

**Aransas Pass Yacht Club  
Bylaws**

The following Bylaws prepared and ratified by the Aransas Pass Yacht Club Board of Directors shall govern the business of the Aransas Pass Yacht Club, except as the same may be later amended.

**Article I – Name**

The name of this organization is the Aransas Pass Yacht Club; and it is located in Aransas Pass, San Patricio, Aransas and Nueces Counties, Texas. It is incorporated under the laws of the State of Texas as a non-profit organization. It shall hereinafter be referred to as the Club or APYC.

**Article II – Purpose**

The Club is a non-profit corporation established for the purpose of promoting recreational boating, boating safety, boating education and related activities, including cruising, sailing, fishing, waterfront activities and social functions in the geographical area of the Texas Coastal Bend. In the pursuit of these goals, the Club shall work to advance the sport of yachting, including sailing, racing, power boating and cruising, impart good fellowship among the yachting community, encourage good sportsmanship and introduce youth to the sport of sailing and boating while providing proper facilities for the yachts of our members and a comfortable establishment for the members and families of the Club. It shall have the power to own, control, operate and/or lease real or personal property incidental to such purposes. No action shall be taken to impair the non-profit designation of the Club.

**Article III – Membership**

Section 1.

The rights and qualifications of the membership at large and of each of the respective member classes are set forth in the Club Rules and Operating Regulations.

Section 2.

The Club may have classes of membership as determined by the Membership Committee and approved by the Board of Directors. All classes of membership shall be defined in Club Rules and Operating Regulations.

Section 3.

Club Membership shall not be transferred or assigned.

Section 4.

Application for and acceptance of Membership implies agreement to abide by the Rules and Operating Regulations of the Club.

Section 5.

Termination of Membership shall be in accordance with the following:

- a. Any Member may resign, provided such resignation shall not affect any obligation owing to the Club up to and until the date of resignation.
- b. Failure to pay dues or assessments by March 1 of the year in which they are due shall cause termination of Membership without further action of the Board of Directors.  
(Amended at the November 13, 2010 APYC Annual Meeting)*
- c. For good cause other than those listed in section 5b of this article, any Membership may be suspended or terminated upon the unanimous vote of the Board of Directors.
- d. Memberships terminated by resignation may be reinstated upon application for membership as set out in the Club Rules and Operating Regulations. Memberships terminated by failure to pay past-due accounts shall be reinstated only when all past-due accounts are paid and said reinstatement is approved by the Membership Committee and may not be reinstated after the passage of eighteen (18) months from the date of termination.
- e. Any reinstatement must include payment of any assessments occurring since termination of Membership and any additions to the initiation fee since that time. A Member that resigns and then wishes to rejoin the Club after a two-(2) year time frame must submit a new Club application along with the current initiation fee.

Section 6.

The Board of Directors may suspend all or part of the payment of dues of a Member, with loss of Club privileges, for a reasonable period of time in case of illness or extreme hardship.

**Article IV - Board of Directors**

Section 1.

The Board shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act and such additional powers and duties as specifically provided by the Articles of Incorporation and these Bylaws.

Section 2.

The Board of Directors shall nominate candidates for election to the Board and submit nominees to the ballot for election by the General Membership at the Annual Meeting.

Section 3.

The initial Board of Directors shall choose two Directors for a one-(1) year term, two for a two-(2) year term and two for a three-(3) year term. Thereafter, each year, two (2) Directors shall be elected for a term of three years.

The initial Board is made of the following Directors with term expiration dates:

<u>Name</u>	<u>Term Expires</u>
1. Paul Froeschner	2005
2. Louis Adams	2004
3. Richard Helmich	2004
4. Jack Robinson	2003
5. Don Schoenfeld	2003
6. Frank Vogelsang	2005

The following interim slate of Flag Officers will officiate until the first official slate of Flag Officers for 2003 are elected at the Annual Membership Meeting in November, 2002:

- Commodore "Turf" Overturf
- Vice Commodore Charlie Orr
- Rear Commodore/Secretary Karen Froeschner
- Treasurer DeeDee Weber

Section 4.

Should a Director of the Board resign before the end of a term, the Board of Directors shall appoint a replacement who will occupy the position for the remainder of the term. The replacement Director may be placed on the ballot for re-election by the General Membership at the Annual Meeting.

