

# BY-LAWS of the PALACIOS YACHT CLUB

Approved January 7, 2017

## I. Name, Colors, Burgee, Logo

- A. Name of this club shall be: PALACIOS YACHT CLUB, INC.
- B. The colors of this club shall be Jade and White
- C. The burgee of this club shall have the Letters "PYC". The colors, shapes and format shall be as shown below:



- D. The official logo shall be as follows:



## II. Mission, Vision, Objectives

- A. The mission of the club shall be to create a wholesome and nurturing environment for individuals interested in pursuing recreation boating activities along the mid-coast region of Texas.
- B. The vision of the club is for all mid-coast boaters to possess a keen understanding and appreciation for the navigation and seamanship, safety, courtesy, comradeship, and sportsmanship associated with responsible watercraft operation.
- C. The objectives of the club include providing focused:
  - Opportunities for members to competitively demonstrate their boating skills (i.e. sponsor races, regattas, etc.);
  - Opportunities to develop and/or hone recreational boating skills (i.e. classes or presentations on safety, electronics, navigation, rules of the road, etc.);

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- Opportunities for group fellowship and fraternity (i.e., cruises, socials, club exchanges, etc); and
- Opportunities for service directed towards the general advancement of recreational boating (i.e., youth education and training, public safety, environmental enhancement and stewardship, community/area development, etc.).

### **III. Membership**

- A. Membership in the Palacios Yacht Club shall be open to all persons with an interest in engaging in and/or promoting recreational boating activities along the Texas mid-coast provided.
- B. Full membership shall not be withheld for failure to own a watercraft.
- C. Classes of membership shall include:
  - “Active” -- those members in good standing wishing to enjoy full privileges; open only to individuals or family units
  - “Associate” -- those members in good standing wishing to enjoy all privileges except voting; open to individuals or organization (i.e., groups, businesses, etc.)
  - “Honorary” -- those individuals or organizations (groups, businesses, etc.) bestowed a complimentary membership by the Palacios Yacht Club Officers in recognition of distinguished service to the club; membership expires on December 31<sup>st</sup> of the year following its bestowal (e.g. if bestowed October 13, 2013, it expires December 31, 2014).
- D. All classes of membership are activated by the payment of dues or enabling action taken by the Palacios Yacht Club Officers.
- E. For membership purposes, a “family” shall be defined as two or more individuals residing together in the same domicile and/or related as immediate kin by blood or existing marriage; and “organization” can be a business, corporation, and association or other formally organized group.
- F. Members shall be elected without reference to race, religion, creed, residence, gender, or national origin, in full compliance with all equal opportunity regulations of the federal and state government.
- G. All members must notify the club in writing of any change of address, and failure to do so, shall be deemed to have waived any notice provided under these By-Laws.

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### **IV. Privileges of Membership:**

- A. All active members shall have one vote. A Family Membership shall be limited to two votes per member family.
- B. An active, associate or honorary member is considered in good standing if application club fees, dues or other assessments are not past due more than 30 days.
- C. An honorary membership remains in effect until December 31<sup>st</sup> of the year following the bestowal of membership by the Palacios Yacht Club Officers.
- D. Any and all memberships may be revoked by a majority vote of the general membership at its annual meeting; such a vote may only be called by the Palacios Yacht Club officers.
- E. No earnings, income or receipts, or assets of Palacios Yacht Club shall ever inure to the benefit of any member of the club.

### **V. Dues, Fees and Other Assessments:**

- A. Club dues shall be proposed annually by the Officers and approved by majority vote of the members present at its annual general membership meeting:
  - Active Individual or family unit; minor children included under a family membership.
  - Associate – Individual or organization
  - Honorary -- a complimentary, non-voting membership; membership automatically expires on December 31<sup>st</sup> of the year following its bestowal by the Palacios Yacht Club Officers; membership can be transferred to Active or Associate status by making the appropriate dues payment upon expiration of the honorary status or at any time prior to this expiration as desired by the honorary member.
- B. Special Assessments may be levied by majority vote of the members for purchase and maintenance of Club property and facilities.
- C. Other fees and assessment may be levied by majority vote of the Palacios Yacht Club Officers and may include, but are not limited to, those associated with the following cost recovery and/or fund-raising items:
  - Socials and meals,
  - Club burgees and/or flags
  - Club shirts and caps, and
  - Participation in club-sponsored regattas or other events.

