board may, by majority vote of those present, terminate any member for misconduct in accordance with the provisions of Article III.

(E) **BY ACTION OF FLAG OFFICERS**
A Student Membership may be terminated at any time by a majority vote of the Flag Officers.

(F) **BY AGE OR DATE**
(1) Junior Memberships terminate upon the thirty-fifth birthday (35th) of the Junior Member.
(2) Non-Resident Memberships terminate four (4) months after the member acquires a place of residence within the counties and contiguous counties in which the Club is located.
(3) Guest Memberships terminate on the last day (but never longer than one (1) year) of the period specified in the specific program in which the member was enrolled.
(4) Honorary Memberships terminate one (1) year after election.

SECTION 5. **REINSTATEMENTS**

(A) **BY THE BOARD**
Within six (6) months following termination of a membership and upon application showing good cause and extenuating circumstances, the Board may, by unanimous vote of all members present, reinstate the member provided the applicant still qualifies for such membership and
tenders payment along with the application of any indebtedness to the Club plus applicable dues and other charges which would otherwise have accrued during such termination.

(B) **TIME LIMIT**

No membership that has been terminated for more than six (6) months may be reinstated.

**SECTION 6. SCHEDULE OF TRANSFER AND CONVERSION FEES**

(A) **TRANSFERS**

A Senior Membership transferred as a result of a sale by the Club to a new member will result in the Club paying the selling member an amount equal to 50% of the lesser of the initiation fee collected by the Club for such sale and the initiation fee originally paid by the Senior Member on becoming a Senior Member of the Club.

A Senior Membership may be transferred to a spouse, adult child, or surviving spouse without charge.

Retired Membership may be transferred to a surviving spouse without charge.

A Retired Past Commodore Membership may be transferred to a surviving spouse without charge.
(B) CONVERSIONS (AS A PERCENTAGE OF THE SENIOR INITIATION FEE)

<table>
<thead>
<tr>
<th>Class Conversion</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior to Retired</td>
<td>0%</td>
</tr>
<tr>
<td>Non-Resident to Another Class</td>
<td>A Non-Resident Member who applies for conversion to another membership class for which he or she is qualified must pay a conversion fee equal to the difference between the amount of the initiation fee he or she paid on first joining the Club and the current applicable membership class initiation fee.</td>
</tr>
<tr>
<td>Junior to Senior</td>
<td>30% less an amount equal to 6% of the current Senior member initiation fee for each full twelve (12) month period of continuous Junior membership immediately prior to conversion, provided that the Junior member conversion fee shall not be less than zero (0) dollars.</td>
</tr>
<tr>
<td>Guest to Senior</td>
<td>Determined by the Board</td>
</tr>
<tr>
<td>Senior Surviving Spouse to Senior</td>
<td>0%</td>
</tr>
<tr>
<td>Retired Past Commodore Surviving Spouse to Retired</td>
<td>0%</td>
</tr>
<tr>
<td>Senior Surviving Spouse to Retired</td>
<td>0%</td>
</tr>
</tbody>
</table>

SECTION 7. SUSPENSIONS

The Commodore, Vice Commodore and Rear Commodore, acting individually or jointly may suspend any member if, in their reasonable opinion, such member, or his/her family or guest engages in conduct detrimental to the safety, welfare or best interests of the Club, its members, staff or guests. In such event, the Flag Officer(s) taking the action shall promptly advise the suspended member orally or in writing (electronically or otherwise) of his or her suspension and the suspended member’s membership privileges and the right to come on Club grounds shall immediately cease and continue for the period of suspension.

If a member stands suspended, the matter shall be brought before the next regular meeting of the Board. The suspended member shall be notified of the date and time of such meeting and shall have the opportunity to appear and be heard at such meeting. After a fair and impartial hearing, the Board shall reinstate, censure, continue the suspension for a specified period of time or terminate such member’s membership. A majority vote of the Board members present at the meeting shall be required in taking any such action. No suspended member may be reinstated to membership until all such member’s debts to the Club have been settled in full.

A member thus suspended shall not be permitted on the Club grounds, except on a temporary basis, with prior written approval of the Commodore, Vice Commodore or Rear Commodore, to
settle his or her accounts, nor be allowed to participate in Club activities either as a visitor or a guest so long as the suspension remains in effect.

A membership thus suspended may not be transferred or converted to a different membership class when in a state of suspension, and suspension shall not relieve the suspended member of any liability or obligation owing to the Club.

If, after a hearing before the Board in the manner provided in this Section 7, a suspended member’s membership is terminated by the Board, the provisions of Article III and Article IV, Section 5, of these Bylaws shall apply to such terminated member.
ARTICLE V.
CLUB MEETINGS

SECTION 1. REGULATIONS

(A) HEARING RIGHTS
All classes of members shall be entitled to attend and be heard.

