

BY-LAWS OF VERO BEACH YACHT CLUB, INC
JANUARY 20, 2009

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January 20, 2009

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ARTICLE I

MEMBERS

Membership in The Club shall consist of Regular Members, Special Members, Life Members, Summer Members and Trial Members. The Vero Beach Yacht Club, Inc. shall not discriminate against any individual for admission to membership because of race, color, sex, religion, national origin, age, handicap, or marital status.

Section 1.1 - REGULAR MEMBERS

- A. Those persons (male or female, single or married) over twenty one (21) years of age who shall be approved by the Board of Directors (hereinafter BOD) as Regular Members, shall have all the rights and privileges of the Vero Beach Yacht Club, Inc. (hereinafter The Club) at all times, while in good standing, and shall alone have the right to vote and hold office and be entitled to full membership rights. The maximum number of Regular Members shall be fixed by the BOD.
- B. A Member and spouse shall each be Regular Members with all the attendant rights and privileges, but together shall be classified as a Family Membership with the limitation that both shall not serve as an officer or director of The Club at the same time.
- C. The BOD may classify new applicants to maximize the utilization of Club facilities (examples: boaters, residence location, etc.). Existing applications on file at time of a change would not be affected.

Section 1.2 - MEMBERS WITH LIMITED RIGHTS

- A. Classes of members with limited rights are:
 1. Special
 2. Life
 3. Summer
 4. Trial
- B. Members with limited rights shall:
 1. Have all the rights and privileges of Regular Members except that they shall not be granted the right to vote or hold office.
 2. Not be included in the count of The Membership.
- C. Special Membership may be granted by the Board to a person, not a Regular Member, who has rendered or can render unusual and outstanding service to The Club, upon such terms as the BOD may determine by majority vote, including waiver of initiation fees, minimum charges and/or dues. If Special Members subsequently request a change to Regular Membership, they shall be subject to such initiation fees, minimum charges and dues as are currently in effect. All Special Members shall be elected on an annual basis only. The maximum number of special members is five.
- D. Life Members shall be exempt from paying initiation fees, meeting minimum charge requirements and dues. No additional Life Members will be approved and present Life Members may continue
- E. Summer Membership may be granted by the BOD.
—Summer Members will be assessed pro-rata dues and minimums for the period, or any part thereof, or an equivalent one-time charge or charges, on such terms as shall be fixed by the BOD.

—They shall, while in good standing, be allowed to have full privileges and use of the facilities. They may use the Club between May 1 and September 30 of each year.

- F. Trial Members: Trial Membership may be granted by the BOD only one time to any individual or couple for up to four months on such terms and with such restrictions as the BOD shall provide.

Section 1.3 - APPLICATION FOR ADMISSION TO MEMBERSHIP

- A. Application: Application for membership in any class shall be in form determined by the BOD and shall be signed by the applicant who shall thereby pledge:
 - 1. To abide by and be bound by the By-laws and Rules of The Club, including all subsequent amendments and additions thereto.
 - 2. To remain in good standing, i.e., all accounts and current portion of dues must be paid within thirty (30) days after billing date.
 - 3. To permit the BOD to take such disciplinary action, including termination of membership, as is provided for by said By-Laws and Rules. **All Regular Members of The Club on the effective date of these Amended By-Laws shall automatically be so pledged.**
- B. Sponsor: Applicants for election as Regular Members must be proposed and recommended in writing by two Regular Members, other than Member and spouse, in good standing who are personally acquainted with the applicant. One of such Members shall be designated as sponsor, whose duty it shall be to see that each person proposed for membership in such application is acquainted with, or has met, at least one member of the Membership Committee, and at least one member of the BOD.
- C. Posting: All applications for membership as Regular Members shall be referred to the Membership Committee, which shall ascertain whether the applicant is desirable as a Member.. If satisfied as to the applicant's fitness for membership, the Membership Committee shall post on the Clubhouse bulletin board for ten (10) days, notice of the application showing the applicant's name, residence, class of membership, the names of the sponsors and the date of posting. During the time of said posting, members may send letters to the Chairman of the Membership Committee imparting such information as they may desire to furnish relating to any applicant. Such letters shall be held strictly confidential and shall be destroyed after the applicant's application has been acted upon.
- D. Admission: A quorum of the BOD present at any meeting shall be qualified to act with regard to any application for membership presented by a representative of the Membership Committee. An application for membership shall be approved or rejected by a majority vote of the BOD present at such meeting. Admission to membership shall not occur until the posting period has expired.
- E. Denial: If an application for membership has been denied, the applicant shall be promptly notified thereof and shall not be voted on a second time until six (6) months after the date of denial without the consent of a majority of the BOD. All fees collected shall be returned.

