

AYC Bylaws

AYC BYLAWS

ARTICLE I — NAME

The name of this organization shall be the Austin Yacht Club, Inc. and shall hereafter sometimes be called the Club.

ARTICLE II — PURPOSE

The Club is a non-profit corporation organized for the purpose of promoting recreational, social, sailing, and water sports activities on the lakes of Texas. It shall have the power to own, control, operate, or lease real or personal property incidental to such purposes.

ARTICLE III — MEMBERSHIP

Section 1. The membership of the Club shall be divided into six classes: Life, Senior, Associate, Young Adult, Student, and Honorary.

Section 2. The definitions of the membership classes shall be as determined by the Board of Directors.

Section 3. Dues and initiation fees shall be in such amount as determined by the Board of Directors.

Section 4. The Board of Directors may fix and assess special assessments on all members except Life and Honorary. Such assessment shall not exceed 50% of the dues paid by any member during the preceding 12-month period nor may they be assessed more than once during any 12-month period.

Section 5. Any application for membership shall be subject to prior approval by a majority of the Board of Directors. The Board of Directors shall have the power to limit the number of members, provided, however, that at no time shall the number of voting members who own sailboats be less than 70% of the voting membership.

Section 6. Membership shall not be transferable, nor shall dues, fees, or assessments be refundable, save and except (1) a Senior Membership and a Life Membership shall vest in the spouse of the deceased member for the remainder of the survivor's life, (2) members prepaid for more than one year (including life) who move from Central Texas shall be entitled to a refund on the unused portion of prepaid dues. The unused portion shall be the difference between dues paid and the amount the member would have paid as a regular Senior Member, (3) the maximum refundable amount of initiation fees for Senior Members will be \$100 prorated over a four year period and will be refunded accordingly for those moving from the Central Texas area. Ownership and title to all Club property, funds or assets shall be vested in the Austin Yacht Club, Inc. Upon termination of membership for any reason, such member shall forfeit, ipso facto, all rights or ownership, title, and interest that such member may have or claim in this property, funds, and assets owned by the Club.

Section 7. Each member in good standing shall be entitled to one vote (except Associate, Honorary, and Students who shall have no vote). A member's spouse or an unmarried dependent minor child or unmarried dependent full-time student of a member shall be granted all the privileges of membership but shall not vote except as hereinafter specified.

Section 8. 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 cases of illness, or other extreme hardship, such as extended absence from the Austin area.

Section 9.

A. Resignation — Any member may resign; however, such resignation shall not affect any obligations owing to the Club up to and until the date of resignation.

B. Termination for Nonpayment — Failure to pay dues, bills, fines, or assessments when due shall result in the following:

Members who do not pay all amounts within 90 days from the due date shall be terminated ipso facto without further action of the Board of Directors.

C. Suspension or Expulsion — For good cause other than nonpayment of bills, dues, or assessments, and by a two-thirds vote of the Board of Directors, any member may be suspended or expelled. The vote of the Board of Directors shall be conclusive; however, the member may request a hearing with the Board of Directors on the issue of good cause.

D. Reinstatement — No person who has resigned, been expelled, or terminated shall be eligible for membership unless and until (1) all past due amounts are paid, and (2) he is approved for membership by a majority vote of the Board of Directors.

ARTICLE IV — MEETING OF MEMBERS

Section 1. The Annual Meeting of the Club for the election of Officers shall be held no sooner than the first weekday of November but not later than the last weekday of the first complete week in December as the Board of Directors shall deem feasible.

Section 2. Special meetings may be called by the Board of Directors or by 20% of the members or by the Commodore.

Section 3. The Secretary shall notify each voting member of the Club in writing, using the same method for distributing billing information to each member, at least ten days prior to each meeting of the members, giving the date, time and place of such meeting and, in the case of a special meeting, indicate the general nature of any business expected to come before the meeting and requiring a membership vote for approval.