Section 5.

Quarterly meetings of the Board of Directors shall be presided over by a Chairperson elected by the Board each year. The Chairperson may call special meetings of the Board of Directors upon not less than forty-eight (48) hours' notice. Any Member in good standing may attend these meetings.

Section 6.

A majority of the voting members of the Board of Directors shall constitute a quorum. A majority vote of those voting members present at a meeting of the Board, at which a quorum is present, shall be sufficient for any action by the Board of Directors.

#### Section 7.

The Board, at their discretion, may arrange for an appropriate assessment (an Audit, Review or Compilation) of Club accounting records and bookkeeping practices by a Certified Public Accountant, and a copy thereof shall be available for inspection by any Member in good standing.

#### Section 8.

The Club shall indemnify every Director, Flag Officer, his/her heirs, executors, administrators, personal representatives, successors and assigns against all loss, costs and expense, including counsel fees, reasonably incurred in connection with any action, suit or proceeding to which he/she may be made a party by reason of being or having been a Director or Flag Officer of the Club, except for matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Club is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his/her duty as such Director or Flag Officer in relation to the matter involved. The Club may obtain such insurance as the Board of Directors may deem advisable to cover the foregoing described matters.

### **Article V – Flag Officers**

#### Section 1.

The Flag Officers shall nominate a slate of Flag Officer candidates, approved by the Board of Directors, for election by the General Membership at the Annual Meeting. The terms of office shall be one year. Flag Officers may be re-elected for successive terms.

The Board of Directors has the jurisdiction of adding or removing nominee names on the slate of Flag Officer candidates.

#### Section 2.

The Flag Officers of the Club shall consist of a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer:

- a. The Commodore shall perform the functions of chief executive officer of the Club, including presiding, when present, over Membership meetings. The Commodore shall be responsible for the maintenance and enforcement of Club Rules and Regulations, making any necessary amendments or changes, with approval of the Board of Directors. The Commodore may assign additional duties, such as committee chairs, etc., as he/she deems necessary for effective management of the Club. The committees noted on the APYC Organization Chart, not specified under the responsibilities of the Vice or Rear Commodore, shall be the responsibility of the Commodore for the overall function of the Club.

- b. The Vice Commodore shall assist the Commodore in the discharge of his/her duties. In the event the Commodore is unable to perform his/her duties for any reason, the Vice Commodore shall act as Commodore until the Commodore is able to resume his/her responsibilities. The Vice Commodore shall perform such supervisory or other duties as the Commodore may assign to assist in the management responsibilities. The following committees shall be the responsibility of the Vice Commodore:
  - 1. Membership
  - 2. Facility (including bar and galley)
  
- c. The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties. In the event neither is able to perform his/her duties for any reason, he/she shall serve as Commodore until either the Commodore or Vice Commodore is able to assume their duties. The Rear Commodore shall perform such supervisory or other duties as the Commodore may assign to assist in management responsibilities. The following committees shall be the responsibility of the Rear Commodore:
  - 1. Legal
  - 2. Change of Command
  - 3. Rules Committee
  
- d. The Secretary shall be responsible for recording the events transpiring at General Membership and Board of Director meetings. All records not the specific responsibility of another office or position shall be maintained by the Secretary, including a Membership roster.
  
- e. The Treasurer shall be responsible for all matters involving the Club's receipts, deposits, disbursements, accounts receivable and accounts payable, and shall advise the Board when all periodic obligations occur, such as insurance renewals and taxes. The Treasurer shall prepare a quarterly financial report and submit it to the Board of Directors and Flag Officers.

### Section 3.

A Flag Officer vacancy may be filled by any qualified Member in good standing, nominated by the Flag Officers and approved by the Board of Directors, to serve the remainder of the term.

### Section 4.

Any Flag Officer may be removed from office during his/her term by a majority vote of the Board of Directors.

## Article VI – Meetings

### Section 1.

There shall be one (1) meeting of the Membership held each year in November, known as the Annual Meeting.

### Section 2.

General Membership meetings other than the Annual Meeting shall be called at the discretion of the Board of Directors.

