

# PORTOFINO HARBOUR YACHT CLUB, INC.

## BY-LAWS

### ARTICLE I – NAME

The name of this organization shall be the Portofino Harbour Yacht Club, Inc. located in Clear Lake Shores, Galveston County, Texas. It is incorporated under the laws of the State of Texas as a **non-profit 501 (C) (7)** organization. It shall hereafter be referred to as “The Club” or “PHYC”.

### ARTICLE II – PURPOSE

The Club is a **non-profit, 501 (C) (7)** corporation established for the purpose of promoting recreational boating, boating safety, boating education and related activities, including cruising, sailing, fishing, waterfront activities and social functions. In the pursuit of these goals, the Club shall work to advance the sport of yachting, including sailing, racing, power boating and cruising, impart good fellowship among the yachting community, encourage good sportsmanship and introduce youth to the sport of sailing and boating. It shall have the power to own, control, operate and/or lease real or personal property incidental to such purposes. No action shall be taken to impair the non-profit designation of the Club.

### ARTICLE III - MEMBERSHIP

A member in good standing is a member who is current in all assessments to Portofino Harbour Yacht Club and Portofino Harbour Marina and complies with the By-Laws and policies of PHYC and Portofino Harbour Marina.

**SECTION 1.** The Club shall have the following classes of members: Owners and Tenants.

**SECTION 2.** The definitions of the established classes shall be as described below:

- A. **Owner Member** is one who owns a slip(s) at Portofino Harbour Marina. Owner Membership can be Individual or Family. Family is defined as (2) two adult members and their children under the age of 21 years old living at home.
- B. **Tenant Member** is one who leases a slip at Portofino Harbour Marina. Tenant Membership can be Individual or Family. Family is defined as (2) two adult members and their children under the age of 21 years old living at home.
- C. **Charter Membership.** All Memberships in good standing as of the start of the First Annual meeting in December 2009 shall be considered Charter Memberships, with all rights and privileges granted hereunder.

**SECTION 3.** Applicants for membership shall complete an application form and submit it to the Membership Committee along with payment of the initiation fee and first year dues. The Membership Committee shall submit all applications, to the Board for approval. Applicants rejected may re-apply at any time after receiving notice of non-acceptance. Any rejected applicants will receive a full refund on any monies paid.

**SECTION 4.** Membership shall not be transferable.

**SECTION 5.** Termination of membership shall be in accordance with the following:

- A. Any member may resign in good standing, with written notification, when such resignation does not affect any obligation owed to the club at that time.

- B. Failure to pay dues or assessments within sixty days (60) from the date due shall cause termination of membership without further action of the Board. That member will be dismissed “not in good standing”.
- C. The Board (upon a majority vote) may censure, suspend, expel or terminate a member from the club for unlawful or unbecoming conduct, including not abiding by the By-Laws and Marina Rules, on his part or on the part of members of his immediate family or his guests where the circumstances make the conduct of such other persons attributable to the member.
- D. Memberships terminated by resignation shall be reinstated upon application for membership as set out in SECTION 3 of this article. Memberships terminated by failure to pay past due accounts shall be reinstated when all past due accounts are paid and said membership is approved by the Membership Committee. Memberships terminated by action of the Board shall be reinstated by a majority vote of the membership assembled for any annual or special meeting upon motion at such meeting by any active member.
- E. Any reinstatement must include payment of any assessments occurring since termination of membership and any additions to the initiation fee since that time.

#### **ARTICLE IV - OFFICERS**

**SECTION 1.** The Officers shall manage the affairs of the club.

**SECTION 2.** The Officers (with a majority vote) will have the authority to obligate The Club to debt not to exceed \$10,000.00. Any debt that exposes The Club to a total indebtedness of more than the aforementioned \$10,000.00 must be approved by a two-thirds (2/3) majority vote of the entire voting membership.

**SECTION 3.** The total number of officer members shall be nine (9) to be elected by the membership at the annual meeting. They shall consist of the Commodore, the Vice Commodore, Rear Commodore, Secretary, and Treasurer all to serve a term of one year. The four (4) Directors will serve staggered terms as follows; The Director of Fund Raising – one year, The Director of Administration – 2 years, The Director of Public Relations – 2 years and The Director of Finance & Planning – 3 years. The immediate past Commodore shall serve as an ex-officio member but shall not participate with a vote in officer decisions, unless called upon to break a tie vote. The nominations for Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer will be published prior to the annual meeting.

