

# BYLAWS Of the



Initially approved by the general membership 7/9/87

Note: A date of 4/9/92 or later, appearing after a paragraph indicates the date a change in that paragraph was approved by the membership.

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## **ARTICLE I**

### **NAME**

1.1 This organization shall be known as the DISCOVERY BAY YACHT CLUB, a California Mutual Benefit, Not For Profit, Corporation, hereinafter referred to as “the Club”.

## **ARTICLE II**

### **OBJECT**

2.1 The object of the Club is to promote boating and other yachting activities that will benefit all members of the Club including boating skills, education and safety, and to provide appropriate facilities to promote the interests of the membership. (4/18/95)

## **ARTICLE III**

### **DEFINITION OF TERMS**

3.1 A definition of terms used in these Bylaws is included in an addendum. Additions to and clarification of the definitions may be made by Governing Board provided they are not in conflict with these Bylaws. An updated list will be maintained by the Secretary and/or the Chairperson of the Bylaws Committee.

## **ARTICLE IV**

### **STANDING RULES AND REGULATIONS**

#### **4.1 Authority To Adopt and Modify**

The Governing Board shall have the authority to adopt and modify Standing Rules and Regulations in a manner not inconsistent with these Bylaws for the purpose of providing ways and means for proper conduct of Club affairs.

## **ARTICLE V**

### **MEMBERSHIP**

#### **5.1 Application**

Candidates for membership shall be persons who are interested in boating and they shall apply through an application available from Discovery Bay Yacht Club, DBYC member or the Membership Director. The application shall be accompanied by signatures from two sponsoring memberships, and current dues. At the next appropriate meeting of the Governing Board following an interview of the proposed new member(s) by the Membership Committee, the chairperson of that committee shall present the candidate’s name along with a recommendation for acceptance or rejection, and the reasons therefore, Any signed written comments received from Club members regarding the Candidate shall be read and discussed. Verbal and unsigned written comments will be disregarded. The Board members shall vote, by secret ballot, yea or nay for acceptance, and at least two nay votes are required for rejection. (4/18/95)

#### **5.2 Maximum Membership**

The total number of Regular Memberships of all types shall be 500. Any proposed change in that total number shall be recommended to the general membership by the Governing Board, and shall be published

in the Club bulletin at least 60 days prior to a vote by the membership through use of a written ballot which will be mailed to each membership. Approval shall require a two-thirds majority of membership responding.

### 5.3 Membership Ceilings

Except as may be set forth elsewhere in the Bylaws, the Governing Board may establish ceilings for the number of memberships in the various classes, and may be exempt from such ceilings any member in good standing who may qualify for membership in a class closed by such ceilings.

### 5.4 Membership Classes

5.4.1 Regular Membership shall be persons at least 21 years of age, who hold membership under a Family, Single, or Dual membership. Membership cards shall be issued only to Regular Members. Each class of membership (Family, Single, Dual) shall have two votes. In Family or Dual Memberships the votes may be split.

5.4.1.1 Family Membership shall consist of two adults in the same household who are married to each other, and their children who are also living in that same household and who are under 21 years of age.

5.4.1.2 Single Membership is one adult, and children, if any, who are living in the same household and who are under 21 years of age. The Single Member may bring one person to Club functions who shall not be subject to the guest attendance restrictions. In lieu of unrestricted guest attendance of one person, the Single Member may request, in writing to the Governing Board that a specified companion with whom a close and continuing relationship exists, be granted a name tag. The companion must be at least 21 years of age and, if accepted by the Board, shall have Club privileges. This non-member shall have no right to the membership and shall be hereafter known as the "Designated Companion". The Single Member may revoke the designated companion's privileges by notifying the Commodore in writing. This companion provision is not intended to allow two casual friends to share one membership.

5.4.1.3 Dual Membership shall consist of two unmarried adults and minor children (if any) in the same household who held a "Dual/Family" Membership at the time of adoption of these revisions to the Bylaws. It shall not be available to new members or as a change in membership status by existing members. If these two people stop living in the same household, the provisions of Section 5.6 apply. This paragraph shall automatically be repealed upon the termination of the last Dual Membership.

