

By-laws of the

PORT ARTHUR YACHT CLUB

(Amended)

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AMENDED BY-LAWS
OF THE
PORT ARTHUR YACHT CLUB. INC.

ARTICLE I: NAME

The name of this organization shall be the Port Arthur Yacht Club, Incorporated.

ARTICLE II: LOCATION

The Port Arthur Yacht Club shall be located at the Pleasure Island Marina at Port Arthur, Texas.

ARTICLE III: OBJECTIVE AND AIMS

Section A: Objective

The objective of the Port Arthur Yacht Club shall be to encourage and stimulate yachting in a safe and sporting manner.

Section B: Aims

The aims of the Port Arthur Yacht Club shall be as follows:

1. Advocate yacht sailing and one-design racing.
2. Initiate and maintain a junior yacht sailing and racing program.
3. Secure land, or permission to use land, conveniently located near or adjacent to the Pleasure Island Marina.
4. Establish and maintain a clubhouse and other facilities that are pertinent to yachting.
5. Maintain the necessary equipment to conduct yacht races.
6. Initiate and maintain a yachting safety program.
7. Assist the Pleasure Island Marina in all its endeavors for the betterment of the Marina.

ARTICLE IV: MEMBERSHIP

Section A: Membership

A membership shall consist of the member, spouse, and children under 21 years of age. A member in good standing is a member who is current in all assessments to Port Arthur Yacht Club and complies to the By-Laws and policies of PAYC.

Section B: Types of Membership

There shall be five types of membership: Active, Associate, Honorary, Junior, and Cruising.

1. An active membership member:
 - a. Shall be a bonafide owner or co-owner of a sailing boat or power boat.
 - b. Shall participate in the activities of the Yacht Club.
 - c. Shall pay assessments, initiation fees, and dues as set forth in these By-laws.

- d. Shall take an interest in the well being of the Club.
- 2. An associate membership member:
 - a. Shall not be a boat owner.
 - b. Shall participate in Club activities.
 - c. Shall pay assessments, initiation fees, and dues as set forth in these By-laws.
 - d. Shall take an interest in the well being of the Club.
 - e. Shall be at least 21 years of age.
- 3. A junior membership member:
 - a. Shall participate in all Club activities.
 - b. May or may not be a yacht owner.
 - c. Shall pay dues as set forth in these By-laws.
 - d. Shall be no younger than 12 years of age and no older than 18 years of age, or a full time student not older than 25 years of age or employed full time.
 - e. Shall take an interest in the well being of the Club.
- 4. An honorary membership member:
 - a. Shall be a membership awarded to a member by three-fourths vote of the members at the December meeting or at a special meeting called for such purpose. His or her selection shall constitute a recognition by the Club of the contributions made to the growth and activities of the Club, as well as interest and experience contributed to the membership.
- 5. A Cruising membership member:
 - a. Shall be an active member in good standing for two years prior to malting application for a cruising membership.
 - b. Shall be cruising for at least 6 months outside the area from New Orleans, Louisiana to Corpus Christi, Texas.
 - c. Shall pay dues, initiation fees and assessments as set forth in the By-Laws.
 - d. Cruising membership must be approved by a majority vote of the Port Arthur Yacht Club Board of Directors.
- 6. If the membership ceases because of the member's death, the surviving spouse may, if he or she chooses, assume the membership with all privileges, credits, and liabilities of the deceased.

Section C: Privileges of Membership

- 1. Active Members:
 - a. Shall be entitled to hold office or serve on any committee in the Club.
 - b. Shall be entitled to vote at all Club elections and on all Club issues as set forth in these By-laws
 - c. Shall have the privileges of all the Club's facilities.
- 2. Associate Members:
 - a. Shall be entitled to hold office in the Club, with the exception of Commodore and Vice Commodore.
 - b. Shall be entitled to serve on any committee.
 - c. Shall be entitled to vote at all Club elections and on all Club issues as set forth in these By-laws,
 - d. Shall have the privilege of all the Club's facilities.