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C. Membership applications received after July 1 will be charged one half (1/2) of the annual membership fee.

## VI. Officers:

A. Term shall be 2 years, commencing at the first club meeting of the year.

B. Duties:

**1. Commodore**

- Executive Officer
- Preside over all functions
- Monitor the attainment of club goals
- Shall appoint committees
- Maintain Club Calendar – setting membership meeting, election of officers, etc.
- Develops an annual program which promotes club objectives to the mutual benefit of all members.

**2. Vice Commodore**

- Assist Commodore
- Preside in Commodore's absence
- Responsible for social events both on and off the water

**3. Secretary/Treasurer**

- Public relations and conduct general correspondence of club
- Club newsletter
- Maintain membership records
- Keep and distribute meeting minutes
- Provide members with meeting notices
- Club finances, records in detail
- Complete financial and budget reports annually

C. An officer may not serve more than two consecutive terms. A member shall be eligible to serve again as an officer after a period of one year since their last term of service has expired.

D. In the event of a vacancy of an officer position before their regular term is expired, the remaining officers shall appoint a replacement to hold office until the next regularly scheduled annual meeting of members.

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## **VII. Ad Hoc Committees:**

- A. The Commodore, at his/her discretion, may establish task-related committees to serve needs of the limited duration).

## **VIII. Amendments**

- A. By-Law amendments shall be brought before the general membership by the Palacios Yacht Club Officers
- B. By-Law changes can only take affect if approved by 2/3's vote of those attending the annual membership meeting.

## **IX. Meetings**

- A. Officer meetings shall be held when and where the Commodore deems them to be necessary.
- B. The annual membership meeting shall be held annually at a time and place determined by the Commodore. The entire membership of the club should be notified at least 14 days prior to the meeting. This notification will be done by the secretary and should contain time, place, and any and all agenda items requiring action by the general membership or under consideration.
- C. Regular club meetings shall take place monthly, on the first Saturday of each month, unless changed by the approval of the Commodore. Official club business may be brought before the club by officers or members; such business to be decided by majority vote by those members present. The need to conduct club business may be waived by the Commodore at individual meetings or activities if it is appropriate to the circumstances and needs of the club. Members shall be notified, by means determined to be most convenient by the secretary, at least 7 days prior to the meeting date.
- D. All meetings shall be conducted according to the protocols and procedures outline in Roberts Rules of Order.
- E. At least two officers and three members must be present to represent a quorum at a meeting.

## **X. Fiscal Year**

- A. The fiscal year shall start on January 1 and end on December 31 of each year.

## **XI. Ownership of Property**

- A. Ownership and title of all property, either real or personal, shall be fully vested in the club. The club shall be responsible for registering and permitting all property held in the name of the club. Registrations and permits shall be kept current and all applicable fees and taxes paid when due.

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- B. Surplus or unwanted property may be sold by the club at a fair market price determined by a majority vote of the Officers.
- C. From time to time, the club may accept property which is loaned from a member or another person. The terms and conditions of any property accepted on loan shall be determined on a case by case basis.

### **XII. Dissolution**

- A. Dissolution will require a two-thirds (2/3) majority vote of the members.
- B. Palacios Yacht Club is authorized on its winding up to distribute the non-profit corporation's assets in a manner of distribution as follows:
  - 1. After all liabilities and obligations of the corporation in the process of winding up are paid, satisfied, and discharged according with Chapter 11 of the Business Organization Code of the State of Texas, the property of the club shall be applied and distributed as follows:
    - Property which is held by this club on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
    - Any remaining assets shall be distributed to another nonprofit entity incorporated in the State of Texas.