(B) VOTING RIGHTS
(1) Only qualified voting members in good standing, as specified in Article I, Section 4, of these By-Laws, shall have the right to vote.
(2) Each qualified voting member in good standing shall have one vote.

(C) PROXIES
Proxies for the election of Officers and Trustees and votes upon questions under consideration may be presented and counted at annual or special meetings provided the proxy (i) is in writing, (ii) specifies the candidates and questions and the vote to be made and (iii) is signed by a qualified voting member in good standing.

(D) QUORUM
The number of members necessary to constitute a quorum for the transaction of business at any annual or special meeting of the Club shall not be less than ten percent (10%) of the qualified voting members in good standing of the Club, whether present in person or by proxy.

(E) RULES OF ORDER
Robert's Rules of Order Newly Revised, where not inconsistent with these By-Laws, shall govern at all meetings of the membership and the Board. Except as otherwise provided herein, all questions shall be determined by a majority of the votes cast exclusive of that of the Chair. In case of a tie, the Chair shall cast the deciding vote.

SECTION 2. ANNUAL MEETINGS

(A) PURPOSE
The annual meeting of the membership shall be held for the purpose of electing Officers and Trustees and transacting such other business as may properly come before such meeting.

(B) PLACE
Such meeting shall be held at the Clubhouse in Shoreacres unless called by the Board at another place.

(C) DATE
Such meeting shall be held on the last Tuesday in October of each year.
(D) **NOTICE**

Notice shall be mailed to all members in good standing at least fifteen (15) days in advance of such meeting. Such notice shall additionally include a summarized eleven (11) month fiscal year-to-date un-audited income statement, balance sheet and current liquidity analysis.

Such notice shall

1. be posted by the Secretary at least fifteen days (15) in advance of the meeting on the Clubhouse bulletin boards and
2. shall be deemed given when published in the *Windjammer* and/or mailed in the U.S. Mail to the address provided by the member.

(E) **AGENDA**

The agenda of the Annual Membership Meeting shall be as follows:

1. Invocation
2. The Reading of Minutes of the Previous Meeting
3. Treasurer's Report
4. Amendment of By-Laws
5. Call for the Ballots; Election of Officers
6. Reading of Communications
7. Reports of Officers
8. Reports of Standing Committees
9. Reports of Special Committees
10. Unfinished Business
11. New Business
12. Installation of Officers
13. Adjournment

(F) **ELECTION TO OFFICE**

1. Nomination of Candidates

   Nomination of a member, from a member class permitted to hold such office (as specified in Article I, Section 4, of these By-Laws), in good standing as a candidate to any elective office of the Club may occur by any one of the following methods:

   a. Nomination by the Nominating Committee with the name of nominee to appear on ballot
   b. A write-in on the ballot of any qualified voting member in good standing (A write-in shall be counted as one (1) vote for such person for such elective office.)
   c. Nomination from the floor by a qualified voting member in good standing

2. Plurality
A nominee receiving a plurality of the eligible votes cast for any office shall be elected to such office.

(3)  Effective Date

Newly elected Officers and Trustees shall assume the function and responsibilities of their offices immediately following their election.

SECTION 3. SPECIAL MEETINGS

(A)  BOARD ACTION

Special meetings of the membership may be called by the Board when, in its judgment, such is deemed necessary.

(B)  MEMBERSHIP REQUEST

The Board shall call a special meeting to be held within one hundred twenty (120) days of a written request made to the Board by at least twenty-five (25) qualified voting members in good standing.

(C)  NOTICE

A notice stating the time, place and business to be transacted, if other than election of Officers and Trustees, shall be

(1)  mailed to all members in good standing at least fifteen (15) days in advance of such meeting,

(2)  posted by the Secretary at least fifteen (15) days in advance on the Club bulletin board, and

(3)  deemed given when published in the Windjammer and/or mailed in the U.S. Mail to the address provided by the member.

(D)  BUSINESS

Only business as published in the notice shall be considered or transacted.
ARTICLE VI.
BOARD OF TRUSTEES

SECTION 1. MEMBERS
There shall be a Board of Trustees, which shall consist of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, Measurer and eight (8) Trustees, all of whom shall be Senior Members in good standing. At least four (4) Trustees shall be elected at each annual meeting in the same manner as officers, for a two (2) year term, or until their successors are elected and qualified.

SECTION 2. AUTHORITY AND POWERS

(A) GENERAL
Except as herein otherwise provided, the Board shall have entire authority in the management of the Club’s affairs, its finances and general control of all Club property. All rights and powers connected therewith shall be vested in the Board. Notwithstanding the general powers set out above, the Board shall have no power or authority to mortgage, place a lien upon, dispose of, or sell any real estate, buildings, harbor installation, or other property of the Club except upon authority specifically granted for such purpose by a two-thirds (2/3) vote of the qualified voting members present and voting at any meeting of the membership of the Club called for such purpose.