5.4.2 Junior Members Junior members shall have reached their 14th birthday but not their 21st, and shall have been proposed for membership by a Regular Member. Junior Membership shall continue only for the calendar year unless a Regular Member shall have proposed the Junior Member for re-election and the Governing Board shall have approved. Junior Members are not Regular Members, and have no Club privileges.

5.4.3 Honorary Members A person who has performed outstanding service to the Club and/or the yachting fraternity may be honored by being declared an Honorary Member. Such declaration shall be by nomination by a Board Member and approved by at least 3/4 of the full Board. This position of honor shall be for life except as may be stated hereinafter. The Honorary Member may hold a Single Membership, or may be part of a Dual or Family Membership. Regardless of the type of membership involved, that membership shall have no obligation to pay dues or assessments so long as the Honorary Member is a part thereof. Honorary Members shall have all rights and privileges of the Club, and may hold office, except as may be otherwise stated hereinafter. The spouse of an Honorary

Member is not automatically an Honorary Member also, but may be voted one if circumstances warrant.

5.5 Expulsions Upon evidence of gross violation of Club Rules or Regulations, or of conduct grossly harmful to the best interests of the Club, and when no reasonable doubt exists as to the identity of the offending party, and in the absence of adequate extenuating circumstances, a member may be expelled from Club membership by at least a 3/4 majority vote of the full Governing Board. Prior to such an expulsion taking effect, the member shall be notified of the intent to expel, and offered the opportunity for a hearing before the Governing Board. Said hearing to be held within 30 days of the notification. A member who has been notified of his/her right to a hearing and does not notify the Commodore in writing of his/her desire for a hearing within 10 days of notification shall be deemed to have waived the right to a hearing. Unless such a hearing results in a reversal of the expulsion decision, the expelled member shall be notified of expulsion in writing by the Commodore, and provisions of Section 5.10 apply.

5.5.1 If the infraction of good conduct is less than a gross violation, but clearly objectionable to polite society (as determined by the Governing Board), a sequence of actions by the Board may lead to expulsion upon repeated instances of less than extreme infraction. The sequences of actions are as follows:

First Incident - A face to face discussion will be sought with the person by two officers designated by the Commodore. If the incident occurs while on a cruise, and it is deemed advisable for the discussion to occur before the cruise ends, the two people to conduct the discussion shall be from those available cruise members in the following order: Commodore, Vice Commodore, Rear Commodore, Staff Commodore(s), Fleet Captain, cruise leader, cruise member. The purpose of the discussion is to advise the person of the undesirability of such conduct. The Board shall be advised in writing of the incident and the nature of the discussion by the people conducting the discussion.

Second Incident - A written warning from the Board, signed by the Commodore, will be issued stating that the next incident will result in suspension of Club privileges.

Third Incident - The Board will issue a written notice of suspension of Club privileges for a period of not less than 60 days nor more than 120 days, signed by the Commodore, along with a warning that the next incident may result in expulsion.

Fourth Incident - Expulsion, with notice from the Board, signed by the Commodore upon affirmative vote of at least 3/4 of the full Board members. The provisions of Section 5.10 then apply.

5.5.2 The Governing Board will give due consideration to the length of time elapsing between incidents and may declare the "slate clean".

5.5.3 If the expelled member was one of two of a Dual or Family Membership, the unexpelled member may continue as a member in good standing (as a Single Membership) upon request and agreement to continue to pay fees; dues, and assessments as appropriate. In this event, no refund of dues to the expelled member will be made.

5.5.4 An expelled member may not be brought to the Club as a guest.

5.5.5 If an Honorary Member is expelled for misconduct, the "Honorary Member" status is revoked automatically.

5.6 Change of Household Status

5.6.1 Change of household status may occur in Dual or Family Memberships, and is considered to have occurred when any of the following conditions exist:

- a. One of the adult persons dies.
- b. One or both of the adult persons notifies the Chairperson of the Membership Committee or a member of the Board that the household is dissolved or that litigation for dissolution has begun.

