

BY-LAWS
OF
ALL PORTS YACHT CLUB

ARTICLE 1 MEMBERSHIP

SECTION 1.1: Application for Membership shall be made in writing, on forms supplied by the club, and shall be accompanied by the signatures of two club members as sponsors. The application must also include payment of one year of dues, and the initiation fee, as noted in Article 7 of these By-laws.

SECTION 1.2: The Application shall be submitted to the Executive Committee (As defined in Article 8 of the Constitution) for its consideration. If a majority of the Executive Committee votes in favor of the application, it shall be referred to the general membership for acceptance or rejection by majority vote.

SECTION 1.3: Whenever the term "MEMBER" is used herein, it means the owner of the vessel upon which membership is predicated, in accordance with Article 3 of the Constitution. In the event the title of the vessel is jointly held by two or more persons, a single person shall only be considered for membership, and that person shall be named on the application for membership.

SECTION 1.4: The spouse or mate of a club member is deemed to have full privileges of club membership. EXCEPT that ONLY ONE VOTE may be cast per vessel.

SECTION 1.6: If an individual whose membership is in good standing wishes to maintain active Membership status after selling or temporarily being without a boat for whatever reason, they may do so by staying current with their dues.

ARTICLE 2 ELECTIONS

SECTION 2.12: All matters referred to the membership for a vote shall be decided by; either secret ballot, or by show of hands, as determined by the club officer presiding over the meeting.

SECTION 2.2: The Commodore, or his/ her designee (which shall be a club member) shall preside over meetings of the members.

SECTION 2.3: The election of Officers shall be conducted at the annual membership meeting in September. This membership meeting will be preceded by the following: Formation of and a meeting by the Nominating Committee, comprised of the Vice Commodore and the Current Trustees, to be accomplished not later than the last weekend of July; distribution of the Nominating Committee results, and a call for any additional nominations to the general membership by the second weekend of August; submission to the Nominating Committee of names and offices of candidates by the general membership in writing by mail not later than two weeks prior to the September meeting. As used throughout, the term "mail" is defined as either or both of: (a) United States Postal Service; (b) commonly used electronic communications means, IN ADDITION TO, (c) public posting of any such "mail" at the Home Port and on the All Ports Yacht Club web site, if applicable.

SECTION 2.4: Officers shall serve until a successor is installed at the next annual installation meeting.

SECTION 2.5: The nominee receiving a majority of votes cast shall be elected. If no majority is cast for a nominee, a run – off vote will be held among the two candidates receiving the most votes.

SECTION 2.6: No member can run for office unless they have attended three general membership meetings and three club functions in that year, and must be a regular member as stated in Article 3 of the Constitution.

SECTION 2.7: A minimum of five (5) of the seven (7) Officers of the Bridge (as defined in Article 7 of the Constitution) of All Ports Yacht Club must dock their vessel at the APYC Home Port.

ARTICLE 3 DUTIES OF OFFICERS

ARE DEFINED AS BUT NOT LIMITED TO THE FOLLOWING:

SECTION 3.1:

Immediate Past – Commodore:

Serve as advisor to the Commodore in matters referred to him or her by the Commodore.

Serve as a member of the executive committee with say in and equal vote as to all other members of the board.

SECTION 3.2:

Commodore:

Responsibility for the day to day functioning of the club and its routine business decisions. With the noted exception of disbursements of funds, which shall require the approval of at least four members of the Executive Committee, or the general membership, dependent upon the amount involve. Define and appoint trustees at large, standing committee chairs, and special project members of *ad hoc* projects deemed in the “Good of the Order” for the club, to include temporary appointments to fill vacancies of positions, caused by illness or occupational related extended absences. Host the annual Commodore’s Ball in accordance with the guidelines set within these By-laws.

SECTION 3.2.1: In addition to the day to day duties, the Commodore will be required to attend at least 1 of the following events in the affiliated clubs, or arrange for a representative to attend the event in their place.

I-LYA Put in Bay Regatta

AYC, I-LYA, or GCBA Commodore’s Ball

I-LYA Spring or Fall meeting

AYC or GCBA monthly meetings

SECTION 3.3:

Vice Commodore:

Serve as chair of the Membership Committee and actively pursue the recruitment of new members.

Diligently interact with the Commodore on day to day functions, in preparation for the advancement to that office.

Convey to the Rear Commodore those issues relevant to the recruitment of new members.

SECTION 3.3.1: In addition to the day to day duties, the Vice Commodore will be required to attend at least 1 of the events listed in section 3.2.1 or arrange for a representative to attend the event in their place.

