

PALM COVE YACHT CLUB BYLAWS

Revised, adopted February 17, 2017

ARTICLE I -- NAME

The name of the Club shall be the PALM COVE YACHT CLUB, INC. (aka "PCYC") and hereinafter referred to as the "Club".

ARTICLE II -- ADDRESS

262 SW Palm Cove Drive, Palm City, FL 34990

ARTICLE III -- PURPOSE

The purpose of the Club shall be the promotion of power boating, sailing, cruising, boating safety and education as well as sponsoring social functions for benefit of the members and their guests.

ARTICLE IV – MEMBERSHIP

Applicants for membership shall be at least twenty-one (21) years of age who are of good moral character and have an interest in Yacht Club activities. Memberships may be held individually or jointly by a couple, each of whom shall be considered a member.

SECTION 1 – CLASSES

The Membership of the Club shall consist of the following Classes:

- Founding Membership shall be limited to the original Marina Members.
- Owner Membership qualifications require that the applicant be an owner of a property within the Palm Cove Golf & Yacht Club. Owner Members may serve on the Board and/or a standing or ad hoc committee.
- Non-Owner Membership allows for members who are not owners of **the** property **in which they reside** within the Palm Cove Golf & Yacht Club. Non-Owner members must be sponsored by a Founding or Owner member in good standing. Non-Owner Members will pay full dues **per that shown on the application** but will not have voting rights. Non-Owner Members may serve on a standing or ad hoc committee but will not be eligible to serve on the Board.

- Non-Resident Membership allows for members who are not residents of the Palm Cove Golf & Yacht Club. Non-Resident members must be sponsored by a Founding or Owner member in good standing. Non-Resident members will pay dues as denoted on the application but will not have voting rights. Non-Resident members may serve on a standing or ad hoc committee but will not be eligible to serve on the Board.

SECTION 2 – APPLICATIONS

All classes of membership require that the appropriate Application Form be submitted to the Secretary.

The Board shall have the authority to act on the application for final approval of the applicant and membership class.

SECTION 3 – NON-DISCRIMINATION

Membership in the Club shall be granted without regard to race, gender, national origin, religious affiliation, or any discriminatory criteria.

SECTION 4 – VOTING

Each Founding Membership and Owner Membership in good standing shall be entitled to cast one vote in all Club matters. A majority vote is required for approval of all Club matters except for amending the Bylaws. (See Article IX “Amendments” for making Bylaw changes.) Non-Owner Memberships may not vote in the election of the Board.

SECTION 5 – DUES AND ASSESSMENTS

The Board shall establish and approve budgets, dues and assessments.

ARTICLE V – ORGANIZATIONAL STRUCTURE

The organization of the Club shall be made up of the Board of Directors comprised of Founding or Owner Members. Members of the Board shall be the elected Flag Officers and the Immediate Past Commodore.

Elected Flag Officers:

Commodore
Vice Commodore
Rear Commodore
Fleet Captain
Secretary
Treasurer

The position of Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer will be used in the Corporate Articles that will be filed with the State of Florida.

SECTION 1 – DUTIES

The COMMODORE shall be the Chief Executive Officer of the Club. The Commodore shall preside at all meetings of the Club, shall represent the Club in all matters, and be the official spokesperson for the Club. The Commodore shall be an ex-officio member of all committees.

The VICE COMMODORE shall assist the Commodore in the discharge of her/his duties, and, in his/her absence, or in the case of a vacancy in the office of Commodore, act as Commodore with all the powers of that office.

The REAR COMMODORE shall recommend activities and oversee activities of the Club in order to maximize the participation and enjoyment of the membership. She/he shall serve as Vice Commodore in the absence or inability of the Vice Commodore to act.

The FLEET CAPTAIN shall be responsible for the organization of all the water-related activities that the Club may participate in or sponsor including, but not limited to cruising, racing, fishing and the maintenance of the roster of the member vessels. The roster should include the owner(s)' name, boat name, length, beam and draft of the vessels. Also included shall be the slip number (when applicable) and a contact phone number(s).

The SECRETARY shall be responsible for all Club communications and the maintenance of the minutes for all Board and membership meetings. The Secretary shall maintain the Club's membership records and keep permanent records of the foregoing documents.

The TREASURER shall be the Chief Financial Officer of the Club. The Treasurer shall prepare and monitor budgets, maintain books and bank accounts, maintain copies of all tax and regulatory filings and prepare reports for the Board and for the membership.

SECTION 2 – POWERS & POLICY

The Board shall have broad general power to control the affairs, finances, operation, committees, membership, and, in compliance with these Bylaws, all other things pertinent to safety and the general well-being of the Club.

SECTION 3 – FISCAL RESTRAINTS

Without the express consent of the Membership, the Board, Officers, committee chairs, or members of the Club are not authorized to commit the Club to a non-budgeted, non-reimbursable expenditure either in excess of Two Thousand (\$2,000.00) dollars or Twenty (20%) percent of the Club's funds, whichever is less.

SECTION 4 – MEMBER'S RIGHT OF INSPECTION

A member may inspect PCYC records required to be kept by these Bylaws. This inspection shall require a written request to the Commodore at least five (5) business days in advance of that inspection. The inspection is subject to the restrictions of the State of Florida. The request must be made in good faith and for reasonable purpose. Any costs incurred for this purpose shall be borne by the requesting member.