5.6.2 At the time the change occurs, the membership automatically becomes a Single Membership.

5.6.3 If the change is not caused by death of a co-owner, the co-owners of the former Dual or Family Membership shall both notify the Chairperson of the Membership Committee, in writing, as to which of them shall retain the now Single Membership. Such notification shall be given within 60 days of the change of status. If not given within 60 days, the Board shall declare a suspension of privileges and voting rights for not less than 30 days nor more than 60 days. At the end of the suspension period, if the matter is still not resolved, and is not the subject of litigation, the Board may declare the membership terminated. The provisions of Section 5.10 then apply, and any proceeds shall be in the form of a joint check to both co-owners.

5.6.4 If the change is as a result of death of an Honorary Member and the surviving member of the household is not an Honorary Member, that surviving member must begin paying dues and assessments if he/she wishes to retain the membership.

5.6.5 If the change is dissolution of household where one co—owner is an Honorary Member and it is their decision that the non-Honorary Member is to retain the then Single Membership, that person must begin paying dues and assessments as appropriate.

- 5.6.5.1 If the Honorary Member wishes to continue his/her association with the Club, it may be as stated in 5.10.3 following. If the Honorary Member remarries, and the new spouse is not a Club member, that spouse shall be accorded the same treatment as the guest or companion mentioned in 5.4.1.2 preceding.

5.7 Change in Membership Status from Single or Dual to Family class may be made upon written request to the Chairperson of The Membership Committee, but must be approved by the Governing Board.

5.8 Non-Payment of Dues and Assessments Any person(s) whose assessment remains unpaid for 30 days after having been billed, or whose dues remain unpaid for 30 days after January 1, April 1, July 1, or October 1, shall be notified of this delinquency by the Club Treasurer, or a subordinate, and late charge will be assessed as stated in the Standing Rules. If the dues or assessments remain unpaid for an additional 15 days after such notification, then the member shall be notified by Certified Mail of his termination from the Club by the Commodore. A member who has been notified of his termination as provided above may, if extenuating circumstances have caused non-payment, apply within 30 days of such termination in writing to the Governing Board to request reinstatement. Reinstatement may only be made upon payment by the applicant of all past dues and assessments or other indebtedness to the Club, and approval by the Governing Board, but the Board shall be under no requirement to approve such reinstatement. The board may, in its sole discretion, grant in writing, signed by the Commodore, and shall be final. Unless such a reinstatement is made, or a forced sale is demanded (paragraph 5.10), then upon failure of the former member to make restitution of money owed to the Club and to keep such payments current, sixty days after expulsion or termination the membership shall revert to the Club without compensation. The Club may then offer the membership for sale at a price consistent with Standing Rule 18.

5.9 Proprietary Membership - All Regular Memberships in good standing became Proprietary Memberships when the number of Regular Memberships reached 500. Certificates of ownership will be issued.

5.9.1 A membership may be sold at a price to be established by the seller, but only with the express approval of the Board, and in accordance with procedures set forth herein and in the Standing Rules. The Club shall act as broker and handle all funds paid for memberships.

5.9.2 The Club shall have 30 days to exercise a right of first refusal to purchase any membership which is for sale.

5.9.3 A membership owner(s) shall indicate his/her/their desire to sell that membership by writing to the Chairperson of the Membership Committee and including a statement of the asking price.

5.9.4 Except when the membership is sold by the Club, a membership transfer fee will be levied by the Club upon conclusion of a sale, and shall be deducted from the proceeds of the sale. The amount of the transfer fee is as set forth in the Standing Rules.

5.9.5 Transfer of a memberships to a new owner(s) shall not be made, and no proceeds of the sale shall be issued to the seller(s), until the Board has approved the purchaser(s) for membership in the Club, the transfer fee and all other indebtedness to the Club on the part of the seller(s) has been paid or otherwise deducted from the proceeds of the sale, and the seller(s) has surrendered the membership cards, badges, burgees, and certificate of ownership.