3. Junior Members:
 - a. Shall be entitled to serve on all committees.
 - b. Shall have the privileges of all the Club's facilities.
 - c. Shall not hold office.
4. Honorary Members:
 - a. Shall be entitled to hold any office or serve on any committee in the Club
 - b. Shall be entitled to vote at all Club elections and on all Club issues as set forth in these By-laws.
 - c. Shall have the privileges of all the Club's facilities.

Section D: Application for Membership

1. Application for membership shall be accepted by the Board of Directors after completion of the Port Arthur Yacht Club application form.
2. Applicants shall pay regular dues at the time of application.
3. Membership acceptance shall be conditional for a six-month probation period unless otherwise voted by the Board of Directors at the regular Board meeting.
4. If a membership is revoked during the probationary period, the applicant will forfeit dues paid at the time of application.

Section E: Quota

The ratio of active members to associate members shall be not less than three to one.

ARTICLE V: OFFICERS

Section A: Size of The Board

The Board of Directors shall consist of four (4) officers and five (5) directors, one of which shall be the immediate past Commodore for a total of nine (9) members.

These officers are the Commodore, Vice-Commodore, Secretary, and Treasurer.

Section B: Commodore

1. Shall be an active or honorary member.
2. Shall conduct all business and special meetings of the Club.
3. Shall appoint all committees of the Club.
4. Shall uphold the By-laws of the Club.
5. Shall show leadership, sportsmanship, and good fellowship at all times.
6. Shall be chairman of the Executive Committee.
7. Shall serve as Improvement Fund Trustee.
8. Shall serve as chairman of the Board of Directors.

Section C: Vice-Commodore

1. Shall be an active or honorary member in good standing.
2. Shall carry out the duties of the Commodore in the absence of the Commodore.

3. Shall uphold the By-laws of the Club.
4. Shall be chairman of the Membership Committee.
5. Shall show leadership, sportsmanship, and good fellowship at all times.

Section D: Rear Commodore

1. Shall be an active, honorary, or associate member in good standing.
2. Shall uphold the By-laws of the Club.
3. Shall assist the Commodore and perform such duties as may be designated by the Commodore or by the Board of Directors and in the absence or disability of the Commodore and Vice-Commodore, shall execute all the Commodore's functions.
4. The Rear Commodore position shall not constitute an additional Board member or have voting privileges except in those instances when he is acting as Commodore as outlined previously in this paragraph.
5. Shall be nominated by the Commodore, approved by the Board of Directors and by the membership at the Annual Business Meeting.

Section E: Secretary

1. Shall be an active, honorary, or associate member.
2. Shall take minutes at all meetings of Board of Directors, business meetings of General Membership and such official meetings as designated by the Commodore from time to time.
3. Shall handle all Club correspondence.
4. Shall uphold the By-laws of the Club.
5. Shall keep a correct roll of the members with their addresses and telephone numbers.
6. Shall maintain an accurate record of members' tenure to ascertain each member's ownership as defined in Article XIII of the By-laws.
7. Shall maintain a proper file of records of all minutes, financial reports, Club rules, regulations and policies, and other official reports of Board of Directors and general membership.

Section F: Assistant Secretary

1. Shall be an active, honorary, or associate member.
2. Shall uphold the By-laws of the Club.
3. Shall assist the Secretary and perform such duties as may be designated by the Secretary or by the Board of Directors, and in the absence or disability of the Secretary shall execute all the Secretary's functions except exercising voting privileges.
4. Shall be appointed by the Secretary with the approval of the Board of Directors.

Section G: Treasurer

1. Shall be an active, honorary, or associate member.
2. Shall collect and receive all dues, initiation fees, and other monies, and deposit all such monies in appropriate funds as set out in these By-laws.
3. All checks drawn on the general fund and other financial transactions shall include the signature of the Treasurer or in his absence the Vice-Commodore and any one of the following: Commodore or Secretary; unless specified resolutions by the general membership sets forth contrary provisions.
4. Shall maintain appropriate financial records and documents.
5. Shall uphold the By-laws of the club.

