

BYLAWS
HALF MOON BAY YACHT CLUB
Revised 08-17-14

ARTICLE I: NAME

This corporation shall be known as the Half Moon Bay Yacht Club (HMBYC). HMBYC is a 501c7, not-for-profit, private corporation operating under California State laws governing such organizations.

ARTICLE II: PURPOSE

The Club's purpose is to provide its members with recreational, social and educational activities associated with yachting; to promote the art and science of boating; to offer sailing instruction to adults and youth; and to provide a gathering place for boating enthusiasts in an atmosphere of inclusiveness and friendliness.

ARTICLE III: CLUB BURGEE

The Club burgee shall be triangular, the width at the hoist being two-thirds the length. The device shall consist of a blue triangle with an orange crescent moon and white gull upon the burgee. All yachts owned or exclusively controlled by Club members may fly the Club burgee. Other yachts or classes of yachts may fly the Club burgee if so authorized by the Board of Directors. The Club burgee shall be displayed at the Clubhouse and the Board of Directors may direct all other places as may be appropriate.

ARTICLE IV: MEMBERSHIP

Applicants for membership to the Club shall not be discriminated against on the basis of race, color, religion, age, ancestry, national origin, sex, political affiliation, sexual orientation, disability, or any other grounds prohibited by law.

The Board of Directors may at any time limit the number of members or classes of membership the Club shall have.

There shall be the following classes of membership:

REGULAR
GUEST
ASSOCIATE
LIFE
YOUTH

1. REGULAR: Regular Members shall be 18 years of age or more who have paid full initiation fees and dues. Member, mate and minor children shall constitute a single membership. A Regular Member who is cruising in waters 50 or more miles from the Club for a period of at least 6 months may request Associate Member status during such periods.

2. GUEST: The Board of Directors may, at its discretion, designate certain non-members as Guest Members. Such members shall be entitled to all rights and privileges of Regular Members except the right of voting and holding office. Guest Members are not required to pay initiation fees or dues. Guest memberships automatically expire at the end of the calendar year in which they are granted.

3. ASSOCIATE: Associate Member status may be assigned to persons, 1) who are Regular Members and who are presently in good standing; and (2a) whose primary residence is and who berth their boat beyond a radius of 50 miles from the Club, or (2b) who plan to be sailing or traveling outside the 50 mile radius for an extended period of time. Also, any Regular Member who is called to active military duty shall be eligible for Associate Member status. Associate Members shall be entitled to all rights and privileges of Regular Members except voting and holding office.

4. LIFE: In order to recognize Regular Members of the Club for long or extraordinary service to yachting and the Club, the Board of Directors may recommend to the Club that an individual be granted Life Membership. The Regular Members may then approve the appointment by a majority vote of the membership present at a regular or special meeting. Life Members enjoy all the privileges of a Regular Member but pay no dues or assessments.

5. YOUTH: Youth Members are persons between the ages of 8 and 18 years who are not part of a family membership. The initiation fee, dues and privileges of Youth Members shall be established by the Board of Directors. Youth memberships shall expire at the end of each calendar year but individuals can be reinstated by the Board of Directors on a year-to-year basis.

Membership applications shall be presented to the Board of Directors for approval either at a scheduled meeting of the Board or by email. For family memberships, the applicant will designate the person who is authorized to vote for the family. Only one vote per family membership is permitted.

ARTICLE V: INITIATION FEES, DUES AND ASSESSMENTS

Initiation fees, dues, and payment schedules for all classes of members shall be established by an approval of two-thirds of the Board of Directors and may be changed by them from time to time as the needs and the best interests of the Club shall require; provided, however, that the membership be notified in writing of any increase in dues no less than three months in advance of any such increase.

Assessments, which are extra payments made for a specified purpose and recommended by the Board of Directors, must be approved by a majority vote of Club members present and entitled to vote at a duly called regular or special general membership meeting.

Any member who has membership as part of a family membership may join at any time on his/her own behalf without the assessment of initiation fees, provided that person meets all criteria specified in these By-Laws.

ARTICLE VI: RIGHTS AND PRIVILEGES OF MEMBERS

Only Regular Members shall have voting rights and the privilege of holding elective office.

The terms and conditions applicable to all classes of membership shall be fixed from time to time by the Board of Directors, except as otherwise specifically provided in these By- Laws.

Membership in the Club shall commence upon election by the Board of Directors and shall terminate, except as otherwise specifically provided herein, upon acceptance by the Board of Directors of any written notice of resignation.

ARTICLE VII: SUSPENSION AND REINSTATEMENT OF MEMBERSHIP

Members whose dues or assessments are unpaid at the end of two quarters shall not be considered in good standing and shall relinquish all rights and privileges. Before termination of membership, he/she shall be notified of pending delinquency and given the opportunity to correct the problem by a date agreed upon by both the member and the Board of Directors.