5.9.6 If an Honorary Member voluntarily sells his/her membership, the "Honorary Member" status is automatically revoked.

5.10 Forced Sale - The Club may initiate action to force the sale of a membership in certain situations. Such situations include death of a sole owner or both co—owners, expulsion for misconduct, and failure to resolve a change in household status dilemma. Dues and applicable assessments continue to be payable to the Club until the sale is concluded. This procedure should only be implemented when it is clearly in the best interests of the Club, such as when a person(s) on the waiting list is willing to pay an amount at least as great as discussed in Standing Rule 18, paragraph 18.5 and 18.8. (4/18/95)

5.10.1 The Commodore shall notify the owner(s) or heir(s) in writing when sale of the membership is mandatory. Owner(s) then have 90 days after the date of such notification to conclude a sale in the manner prescribed herein. In the case of heirs, the 90 day period begins when it becomes legally permissible to sell the membership. If the sale is not concluded within 90 days, the Club shall purchase the membership at Book Value. For this purpose the term "Book Value" is defined as "an amount equivalent to the net worth of the Corporation as shown on its most recently prepared year end financial statement, divided by the number of Regular memberships then outstanding".

5.10.2 If there are prepaid dues involved, a prorated refund shall be made, provided:

- the Club is at maximum membership
- all indebtedness of the former member to the Club has been paid
- the membership has been purchased by a waiting applicant
- the former member has surrendered the name badge (s), burgee(s), membership card(s), and certificates of ownership.

5.10.3 The Dual or Family membership of an Honorary Member and his/her co-owner may be purchased by the Club for failure to resolve a change in household status dilemma, pursuant to sections 5.6.3 and 5.10 preceding. In such event, the Honorary Members continuing association with the Club shall be under the following conditions unless and until other factors dictate a change in

accordance with other provisions of these Bylaws:

The Honorary Members -

- Shall have no responsibility to pay dues or assessments.
- Shall have no Proprietary Membership Rights as they pertain to the sale of a membership.
- Shall not hold office.
- Shall not vote.
- Shall have full privileges, including a membership card and name badge.
- May bring guests.

## **ARTICLE VI**

### **FINANCE COMMITTEE**

#### **6.1 General**

The Club deserves the attention and guidance of a Finance Committee comprised of people with proven acumen in financial management and business operation. The Finance Committee is hereby structured to fill this need.

#### **6.2 Members**

The Finance Committee shall consist of at least three persons and always an odd number of persons, one of whom shall be a Governing Board Director elected to the office of Director-Finance. Members must be Regular Members of the Club in good standing.

6.2.1 The Director of Finance will be the Chairperson of the Finance Committee. (4/18/95)

6.2.2 Members may be reappointed to additional terms. (4/18/95)

6.2.3 Unless otherwise approved by the Board, members will be appointed to three year staggered terms of office in order to help ensure continuity of knowledge and experience. (4/18/95)

6.2.4 A two-thirds majority vote of the full Governing Board is required to remove a Finance committee member.

#### **6.3 Responsibility. Authority. Duty**

6.3.1 The primary responsibility of the Committee is to help ensure the financial well-being of the Club.

6.3.2 On its own initiative, or at the request of the Governing Board, the Committee shall evaluate financial matters and make recommendations to the Board regarding concepts, monetary levels, sources and uses.

6.3.3 The purview of the Committee shall include, but not necessarily be limited to, insurance, investments, budgets, property acquisition or sale, dues, assessments, cover charges, late charges, transfer fees, initiation fees, bar prices, meal prices, and profit from social events and cruises.

6.3.4 The Committee shall recommend to the Board the types of bank or investment accounts to be maintained by the Club

6.3.5 The Committee shall have the right to examine any and all financial records of the Club.

6.3.6 The Committee shall prepare a proposed annual Club budget for the upcoming year at the time and in the manner requested by the Board. The Board may approve, disapprove, and/or change the proposed budget as deemed necessary.

6.3.7 The Committee shall appoint an Audit Team; at least one of those members shall be a Regular member of the Club. An audit shall be conducted at such times as deemed advisable by the Board or the Committee, but at least annually.

6.3.8 The Finance Committee shall meet at the request of the Governing Board; at such other times as the Committee deems advisable; but at least quarterly.