SECTION 3.4:

Rear Commodore:

Serve as chair of the Rules Committee, to include proposal if necessary of revisions to both the Constitution and By-laws.

Serves as advisor to the Fleet Captain in issues relevant to activities planned and resources available.

Serve as Supply Officer, relative to ordering and providing club supplies, (burgees, blazer emblems, etc.)

SECTION 3.4.1: In addition to the day to day duties, the Rear Commodore will be required to attend at least 1 of the events listed in section 3.2.1 or arrange for a representative to attend the event in their place.

SECTION 3.5:

Treasurer:

Maintain and report upon the records relative to the financial state of the club.

Receive, deposit, disburse monies in the course of authorized club activities.

Issue annual membership renewals and membership cards upon payment of the annual fees assessed.

Provide to the secretary updated lists of active members in good standing. Said rosters to be used for correspondence by the Secretary.

Chair the Sunshine Committee in regard to notice of illness or the procurement of floral arrangements.

SECTION 3.6:

Secretary:

Record minutes of all Executive Committee and general membership meetings.

Transcribe all minutes and provide all Executive Committee members a copy of same prior to the next scheduled Executive Committee meeting. In addition, have available for the general membership several copies for those interested in retaining a copy. Receive and prepare for mailing any correspondence required to the general membership, with the noted exception of dues statements and membership cards.

Convey to the Executive Committee and correspondence received deemed appropriate or requiring any action of any of the committee members.

SECTION 3.7:

Fleet Captain:

Plan and assure arrangements are confirmed for all club activities, to include; meetings, cruises and shore parties.

Investigate opportunities for additional functions for which the club may participate in or be made beneficiary of, to include; social or community service activities which would enhance the name and prestige of the club.

Conduct routine surveys of the general membership as to their opinions relative to the "Good of the Order".

SECTION 3.8:

Trustees at Large:

Monitor the activities of the officers of the bridge to assure the best interests of the club are constantly foremost.

Ensure the soundness of the clubs treasury through the annual audit, to be performed by the last appointed trustee.

Advise and guide the officers in issues of controversy.

ARTICLE 4 COMMITTEES

SECTION 4.1: The Commodore may establish various committees from time to time, to assist in club matters as the Commodore deems desirable. These newly established ad hoc committees are in addition to the standing committees as noted here:

Executive, Membership, Nominating, Rules, Sunshine, Supplies, Activities

SECTION 4.2: Any committee established pursuant to this article is advisory in nature, and its members serve at the direction of the Commodore. The authority of the Commodore may not be delegated to any such committee.

ARTICLE 5 CLUB FUNDS AND PROPERTY

SECTION 5.1: All expenditures of Club monies must be approved by no less than (4) members of the Executive Committee, with at least one (1) approving vote from a trustee at large.

SECTION 5.2: ALL EXPENDITURES of club monies shall be made BY CHECK. CASH DISBURSEMENTS ARE PROHIBITED.

SECTION 5.3: All expenditures must be offset by a bona fide receipt. Receipts are to be rendered either prior to the disbursement if the dollar value is less than \$50.00, or after procurement, if the expenditure is greater than \$50.00. Any disbursement greater than \$500.00 is to be pre-approved by both the executive committee and the general membership. General membership approval may be gained through a blanket approval at any scheduled meeting, provided the purpose for the intended disbursement is identified and is an operating expense. Items included in this category include: re-

ordering club burgees and blazer emblems, activity committee budgeted expense for a planned function, postage and mailing supplies, letterhead, membership cards and the like.

Under no circumstances will vocal demand for payment or presentation of hand designed (notes) receipts be honored. Additionally, under no circumstance will receipts be honored if presented more than 45 days after the date of the event expense was incurred.

SECTION 5.4: No officer or member may enter into a contract or agreement on behalf of APYC without the executive board first reviewing and approving said agreement. Further, any and all liability forced upon the club through the use of reciprocal agreements, ie: letters of credit within organizations the club is affiliated, are to be paid to the club by the member exercising the use of credit, in full and within 30 day of such charge. Members are also required to inform the treasurer, of such debt within 14 days of its occurrence. Members who fail to either notify the treasurer, or make full restitution within the time periods specified, waive all rights and privileges of membership, to include renewal for the next annual period.

SECTION 5.5: "Club Property" is defined as any and all goods, devices, supplies or consumables paid for with club monies. Any club property in the possession of any member, who, voluntarily or involuntarily terminates his or her association with the club is to immediately and unconditionally relinquish control and possession of said property. Should the property not be in the immediate possession of the member, arrangements to surrender the property must be made to return the items within 14 days to the geographically-closest Executive Committee member.