(B) FINANCES
The Board shall supervise the Club finances and regularly examine reports of the Club Manager, the Treasurer and of the various committees. Such insurance as the Board deems proper shall be carried on the Club properties.

(C) OBLIGATIONS AND INDEBTEDNESS
The Board shall have the power to incur obligations and indebtedness on behalf of the Club provided that resolutions covering authorization of such obligations and indebtedness shall be included in the minutes of the Board, and provided further that no lien or mortgage shall be placed on any real estate, building, harbor installation, or other material property of the Club, except as authorized in Section 2 (A) above.

(D) RULES
The Board shall make such rules as it deems proper, respecting the use of the Club and its properties, fix any penalties for offenses against rules, and make rules for its procedures and supervision of the various committees.

(E) EXCEPTIONS TO BY-LAWS
The Board shall, by unanimous written vote of the Board members present, have the authority to make an exception to these By-Laws in Articles I-IV, but not to Article II, Sections 2 and 3, on an individual case basis, as may be most appropriate for the Club. This action shall be entered in the minutes of the Board.
(F) GUEST MEMBERSHIP PROGRAMS

The Board, by approval of a motion with not more than two (2) dissenting votes, may create and/or revise Guest Membership programs that meet the strict requirements of the Guest Membership class as defined in Article I of these By-Laws.

The motion creating or revising a Guest Membership program must specify the Guest Membership program name, dues, initiation fees, assessments, (as a percentage of Senior dues, initiation fees and assessments), conversion fees, time period (not exceeding twelve (12) months) conversion from Guest Member to Senior Member, specific additional limitations to Guest Membership class privileges and specific additional Guest Membership class obligations.

(G) SENIOR MEMBER DUES

The Board, when assembled with all voting members (including all Flag Officers, all Trustees, and all Line Officers) may, by written vote, with no more than three (3) dissenting or abstaining votes, set Senior Members' dues. New Senior Members' dues will be in effect as from the next standard billing, one month subsequent to the posting on the Club bulletin board and publication in the Windjammer, and will be binding on all members as specified in these By-Laws. No increase in dues may exceed 5% of the previously existing Senior Member dues at such point in time. Any dues increase greater than 5% in any twelve-month period requires approval of the members in general meeting by majority vote.

(H) ASSESSMENTS

The Board, when assembled with all voting members (including all Flag Officers, all Trustees, and all line officers) may, by written vote, with no more than three (3) dissenting or abstaining votes, set Senior Members' assessments. New Senior Member assessments will be in effect as from the next standard billing, one month subsequent to posting on the Club bulletin board and publication in the Windjammer, and will be binding on all members as specified in these By-Laws. Assessments set by the Board may not exceed $100.00 per member in any twelve-month period. Assessments greater than those set forth herein require approval by the members in a general meeting, by majority vote.

(I) HONORARY OFFICERS

The Board shall have the authority to appoint Honorary Officers.

SECTION 3. MEETINGS

The Board shall hold regular meetings each month at the Clubhouse in Shoreacres. Special meetings of the Board may be called by the Commodore, or a majority of the members of the Board, and may be held only after notification has been given at least three (3) days in advance of such meeting by the Secretary to all members of the Board. Eight (8) members of the Board shall constitute a quorum at any regular or special meeting. Except for regular scheduled Board meetings, Board action may be taken without a meeting by unanimous written consent of all Board members and shall be attached to the minutes of the next regular Board meeting.

SECTION 4. VACANCIES

The death or failure of any Officer or Trustee to perform or discharge the duties pertaining to his or her position or being absent from meetings without reasonable excuse may be accepted as a resignation from
office by the Commodore. Any vacancy in an elective office shall, within sixty (60) days, be filled by the Board until the next annual meeting.

SECTION 5. INDEMNITY

The Club shall indemnify, defend and hold harmless each Trustee and Officer, or former Trustee and Officer of the Club from all claims, demands and causes of action asserted against each of them by action in court or otherwise, and shall reimburse each of them for all reasonable expenses and costs, (including attorneys' fees) actually and necessarily incurred in connection with, arising from, or related to the performance of official duties as a Trustee or Officer of the Club, provided that such Trustee or Officer has not been guilty of fraud, gross negligence or willful misconduct with respect to the matter in which indemnity is sought, and provided further that prompt notice is given to the Board of all claims, demands, and causes of action asserted against them. Each such serving or former Trustee or Officer shall also be entitled to all other indemnities provided by applicable law.
ARTICLE VII.
OFFICERS

SECTION 1. REGULATIONS

(A) SENIOR MEMBER
All Officers and Trustees except the Honorary Officers must be Senior Members in good standing. Honorary Officers may hold any category of Membership or be the spouse of a Member of any category.