The Board of Directors may take into account extraordinary circumstances which prevent a member from paying their dues and, by a two-thirds majority, make mutually satisfactory arrangements with said member.

A member that is terminated for non-payment of dues may be reinstated to good standing upon application to the Board of Directors. The application must be accompanied by payment of delinquent dues plus the initiation fee.

The Board of Directors may grant a leave of absence to any member with good cause. During the granted time period the member will be relieved of membership dues or assessment requirements. Members in Leave-Of-Absence status shall have no vote in the meetings of the club and are not eligible to hold elective office in the club.

ARTICLE VIII: DISCIPLINE

For violation of these Bylaws, or of Club regulations, or because of unbecoming conduct, any member may be suspended for a period up to 60 days from the privileges of the Club by a two-thirds majority of the Board. Suspended members are required to pay their regular dues during the period of suspension. The member shall be notified in writing of the Board's decision to suspend and will be allowed up to 14 days following said notice to petition the Board for reconsideration. During suspension, the member is not allowed to be on Club premises or participate in any Club activity either on-premise or off-premise.

If, after suspension, a member continues to violate Club Bylaws and/or regulations and/or is deemed to be a detriment to the Club, the Board of Directors will appoint a Grievance Committee made up of non-Board members to review the matter. The member in question will be invited to present his/her defense to said Committee. Upon the recommendation of the Grievance Committee, The Board of Directors, by a two-thirds majority, may revoke the membership of said member and will immediately notify the person of the revocation.

Exception: In an extreme case, the Board may move immediately to expulsion without suspension or further process. The expelled member shall be given 14 days following the date of action to petition the Board for reconsideration.

A member of the Club having been expelled or dropped from the roll for any cause shall thereupon forfeit all rights and privileges of membership.

ARTICLE IX: MEETINGS

General Membership meetings shall be held once during each quarter of the calendar year with at least seven (7) days notice.

The Board of Directors shall submit at the general meeting of the members a report upon the affairs of the Club with such recommendations as the Board deems necessary.

There may be special meetings of the members called by the Board of Directors held not less than seven (7) days and not more than ten (10) days after notice thereof to all voting members.

At the request of ten (10%) percent of voting members, the Board of Directors shall call a special meeting of the members to be held at such time and place as shall be designated by the Chair of the Board, upon not less than seven (7) nor more than (10) days notice thereof to all voting members.

At any meeting of the members, a quorum shall consist of twenty-five percent (25%) of the voting membership. Unless otherwise provided therein, any matter may be passed upon by the members at a duly called meeting by a vote of the majority of the members-in-good-standing present and entitled to vote, provided a quorum is present. There shall be no voting by proxy.

At any meeting of the membership, if a quorum is not established, the meeting may be postponed until a later date. Upon proper notification, the second meeting can be held not less than fourteen (14) days later than the first meeting. The members-in-good-standing present at the second meeting shall constitute a quorum.

Except where inconsistent with these By-Laws, Roberts Rules of Order shall govern the conduct of all Club meetings.

ARTICLE X: OFFICERS AND DIRECTORS OF THE CLUB

The Officers and Directors of the Club shall be such as are elected by the members or appointed by the Commodore.

The elective Officers of the Club shall be:

COMMODORE
VICE COMMODORE
REAR COMMODORE
SECRETARY
TREASURER
PORT CAPTAIN

In addition to Officers, the membership shall elect Directors, which shall include the Membership Director, Facilities Director and Director-at-Large. The Commodore, with the approval of the Board, may appoint such standing and ad hoc committees as are deemed necessary to ensure the effective operation of the Club.

The appointive Officers and Directors of the Club shall hold office from December 1st through November 30th, or from the date of appointment (if after December 1st) through November 30th of the following year.

ARTICLE XI: BOARD OF DIRECTORS

The government of the Club shall be vested in a Board of Directors consisting of the elected Officers and Directors of the Club.

The Board of Directors shall manage the affairs of the Club, control its property, and enforce the preservation of order and obedience to its By-Laws as well as to its Policies and Procedures. It shall have power to appoint and remove all employees of the Club and to fix, reduce or increase their compensation. All appropriations of the funds of the Club shall be made by or under the direction of the Board of Directors and all disbursements of Club funds shall be made in accordance with directions prescribed by the Board of Directors. In general, the Board of Directors shall be responsible for the conduct of all affairs normally conducted by the directors of a California corporation.

The term of office for members of the Board of Directors shall be one year beginning December 1st and terminating November 30th of the following year.

The Board of Directors shall meet at least once a month for the transaction of business. The full Board shall be comprised of nine (9) members and a quorum of the Board shall consist of five (5) members. At any duly called meeting of the Board, matters requiring Board attention may be passed by majority vote of Directors present, unless otherwise specified by these Bylaws.