Section H: Assistant Treasurer

1. Shall be an active, honorary, or associate member.
2. Shall uphold the By-laws of the Club.
3. Shall assist the treasurer and perform such duties as may be designated by the Treasurer and by the Board of Directors, and in the absence or disability of the Treasurer shall execute all of the Treasurer's functions except for exercising voting privileges of a Director.
4. Shall be appointed by the Treasurer with approval of the Board of Directors.

Section I: Directors

1. Shall be an active or honorary member in good standing.
2. Shall uphold the By-laws of the Club.
3. Shall show leadership, sportsmanship, and good fellowship at all times.

Section J: Elections

The officers and directors shall be elected at the November meeting. The four (4) officers shall be elected for one (1) year terms, starting in 1979. The four (4) directors shall be elected for one (1) year terms, starting in 1978. The Past Commodore shall automatically be a member of the Board. All officers and directors shall serve until the new officers or directors are elected or appointed to replace them. The Board may, by 2/3 majority, appoint a member to fill an unexpired term on the Board.

The term of office for all elected officers and directors shall begin on December 15 following the election in November and end on December 14 of the following year. The Board meeting in December shall be conducted by the new officers and directors with the old officers and directors in attendance to turn over records and advice to the new officers and directors.

Section K: Board Meetings

The Board shall meet once each month, the date, time, and place to be set by the Board and published in the Mainsheet. Special Board meetings may be called by the Commodore or any three (3) members of the Board. A special meeting of the Board can be called with a petition signed by 10% of the membership. Such petitions shall state the purpose for which the meeting is to be called. The Secretary shall notify by mail or phone all members of the Board at least five (5) days in advance. Board meetings will be open to any member. Any member wishing to appear before the Board and speak shall notify the Commodore three (3) days in advance of the meeting and state the purpose to which he intends to speak. Minutes of all Board meetings shall be open for inspection by any member.

Section L: Attendance

After three (3) successive absences of a member's attendance (without just cause), the Board of Directors may declare the position vacant and select a replacement for the unexpired term.

Section M: Quorum

A simple majority of the existing Board of Directors shall constitute a quorum to conduct Club business. A simple majority of the quorum present shall be sufficient to pass on matters placed before the Board.

Section N: Board

The Board of Directors shall have full power and authority over the affairs of the Club except that the Board must have a yearly budget approved at each annual meeting. The Club Secretary shall publish a brief summary statement including all significant action taken or authorized by the Board and include the bank balances and other significant and timely financial data. Publication shall be posted on the Clubhouse bulletin board not more than five (5) days after each meeting.

The Board shall not have the authority to make any change to the Club lease or to enter into any new lease agreements or make future debt commitments beyond those contained in the approved budget without a two thirds (2/3) majority vote of the members present at the annual meeting or a special meeting.

The Board shall not spend more than fifteen per cent (15%) above each item in the budget for the year, without a two-thirds (2/3) majority vote of the membership to so exceed the approved annual budget.

Section O: Duties of The Board

The Board shall prepare an annual budget for approval at each annual meeting. The Board shall handle all business affairs of the Club. The Commodore may appoint all standing committees with the consent of the board.

Section P: Executive Committee

The Executive Committee shall consist of the Commodore, Secretary, and at least one other Officer or Director elected by the Board. The Executive Committee shall meet on call as a working committee of the Board for the purpose of formulating recommendations for Board Considerations and accept such assignments as specified by the Board. The Executive Committee shall arrange for a general membership monthly program and publish the program schedule in the Club paper (Mainsheet). The Executive Committee shall strive to promote the aims of the Club.

ARTICLE VI: ELECTION OF OFFICERS

Section A: Time

Election of officers and directors shall take place at the November meeting.

Section B: Ballot

The election of officers and directors shall be held by secret ballot.