Section 4. Twenty-five percent (25%) of the voting members, represented in person or by written proxy, shall constitute a Membership Quorum. In a member's absence, in the event

such member has given no other member a written proxy to cast their vote, such member's vote may be cast without evidence of a written proxy by the eldest member of such member's immediate family present at the meeting.

ARTICLE V — OFFICERS

Section 1. The Officers of the Club shall be a Commodore, a Vice Commodore, a Commander for Race Committee, a Commander for Buildings and Grounds Committee, a Secretary, a Treasurer, a Commander for Harbor Committee, and a Commander for Sail Training Committee all of whom shall be elected at the Annual Meeting of the membership by the members from among their number; provided, that a majority of the Officers shall be sailboat owning members. Each Officer shall serve starting the first of January following the Annual Meeting until their successor's term begins.

Section 2. Vacancies may be filled at any meeting of the Board of Directors by election of any member in good standing, who shall serve until their successor's term begins. In such cases, the new office holder shall begin their term at a time mutually agreed to by the Board of Directors and the office holder. Members who agree to serve on the Board of Directors shall agree to make reasonable efforts to serve until a replacement officer can begin their term.

Section 3. The Board of Directors shall, from time to time specify the duties of the Officers; provided, however, that in any event the Commodore shall perform the functions of the principal executive officer and the Vice Commodore shall perform the duties of the Commodore upon the death, absence, or resignation of the Commodore or upon the Commodore's inability to perform the duties of the office as determined by a consensus of at least five (5) other Officers.

Section 4. Any Officer may be removed from office by an affirmative vote of two-thirds of the members at a special

meeting, the notice of which indicates such removal to be one of its purposes.

ARTICLE VI — THE BOARD OF DIRECTORS

Section 1. The affairs and property of the Club shall be managed by the Board of Directors. The Officers of the Club and the immediate Past Commodore shall constitute its Board of Directors.

Section 2. The Board of Directors shall hold monthly meetings, except in December, to perform their obligations as defined in Section 1 of Article VI of these Bylaws. Such meetings shall be open to all members, be conducted in accordance to a written agenda and held per a published schedule as determined in an executive session of the Directors directly following the Annual Meeting of the membership. Additional executive sessions of the Directors may be called by the Commodore or any two Directors upon twenty-four hour notice. An executive session may be closed to the membership when the subject matter to be discussed is related to personnel (e.g. staff evaluation/compensation discussions), potential or existing litigation, or real estate transactions.

Section 3. Unless otherwise provided herein, at any meeting of the Board of Directors, the personal presence of a majority of the Directors shall constitute a quorum. Unless objected to at the outset of a meeting by a majority of the Directors personally present at a meeting of the Board of Directors and further provided that a valid quorum exists, any Director may attend a meeting of the Board of Directors by electronic means, such as by videoconferencing or by telephone, in lieu of personal attendance, and may vote on matters considered at the meeting. Any matter proposed at a meeting of the Board of Directors may be approved by a majority of those Directors personally present together with Directors attending the meeting by electronic means. In all cases, the presiding

officer of the meeting must be physically present at the meeting.

ARTICLE VII — COMMITTEES

Section 1. Establishment

A. The Board of Directors, by Resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each committee to consist of two or more persons, a majority of whom are Directors, and which may have and may exercise such of the powers of the Board of Directors in the management of the affairs and the property of the Club as may be provided in such Resolution. Such committees shall have such name or names and such delegations of authority as may be determined from time to time by resolutions adopted by the Board of Directors.

B. Other committees not having and exercising the authority of the Board of Directors in the management of the Club may be designated and appointed by the Commodore or by resolutions adopted by the Board of Directors. Such committees shall have such names and such duties as may be determined from time to time by the Commodore or by a quorum of the Board of Directors.

Section 2. Permanent Committees — Conflicting provisions of this article notwithstanding, the following permanent committees are established:

A. Building and Grounds Committee — The Commander of the Buildings and Grounds Committee shall be the chairman of and appoint the members to the Buildings and Grounds Committee.