**SECTION 4.** Individual responsibilities of the Officer members shall include the following respectively: (the Commodore may rearrange these duties with Officers approval for his term of command)

- A. The Commodore shall perform the functions of Chief Officer of the Club, including presiding over all meetings of the membership and the Officers. The Commodore may assign additional duties, as committee chairmen, etc., as he deems necessary for effective management of the Club.
- B. The Vice Commodore shall assist the Commodore in the discharge of his/her duties. In the event the Commodore is unable to perform his/her duties due to any reason, the Vice Commodore shall act as Commodore until the Commodore is able to resume his/her responsibilities. The Vice Commodore shall perform such supervisory or other duties as the Commodore may assign to assist in the management responsibilities. The following committees shall be the responsibility of the Vice Commodore.

1. Programs
2. Change of command ceremony

C. The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties. In the event the Commodore and Vice Commodore are unable to discharge their duties, he/she shall serve as Commodore until either the Commodore or Vice Commodore is able to assume their duties. The Rear Commodore shall perform such supervisory or other duties as the Commodore may assign to assist in management responsibilities. The following committees shall be the responsibility of the Rear Commodore.

1. Race
2. Cruising
3. Youth sailing
4. Power boat
5. All on the water activities

D. The Secretary shall be responsible for recording the events transpiring at membership and Officer meetings. The Secretary shall maintain all records not the specific responsibility of another office or position. These records include a historical membership list annually and a financial listing monthly. The Secretary shall be responsible for the duties of a Corresponding Secretary.

E. The Treasurer shall be responsible for all matters involving the club's receipts, deposits, disbursements, accounts receivable and accounts payable. He/she shall provide advice to the officers when all periodic obligations occur such as renewals and taxes. At the annual meeting he/she shall make a complete financial report to the membership.

F. The four (4) directors shall serve as advisory members, attending all meetings and voting in all actions. Directors and their responsibilities are as follows:

Director #1 – Administration

1. Membership
2. Historian
3. Directory
4. Reciprocity Guide

Director #2 – Public Relations

1. Publicity
2. Web Master
3. Community activities

Director #3 – Finance & Planning

1. Finance
2. Planning
3. By-Laws
4. Taxes and Licenses

Director # 4 – Fund Raising

1. Nautical Flea Market
2. Any Other Fund Raising Activities

**SECTION 5.** Any vacancy may be filled by any qualified member elected by the Officers to serve until confirmed by a majority vote of the membership at the next annual meeting per ARTICLE V, SECTION 3.

**SECTION 6.** Any Officer may be removed from office during his/her term by the majority of the members at any meeting of the membership per ARTICLE V, SECTION 3.

**SECTION 7.** At any meeting of the Officers, the presence of the majority of the Officers shall constitute a quorum. The minutes of any such meeting shall be kept and entered in the minutes of the Club. In matters requiring a decision of the Board wherein the Commodore deems it impractical to call a meeting, the Officer members may be polled individually, by attempting to contact either in person, by telephone or by email. The agreement of the majority of all officers shall constitute official action of the Officers. At the conclusion of such individual contact meeting, the Commodore shall report the date, subject, members contacted, method of contact for each and vote for each to the Secretary who shall enter same in the minutes of the Club as an official meeting of the Officers.

**SECTION 8.** The Officers shall present an annual operating budget to the membership at the annual meeting. The budget will include all forecasted expenses and all proposed fees, dues, and assessments for that year. Approval by the membership at this meeting will govern general funding for the forthcoming year.

**SECTION 9.** No current director or current board member of Portofino Harbour Dockominium Owners Association (PHDOA) may serve as an officer or director of PHYC.

## **ARTICLE V - MEETINGS**

**SECTION 1.** There shall be one (1) meeting of the membership held each year known as the "Annual Meeting". The Annual Meeting shall be held as the regular December meeting.

**SECTION 2.** Membership meetings other than the annual meeting shall be called at the discretion of the Commodore, the Officers, or upon written request of ten (10) members.

**SECTION 3.** Notice of the annual meeting must be in writing. Notice of any other meeting may be in writing, by telephone or email. Written notice must be mailed to all members not less than ninety-six (96) hours prior to the time of the meeting. Said written notice may be included in the monthly newsletter, billing, or other mailing addressed to each voting membership. Notice by telephone must be completed not less than forty-eight (48) hours prior to the time of the meeting.