Section C: Nomination

Nomination of officers, directors and honor award nominees shall be made by a nomination committee and published in the October Mainsheet and announced at the general membership meeting in October. Nominations may be made from the floor at the October general meeting with prior consent of the nominee. Nominations may be made from the floor by mail directed to the Commodore provided such written nominations carry the signature of five (5) active members agreeing to the nomination. All nominations from the floor from the October general meeting together with the nominee's confirmation

or withdrawal statement shall be published in the November Club paper, Mainsheet, in the same manner as the Nomination Committee selection.

Section D: Nomination Committee

The Nomination Committee shall consist of the following persons or a substitute selected according to participation, skill, and leadership in the following classes:

- I. Member of the Board of Directors.
- II. Cruiser Fleet Captain or active racing-cruiser participant.
- III. Cruise Chairman or non-racing "cruise" participant.
- IV. One-design Fleet Captain selected from the several fleet chairmen by lot or by vote among the several active one-design fleet chairman.

ARTICLE VII: DUES AND INITIATION FEES (AMOUNT AND SCHEDULE)

Section A: Active Members

The annual dues for active members shall be \$180.00 payable in two installments of \$90.00 each due on January 1 and July 1. Initiation fee shall be \$1000.00 payable quarterly in installments of \$50.00 each due on January 1, April 1, July 1, and October 1. Proceeds from collection of initiation fees shall be placed in the improvement fund. Applicable taxes on dues and initiation fees shall be assessed and collected.

Section B: Associate Members

Associate members shall pay the same dues, initiation fee, and assessment as those of active members.

Section C: Junior Members

Junior members shall pay no assessments or initiation fee, and shall pay one half the annual dues as that of active members.

Section D: Honorary Members

Honorary members shall pay no dues, assessments, or initiation fee.

Section E: New Members

All new members applications shall include one half of the annual dues plus applicable taxes. During the first calendar year of membership, new members shall pay annual dues as follows:

- Those approved during Q1 (Jan, Feb, Mar) – full annual dues
- Those approved during Q2 (Apr, May, Jun) – 3/4 annual dues
- Those approved during Q3 (Jul, Aug, Sep) – 1/2 annual dues
- Those approved during Q4 (Oct, Nov, Dec) – 1/4 annual dues

The billing cycle for dues and initiation for all new members shall commence at the next regularly scheduled billing date, as herein above provided.

Section F: Cruising Members

Cruising members shall pay the same initiation fee, and assessment as those of active members. Cruising members shall pay 1/3 the dues of active members.

Section G: Commodore

The Commodore of the Port Arthur Yacht Club shall pay no dues during the year in which he or she serves as Commodore.

Section H: Billing

Billing shall be made by the first of the month due and payment due by the first of the following month. Payment not received by the due date shall be considered past due.

ARTICLE VIII: VOTING

Section A: Eligibility

Only members in good standing shall be entitled to vote.

Section B: Active Members

Active members shall be entitled to one vote.

Section C: Associate Members

Associate members shall be entitled to one vote.

Section D: Junior Members

Junior members shall be entitled to 1/4 vote.

Section E: Honorary Members

Honorary members shall be entitled to one vote.

Section F: Spouse

The spouse of an active or associate member may vote in lieu of the member.

Section G: Cruising Membership

Cruising Members shall not be entitled to vote.

Section H: Absentee Voting

Members in good standing have the right to vote by absentee ballot on issues as published in the Club's official publication, Mainsheet, or as amended at the general meeting. It is the voter's responsibility to keep a current mailing address on file with the club secretary. It is the voter's responsibility to see that

his or her ballot is mailed or delivered to the secretary by the day of the vote. An absentee vote shall constitute a member present for business and special meetings. Any vote not requiring a thirty-day notice in the Mainsheet shall not be affected by absentee votes.