### Section 3.

Notice of the Annual Meeting must be in writing. Notice of any other meeting may be in writing or by telephone. Written notice must be mailed *or emailed* to all Members not less than fifteen (15) days prior to the time of the meeting. Said written notice may be included in the newsletter, billing or other mailing *including email* addressed to each voting Membership. Such meetings shall be held on weekends whenever possible. *(Amended at the November 12, 2011 APYC Annual Meeting)*

### Section 4.

The presence at the meeting of Members, in person or by proxy, entitled to cast fifteen percent (15%) of the voting-class Membership votes, shall constitute a sanctioned quorum for any action except as otherwise provided in these Bylaws. Written proxies may be included in determining the presence of a quorum.

### Section 5.

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, on a form approved by the Board of Directors, and filed with the Secretary of the Club prior to the issuance of ballots. Every proxy shall be revocable and shall be for no period greater than thirty (30) days.

### Section 6.

Unless determined otherwise by the Board of Directors, the order of business at all meetings of the Membership of the Club shall be as follows:

- Roll Call
- Proof of Notice of Meeting or Waiver of Notice
- Reading of Minutes of Preceding Meeting
- Reports of Officers
- Reports of Committees
- Election of Directors and Flag Officers
- Unfinished Business
- New Business
- Adjournment

Section 7.

The rules as contained in Robert's Rules of Order, revised, shall govern the meetings of the Club and its Board of Directors.

**Article VII - Voting and Election of Officers**

Section 1.

Each voting-class Membership in good standing shall be entitled to one (1) vote. Proxy may also represent said Membership provided said proxy is a Member in good standing.

Section 2.

All Officers and Directors shall be elected by a sanctioned quorum of the Members voting at the Annual Meeting.

**Article VIII- Fees and Dues**

Section 1.

Each Membership shall pay the annual dues and assessments proposed by and approved by the Board of Directors as dictated in the Club Rules and Operating Regulations. The initiation fee is due at the time of membership application.

Section 2.

The fiscal year shall be the calendar year.

**Article IX - Committees and Appointive Offices**

Section 1.

The standing committees shall be those shown on the APYC Organization Chart included in Club Rules and Operating Regulations.

Section 2.

Flag Officers may delegate certain responsibilities to committees and appoint a chair. The respective chair shall appoint members of each committee.

### Section 3.

The Membership Committee shall be responsible for preparing, receiving and processing new member applications.

### Section 4.

The Rules Committee shall be responsible for developing and maintaining Club Rules and Operating Regulations covering the use of the Club facilities and the conduct of Members and guests. Any situation not specifically covered by these Bylaws shall be resolved by the Flag Officers through this committee, who may from time to time adopt, amend or change any rule or rules for the operation of the Club, harbor, piers, house or any other Club facilities, as it may deem necessary. Any such operating rule or amendment thereto shall not be a Bylaw but shall have the same force and effect as a Bylaw when duly adopted and published.

### Section 5.

The Finance Committee shall be responsible to prepare the next year's budget, obtain approval of the Board of Directors and present it at the Annual Meeting for approval by the Membership.

### Section 6.

The Newsletter Committee shall be responsible to publish a newsletter in a manner prescribed by the Board and to bill and collect from advertisements to offset as much of the cost of the newsletter as possible. It is the responsibility of this committee to obtain as much Club news and information as permitted by space and see that the newsletter is mailed *or emailed* to all Members *and posted on the Club web site.* (Amended at the November 12, 2011 APYC Annual Meeting)

### Section 7.

The Parade Committee shall be responsible for planning, organizing and managing the proper parades in the tradition of the Club.

### Section 8.

The Cruising Committee shall be responsible for planning, coordinating and conducting all cruising activities of the Club, providing opportunity for all Members to participate as much as possible.

### Section 9.

The Dock Master Committee shall be responsible for rental of slips, including collection and record keeping as to amounts, renters and receipts and the handling of visiting boats in a manner prescribed by the Board of Directors.

Section 10.

The Facility Committee shall be responsible for maintenance and improvements of the building under guidelines provided by the Board of Directors.

Section 11.

The Change of Command Dinner Committee shall be responsible for all plans and arrangements for the Change of Command Dinner.

Section 12.

The Race Committee shall be responsible to develop and coordinate racing schedules and serve as liaison between the Club and other sailing organizations regarding scheduling and conducting sailing events. The chairperson shall provide racing instructions and safety equipment requirements for these events. He/she is also responsible for providing and maintaining all the skills and equipment necessary to conduct quality racing events and shall have custody of said equipment.