Section 1.4 - PROVISION AS TO MEMBERSHIP

- A. No person who is eligible for Family Membership may have a Single Membership unless BOD makes an exception for extraordinary circumstances.
- B. Full guest privileges will be granted to unmarried children who are living at home or are enrolled in a college.
- C. Dues shall be payable in advance as determined by the BOD.
- D. Special assessments may be levied after BOD approval and the final approval of the membership.
- E. Members of any class shall be responsible for their actions as well as those of family members and guests while on Club property. This also includes the liability for damages that might occur.
- F. Leave of Absence: The BOD may grant a leave of absence with waiver of dues and minimum charges with no Club use or other privileges for serious illness of a Member which shall prevent normal use of the Club facilities, or such other reason as the BOD approves. The Leave of Absence shall be for a period of not more than one year. Not more than one Leave of Absence shall be granted a Member within any three year period.
- G. Termination of Membership
 - 1. On the death of a family member, the surviving spouse shall remain a Regular member with the right to create a new family membership on remarriage without additional fees.
 - 2. The resignation of a member shall not be accepted until all charges have been paid and the request received in writing.
 - 3. Divorced members of a family membership may each retain their membership. On remarriage, unless to a Club member, fifty (50%) of the family membership initiation fee in effect at the time shall be paid for a new spouse.

- H. A member holding a single membership shall convert to a family membership upon marriage to a non-member by paying the difference between the current single membership and current family membership initiation fee.

Section 1.5 – INDEBTEDNESS

All indebtedness shall be paid on receipt of an invoice. If payment is not received after thirty (30) days, an interest charge of 1.5% will be added to the next monthly invoice, with a due date of twenty-five (25) days. If payment is not received by this date, the following action will be taken:

- A. A notice will be sent by registered letter with return receipt requested.
- B. If payment is not received within ten (10) days the member will be suspended and may be terminated by majority vote of the BOD.
- C. A written request for delay and schedule of payments may be granted for reasonable and/or good causes. Interest charges will be added.

Section 1.6 - SUSPENSION OR EXPULSION OF A MEMBER

- A. Any member of any class who shall be found delinquent by the BOD after a hearing upon resolution of majority of the BOD or a written complaint, filed as provided below, of violation by the member of the By-Laws or the Rules of the Club, or of conduct injurious to the good order, peace, interest or welfare of the Club, may be suspended or expelled by a two-thirds vote of the BOD present at any regular meeting at which a quorum is present.
- B. A complaint of misconduct of a member for action by the BOD pursuant to this Section 1.6 may be:
 - 1. Made by any regular member or by the House Committee in writing signed by such Regular Member or by the Chairman of the House Committee.
 - 2. Made by resolution of a majority of the BOD which is reduced to writing and signed by the Commodore.
 - 3. Such a complaint shall state in full the misconduct with which the member is charged and shall be served upon the accused member, together with notice of the time and place where the BOD will consider the complaint, at least ten days prior to such date.
- C. The accused member shall have the right to:
 - 1. Appear before the BOD in person at the meeting specified in the aforesaid notice to respond to the charge of alleged misconduct and present a defense to such charge, or
 - 2. Submit a written statement of response and/or defense to such charge.
 - 3. Resign in writing from membership in The Club prior to the date of such meeting, thereby resulting in a disposal of the complaint.
- D. The BOD shall be the sole judge of the validity of such complaint and the action to be taken resulting from the complaint and the accused members response and/or defense. Any decision made and any action taken by the BOD shall be final. The adjudged member shall be promptly informed of such action of the BOD.
- E. If the adjudged member is a spouse in a Family Membership, even if the charge of misconduct is against only such member, the BOD may at its sole discretion include the other spouse of such Family Membership in its action, including suspension or expulsion of such other spouse.
- F. Any member who is suspended shall immediately and automatically forfeit all rights and privileges in The Club until he or she shall be reinstated in good standing as provided by the action taken by the BOD in imposing such suspension. The suspension of one spouse of a Family Membership shall not result in the suspension of the other spouse unless so ordered by the BOD.
- G. Any member who is expelled shall immediately and automatically forfeit his or her membership together with all rights and privileges in The Club. The expulsion by the BOD of one spouse only of Family Membership shall not result in the termination of the membership of the other spouse unless so ordered by the BOD and if not specifically expelled, such other spouse will automatically continue as a Regular Member.
- H. No portion of the initiation fee or prepaid dues and/or assessment shall be refunded to an expelled member and such member shall only be readmitted to membership pursuant to the rules and regulations of The Club relating to new applicants for membership.