ARTICLE IX: STANDING COMMITTEES

Section A: Race Committee

1. The Race Committee Chairman shall be appointed by the Commodore-elect no later than December 15 of the year prior to his term.
2. The Race Committee Chairman shall be responsible for the planning and execution of all racing activities and shall uphold the aims of Article III of the By-laws.
3. The Race Committee Chairman may appoint a Vice-Chairman.
4. The Race Advisory Board shall consist of three racing members who shall serve staggered terms of three years, with only one to be selected by the Race Committee Chairman. The initial Advisory Board will be the present Handicap Committee. A drawing by lot will decide the time of office remaining.
5. The member whose term ends in the current year shall be the chairman, unless they agree among themselves on another being chairman.
6. The Race Advisory Board shall be responsible for:
 - a. Handicaps and appeals of handicaps.
 - b. Provide continuity to the racing program since there will be two experienced members on the Board at all times.
 - c. Shall review and approve changes in racing and handicap rules before they are put into effect.
 - d. Assist chairman in other ways if needed.
7. A vacated position on the Race Advisory Board will be filled by appointment for the remainder of the term. This will be done as soon as possible by the remaining Board members acting with the Race Committee Chairman.
8. A member of the Race Advisory Board may be removed from office by the Board of Directors for failure to perform his duties.

Section B: Entertainment Committee

Shall plan and conduct parties and other such events.

Section C: Trophy Committee

Shall secure trophies and other types of Club citations.

Section D: House, Docks, and Grounds Committee

Shall maintain all Clubhouse, Club docks, and Club grounds.

Section E: Junior Sailing Committee

Shall maintain the Junior Sailing Programs as defined in Article III, Sections A and B.

Section F: Membership Committee

1. Shall contact and welcome all new members.
2. Shall explain club activities and facilities, answer questions concerning club by-laws and operating policies.
3. Shall furnish copies of the club by-laws, operating policy and club roster to all new members.
4. Shall be available to consult with members who are delinquent in payment of dues and/or initiation fees.
5. Shall publicize club events.

Section G: Safety Committee

Shall set up safety rules for the Club and members and enforce said rules.

Section H: Cruise Committee

1. The Cruise Chairman shall be appointed by the Commodore no later than March 31.
2. The Cruise Chairman shall be responsible for the planning of Club cruises.
3. The Cruise Chairman shall be responsible for coordinating Club cruises with other Club functions.
4. The Cruise Chairman shall meet with the cruise participants prior to each cruise to recommend the necessary safety equipment, radio frequencies, proper charts, etc.
5. The Cruise Chairman may appoint an Assistant Cruise Chairman.

ARTICLE X: RESIGNATION OF MEMBERSHIP

A member in good standing may resign his membership at any time he desires. The notification must be in writing. At the time of resignation, the member must be current in payment of his dues and initiation fees, and must return all Club property.

ARTICLE XI: FORFEITURE OF MEMBERSHIP

Section A: Forfeiture Procedure

1. The Membership Committee shall be notified of members delinquent in payment.
2. If payment is not received by the end of the third month after the billing date, the Treasurer shall review the matter with the board of directors at the next board meeting.
3. With the board approval, a certified letter shall be issued over the Commodore's signature to the member advising him of his status. He shall be required to pay the amount due in full by a date specified by the board. Members failing to make payment after notification by certified letter shall forfeit their membership in the Port Arthur Yacht Club.
4. If this full procedure is required to collect payment from a member and they again become delinquent, as outlined above, the board will not be required to send the Commodore's certified letter and, with a majority vote of the Board, may declare the membership forfeited.

Section B: Club Property

Failure to return Club property at time of resignation shall cause membership to be forfeited after notification by the Executive Committee or the Membership Committee.

Section C: Enforcement of Club Policy And By-Laws

Any act of any member contrary to the best interests of the Club should be brought to the attention of the Executive Committee in writing over the signature of the complaint. If such complaint is considered valid, the Executive Committee may, in its sole discretion, reprimand the offending member. If the offense complained of is sufficiently serious, the Executive Committee shall refer the matter to the Board of Directors along with all pertinent information for review. The Board of Directors shall review all such information, affording the offending member an opportunity to appear and offer additional information prior to the disposition of the complaint. The Board of Directors shall reprimand the offending member, provided a two-thirds majority of the quorum present so votes. To dismiss the offending member from membership, a minimum of six votes in favor of such dismissal is required.