Any member of the Board of Director who shall absent himself/herself from a total of three meetings per year without rendering reasons considered adequate by a majority of the Board shall forfeit his/her office.

In the event of the resignation or removal of a Director, the Board of Directors, by majority vote, may fill the vacancy for the unexpired term.

In the event that a quorum of the Board of Directors cannot be assembled for two consecutive meetings, a special election will be called. A nominating committee comprised of five (5) Staff Commodores will be appointed by the Commodore to produce a slate of officers and directors. The slate will be presented at a special membership meeting to be held not more than 30 days following the appointment of a nominating committee.

ARTICLE XII: DUTIES OF THE OFFICERS AND DIRECTORS

COMMODORE

The Commodore shall act as Chair of the Board of Directors unless the Board shall otherwise determine. It shall be the duty of the Chair of the Board to act as Chief Executive of the Club. He/she shall, when present, preside at all meetings of the Board of Directors. He/she shall have the power to call special meetings of the Board of Directors for any purpose or purposes, to make and sign contracts and agreements in the name and on the behalf of the Club with the approval of the Board of Directors, and while the Directors are not in session, he/she shall have general management and control of the business affairs of the Club. He/she shall also see that the tax reports, statements and certificates required by the laws under which this Club is organized or any other laws applicable thereto, are properly kept, made and filed according to law and shall generally do and perform all acts

incident to the office of President of a California corporation and which are authorized or required by law. In addition, the Commodore shall:

1. Command the Club fleet
2. When present, preside at all meetings of the members.
3. Serve as the Club's representative to the Harbor Commission, Harbormaster, and to the community.

VICE COMMODORE

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his/her duties and in his/her absence or in case of vacancy of the office of Commodore, to act as Commodore. The Vice Commodore may oversee the following:

1. Oversee the Port Captain and the Events activities.
2. Ensure the maintenance of a master calendar of events.
3. Coordinate and oversee all shoreside Club activities.
4. Serve as Club representative to all visiting Clubs and yachtspersons.
5. Manage and maintain the Club website and online services.

REAR COMMODORE

It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties, and in their absence or in case of vacancy of these offices, to act as Vice Commodore or Commodore. In addition, the Rear Commodore may oversee the following which may be designated as committee activities:

1. Oversee the Sailing activities.
2. Oversee the Club's sailing education programs.
3. Coordinate and oversee all on-the-water Club activities, including races and regattas.
4. Manage and maintain the Club's floating assets.

SECRETARY

It shall be the duty of the Secretary to:

1. Have custody of the Club's seal.
2. Keep a minute record of the proceedings of the Club.
3. Keep a list of yachts owned by members of the Club with a copy thereof posted on the bulletin board of the Club.
4. File or cause to be filed all documents, meeting minutes, records, reports and communications associated with Club business. Make all Club records available to any member who asks to review them.
5. Oversee the periodic publishing of the Club's newsletter.

TREASURER

It shall be the duty of the Treasurer to:

1. Oversee the collection and disbursement of all monies belonging to the Club.
2. Make a detailed report at each monthly meeting of the Board of Directors, or whenever called upon by the Board, that clearly sets forth the Club's income, expenses, reserves and general financial condition.
3. Oversee the Club's banking activities and timely deposit of funds in appropriate accounts held by recognized financial institutions.
4. Make such investments of the Club's funds and affect the sale, transfer, or exchange of such securities owned by the Club, as may from time to time be authorized by the Board.
5. Prepare annually and submit to the Board of Directors a projected budget for the ensuing fiscal year.
6. Prepare and submit to the members at General Membership Meetings a report on the financial condition of the Club.

7. Perform such other fiduciary duties as may from time to time be requested by the Board of Directors.

PORT CAPTAIN

It shall be the duty of the Port Captain to:

1. Oversee the work of the Bar Manager, Kitchen Manager, Rental Manager, and Quartermaster.
2. Work in close consultation with the Events activities to ensure successful Club events.
3. Engage the services of caterers to support Club events.
4. Oversee the procurement of kitchen supplies and equipment.

MEMBERSHIP DIRECTOR

It shall be the duty of the Membership Director to:

1. Keep an up-to-date roll of all members of the Club;
2. Process membership applications in accordance with the By-Laws;
3. Notify new members of their election to membership by the Board of Directors.

In addition, the Membership Director may oversee the following which may be designated as committee activities:

4. Membership;
5. Publicity;
6. Public Relations.

FACILITIES MANAGER

It shall be the duty of the Facilities Manager to administer and advise the Board of Directors on all matters pertaining to the Clubhouse and grounds.