(B) ELECTION
All Officers except the Honorary Officers shall be elected by ballot at the annual meeting.

(C) TERM
All Officers shall hold office for a term of one year or until their successors are elected or are otherwise replaced in accordance with these By-Laws.

(D) ROTATION
A Flag Officer shall not be elected to the same office for more than two consecutive years.

(E) RESTRICTION
Honorary Officers shall have no status or vote as members of the Board.

SECTION 2. FLAG OFFICERS

(A) COMMODORE
(B) VICE COMMODORE
(C) REAR COMMODORE

SECTION 3. LINE OFFICERS

(A) FLEET CAPTAIN
(B) SECRETARY
(C) TREASURER
(D) MEASURER

SECTION 4. HONORARY OFFICERS

(A) FLEET SURGEON
(B) FLEET HISTORIAN
(C) FLEET CHAPLAIN
(D) JUNIOR FLEET TRUSTEE
(E) APPOINTEES
In addition to those Honorary Officers listed above, the Board may, at its discretion, appoint additional Honorary Officers including the title of "Honorary Past Commodore."

SECTION 5. DUTIES

(A) COMMODORE

(1) Take command of the fleet
(2) Serve as Chairman of the Board in presiding over all meetings of the Club
(3) Preserve order
(4) Direct that these By-Laws be strictly enforced
(5) Appoint all standing committees subject to the approval of the Board
(6) Be a member ex-officio of all committees. Assign the responsibility to coordinate the activities of such committees to the Flag Officers

(B) VICE COMMODORE

(1) Assist the Commodore in the discharge of his or her duties
(2) Officiate during the Commodore's absence, exercising full powers of the office until (i) the Commodore returns, or (ii) other provision is made by the Board

(C) REAR COMMODORE

(1) Assist the Commodore and the Vice Commodore in the discharge of their duties
(2) Officiate in the absence of such two (2) officers and exercise the full powers of such two (2) officers until (i) the Commodore or Vice Commodore return, or (ii) other provision is made by the Board

(D) FLEET CAPTAIN

(1) Be the Commodore's executive officer
(2) Keep a correct list of the yachts enrolled in the Club
(3) Assist the Flag Officers in the discharge of their respective duties and, in their absence, officiate in their stead
(4) Promote the sport of racing and yachting in the best interest of the membership
(5) Arrange for the presentation of trophies

(E) SECRETARY

(1) Keep minutes of Club meetings and Board meetings in books provided for that purpose
(2) Have custody of all records and documents of the Club
(3) Keep a correct record of the members, their addresses, and the dates of their elections, which record shall constitute the Club's official membership list
(4) Notify each member of his or her election to membership
(5) Prepare and publish a roster of the membership as directed by the Board
(6) Conduct the correspondence of the Club

(7) Give notice of meetings of the Club and in case of special meetings state the business intended

(8) Notify members of their election to office

(9) Notify members of their appointment to serve on committees

(10) Notify the surviving spouse or, if none, the oldest adult child, of a deceased Senior Member in a timely and prudent manner of the options concerning the membership of the deceased member and, additionally, advise the Chair of the Membership Committee

(11) At the conclusion of each term of office, the Secretary shall submit to the Fleet Historian a complete set of the following documents for the purpose of Club historical preservation: a set of the minutes of the Board of Trustees meetings for the preceding year; a set of the published Windjammers for the preceding year; an updated Club Member Roster, and any significant regatta or other event publications as may be deemed appropriate

(12) Perform such other duties as may be directed by the Club, the Commodore or the Board

(F) TREASURER

(1) Ensure collection of all dues, due bills and moneys owing to the Club

(2) Chair and work under the direction of the Finance Committee

(3) Oversee the disbursement of funds to settle Club liabilities

(4) Either personally sign all checks drawn on Club accounts, or ensure accounts are drawn upon only by signatories authorized by the Board including, but not limited to, the Commodore and Vice Commodore

(5) See that a correct and comprehensive set of books is kept of the Club's financial affairs including a cashbook, general ledger, membership ledger and any other books and records as dictated by the Board

(6) Present at each regular monthly meeting of the Board a report and detailed account showing the financial condition of the Club

(7) Give a satisfactory bond for such an amount as may be fixed by the Board, the cost of such bond, if any, to be paid by the Club

(8) Prepare and distribute with the Notice of Annual Meeting, a summarized eleven (11) month fiscal year-to-date un-audited income statement, balance sheet and current liquidity analysis to each dues paying Member

The current liquidity analysis shall state the Club's ability to pay today's bills with cash in hand. The current liquidity analysis shall assume that, at that point in time, receivables are not available and payables are no more than thirty days; that one month of long term debt is included as due; that any unfunded accruals are recognized; and that restricted funds are excluded as unavailable.