Section 1.7 - REMOVAL OF OFFICERS

Any elected or appointed officer or committeeman of The Club may be removed from office for cause by the BOD, provided a hearing as specified in Section 1.6 is offered to the accused. Cause shall include, but not be limited to, a) a failure to carry out assigned duties and responsibilities, b) gross negligence in a manner materially detrimental to The Club, c) willful misfeasance in a matter of material importance to The Club.

ARTICLE II

MEETINGS OF REGULAR MEMBERS

Section 2.1 - ANNUAL AND SPECIAL MEETINGS

- A. For Annual and Special Meetings for Members, efforts will be made to select a location which will encourage maximum participation should the club house not meet this criteria.
- B. Annual Meetings shall be held on the third Tuesday of January at 4:00 p.m.
- C. Notice of meetings shall be posted and mailed to Members between ten and twenty-five days in advance of the meeting.
- D. Seventy-five Regular Members shall constitute a quorum at any Annual or Special Meeting.

Section 2.2 - MEETINGS AND ACTIONS OF REGULAR MEMBERS

- A. A majority of the Regular Members present at any Annual or Special meeting of The Club shall decide any motion or other question except action taken at a Special meeting called to appeal any act or acts of the Board of Directors pursuant to Article II of the By-Laws or for amendments to said By-Laws
- B. All meetings shall be conducted in accordance with Robert's Rules of Order Revised and the order of business shall be:
 - 1. Reading & approval of Minutes of previous meeting
 - 2. Introduction of Special Guests and Dignitaries
 - 3. Report of the Board of Tellers and Election
 - 4. Amendment of By-Laws
 - 5. Reading of communications
 - 6. Report of Commodore and Officers
 - 7. Report of Treasurer - Years Summary and New Budget
 - 8. Report of Standing Committees
 - 9. Report of Special Committees
 - 10. Unfinished Business
 - 11. New Business - Questions from Members and Response
 - 12. Adjournment
- C. The BOD may, by majority resolution, provide for the holding of Special Meetings of Regular Members as may be required by the Articles of Incorporation or these By-laws or are otherwise deemed, in its discretion, necessary and, in doing so, may prescribe the agenda and manner with the express provisions of these By-laws and the Articles of Incorporation.
- D. The membership may upon written notice, which specifies the reasons for the call of a Special Meeting of the membership of The Club, be empowered by the petition of at least 60 Regular Members to direct the BOD to post notice of such meeting, and the reasons thereof, and the Commodore to call such Special Meeting in accordance with Article II of the By-Laws.
- E. Any act of the BOD, except acts specifically excluded by the By-Laws, may be appealed by the Regular Members upon written notice, which specifies the act which is appealed and the reasons for the appeal, to said Board accompanied by a Petition signed by not less than thirty (30) Regular Members. Said appeal shall be posted for one (1) week on the bulletin board of The Club. Upon such posting of such appeal, it shall be incumbent upon the Commodore to (a) call a Special Meeting within fourteen (14) days of the last day of said posting, and (b) cause notice of such meeting to be sent to all Regular Members not more than ten (10), nor less than five (5), days prior thereto.