In addition, the Facilities Manager may:

1. Ensure that the Club's physical facility is continuously maintained in good working order.
2. Engage competent contractors for maintenance and repair services as needed.
3. Submit to the Board of Directors any proposed expense above five hundred (\$500) dollars, or such amount determined by the Board of Directors, for approval prior to initiation of said expense.
4. Manage the long-term rental and leasing of Club property to outside entities.
5. Oversee the work of the Boatyard Manager.

DIRECTOR-AT-LARGE

The Director-at-Large represents the interests of the general membership of the Club and may take on such assignments and tasks as are requested by the Board.

ARTICLE XIII: ACCOUNTS AND FUNDS

The Treasurer, in consultation with the Board of Directors, shall establish a Finance Committee comprised of three or more members. At least once during each quarter of the fiscal year, one of the Finance Committee members will conduct an internal audit of the financial practices and procedures.

The Board of Directors shall appoint an outside, credentialed accountant to periodically advise the Finance Committee and the Board, as needed. At the request of the Board, said outside accountant will conduct whatever additional audits may from time to time be required.

All checks drawn on the treasury of the Club for more than \$1,000, or such amount determined by the Board of Directors, excluding regular payments made to financial institutions for mortgages, etc., shall be signed by any two of the following officers of the Board.

1. The Commodore;
2. The Vice Commodore;
3. The Rear -Commodore;
4. The Treasurer.

The Club's fiscal year shall begin on January 1st of each year.

ARTICLE XIV: ELECTION OF OFFICERS AND DIRECTORS

At the July Board of Directors meeting the Board shall appoint a Nominating Committee comprised of a Chair and four (4) members that shall include two current Board members and three members at large. The Board shall appoint alternate members of the Committee who will serve in the event that any Committee member is unable to serve.

The Nominating Committee shall nominate, at least, one regular member for each Board position. It shall require a majority vote of the Committee to nominate and their report shall be signed by the Committee chair.

The Nominating Committee shall present its report at a duly called meeting of the general membership in October. Additional nominations may be made from the floor providing the nomination has at least seven (7) seconds by regular members. The seconds may be in the form of a written petition or be made from the floor.

After the Nominating Committee has presented its nominations to the general membership meeting, if there are no additional nominations from the floor and there are no contested seats, the slate of officers thus presented may be voted upon as a whole. A simple majority of those present and eligible to vote will be sufficient to elect the nominated officers and directors.

If there are additional nominations from the floor, the elections will be conducted by ballot. The procedures for such a ballot are as follows:

1. The names of all those nominated will be posted prominently on a bulletin board in the Clubhouse.
2. The Secretary shall produce a ballot containing all of the nominees and the position for which they are nominated. The ballot will be sent by either electronically or by postal service mail to each member eligible to vote within fourteen (14) days following the October General Membership Meeting. The ballot will clearly indicate the deadline for voting, which shall be not more than fourteen (14) days after the ballots are mailed. Only one vote from each membership, including those that may be comprised of more than one person, is allowed.
3. The Commodore shall appoint an Elections Committee whose sole purpose is to count the ballots. No incumbent Officer, Director, Member of the Nominations Committee or Nominee shall serve on this Committee. The Committee shall certify in writing to the Board of Directors a correct count of the ballots cast.
4. As soon as the voting deadline has passed, the Elections Committee will count the ballots and transmit the election results to the Board of Directors. The results will be posted on a bulletin board in the Clubhouse and through publication in the Club's newsletter.
5. In the event of a tie vote, a second ballot containing only the positions involved in the tie will be sent to all members eligible to vote. The schedule for sending, receiving and counting the second ballot will be determined by the Elections Committee.

ARTICLE XV: COMMITTEES

With the approval of the Board of Directors, the Commodore may appoint such standing and special committees as he or she may deem necessary and advisable.

ARTICLE XVI: REGULATIONS

The Board of Directors shall have the power to adopt Club policies, procedures and regulations consistent with these By-Laws for the purpose of providing ways and means for the proper government and conduct of the business and affairs of the Club and shall likewise have the right and power to change the same from time to time.

ARTICLE XVII: DISSOLUTION

The property of this corporation is irrevocably dedicated to recreational purpose and upon abandonment, liquidation, or dissolution of this corporation, its assets shall be distributed by the Board of Directors to one or more organizations organized for the purpose of promoting safety on the water among small craft, provided that such distribution would qualify this corporation as a tax-exempt organization under the revenue laws of the United States and the State of California. No part of the net earnings of this corporation shall inure to the benefit of any individual.

ARTICLE XVIII: AMENDMENTS

These By-Laws may be repealed, amended, and additional provisions added thereto at any regular or special meeting of the members, at which at least a two-thirds (2/3) majority of all members present in a quorum, vote in favor of said repeal, amendment, or addition, but no repeal, amendment or addition to the By-Laws shall be voted upon at any given meeting of the members unless fourteen (14) days notice has been given by transmitting a copy thereof together with a notice of the meeting to each member.