(9) Prepare and distribute to each Senior Member at the beginning of the calendar year a summary of the budget as approved by the Board for the coming calendar year

(10) Furnish all necessary financial documents of the Club as may be required by the Board

(11) Perform such other services as may be required by the Commodore or by the Board
(12) Ensure that all taxes, Federal, State and County, are paid or reported to the Board and to supervise the preparation of all reports incident to same

(13) Oversee any special charges, restrictions and covenants mandated by the membership of the Club

(14) Ensure that the Insurance Trust Fund and Capital Fund are maintained in accordance with the requirements of Article II, Sections 2 and 3, of these By-Laws

(15) Present at the annual meeting, a twelve (12) month fiscal year-end, un-audited income statement, balance sheet and current liquidity analysis

(16) Arrange to have an independent audit of the Club fiscal year-end financial statements and current liquidity analysis. Such report shall be presented to the Board of Trustees, a notice of availability shall be published in the Windjammer, and the audit report shall be made available to the membership for review

(G) MEASURER

(1) Measure all yachts and calculate their rating as prescribed by the rules, laws and sailing regulations under which said yacht is to race, making a report thereof to the Fleet Captain.

(2) Appoint an assistant and prescribe his or her duties

(H) FLEET SURGEON

(1) Act as medical officer of the Club

(2) Perform such duties as the Commodore may direct

(I) FLEET HISTORIAN

(1) Collect and receive items of historical significance to the Club, including certain designated items to be submitted annually by the Secretary

(2) Protect such items by storing them in a designated permanent space on the Club grounds over which the Fleet Historian shall have jurisdiction and control of access

(3) Display such items as may be deemed appropriate

(J) FLEET CHAPLAIN

Be in charge of all religious activities of the Club

(K) JUNIOR FLEET TRUSTEE

(1) Represent the interests and concerns of the Junior Members to the Board

(2) Be an advocate for the activities and concerns of the Junior Members

(3) Aid in the communication of activities among Junior Members

(4) Attend all Board meetings as a non-voting member
ARTICLE VIII.
COMMITTEES

SECTION 1. GENERAL

(A) ORGANIZATION
Except as otherwise provided in these By-Laws, Committees shall be appointed annually by the Commodore subject to the approval by the Board, except the Nominating Committee, which shall be appointed by the Board. Committee Chairs shall report to and cooperate with the Flag Officer to whom the duty of coordinating their Committee’s function is delegated by the Commodore. Any member in good standing, or the member’s spouse, may serve on these Committees, except as otherwise provided in Section 2 (J) The Long-Range Planning Committee, Section 2 (O) The By-Law Committee, Section 2 (P) The Heritage and Standards Committee, and Section 3 (B) The Nominating Committee.

(B) AUTHORITY
Subject to overall control of the Board, the committees shall have the duty and authority set forth in this article. No committee may establish any rule without the express approval of the Board. No committee may enter into any expenditure or contract without the prior approval of the Board of Trustees or their designee.

SECTION 2. STANDING COMMITTEES

(A) THE HOUSE AND GROUNDS COMMITTEE
The House and Grounds Committee shall consist of at least five (5) members, each of whom shall serve one (1) year.
This committee shall
(1) recommend to the Board such house and grounds rules and regulations as may be deemed necessary and
(2) advise the Board on all matters pertaining to the house and grounds.

(B) THE HARBOR COMMITTEE
The Harbor Committee shall consist of at least five (5) members, each of whom shall serve one (1) year. This committee shall
(1) recommend to the Board such harbor rules and regulations as may be deemed necessary and
(2) advise the Board on all matters pertaining to the harbor.

(C) THE ENTERTAINMENT COMMITTEE
The Entertainment Committee shall consist of at least three (3) members.
This committee shall structure, organize and coordinate all entertainment functions with the Club Manager, including dances and entertainment for inter-club activities.
THE MEMBERSHIP COMMITTEE

The Membership Committee shall consist of at least three (3) members.

This committee shall

1. investigate and pass upon the qualifications of all candidates for membership and report its conclusions to the Board and
2. investigate and report to the Board on all complaints involving the alleged misconduct of members or guests.

THE PUBLIC RELATIONS COMMITTEE

The Public Relations Committee shall consist of at least three (3) members.

This committee shall devise a program for presenting the Club to the public and implement the program by promoting suitable publicity in all appropriate media and arranging photographic coverage of Club activities for all necessary printed material, including all Club publications, except for the Windjammer.

THE YACHTING COMMITTEE

The Yachting Committee shall

1. report to and be under the direction of the Fleet Captain,
2. consist of at least three (3) members,
3. have the general management and control of all power boat races, Club cruises and all things pertaining thereto, which do not regularly fall to other committees and
4. make such rules subject to overall supervision by the Board to govern these matters as may be desirable.