Action taken upon such appeal shall be decided by a two-thirds (2/3) vote of all Regular Members present at said Special Meeting.

ARTICLE III

INITIATION FEES AND DUES

Section 3.1 - ANNUAL CHARGES

- A. The BOD shall set initiation fees, dues and minimum charges. Special assessments must be approved by the general membership.
- B. Any unspent minimum charges on a member's account after close of business on December 31 of each year will be billed on the following month's statement.
- C. Prior to the admittance to membership an applicant shall pay the applicable initiation fee in full and at least one-quarter of the annual dues. New members entering for a partial year shall have their dues and minimum charges for that year pro-rated on a quarterly basis.
- D. Initiation fees and dues paid by an applicant who is denied membership shall be refunded. The BOD may, at its discretion, refund or rescind initiation fees and/or annual dues where extenuating circumstances exist.
- E. Life members and Special Members shall pay no initiation fee or annual dues.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 - BOARD MEMBERS

The BOD will consist of eleven Regular Members. Ten of these will serve a two year term and be elected by the Regular Members at each Annual Meeting. The number elected will vary, and only those whose terms are expiring will be replaced. The eleventh member will be elected by the Shipmates Organization (women's auxiliary) and will serve for only a single, one year term

Section 4.2 - BOARD CONTROL OF THE CLUB

The affairs of the Club shall be under the full control of the BOD, which may delegate such powers and duties to such persons or committees as may be specified by proper motion passed by majority vote at any Regular or Special Meeting of said BOD.

Section 4.3 - APPEAL OF BOARD ACTIONS

Any act of the BOD, except final action taken under Section 1.6-D, may be appealed by the Regular Members upon written notice, which specifies the act which is appealed and the reasons for the appeal, to said Board accompanied by a Petition signed by not less than thirty Regular Members. Said appeal shall be posted for one week on the bulletin board of the Club. Upon such posting it shall be incumbent upon the Commodore to:

- A. Call a Special Meeting within fourteen days of the last day of said posting
- B. Cause notice of such meeting to be sent to all Regular Members not more than ten nor less than five days prior thereto. Action taken upon such appeal shall be decided by a two-thirds vote of all Regular Members present at such Special Meeting.

Section 4.4 - POWERS AND DUTIES

- A. The BOD shall regulate the management and policies of The Club and be vested and have custody of all real and personal property and assets of The Club and appropriate within its resources such sums as may be deemed for the best interest of The Club.

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- B. The BOD may make and execute such contracts and obligation of The Club as may appear proper or shall be required as result of action of the Regular Members at any Annual or Special Meeting called for that purpose.
- C. The BOD may designate depositories in which funds of The Club shall be kept and fix the amount of bond for those who, in its discretion shall be bonded.
- D. The BOD shall enforce the authority given it under the Articles of Incorporation and take such actions as may be necessary to conserve the property and all other assets and interests.
- E. The BOD may hold its regular meetings at such times and in such places as a majority thereof shall direct and may hold special meetings for itself at such times and places as it may designate. The Commodore may also, without action of the BOD, call special meetings of the BOD at such times at the Clubhouse as he may direct. Not less than forty-eight hours notice shall be given to the Board members of any special meeting, but a special meeting of the BOD may be held to conduct any business regularly and validly transacted when six Board Members are present.
- F. The BOD shall have the power to establish standing and other committees of The Club not inconsistent with the powers hereinafter granted to the Commodore.
- G. The hiring and dismissal of all employees of The Club and the determination of their duties shall be under direct control of the BOD with the right to delegate portions of this power to the Chairman of the House Committee or the Manager of The Club.
- H. The BOD shall act as a Board of Appeal and shall have the final decision on all matters of differences among members, officers or committees relative to matters of The Club, subject only to the provision that such decision shall be subject to appeal by the Membership as provided in Section 4.3 above.
- I. The BOD (by the vote of 2/3rds of the Board members present at a meeting at which a quorum is present) shall prescribe such Rules and Regulations as may be deemed necessary for proper conduct of members and employees of The Club, use of the Clubhouse, use of the premises including the docks and conduct of in-house operations and cause these to be posted and/or published.
- J. Committee Chairpersons may, for expeditious purposes, expend on behalf of The Club up to \$100.00 of funds of The Club each month without BOD approval. Such monthly expense shall not be accrued towards future months.
- K. The BOD shall have the right to levy dues and set minimum annual (or shorter period) charges, referred to herein as minimum charges, without approval of the membership, but special assessments may not be made by the BOD without approval of the membership.
- L. The BOD shall designate at its first meeting of each year who shall be authorized to sign checks or drafts of The Club.
- M. The BOD shall not have the right in any matter whatever to mortgage or otherwise encumber the assets, excluding accumulated cash funds, of the club or its Members by written agreement with any other entity without prior approval of the membership.