## ARTICLE VII

### DUES, FEES, AND ASSESSMENTS

#### 7.1 Changes

Changes in transfer fees, annual dues, and assessments, and the effective date(s) thereof shall be recommended by the Finance Committee to the Governing Board, concurred in by the Board, and approved by the Club's Regular members by a simple majority of such members voting via a mail referendum. **(revised 12.18.2006)**

#### 7.2 Annual Dues

Annual dues are due on January 1st of each year, but may be paid in quarterly installments on January 1st, April 1st, July 1st and October 1st of each year. In exceptional situations, the Board may modify the payment schedule of some individual members, but not the whole Club membership. The amount of annual dues is as stated in the Standing Rules.

7.3 (Deleted)

7.4 (Deleted)

7.4.1 (Deleted 4/9/92)

#### 7.5 Transfer Fee

At such time that regular Memberships become Proprietary Memberships, upon transfer of the membership to another person(s) pursuant to Board approval, a Transfer Fee shall be payable to the Club in an amount as stated in the Standing Rules. (10/8/92)

#### 7.6 Notice of Change

The intent to change dues or establish a special assessment shall be published in the Club newsletter at least 20 days prior to a vote by mail referendum. **(revised 12.18.2006)**

## ARTICLE VIII

### GOVERNING BOARD, OFFICERS, AND DUTIES

#### 8.1 Governing Board

The Governing Board shall consist of the five Flag Officers, the Junior Staff Commodore, three Directors, the Treasurer, and the Splasher's Leader. Board members who have been elected by the general membership are to attend both the regular Board meetings and the executive sessions which may be called by the presiding officer. The Board shall have the authority, responsibility, and accountability for effective

and efficient direction of the Club. The Board will request advice and counsel from the Finance Committee before changing existing, or establishing new, charges or prices, and before committing to unbudgeted expenditures in excess of \$2,000. (4/18/95).

#### 8.2 Commodore

The Commodore is the President of the Corporation, the first in Command, Chairperson of the Governing Board, and reports to, and is a member of the Governing Board. The Commodore directs the activities of all officers; represents the Club at appropriate inter-club functions; carries out policies set forth by the Board; presides at membership meetings and social functions; and performs such other duties as may be shown in the Standing Rules.

#### 8.3 Vice Commodore

The Vice Commodore is the Vice President of the Corporation, the second in Command; and reports to the Commodore. The Vice Commodore directs the bar and food operations; is a member of the Governing Board; provides advice and assistance to the Commodore; assumes the duties of Commodore in that person's absence; and performs such other duties as may be shown in the Standing Rules.

#### 8.4 Rear Commodore

The Rear Commodore is the third in Command, and reports to the Commodore. The Rear Commodore is a member of the Governing Board; provides advice and assistance to the Commodore and the Vice Commodore; assumes duties of the Vice Commodore in that person's absence; and performs such other duties as are shown in the Standing Rules.

#### 8.5 Fleet Captain

The Fleet Captain shall be a member of the Board, organize and manage the boating functions of the Club, including cruises for large and small boats and parades for the opening day and the Christmas season.

#### 8.6 Directors

There shall be three Directors, and each shall have separate and distinct committee oversight responsibilities as shown in Standing Rules. All Directors shall serve as members of the Governing Board and one shall also serve as a member of the Finance Committee. (4/18/95)

#### 8.7 Junior Staff Commodore

The Junior Staff Commodore is the immediate Past Commodore and shall be a member of the Governing Board.

#### 8.8 Port Captain

The Port Captain is a member of the Board and shall receive all requests to visit the Club by other clubs; arrange docking and hospitality for visiting yacht clubs; and greet them upon arrival. (10/8/92)

#### 8.9 Secretary

The Secretary shall be the Secretary of the Corporation, appointed by the Commodore with the consent of the Board, and shall be responsible for recording the minutes of all general membership meetings, as well as meetings of the Governing Board; notify the Governing Board of their meetings; and perform other duties as specified in the Standing Rules.