THE RACE AND REGATTA COMMITTEE

The Race and Regatta Committee shall report to and be under the direction of the Fleet Captain. This committee shall consist of at least three (3) members. Preferably, a majority of the Committee will have previously served on the Committee or be certified in the conduct of racing by the national governing body of the sport of sailing. This committee shall

1. have the general management and control of sailboat racing;
2. prepare, publish and maintain the annual Club Race Calendar;
3. maintain at the Club offices, documentation and records concerning all permanent sailboat racing trophies including their deeds of gift;
4. recommend to the Board acceptance of, changes to, retirements of, and any other matter concerning deeds of gifts and their administration;
5. represent the Club before all regional and governing bodies of sailing; and
6. make rules subject to the overall approval by the Board to govern these matters as may be desirable.
(H) THE SPECIAL ASSIGNMENT COMMITTEE
The Special Assignment Committee, if appointed, shall consist of at least one (1) member who shall carry out all specially designated assignments.

(I) THE YOUTH ACTIVITIES COMMITTEE
The Youth Activities Committee shall consist of at least three (3) members.
This committee shall
(1) be responsible for fostering and developing the activities of the Club youth and
(2) guide, counsel and encourage the Club's youth organization.

(J) THE LONG-RANGE PLANNING COMMITTEE
The Long-Range Planning Committee shall consist of three (3) members who are past or present Officers or Trustees of the Club. One (1) original member will serve for three (3) years, one (1) for two (2) years and one (1) for one (1) year. A new member will be appointed for three (3) years each year after the first, to fill the vacancy on the Committee. It is not intended to limit the planning activity of the Committee to the physical assets of the Club, but to include any activities that may advance the welfare of the Club.
This committee shall
(1) propose a long-range plan for improvement and maintenance of the Club,
(2) keep a log as part of the Club's permanent record of past and present long-range plans including accomplishments,
(3) propose alterations of the plans as is warranted and
(4) recommend action on long-range plans to the Board and to the membership if appropriate.

(K) THE WINDJAMMER COMMITTEE
The Windjammer Committee shall consist of an editor and as many additional members as the editor may find necessary. This committee shall
(1) be in charge of publishing the Windjammer on a regular basis and
(2) ensure that all items and notices of interest to the member are included in a timely manner.

(L) THE MEMORIAL FUND COMMITTEE
The Memorial Committee shall consist of a Chair and additional members as the Chair may find necessary.
This committee shall be in charge of receiving and acknowledging contributions made to the HYC Memorial Fund and shall disburse the fund with the approval of the Board.

(M) THE COMPENSATION AND BENEFITS COMMITTEE
The Compensation and Benefits Committee shall consist of at least three (3) members and no more than five (5) members, each of whom has prior experience in establishing or administering
compensation programs and/or benefit plans. The terms of the members shall be staggered and the maximum term shall be five (5) years. Members may be re-appointed. No more than one new member shall be appointed in a year, unless vacancies due to resignations must be filled.

This committee shall

1. assist and advise the Board in the administration of the salaries, wages, and benefits of the Club's employees;
2. at least biannually, conduct a survey of clubs concerning compensation and benefits;
3. annually review the Club's salary and wage rate ranges and recommend revision, if appropriate;
4. annually review the benefit package offered to Club employees and recommend revision, if appropriate;
5. review Club compliance with local, state, and federal regulations regarding employees and
6. recommend changes to the Board for approval.

(N) THE EMERGENCY PREPAREDNESS COMMITTEE

The Emergency Preparedness Committee shall consist of at least five (5) members, the Chair, Chair of the House & Grounds Committee, Chair of the Harbor Committee, Club Manager and the Harbormaster.

This committee shall

1. develop plans to prevent and/or respond to emergencies at the Club, including, but not limited to, Hurricane/Severe Weather, Fire and Medical Emergency and
2. assist the Flag Officers in the execution of the plans developed.

(O) THE BY-LAW COMMITTEE

The By-Law Committee shall consist of seven (7) qualified voting members in good standing who are past or present Officers or Trustees of the Club. Three (3) original members shall serve for three (3) years, two for two (2) years and two (2) for one (1) year. New members will be appointed to three (3) year terms each year, after the first, to fill vacancies on the Committee.

This committee shall

1. review and make recommendations to the Board on matters relating to the By- Laws as are brought before the Committee by the Board;
2. Review all By-Law amendments prepared by the Board and advise the Board on wording and the effect, if any, on other parts of these By-Laws; and
3. Maintain the structure and format of these By-Laws to foster ease of interpretation, reading and understanding by the members.