**SECTION 4.** At all meetings, fifteen percent (15%) of the membership shall constitute a quorum and shall be authorized to transact business. Written proxies may be included in determining the presence of a quorum.

**SECTION 5.** The rules as contained in Robert's Rules Of Order-revised, shall govern the meetings of the club and it's Officers.

**SECTION 6.** A majority vote by the then remaining Charter Memberships voting as a block shall, if so desired, be permitted to Veto any proposal, resolution, motion, or election.

## **ARTICLE VI - VOTING AND ELECTION OF OFFICERS**

**SECTION 1.** Each membership in good standing shall be entitled to one (1) vote, which may be voted by an immediate family member. Proxy may also represent said membership; provided said proxy is voted by another membership entitled to vote.

**SECTION 2.** A Nominating Committee shall be appointed by the Commodore and subject to Officer approval. The names of its members shall be published in the monthly newsletter or posted on the Club bulletin board at least one (1) month before the annual meeting. And such nominating committee shall consist of the Immediate Past Commodore and four (4) members (who are non officers) of the Club in good standing.

**SECTION 3.** The Nominating Committee shall submit the name of one (1) eligible person for election to each office of the officers to be filled that year. These nominations shall be published in the monthly newsletter or posted on the club bulletin board at least ten (10) days before the annual meeting. Individual members or groups may submit nominations, in addition to those of the Nominating Committee. Nominations by other than the Nominating Committee must be submitted to the Officers at least four (4) days prior to the annual meeting.

**SECTION 4.** All officers shall be elected by a simple majority of the members voting at the annual meeting.

**SECTION 5.** Officers shall be elected to a one (1) year term.

**SECTION 6.** Directors shall have a staggered election with 25% serving for a one (1) year term, 50% serving a two (2) year term and 25% serving a three (3) year term.

**SECTION 7.** Any vacancy maybe filled by any qualified member elected by the Officers to serve until confirmed by the membership at the next meeting per ARTICLE V, SECTION 3.

**ARTICLE VII - FEES AND DUES**

**SECTION 1.** Each membership shall pay the dues and assessments prescribed for his/her class of membership on or before 1 January of each year. Said dues will constitute payment for one year or any part thereof. Any new member accepted shall pay a full year dues.

**SECTION 2.** The fiscal year shall be the calendar year. The Officers shall determine all initiation fees, dues, and assessments for the next year.

**SECTION 3.** All expenditures of funds within the approved budget will be made with the approval of the Officers. In the event the approved budget is not forthcoming, the previous year's budget shall be carried over.

**ARTICLE VIII - COMMITTEES AND APPOINTIVE OFFICES**

**SECTION 1.** The standing committees shall be Programs, Change of Command Ceremony, Racing, Cruising, Youth Activities, Power Boating, On the Water Activities, Membership, Historian, Taxes & Licenses, Safety, Publicity, Club Store, Web Master, Community Activities, Finance, Planning, By-Laws, Nautical Flea Market.

**SECTION 2.** The Director of Administration shall appoint the Chairman of the Membership Committee. Committee members shall be members appointed by the Chairman. The committee shall be responsible for preparing, receiving, processing, and deciding upon applications for memberships in the club. New members will be provided with proper credentials following their acceptance. This package will include but is not limited to a welcome letter from the Commodore, a set of Bylaws, a current roster, and a burgee. Applicants rejected will be notified in a courteous and businesslike manner. It is the duty of this committee to maintain a current roster and in coordination with the Treasurer to keep membership information data current.

**SECTION 3.** The Director of Finance & Planning will appoint the Chairman of the Planning & By-laws committees. Perform a quarterly review of The Clubs finances and an updated, annual review of the three (3) and five (5) year plan.

A. The Chairman of the Planning Committee must appoint at least two members in good standing. The duties of this committee will consist of developing a three and five year plan.

B. The By-Laws Committee shall be chaired by the Immediate Past Commodore and up to three (3) more members of his/her choosing.

C. The Director of Finance and Planning shall chair the Finance Committee, which must consist of members that have served as an officer.

**SECTION 4.** The Vice Commodore shall appoint the Chairman of the Program Committee. The committee Chairman shall appoint members of the committee.

**SECTION 5.** The Director of Administration shall appoint the Chairman of the Historian Committee. The Chairman shall appoint members of the committee. The committee shall keep a permanent record of all note-worthy events and statistics attributable to the club. Said record shall include photographs, news items, mementos and other items capable of being practically stored or retained.