B. Nominating Committee — The Nominating Committee shall consist of the three most immediate Past Commodores able to serve thereon. Such committee shall solicit the recommendations of the voting members and after having considered such recommendations, shall select and present to the voting members at least 30 days prior to the Annual

Meeting the persons nominated by such committee to serve as Officers of the Club for the succeeding year. Notwithstanding the foregoing, nominations for such Officers may be made by any voting member of the Club at the Annual Meeting.

C. Race Committee — The Race Committee shall be responsible for the proper conduct of all sailboat racing activities conducted by, or under the auspices of, the Club. Such committee shall consist of a Chairman, who shall be the Commander for the Race Committee, and at least nine members, one of which will be designated Scoring Coordinator. Each Race Committee member shall be appointed by the Commodore upon recommendation of the Race Commander, and upon approval of the Board of Directors. Each member of the Race Committee shall serve for a term of two years, with the terms of no more than half of the members expiring every year. Should a member of the Race Committee not complete their term, their replacement shall be appointed at or before the next meeting of the Board of Directors, to serve for the remainder of such term. Members of the Race Committee may be considered for reappointment to such committee.

D. Audit Committee — The Audit Committee shall consist of one or more Directors (excluding the Treasurer), which shall be determined by the Board of Directors at their required executive session prescribed in Section 2 of Article VI of these Bylaws. In even-numbered years such committee shall have an independent CPA firm audit the financial statements of the Club for the preceding year and have the results of such audit presented to the Board of Directors for approval and submission to the membership. In odd-numbered years the Audit Committee may substitute, in lieu of an audit, a review of the financial statements of the Club for the preceding year by an independent CPA firm and have the results of such review presented to the Board of Directors for approval and submission to the membership. Each year this committee shall establish a plan within 3 months of being formed for

providing the Board of Directors the audit or review results in a timely manner.

E. Harbor Committee — The Commander of the Harbor Committee shall be the Chairman of and appoint members of the Harbor Committee.

F. Sail Training Committee — The Commander of the Sail Training Committee shall be the Chairman of and appoint members to the Sail Training Committee.

G. Long Range Planning Committee — The Long Range Planning Committee shall be responsible for recommending to the Board of Directors new capital facilities, as well as improvements, repairs or replacements of existing facilities controlled by the Club. This committee will also make long range recommendations on Club procedures such as staffing, membership and fees. This committee shall report its recommendations to the Board of Directors in April and November of each year. This committee shall consist of three (3) voting members in good standing, who shall be appointed by the Commodore and approved by the Board of Directors. Each member of this committee shall serve for a term of three (3) years, with the term of one member expiring every year. Should a member of this committee not complete their term, their replacements may be appointed at the next meeting of the Board of Directors, to serve for the remainder of such term. Members of the committee shall select a chairperson to direct committee activities. Members may also be considered for reappointment to this committee.

Section 3. Except as specifically provided above, the term of each committee member shall expire concurrently with that of the person(s) appointing that committee member.

Section 4. A member of any committee, except the Race Committee, may be removed without notice either by the person(s) appointing that member, or by the Board of Directors. A member of the Race Committee may be removed

only by the Board of Directors upon ten days notice in writing.

ARTICLE VIII — AMENDMENTS

Section 1. At any meeting where a Membership Quorum exists, as defined in Section 4 of Article IV, these Bylaws may be amended, after appropriate notice as specified in Section 2 of Article VIII of these Bylaws, by three-fourths vote of the membership present including those represented by proxy.

Section 2. Before the Bylaws amendment may be considered, 30 days or more written notice, using the same method for distributing billing information to each member, shall be given to all members indicating that a bylaws amendment will be considered at the stated meeting and, where available, shall further indicate the general nature of the amendments proposed. Any ten (10) members in good standing may require that a Bylaws amendment be considered and that the appropriate notice be given for the next meeting of the membership.

ARTICLE IX — INDEMNITY

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