(P) THE HERITAGE AND STANDARDS COMMITTEE

The Heritage and Standards Committee shall consist of six (6) appointed Club members or their spouses of any category except non-resident, guest, honorary or student, approved by the Board ("Heritage Appointees") and two (2) ex-officio members (the Fleet Historian and the Club
Manager). The Committee will appoint its own members and fill its own vacancies subject to Board Approval. The initial Committee shall be designated by the Commodore and approved by the Board. The terms of the Heritage Appointees shall be staggered and the term shall be six (6) years, unless a Heritage Appointee resigns. Each year the Committee will replace or re-appoint one member by appointment subject to Board approval. Appointees whose terms expire may be re-appointed but all reappointments and new appointments must be approved by the Board. No more than one new person shall be appointed in any one year, unless vacancies due to resignations must be filled.

This committee shall exist to protect the authentic, valuable and traditional components of the Club in an effort to preserve its heritage as an important landmark on upper Galveston Bay.

(1) This committee shall be composed of Heritage Appointees with one or more of the following qualifications:

(a) Be a Past Commodore;

(b) Have professional experience in architecture, interior or exterior decoration and design, or in the reconstruction, redesign, maintenance or preservation of historical or pre-year 1940 structures;

(c) Be a Club member of a qualified category who has held such membership for twenty (20) or more continuous years or be a Club member descendent of such a member; or

(d) Have such other qualifications as may be determined by the Heritage and Standards Committee and approved by the Board from time to time.

(2) This committee shall have the following duties and responsibilities:

(a) Oversee all areas of interior and exterior architecture, design, furnishing, decoration and finishing or refinishing of the main Clubhouse Building and flagpole area, but excluding the grounds, parking areas, out buildings and marina.

(b) Advise the Board, Long-range Planning Committee and House and Grounds Committee in any of the areas set out in 2(a) above.

(3) If the Heritage and Standards Committee and the Board disagree on any proposal or desired action in any of the areas set out in 2(a) above, the Heritage and Standards Committee and the Board shall meet and attempt to resolve their disagreement. If no agreement is reached within thirty (30) days after the Heritage and Standards Committee meets with the Board, the Board may, by majority vote of the Board Members qualified to vote (whether present at the meeting or not), reject the Heritage and Standards Committee's recommendation.

(Q) THE FINANCE COMMITTEE

The Finance Committee shall be composed of at least three (3) members. The Treasurer of the Club shall be the Chair and shall select its members, who shall be approved by the Board.

(1) This committee shall meet at such times as may be necessary and convenient to fulfill its purposes and any three (3) members shall constitute a quorum for the transaction of business.

(2) This committee shall also present and recommend to the Board an annual budget for the overall operation of the Club. In preparing the budget, the Finance Committee shall receive from each department or standing committee a schedule of its anticipated
financial needs during the ensuing year. The Committee shall reconcile these requests and schedules and, based upon projection of anticipated revenues, shall recommend to the Board for approval a budget for each operating department or Committee. Each department or Committee shall be required to operate under this budget. The Committee may recommend changes in the budget as circumstances require.

(R)  THE NOMINATING COMMITTEE

The Nominating Committee shall be composed of six (6) qualified voting members appointed by the Board at its July meeting. Two (2) of these shall be members of the Board and four (4) shall be qualified voting members who are not members of the Board. The Commodore shall designate the Chair. The names of the Committee members shall be conspicuously posted on the Club's bulletin boards and published in the August and September issues of the Windjammer. Prior to making its nominations, the Committee shall hold at least one meeting open to all members. At this meeting members may suggest nominees for any position. The Committee shall hold as many private meetings as may be necessary to select the nominees. No nominee shall be selected without receiving at least four (4) votes. The Committee shall vote by secret ballot.

(1)  This committee shall bring before the membership a group of thoroughly qualified names to fill all elective positions of the Club. These nominees are to be carefully selected as to their ability and interest. Their willingness to serve is to be determined in advance. There shall be at least eight (8) nominees for the available Trustee positions. The Committee shall nominate candidates qualified under these By-Laws and in good standing for all elective offices to be filled at the next annual meeting at least four weeks prior to the meeting.

(2)  This committee may not nominate a member of the committee to be a candidate for elective office.

(3)  This committee shall conspicuously post these nominations on the bulletin boards of the Club at least three (3) weeks prior to the annual meeting at which elections are to be held.
ARTICLE IX.
BY-LAW CHANGES

SECTION 1. PROCEDURES
These By-Laws may be amended, altered or repealed at any Annual or Special Membership Meeting of the Club as follows:

(A) **BY THE BOARD**
By an amendment or repeal proposed by the Board

(B) **BY VOTING MEMBERS**
By an amendment or repeal proposed by at least 25 qualified voting members in good standing and submitted in written form to the Board with a statement of the purpose at least ninety (90) days prior to submission to the Membership.

(C) **REQUIREMENTS**
In the case of either (A) or (B) above, the following actions are required:

(1) notice of any meeting to consider a proposed By-Law change shall be given to the membership in accordance with Article V,

(2) the notice shall state the purpose for the proposed change and whether the Board recommends approval or disapproval and

(3) the proposed change must receive the affirmative vote of two-thirds (2/3) of the qualified voting members casting votes at such Annual or Special Membership Meeting.