**SECTION 6.** The Director of Public Relations appoints the chairman of the Club Store Committee. The Chairman appoints committee members. The committee is responsible for all operational aspects of the store, in accordance with current approval of the Officers.

**SECTION 7.** The Vice Commodore appoints the chairman of the Change of Command Dinner. The chairman appoints committee members. The committee is responsible for all plans and arrangements for the Change of Command Dinner.

**SECTION 8.** The Director of Public Relations appoints the Chairman of the Publicity Committee. The chairman appoints committee members. It shall be the duty of the committee to insure the publication of all matters of public interest regarding the club when such publication would be in the best interest of the club.

**SECTION 9.** The Director of Public Relations shall appoint the Editor of the newsletter. The Editor shall appoint committee members. The responsibility of this committee is to publish the newsletter in a manner prescribed by the Officers and secure, bill, and collect from advertisers if required to offset as much of the cost of the newsletter as possible. It is the responsibility of this committee to obtain as much club news and information as permitted by space and get the newsletter distributed to all members.

**SECTION 10.** The Director of Public Relations shall appoint the chairman of the Community Activities committee. The chairman shall appoint members of the committee. This committee's responsibilities are planning, organizing, and managing Community Activities in the Club.

**SECTION 11.** The Rear Commodore shall appoint the Power Boat Committee chairman. The chairman shall appoint committee members. This committee is responsible for integrating powerboat activities into the Club.

**SECTION 12.** The Rear Commodore shall appoint the Chairman of the Racing Committee. The Chairman appoints members of the committee.

**SECTION 13.** The Director of Fund Raising will appoint the Chairman of the Nautical Flea Market "NFM". The chairman shall appoint members of the committee. This committee's responsibilities are planning, organizing, and managing all aspects of the NFM.

**SECTION 14.** If the duties of any committees overlap it is the duty of the committee chairman to bring such overlap to the attention of the Commodore, who will take appropriate action.

**SECTION 15.** The Officers shall have full power and authority to establish from time to time such committees, as it may deem necessary or desirable to assist in the performance of its duties or the business and affairs of the Club. Each such committee shall have the responsibility, power, and authority as the Officers may provide. The chairman and members of each such committee shall be chosen as provided by the Officers.

**SECTION 16.** The terms of all committee chairmen and members shall expire with the term of the Officers (Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer) or when their successors are appointed.

**SECTION 17.** The Officers, by majority vote, shall have the power and authority to amend, override, reverse or rectify any decision or action of any committee.

**ARTICLE IX - RECORDS**

**SECTION 1.** Each Officer and Committee Chairman shall maintain a permanent record of:

- A. All correspondence received or copies of any correspondence on behalf of the Club forwarded in his official capacity.
- B. Copies of all reports made to or in behalf of the club.
- C. All records kept and maintained in his/her official capacity. It shall be the combined responsibility of each person possessing such and his/her respective successor to insure the complete and orderly transfer of it at the beginning of each term for the office or position. All such records are the sole property of the corporation and shall be maintained with a permanent copy stored in a place of safekeeping provided by the club. The above-mentioned records should be put in the care of the Director of Administration as soon as feasible. In the absence of the Director they should be given to the Historian.

**ARTICLE X - AMENDMENTS**

**SECTION 1.** The meaning of any provision of these By-Laws shall be determined by a majority vote of the Officers, provided, any such decision regarding the same meaning may be reversed by majority vote of the membership at any annual or special meeting.

**SECTION 2.** Use of masculine gender in titles or pronouns in these by-laws is intended to be neither restrictive nor discriminatory. All positions described herein whether elective or appointive, may be-filled by male or female members meeting the qualifications prescribed.

**SECTION 3.** These By-Laws may be amended at any annual or special meeting of the club by a two-thirds (2/3) majority vote of a quorum present. The notice of the meeting shall include notice to the effect that the question of amendments is to be considered and shall specify the article or section in which the proposed change occurs. Copies of the proposed new By-laws will be made available at the clubhouse with proxies at least twenty (20) days prior to the meeting.

**ARTICLE XI - DISSOLUTION**

**SECTION 1.** At the dissolution of this club, whether from termination of its charter or from any other cause, its affairs shall be liquidated in accordance with the Texas non-profit corporation act as in force of law at the time of such dissolution.

Last amended December 11, 2010