Section 13.

The Youth Program shall be responsible to develop and coordinate a youth-training curriculum that introduces students to the fun of water sports through the use of kayaks, rowboats and/or small sailing dinghies, focusing on basic boating skills with emphasis on boating safety.

Section 14.

The Board of Directors shall have full power and authority to establish from time to time such committees as it may deem necessary or desirable to assist in the business and affairs of the Club, and each such committee shall have such responsibility, power and authority as the Board may provide.

Section 15.

The Board of Directors, by majority vote, shall have the power and authority to amend, override, reverse or rectify any decision or action of any committee.

Section 16.

No Flag Officer or Director shall receive compensation for any service rendered to the association; however they may be reimbursed for reasonable expenses actually paid in performance of duties.

## **Article X – Records**

Each Director, Flag Officer and Committee Chair shall keep for permanent record (1) any correspondence received or copies of any correspondence forwarded in his/her official capacity, (2) copies of all reports made to or in behalf of the Club, and (3) all records kept and maintained in his/her official capacity. It shall be the combined responsibility of each person possessing such and his/her respective successor to insure the complete and orderly transfer of same at the beginning of each term of the office or position. All such records shall be maintained and stored in a place of safekeeping either provided by the Club or the person responsible for keeping the records.

## **Article XI - Ownership of Club Property**

### Section 1.

Ownership and title to all Club property, funds or assets shall be vested in the Aransas Pass Yacht Club as a non-profit corporation. All Memberships having paid full initiation fee shall have an equal ownership interest in such property. Upon termination of Membership for any reason, such Membership shall forfeit, ipso facto, all rights of ownership, title and interest that such Membership may have claim in the property, funds or assets owned by the Club. Members have no ownership rights or claims--all property belongs solely to the Club.

### Section 2.

The Club will not be responsible for loss or damage to personal property of Members, visitors or guests.

## **Article XII - Construction and Amendments**

### Section 1.

The construction or meaning of any provision of these Bylaws shall be determined by majority vote of the Board of Directors. Said construction or meaning shall be in written form and added to these Bylaws under a policy section. Any policy regarding the construction of same may be changed by majority vote of the General Membership at any general or special meeting.

### Section 2.

Use of the masculine gender in titles and pronouns in these Bylaws is intended to be neither restrictive nor discriminatory; all positions described herein, whether elective or appointive may be filled by male or female members meeting the qualifications prescribed.

Section 3.

These Bylaws may be amended at any general or special meeting of the Club by a two-thirds (2/3) majority vote of a quorum present. The notice of the meeting shall include notice to the effect that the question of amendments is to be considered and shall specify the article or section in which the proposed change occurs.

**Article XIII – Use of Funds by Board**

Expenditures outside the approved budget must be pre-approved by the Commodore and Board of Directors. Expenditures within the approved budget are governed by Club Rules and Operating Regulations.

**Article XIV – Club Rules and Operating Regulations**

Section 1.

The Commodore is responsible for the maintenance and enforcement of Club Rules and Operating Regulations through the efforts of his/her Flag Officers and Committee Chairs. It is the duty of the Membership of the Club to know its rules and regulations and to cooperate with the Officers, Directors and staff in the enforcement thereof.

Section 2.

The Club Rules and Operating Regulations define Membership classifications and rights, Member privileges, Club facility and dock use, etc. and any rules for the operation of the Club facilities and properties deemed necessary. These operating rules or amendments thereto shall not be a Bylaw but shall have the same force and effect as a Bylaw when duly adopted and published. They shall not be in conflict with the Bylaws.

Section 3.

The Club Rules and Operating Regulations must be approved by the Board of Directors prior to publication. Approved changes and amendments to Club Rules and Operating Regulations will be posted on the Club website and published in the newsletter. The Club Rules and Operating Regulations will be published on an annual basis in booklet form, along with the Membership Roster and APYC Organization Chart, which shall be issued by April 1<sup>st</sup> of each calendar year.

**Article XV – Dissolution**

At the dissolution of this Club, whether from termination of its charter or from any other cause, its affairs shall be liquidated in accordance with the Texas Non-Profit Corporation Act as in force of law at the time of such dissolution. Any funds remaining in the Treasury will be distributed to current Members in good standing or a charitable organization designated by the Board of Directors.