#### 8.10 Treasurer

The Treasurer is a member of the Board and shall maintain, or arrange for maintenance of, the financial records of the Club; deposit funds as directed and make disbursements of funds with approval of the Commodore and Governing Board; prepare and submit financial statements as required by the Commodore and Governing Board; be responsible for billing and collecting dues. (10/8/92)

#### 8.11 Splashers Leader

The Splashers Leader serves as the chairperson of the Splashers Committee and directs the events of the Splashers. The Splashers' Leader is a member of the Governing Board. **(12.18.2006)**

## ARTICLE IX

### QUALIFICATIONS, ELECTION, AND TERMS OF OFFICE OF OFFICERS, MEMBERS OF THE GOVERNING BOARD, AND APPOINTED POSITIONS

#### 9.1 Elective Officers

Elective Officers are Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Port Captain, three Directors, Treasurer and Splashers' Leader. The position of Junior Staff Commodore is assumed by attrition. (4/18/95) **(revised 12.18.2006)**

#### 9.2 Nomination Committee

At or before the regular membership meeting in May each year, the Nominations Committee and its Chairperson shall be appointed. The Commodore shall appoint the Chairperson and two members, and the Junior Staff Commodore shall appoint two members. Appointees are subject to approval by the Board. Neither the Chairperson nor any other member of the Committee shall be related to a member of the existing Governing Board. The Committee shall select what they consider to be the one best available candidate for each office. The Committee shall also make recommendations as to members who may be willing to serve on committees. (10/8/92)

#### 9.3 Nominees

Nominees shall have been Regular members in good standing for at least 12 months and shall have demonstrated, within the Club, their ability to exercise good judgment and willingness to work for the betterment of the Club. The names of those nominated for elective office shall be announced in August at the Regular membership meeting and/or in the newsletter, and shall be posted on the Club bulletin board. Only one of the persons in any Dual or Family Membership may be a member of the Board at any one time. No Board member may serve more than two consecutive terms in the same office.

#### 9.4 Additional Nominations

Additional nominations may be made by any Regular member, with the consent of the nominee, and with the concurrence of four other Regular members, on or before the 15th day of September, by delivering to the Secretary, personally or by mail, such nomination which shall be in writing and signed by the five members making the nomination. Such nominations shall be posted on the Club bulletin board when received. No nomination for office shall be accepted after September 15th.

#### 9.5 Balloting

All elections shall be by secret ballot if there is more than one candidate for an office, and to be elected a candidate must receive more than one half of all votes cast for that office. In the event there shall be more than two candidates for an office and none receives more than one half of all votes cast for that one office, a run-off election shall be held at the same meeting between the two receiving the highest number of votes for that office. In the event of a tie vote, the deciding vote shall be cast by the Junior Staff Commodore or, in that person's absence, by another Staff Commodore of the Club selected by the presiding officer. In the event there shall be but one nominee for an office, the Secretary shall cast a unanimous ballot for such office. (4/9/92)

#### 9.6 Election Date and Terms

Elections shall be held annually at the Regular Membership meeting in October, and the term of office shall be for the term prescribed for the office, beginning on the first day of the next calendar year.

#### 9.7 Removal from Office

Any Board member may be removed from office for cause by unanimous vote of all remaining members of

the Board. Any appointed officer may be removed from office for cause by a vote of at least 8 members of the Board.

9.8 Old and New Board Meeting

A meeting of the old and newly elected Boards shall be called within three weeks after election of the new Board by the newly elected Commodore, and a general discussion shall be held by both the new and old Boards to ascertain the goals and accomplishments desired for the Club. It is the desire of the Club that the new officers begin immediately to plan for the next year.

9.9 Vacated Office

If an elected officer vacates his/her office during its term, or prior to assuming office, the Commodore shall appoint a Regular member to complete that term of office with concurrence of the Board. If the office of Commodore should be vacated, the Vice Commodore will become the Commodore and appoint a Vice Commodore to fill the remainder of that office term with the consent of the Board.

9.10 Boating

Flag Officers must own a boat and be active in its use.