ARTICLE VI – ELECTIONS PROCESS

SECTION 1 – ELECTIONS

Elections shall be held during the first quarter of each even numbered calendar year. Elected officers will be nominated from Founding and/or Owner Members only.

SECTION 2 – METHOD OF ELECTION

A majority vote of the Founding and Owner Membership shall elect all officers.

SECTION 3 – TERM OF OFFICE

Elected positions will be for a term of two years. Officers cannot be elected for more than a single term for the same position, excluding the Offices of the Secretary and the Treasurer.

SECTION 4 – NOMINATION COMMITTEE

Thirty days prior to the elections the Commodore shall appoint, with Board approval, a Nominating Committee. This committee shall be chaired by the immediate Past Commodore and shall be comprised of a total of three members for the purpose of selecting a slat of Officer Nominees to be presented to the membership.

SECTION 5 – UNSCHEDULED VACANCIES

Unscheduled vacancies among officers may be filled by the election of a successor or successors by the affirmative action of the Board until the next election year.

SECTION 6 – REMOVAL

A member of the Board may be removed from office for activity prejudicial to the efficient functioning of the Board by a vote of two-thirds (2/3) of the entire Board.

Members who are absent from three (3) consecutive Board meetings, without the consent of the Board, in effect shall have resigned, and their seat shall be declared vacant.

ARTICLE VII – MEETINGS

SECTION 1 – ANNUAL MEETING

The Annual Meeting of the membership shall be held in the first quarter of the calendar year for the purpose of conducting the affairs of the Club. There shall be a presentation of reports from all officers and committees as well as presentation of the annual budget. The election of officers shall take place at the annual meeting held in an even numbered year.

The Board shall meet not less than once each calendar quarter. All meetings shall be open to the membership. Three (3) members of the Board shall constitute a quorum at any meeting. An affirmative vote for Board action shall require three (3) votes. Failing a

quorum, the Commodore shall issue a call to reconvene the meeting in not less than ten (10) days.

SECTION 2 – SPECIAL MEETINGS

Special meetings of the membership shall be held at any time upon call by the Commodore and/or twenty-five percent (25%) of the Board members or upon written request of ten percent (10%) of the total membership. Such a signed call shall be addressed to the home or e-mail address of all Board members. It shall be mandatory for the Commodore to promptly call a meeting of the membership when this request is made.

SECTION 3 – NOTICE OF MEETINGS

A notice of each meeting of the membership shall be forwarded, electronically or by US mail, by the Secretary to each member in good standing fifteen (15) days before such meeting. Such notice shall state the date, time, place and purpose of the meeting.

SECTION 4 -- QUORUM

A quorum for the conduct of business shall be twenty percent (20%) of the Founding and Owner Membership, either in person or by proxy.

SECTION 5 – ABSENTEE VOTING

Voting may be by official proxy on regular or special matters proposed by the Board.

SECTION 6 – ORDER OF BUSINESS

The following order of business shall be observed at all meetings of the members and shall not be departed from except by a two-thirds vote of those present.

1. Statement of the Secretary relating to issuance of notice of meetings
2. Ascertainment of the presence of a quorum
3. Minutes of the previous meeting
4. Report of the Commodore
5. Report of the Secretary
6. Report of the Treasurer
7. Report of committees
8. Old business

9. New business
10. Adjournment

Meetings shall be conducted in accordance with Roberts Rules of Order-Newly Revised unless otherwise specifically provided for herein.

ARTICLE VIII – COMMITTEES

SECTION 1 – STANDING COMMITTEES

All Standing Committees of the Club shall be under the chairmanship of a member who is chosen by the Commodore and confirmed by the Board, unless otherwise provided in these Bylaws. The Standing Committees shall formulate programs and submit them with recommendations to the Board for consideration. The Board shall control the execution of such programs approved by the Board.

Ad Hoc Committees (ex. Bylaws and Procedures) may be appointed by the Commodore for specified periods of time to perform specific tasks.

A member of the Board must be appointed to all Committees.

The Boating Safety and Education Committee shall be responsible for conducting educational sessions or disseminating important boating safety information to the membership through Club publications.

The Communication Committee shall be responsible for preparation of a regular newsletter to the membership and for the dissemination of information regarding Club activities.

The Finance Committee shall prepare an annual budget and set the level of annual dues. The Treasurer shall be a member of this committee. The majority of the committee shall be Founding or Owner Members.

The Nominating Committee shall be appointed by the Commodore to convene thirty (30) days before the Annual Meeting. The committee shall present to the Board a list of nominees for the following positions: Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary and Treasurer.

The Social Committee shall be responsible for organizing all social functions at the Club.

ARTICLE IX – AMENDMENTS

These Bylaws can be amended at any regular or special meeting of the members by a two-thirds (2/3) majority of Founding and Owner Members in attendance, providing notice, including text of the proposed amendment was forwarded not less than fifteen (15) nor more than thirty (30) days prior to the meeting.

All amendments to these Bylaws shall become effective at 0001 Hours on the day following adoption.