ARTICLE V

OFFICERS AND THEIR ELECTION

Section 5.1 - THE OFFICERS

The Officers of The Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Fleet Captain, a Secretary and a Treasurer. All said officers, with the exception of the Fleet Captain, must be members of the BOD.

Section 5.2 - ELECTION OF OFFICERS

- A. Each year a Regular Member shall be elected by the membership at an annual election as prescribed in these By-Laws to serve a term of one year as a Director of the BOD and as Commodore.
- B.. No member shall be eligible for such election to the office of Commodore unless he has served at least two years as a member of the Board of Directors..
- C. No member shall be eligible for such election to the office of Vice Commodore unless he has served at least one year as a member of the Board of Directors and has signified in writing his willingness to

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- serve as chairperson of the House Committee, and Commodore if elected in the future.
- D. The Vice Commodore, Rear Commodore, Fleet Captain, Secretary and Treasurer shall be elected by the BOD at a meeting called for that purpose by the entering Commodore within 48 hours after the annual election. The term of such Board elected officers shall commence immediately following such election at the Organizational Meeting and they shall hold office for a term of one year and until their qualified successors are elected and take office.

Section 5.3 - VACANCIES OF OFFICE

In the event of a vacancy in any office of The Club, because of an officer's resignation, removal, or inability or unwillingness to serve, the current Board of Directors shall by majority vote elect a member to fill the office until the next annual meeting.

Section 5.4 - COMMODORE

The Commodore shall take command of the fleet and preside at all meetings of The Club and The BOD and shall:

- A. Be an ex-officio member of all committees and perform such other duties as The Club or the BOD may direct.
- B. With the Secretary, sign and execute all written contracts, conveyances and obligations of The Club.
- C. Appoint as soon as possible after assumption of office all standing committees, except the Nominating Committee, as prescribed by these By-Laws and such special committees as he or the BOD may deem necessary and in each case a chairperson for each committee.

Section 5.5 – VICE COMMODORE

The Vice Commodore shall assist the Commodore in the discharge of his duties and in his absence act as the Commodore and in the case of vacancy in the office of Commodore, he shall act until a replacement is elected by the BOD. He shall be Chairperson of the House Committee and if elected in the future, will be willing to serve as Commodore.

Section 5.6 - REAR-COMMODORE

The Rear Commodore shall assist the Commodore and Vice-Commodore in the discharge of their duties and in their absence act as the Commodore and in the case of vacancy in the office of Commodore and Vice Commodore, he shall act until replacements are elected by the BOD.

Section 5.7 - FLEET CAPTAIN

The Fleet Captain shall have charge of all dockage and shall, in conjunction with the Dockmaster, assign dock spaces for vessels at the docks. He shall also be responsible for keeping on the premises of The Club a record showing all dock spaces with a list of the names of each member and his space assignment. He shall be the Chairman of the Fleet Committee.

Section 5.8 - SECRETARY

The Secretary shall:

- A. Keep a record of all meetings of The Club and the BOD.
- B. Be the custodian of all official records including the Articles of Incorporation, By-Laws, Rules and the Corporate Seal.
- C. Keep a record on premises of The Club all members of whatever class within The Club membership.
- D. With the Commodore or Acting Commodore, sign and execute all written contracts, conveyances, and obligations of The Club.
- E. Make an annual report of the status of The Club for the Annual Meeting and at such other times as the Commodore or the BOD may direct.
- F. Keep a record of all gifts and trophies presented to The Club.
- G. Attend to all correspondence and otherwise perform such duties as are usual to the office of Secretary or as may be directed by the Commodore or the BOD.