SECTION 2. EFFECTIVE DATES
The By-Laws as amended, altered or repealed shall supersede all prior By-Laws of the Club, and shall become effective immediately following the adjournment of the membership meeting at which they were adopted. They shall be signed and certified as to the date and place of adoption by the Chair and the Secretary acting at the meeting.
APPENDIX A.
HYC BURGEES

For purposes of the following Club’s burgee description, the hoist is located on the left with the fly to the right.

The burgee shall be triangular in shape with a base color of white. The hoist shall be two-thirds (2/3rds) the length of the fly.

The upper and lower edges of the fly from the hoist to the tip of the fly shall be overlaid in Old Glory Red with a band having a width of one-ninth (1/9th) of hoist length.

An Old Glory Blue triangle running the full length of the hoist and having a fly dimension of one-half (1/2) of hoist shall overlay the red banded white portion of the burgee.

A white symmetrical three-bladed propeller shall have an outside diameter of seven-eighteenths (7/18ths) of hoist, a hub diameter of one-twelfth (1/12th) of the hoist, and blades having tips one-twelfth (1/12th) of the hoist in diameter and edges with a radius of one quarter (1/4) the hoist extending tangentially from the blade tip with the extension thereof passing through the center of the propeller.

The circumference of the propeller is positioned in the blue field so as to be an equal distance to each edge of the field with one blade positioned at three o’clock.

The capital block letters (with circular “C”) H, Y and C shall each have a height and width of one-twelfth (1/12th) of hoist and with strokes one-quarter (1/4) the height and width. These letters shall overlay the blue portion of the burgee and be located between the propeller blades. The letters shall be oriented so that they stand perpendicular to the centerline of the fly. The letters shall be centered on and across lines tangentially to and between adjacent blades. The letter “H” shall be positioned at nine o’clock, “Y” at one o’clock and “C” at five o’clock.

The reverse side of the burgee shall be a transparency of the burgee described above.

A hoisting tape having a grommet at each end may be affixed along the hoist of the burgee.
APPENDIX B.
DOCUMENT INFORMATION

SECTION 1. REVISION HISTORY

<table>
<thead>
<tr>
<th>Version</th>
<th>Date</th>
<th>Revision Description</th>
<th>Reviser</th>
<th>Editor</th>
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<tr>
<td>1.1</td>
<td>03 January 2002</td>
<td>Scanned and corrected to match paper copy obtained from HYC office</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
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<tr>
<td>1.2</td>
<td>08 January 2002</td>
<td>Edited for punctuation &amp; spelling. Renumbered pages and revised footers. Created new TOC and index.</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
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<tr>
<td>1.3</td>
<td>04 February 2002</td>
<td>By-Law Committee edited for punctuation, spelling, grammar and consistency.¹</td>
<td>Mike Bordelon</td>
<td>By-Law Committee</td>
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<tr>
<td>1.4</td>
<td>13 March 2002</td>
<td>Material regarding burgee added in Appendix A</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
</tr>
<tr>
<td>1.5</td>
<td>12 April 2002</td>
<td>Punctuation, grammar and consistency following committee review. (BOT approved cleanup changes May 2002)</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
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<tr>
<td>1.6</td>
<td>22 November 2002</td>
<td>Applied By-Law changes approved in HYC Membership Meeting Tuesday, October 29, 2002</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
</tr>
<tr>
<td>3.0</td>
<td>November 2005</td>
<td>By-Law change approved by membership October 25, 2005, insertions and electronic changes approved by By-Law Committee Nov.15, 2005</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
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<tr>
<td>4.0</td>
<td>November 2006</td>
<td>By-Law change approved by membership October 31, 2006, insertions and electronic changes approved by By-Law Committee in November 2006</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
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<tr>
<td>5.0</td>
<td>November 2011</td>
<td>By-Law change approved by membership October 25, 2011, insertions and electronic changes approved by By-Law Committee in November 2011</td>
<td>Mike Bordelon</td>
<td>Mike Bordelon</td>
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¹Format for outline numbering is as follows: Article I, Section 1, (A), (1), (a)

SECTION 2. DOCUMENT PROPERTIES

<table>
<thead>
<tr>
<th>Comments (Brief description of document including purpose and intended audience)</th>
<th>This document contains the By-laws of the Houston Yacht Club. See Revision History for more information.</th>
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<tr>
<td>Version (Higher number indicates later version)</td>
<td>4</td>
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| **By-Law Committee Chairman**  
(Person who has sign-off approval) | Tony Nunes, By-Laws Committee Chairman |
|----------------------------------|----------------------------------------|
| **Editor**  
(Primary responsible editor) | Mike Bordelon |
| **Issue Date**  
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