9.11 Terms of Office

The terms of office for members of the Board and other officers and appointees are:

- Commodore - One year
- Vice Commodore - One year
- Rear Commodore - One year
- Fleet Captain - One year
- Port Captain - One year
- Treasurer - Three years (When feasible, this term should neither begin nor end with that of the Finance Director)
- Junior Staff Commodore - One year
- Director - Unless otherwise approved by the Governing Board, Directors will be elected to three year, staggered terms of office in order to help ensure continuity of knowledge and experience.
- Splasher Leader - One year as elected by membership (**revised 12.18.2006**)
- Secretary - Until a successor is appointed
- Corresponding Secretary - Until a successor is appointed
- Membership/Treasurer - Until a successor is appointed
- Historian/Librarian - Until a successor is appointed  
(10/8/92)

**ARTICLE X**

**MEETINGS**

10.1 Regular Membership Meetings

Regular membership meetings shall be held at least monthly, except that no regular membership meeting shall be held during the month of December. A quorum shall be representatives of fifty regular memberships, and they shall be present at the meeting before any vote can be taken.

10.2 Special Membership Meetings

A special membership meeting may be called by the Commodore, or by a simple majority of the Governing Board. Written notice shall be given to the membership by posting said notice on the bulletin board and by mailing notice of such meeting to each Regular membership at least ten days in advance of said meeting. A

quorum shall be representatives of at least fifty Regular memberships, and they shall be present at the meeting before any vote can be taken.

### 10.3 Advance Notice of Motions

At regular and special meetings of the membership, motions about which advance notice was not given to the membership shall not be voted on until the rest of the membership has been notified of such motion and had the opportunity to vote on same.

### 10.4 Governing Board Meetings

Meetings of the Governing Board shall be held at least monthly. Special meetings of the Governing Board may be called by any Flag Officer, and if practical, ten days notice shall be given to each Board member. In *cases* where urgent matters must be decided prior to a regular or specially called meeting of the Board, a Flag Officer may poll members of the Board by telephone. A record of such a vote shall be reported to the Secretary, for inclusion in the minutes. All reasonable efforts must be exerted to contact all members. Any Regular member of the Club may request permission to address the Board by contacting the Secretary. A quorum shall be a majority of Board members. Any matter voted on is considered approved if a simple majority of voting members concurs except *as* may be stated otherwise in other sections.

### 10.5 Holidays

Should any Regular membership or Governing Board meeting fall on a legal holiday, that meeting will be rescheduled.

### 10.6 Proxy Voting

Proxy voting shall not be permitted.

### 10.7 Voting

10.7.1 Voting may be by voice or by show of hands, except for the annual election and voting on membership applications, which shall be by secret ballot.

10.7.2 Absentee ballots may be used in the event votes are to be taken at general membership meetings. Such ballots may be mailed to the Secretary, deposited in the ballot box, or enclosed in a sealed envelope and handed to any Board member. In any case, the ballot must be received on or before the day the vote is to be taken in order to be counted. (4/9/92)

### 10.8 Order of Business

Unless directed otherwise by the presiding officer, the order of business (agenda) shall be in accordance with Robert's Rules of Order, Newly Revised.

### 10.9 Parliamentary Procedure

The rules contained in Robert's Rules of Order, Newly Revised shall govern the Club in all cases. (4/18/95)

## ARTICLE XI

### COMMITTEES

11.1 Standing Committees shall be *as* listed in the Standing Rules.

11.2 Flag Officers are ex-officio non-voting members of all committees.

11.3 Except as may be otherwise stated in the Standing Rules, each Committee shall prepare a budget early in December and present it to the Finance Committee. It should show expected annual expenses and

reasons therefore, and anticipated revenues (if any) and sources thereof.

11.4 All committees should seek advice and counsel from the designated Board member to whom they report before requesting a meeting with the Board.

## ARTICLE XII

### CLUB BURGEE

#### 12.1 Club Burgee

The Club Burgee shall be a swallow-tailed pennant colored in red, white and blue, centered with a riverboat in blue. It is to be flown at all Club functions, on members' boats, and at the Clubhouse. It is not to be displayed on non-members' boats.