Section 5.9 - TREASURER

The Treasurer shall:

- A. Be a member of the Finance Committee.
- B. Collect all monies due and owing and hold all monies and securities owned by The Club in such manner as prescribed by the BOD.
- C. Pay all bills approved by the BOD and as are contracted for by an officer or committee chairman pursuant to an appropriation by the BOD.
- D. Keep a true record of all monies received and dispersed by the BOD.
- E. Give bond in such amount and manner as may be required by the BOD.
- F. Make a written report and condensed oral report to the membership at the Annual Meeting on the general status of the finances of The Club.
- G. Render to the BOD by at least May 15th of each year a final report for the preceding fiscal year of The Club including a statement of the receipts, disbursements and the financial condition of The Club. He shall also report on the finances of The Club at such other times and to such extent as the Commodore or the BOD may require.
- H. At each Annual Meeting present a proposed budget for anticipated income and expenditures for the ensuing fiscal year for approval by the Regular Members.

ARTICLE VI

COMMITTEES

Section 6.1 - STANDING COMMITTEES

The standing committees of The Club shall be those listed below. The number of members of each standing committee of The Club, with the exception of the Nominating Committee, shall be at the discretion of the Commodore, subject to approval of the BOD and shall serve for the tenure of the appointing authority.

- A. House and Grounds.
- B. Finance.
- C. Audit and Inventory.
- D. Membership.
- E. Entertainment
- F. Publicity and Publications.
- G. Planning - Short and Long Range.
- H. Nominating.
- I. Fleet.
- J. Insurance.

Section 6.2 - SPECIAL COMMITTEES

Special Committees may be created from time to time by the Commodore or the BOD for the tenure of the appointing authority. The Commodore can change personnel only for cause.

Section 6.3 - CHAIRPERSONS

The Chairperson of each Standing Committee of The Club shall be a member of the BOD unless this requirement is waived for a specified Standing Committee by a majority vote of the BOD.

- A. The same person may be the chairperson of more than one standing and/or Special committee and members may serve on more than one committee.
- B. The chairperson of each committee shall be responsible to and report to the Commodore. If a Club Manager is employed, the Club Manager shall be kept informed of pertinent information and data necessary for the Club Manager to perform Club Manager duties. The Chairpersons shall assist the Club Manager on request whenever possible.

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- C. Brief minutes of all meetings will be recorded and distributed to committee members, the Commodore and office files.
- D. Chairpersons of Standing Committees shall attempt to notify all Committee members at least 24 hours prior to conducting a meeting. Meetings are to be held at the Clubhouse.

ARTICLE VII

DUTIES OF STANDING COMMITTEES

Section 7.1 - HOUSE AND GROUNDS COMMITTEE

- A. The Vice-Commodore shall be a member of this committee and shall serve as its chairperson and is responsible to report to the BOD through the Commodore.
- B. Act as liaison between the BOD and membership regarding members' suggestions and complaints.
- C. Develop and recommend rules and regulations to improve the operations.
- D. Assist the Club Manager on his request to conduct external inspections (ex. Fire, Board of Health, etc.).
- E. In the event the Club Managers position is not filled, the Vice-Commodore will have the responsibility to carry out his duties.

Section 7.2 - FINANCE COMMITTEE

- A. The Treasurer shall be a member of this committee.
- B. Prepare an annual operating budget for The Club, based on the budgetary request of the various officers and committee chairman, and submit it to the BOD for consideration and action.
- C. Assist in securing funds for special purposes of the Club when so directed by the BOD
- D. Recommend to the BOD possible improvements in the financial operations of The Club.
- E. Review in cooperation with the Treasurer the handling of financial matters for The Club by its external accountants and auditors.