ARTICLE XII: REINSTATEMENT OF MEMBERS

Section A: In Good Standing

If a member resigns in good standing, he may apply for reinstatement by completing an application and submitting it to the Board. However, he will be required to complete payment of his original initiation fee if it was not fully paid prior to resignation. Dues will be paid as specified in ARTICLE VII.

Section B: After Forfeiture

If a member forfeits his membership and wishes to be reinstated, he must apply as a new member. He will be required to pay the current initiation fee and dues as specified in ARTICLE VII.

ARTICLE XIII: OWNERSHIP

Section A: Shares

The ownership of the assets of the Club shall be divided among the active and associate members and shall be known as "shares". The distribution of shares will vary according to tenure in the Club, to wit: An active or associate member who remains continuously active; i.e., in good standing, shall own one (1) share of the Club, and accumulate one share for each five years of continuous membership.

Section B: Share Value

A share has no value until the Club has sold all buildings, property, and facilities; reduced all other assets to cash; and paid all outstanding debts. Then, and only after a unanimous vote of the active and associate members of the Port Arthur Yacht Club, Inc. to dissolve, disband and cease operation, shall the share have value.

Section C: Distribution

The monies shall be divided by the then total number of shares mentioned above and distributed. Notice of dissolution of the Corporation shall be sent to the Secretary of State of the State of Texas.

Section D: Limitations

When a membership ceases, whether by death, resignation, forfeiture or otherwise, all of the rights, titles, claims, and interest of such member is and to the property and credits, moveable or immovable, of the Club shall cease and remain thereafter full vested in the Club.

ARTICLE XIV: IMPROVEMENT FUND

Section A: Purpose

Improvement Fund shall be established to finance the requirements of Article III, Section B, paragraph 3 and 4 of these By-laws.

Section B: Funding

The Improvement Fund shall be generated from donations, debentures, General Fund surpluses and initiation fees, as designated in Article VII, Section A.

Section C: Fund Expenditure

Improvements that require expenditure of funds up to \$600.00 shall be approved by the Board of Directors. Expenditures of more than \$600.00 must be approved by two-thirds (2/3) vote of the members at the general meeting. Notification of proposed expenditure must appear in the Club's publication, Mainsheet, prior to the meeting; however, in emergencies where immediate action is clearly in the interest of the Club, the expenditure of up to \$600.00 may be authorized by the Executive Committee members either separately or as a group with the Board ratifying the action at its next regular meeting.

Section D: Trustee to The Improvement Fund

1. Shall consist of three elected members, active or associate, and the Commodore.
2. Shall be custodians of the Improvement Fund.
3. Elected members shall serve three-year terms, rotating each year.
4. Election of Trustee shall take place at the November general membership meeting.
5. The Board of Directors shall recommend Trustee nomination. Nominations shall be accepted from the floor.

ARTICLE XV: MEETINGS AND ORDER OF BUSINESS

Section A: Regular Meeting

The regular membership meetings shall be held on the second Tuesday of each month. The annual business meeting shall be held on the second Tuesday in February.

Section B: Special Meeting

Special meetings may be called by the Commodore or 10% of the members.

Section C: Membership Notification

A fifteen-day notice must be given to each member informing him of the reason for a special meeting.

Section D: Quorum Requirements

A quorum of fifteen percent of the membership shall be required for business and special meetings.

Section E: Procedure Rules

Parliamentary procedures shall be in accordance with "Roberts Rules of Order" (latest edition).

Section F: Meeting Planning

The Executive Committee shall plan the general membership meetings in such a manner as to further the aims of the Port Arthur Yacht Club as set forth in Article III herein while providing timely business programs to keep the membership fully informed of the Club business and allowing input from the Club's membership.

ARTICLE XVI: AMENDMENT OF BY-LAWS

Section A: Amendment Meeting

A special meeting shall have to be called to amend these By-laws.

Section B: Approval

Amendments shall require a three-fourths (3/4) majority of the members present

Section C: Effective Date

Approved amendments shall become effective immediately upon adoption and the revised By-laws shall supersede all prior issues.