## ARTICLE XIII

### AMENDMENTS AND EFFECTIVE DATES

13.1 Except as otherwise stated herein, these Bylaws may be amended or new Bylaws may be adopted by an affirmative vote of a simple majority of the Regular members of the Club by means of a referendum by mail conducted by the Governing Board. At least 20 days in advance of the date on which votes are to be cast, copies of the proposed changes will be posted in the Clubhouse, published in the Club newsletter, and the proposed changes and ballot will be mailed to each membership. **(revised 12.18.2006)**

13.2 The procedure for initiating a change in the Bylaws is as shown in the Standing Rules.

13.3 Revisions (including these) approved by the members will be placed in effect, in whole or in part, as soon as the Governing Board can reasonably do so, but no later than the first calendar day of the following year.

13.4 These revised Bylaws totally supersede the previous issue.

13.5 The date a revision is approved by the membership will be entered after the changed paragraph. (4/18/95)

## ARTICLE XIV

### FINANCIAL ADMINISTRATION

GENERAL - The management of the Club fiscal affairs shall be pursuant to the following policy statements. It is the intention of these policy statements to require the Governing Board to provide for the orderly reduction of Club debt incurred in connection with the construction of the Clubhouse; to provide for the proper operation and maintenance of the Clubhouse, and maintenance of its facilities and equipment. (10/8/92)

14.1 Functional Organization - The DBYC General Ledger, Journals and financial reports shall be organized into one general fund whenever feasible. Other funds may be set up as the Board deems advisable, but the objective is simplicity, and the financial reports shall be designed as much as possible so that they not only fulfill the needs of the Club officers, but can be understood by Club members. (10/8/92)

14.2 Budgeting - Operation of the Club, including further reduction of Club debt, shall be in accordance with an approved annual budget. (10/8/92)

14.3 Allocation of Revenues - Membership dues shall be allocated (on a monthly basis) \$41.33 for day to day operations and debt reduction, and \$6.67 to a reserve for the replacement or improvement of facilities and equipment. Initiation fees and assessments (if any) shall be used for the purposes intended when they are imposed. (10/8/92) (6/30/10)

14.4 Operating Surplus - It shall be Club policy to maintain an operating surplus of \$25,000.00

## **ARTICLE XV**

### **SMOKING REGULATIONS**

15.1 Non-Smoking Smoking is not allowed within the building. (8/12/94)

## **ADDENDUM I**

### **DEFINITION OF TERMS**

**BOARD-APPROVED CLUB:** Means another Yacht Club which is a member club of the PICYA. and/or with which our Club has agreed to extend reciprocity.

**PRIVILEGES:** Means the privileges of using Club facilities and participating in Club activities consistent with the Standing Rules and Regulations.

**RIGHTS:** Means rights associated with Proprietary Membership, and the right to vote, except as may be noted elsewhere in the Bylaws.

**PT BOAT:** Means “Personal, Trailerable”. These boats are usually fast, and usually do not contain built-in galley and head facilities.

**REASONABLY CERTAIN REVENUES:** (In connection with budgeting). Means Club income from donations, pledged, dues, fees, assessments, rentals, planned events, and other such sources.

**FLAG OFFICERS:** Means Commodore, Vice Commodore, Rear Commodore, Fleet Captain and Port Captain. (4/18/95)

**MINOR CHILDREN:** Means children of a Regular member who are less than 21 years of age.

**STANDING COMMITTEE:** Means a committee which is expected to be needed for the foreseeable future.

**EXCLUSIVE USE:** (of the Clubhouse) Means that, in certain instances, when the Clubhouse, or a portion thereof, has been rented, only designated Club members may enter the rented portion during the period of rental, and those members may be designated only by the Commodore or Vice Commodore.

**OFFICERS:** Means all Flag Officers, Directors, Secretary, Treasurer, Port Captain, and Splasher Leader. (4/9/92)

**GOVERNING BOARD:** Means Flag Officers, three Directors, Treasurer, Port Captain, the Splasher Leader, and the Junior Staff Commodore. (Sometimes referred to as “Board” or “Board of Directors”) (10/8/92)

**JUNIOR STAFF COMMODORE:** Means the most immediate past Commodore of this Club.

**STAFF COMMODORES:** of this Club, Means all former Commodores of this Club.