Section 7.3 - AUDIT AND INVENTORY COMMITTEE

- A. Take an inventory of the goods and stores, furnishings and all other tangible properties of The Club at least annually and at such other times as directed by the BOD.
- B. Recommend to the BOD possible improvements or changes in the handling and security of properties of The Club.
- C. Act as internal auditors of The Club to assist external auditors in conducting audits of finances, inventory and records of The Club.
- D. If inventory is taken by employees, then a member of this committee shall participate at least once a quarter.

Section 7.4 - MEMBERSHIP COMMITTEE

- A. Carefully investigate and report in writing to the BOD on all proposed new applicants for membership. Such report shall be filed at the next regular meeting of the BOD.
- B. Prescribe the forms on which applications for membership will be received.
- C. Develop programs and procedures to maximize the number of Members and prospective Members for the Club.
- D. Assure accurate maintenance of the Membership count regarding new Members, resignations, leaves of absence and deaths.
- E. Prepare and update, as needed, promotional materials and campaigns to market the Club to prospective Members
- F. Recommend to the BOD changes in the Initiation Fee or special Membership incentives while continually reviewing the competitive position of the Club

Section 7.5 - ENTERTAINMENT COMMITTEE

- A. Plan for all entertainment and social functions of The Club, except such as are provided for by the Shipmates under the authority of the BOD.
- B. Recommend to the BOD such expenditures deemed necessary to provide for the entertainment and social functions of The Club.
- C. To make a full report on all expenditures to the BOD.

Section 7.6 - PUBLICITY AND PUBLICATIONS COMMITTEE

- A. Work with the Commodore and the BOD to promote good public relations with the local community, member Clubs in the Florida Council of Yacht Clubs and the public in general.
- B. Prepare the contents of and publish the "SIREN" and the Directory, as the official club publications.
- C. Refer all requests or plans for news and/or publications by external media sources to the Commodore and BOD for approval and disposition.
- D. Assist the Membership Committee in developing programs and materials to maximize the level of Membership

Section 7.7 - PLANNING COMMITTEE (SHORT AND LONG RANGE)

Conduct a continuing study of the premises and structure of The Club for possible long and short term improvements of facilities and operations.

Section 7.8 - NOMINATING COMMITTEE

Nominate candidates annually for election by the membership to the BOD, to the office of Commodore and to the Nominating Committee.

Section 7.9 - FLEET CAPTAIN

This committee shall include, a small boat owner and a large boat owner and the Fleet Captain shall be the chairperson.

- A. Plan cruises.
- B. Conduct all boating activities sponsored by The Club.
- C. Recommend to the BOD suitable rules for the use of the docks and boat storage and policies to be followed in assigning dock space.
- D. Report any part of the docks requiring repair or replacement to the BOD.
- E. Review and update the Fleet Roster of The Club.

Section 7.10 - INSURANCE COMMITTEE

Shall negotiate, effect and maintain all insurance and capital asset transfer of risk on behalf of The Club, including those required by local, state and federal jurisdiction, including inspection audits, adjustments, reviews and renewals subject to BOD approval. In the event of loss or claim shall directly negotiate with adjusters and underwriters, and legal counsel where necessary, subject to BOD approval.

ARTICLE VIII

ELECTIONS

Section 8.1- NOMINATING COMMITTEE AND NOMINATIONS

- A. There shall be a Standing committee for the nomination of candidates for election designated by the Nominating Committee
- B. This committee shall consist of six Regular Members of the Club, of whom:
 - 1. Three shall be past Commodores of The Club selected seriatim from the most recently retired from office, i.e. the three most recent retired Commodores shall serve unless this is not possible because of death, illness or otherwise, in which event the fourth most recent would serve and if this is not