SECTION 5.6: there shall be an annual Commodore's Ball for the purpose of honoring the Commodore and Officers of the Bridge.

SECTION 5.6.1. The contract for the facility to host the Commodore's Ball will be approved by the Executive Committee prior to the contract being signed.

SECTION 5.6.2. The budget for the event will be approved by the Executive Committee as soon as possible after the boating season.

SECTION 5.6.3. The Funding for the Commodore's Ball shall be as follows:

(A) Any funds generated by the annual poker run up to \$3,000.00 (dated 3/07)

If the allotted \$3,000.00 is not raised the poker run funds set forth for the Commodores Ball will be limited to the actual proceeds. In subsequent years the Executive Committee and the Past Commodores will vote on potential increases to the \$3,000.00.

(B) The Houser/Punell motion of \$1,000.00 from the general fund.

(C) Bars, stars, burgees, name tags, and awards will be paid for by the general fund.

(D) In the event of unusually large participation the Executive Committee may approve additional expenditures.

(E) Proceeds from any other fund raisers that the incoming Commodore holds throughout the year.

ARTICLE 6 – MEETINGS

The club shall have periodic meetings in addition to the election and installation meetings noted in Article 9 of the Constitution. These periodic meetings will be held twice “During the boating season” as defined in Article 7 Section 7.3 of the By-Laws, and as deemed necessary by a majority of the Executive Committee, or as requested by the general membership.

ARTICLE 7 – DUES AND FEES

SECTION 7.1: Dues are to be set to the agreed amount from a recommendation by the Executive Board and approved as described in Section 7.4. They will be collected annually and payable beginning January 1 of the new boating season. Failure to make payment by the May meeting of the new year may invoke a \$10.00 penalty. Dues payments not received by the May meeting of the new year will cause automatic revocation of current membership status. Reinstatement will be through the normal membership channels and procedures.

SECTION 7.1.1: If the new member is an immediate family member (i.e. son, daughter, etc.) of a current member in good standing the initiation fee will be waived.

SECTION 7.1.2: If the new member belongs to another I-LYA, AYC, or GCBA recognized club the initiation fee will be waived

SECTION 7.2: An initiation fee of One hundred dollars (\$100.00) shall be paid, which is a one-time fee so long as active in good standing status is maintained.

SECTION 7.3: The term “Boating Season” is defined to be April 1 to November 1 of each calendar year.

SECTION 7.4: Dues may be raised or lowered and assessments levied upon receiving a two-thirds (2/3) affirmative vote of the membership present after such proposition is made known in advance with reasonable notice of the date, time, and place for such matter be put to vote.

ARTICLE 8 MISCELLANEOUS

SECTION 8.1: Generally recognized rules of parliamentary procedure shall govern the transaction of business at general meetings of the membership, strict adherence thereto is neither required, nor encouraged. The presiding officer at such meeting shall have the final authority to make ruling on parliamentary procedure, which ruling shall be final.

SECTION 8.2: An Officer of the club may be removed from office with or without cause, using the same procedures as set forth in Article 4 of the constitution.

SECTION 8.3: Removal of an Officer from an elected or appointed position under Section 8.2 of the By-laws shall have no effect on the membership status of the officer so removed, unless, or until, a separate proposition for the expulsion from the club is made and approved as provided in Article 4 of the constitution.

SECTION 8.4: INDEMNIFICATION: The Officers of the Bridge and members of the Executive Committee shall be indemnified by the club against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may have been a party, or in which he or she may become involved by reason of being or having been an Officer of

the Bridge or a member of the Executive Committee, or any settlement thereof, regardless of whether he or she is an Officer of the Bridge or a member of the Executive Committee at the time such expenses are incurred, EXCEPT in such case where the Officer of the Bridge or the member of the Executive Committee is adjudged guilty of willful malfeasance or willful gross negligence in the performance of his or her duties. The foregoing right of indemnification is in addition to all other rights to which such Officer of the Bridge or member of the Executive Committee may be entitled.

(ARTICLE 9 – previously removed in its entirety)

ARTICLE 10 – REVISIONS

SECTION 10.1: The procedure for changing the By-laws or Constitution will be as follows.

- (A) The recommended changes will be sent by mail to all the members and noted on the web site if applicable.
- (B) The recommended changes will be read and discussion will take place regarding these changes at the next general meeting following the changes being sent in the mail.
- (C) Following the reading of the changes at a meeting, the changes will be mailed to the members for a second time.
- (D) At the next general meeting following the second mailing of the changes, the changes will be read and voted on, either in person or by electronic means, according to the rules of quorum as set forth in Article 5 of the Constitution.

As Amended by the General Membership September 2021