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- possible, the fifth most recent. Should it not be possible to fill these three past Commodore positions with any of the five past Commodores then the BOD shall appoint a replacement from the Club membership.
2. Three shall be Regular Members who are not officers of The Club nor members of the BOD. Each year the current Nominating Committee shall nominate three qualified Regular Members for election to replace the three equivalent members on the current Nominating Committee whose terms will expire on the day of the Annual Meeting. Additional candidates for such committee position may be nominated by petition of Regular Members as provided herein. Such three Regular Members as are elected from such candidates together with the three past Commodores selected aforesaid will constitute a new six member Nominating Committee for the ensuing year.
 - C. Seventy-five days prior to the Annual Meeting the committee shall present a candidate for Commodore for a one year term and a list of nominees to fill the vacancies created by the retiring BOD members.
 - D. If a Director is replaced before the end of the first year of the two year term, a successor elected by the BOD will serve until the next Annual Meeting. As a consequence, the Nominating Committee will then select a nominee for a one year term.
 - E. A candidate may be nominated by a petition that names the candidate, the position nominated for and is signed by twenty Regular Members. The petition must be delivered to the Secretary at least forty-five days prior to the Annual Meeting.
 - F. Sixty days prior to the Annual Meeting the Secretary shall post on the bulletin board a list of candidates for election to the BOD and Nominating Committee. The Secretary shall list the names of all candidates to be published in the January issue of the "SIREN" accompanied by a resume of not over 100 words for any candidate.

Section 8.2 - ELECTION

- A. If no other nominations are made other than those by the Nominating Committee, those nominated will be declared elected.
- B. A ballot will be prepared listing those nominated prior to the Annual Meeting.
- C. If a Regular Member is unable to attend and vote on election day, such member may vote by absentee ballot as follows:
 1. Obtain a ballot from the Secretary prior to election day.
 2. Mark the ballot to indicate the member's vote.
 3. Place the ballot in a signed envelope and seal.
 4. Deliver the envelope to the Secretary by not later than 12:00 p.m. on election day, who will deliver the absentee ballots to the Board of Tellers.
- D. Any ballot marked for more candidates than the proper number to be elected for the office(s) or position(s) will be invalidated.
- E. If an election is to be held, the Commodore shall appoint a Board of Tellers consisting of five (5) Regular Members and name one of them Chairperson.
- F. The Board of Tellers will count the ballots and report the results to the Commodore, announcing the winning candidates. The Commodore will seek a motion to accept the report and declare the election completed.

ARTICLE IX

CLUB BURGEE

The Burgee shall be a blue triangular pennant on which is an orange diamond-shaped insert in which is contained a blue circle with an orange center. This Burgee may be displayed on all boats owned or chartered by members and shall be displayed while on cruises or during regattas. This Burgee shall not be used for commercial or fund raising purposes not directly for the benefit of The Club, i.e., it shall not be at anytime or in any way used to indicate membership or affiliation of a commercial vessel with The Club or for solicitation of monies for third parties such as religious organizations, political candidates, charities or the like.

ARTICLE X

SEAL

The corporate seal shall be a double circle of rope, one within the other, between which shall be inscribed "Vero Beach Yacht Club" above and below "Incorporated 1938", which is the initial date of incorporation.

ARTICLE XI

CLUB YEAR

The official year of The Club for fiscal and all other purposes shall be from the first day of January to the last day of December, both dates inclusive.

ARTICLE XII

AMENDMENTS OF BY-LAWS

Section 12.1 - AMENDMENTS

- A. When amendments to the By-Laws have been proposed by two thirds ($\frac{2}{3}$) vote of the BOD, notice thereof shall be given to the membership by being posted on the bulletin board of The Club.
- B. At the Annual or Special Meeting of the Regular Members held following the posting thirty (30) days in advance, which shall include a statement regarding the amendments proposed by the BOD, the membership shall by a two-thirds ($\frac{2}{3}$) vote of members present accept or reject the amendments.

Section 12.2 - SUBSTITUTE AMENDMENTS

In addition to any other power to amend these By-Laws, the Regular Members entitled to vote shall have the power to offer a substitute amendment by petition of at least twenty (20) Regular Members, to be exercised at an Annual Meeting, or Special Meeting called for that purpose, at which a quorum is present upon affirmative vote of not less than two-thirds ($\frac{2}{3}$) of the members present, to repeal or amend the By-Laws and to adopt new By-Laws.

ARTICLE XIII

EFFECTIVE DATE

The revised By-Laws of The Club became effective at the Annual Meeting dated as of January 20, 2009.

William E. Curtis
Secretary of the Board of Directors
Vero Beach Yacht Club