



# DRAFT

## Pensacola Beach Yacht Club, Inc. By-Laws Amended 11/2023

**1. BURGEE.** The burgee of the club shall be a pennant depicting our area's gulf water, white beach sand and blue sky, with the letters PBYC in the foreground.

**2. EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the following officers of the club:

Commodore / Vice Commodore / Rear Commodore / Secretary / Treasurer / Fleet Captain / Webmaster / Membership Coordinator . No more than one household member may serve on the Executive Committee at any one time.

**3. VOTES OF THE EXECUTIVE COMMITTEE.** Having constituted a quorum, at least four officers must be present or in attendance in person, by telephone or by video conference to vote on a motion. Motions shall pass if they receive a simple majority of all officers present. Tie votes become tabled, or require continued discussion, or are delayed until more officers are present. Officers who are unable to attend may vote by written proxy to the Secretary with copy to the Commodore. Delivery by electronic mail to the Secretary with copy to the Commodore shall meet the requirements of a written proxy.

**4. ELECTION OF OFFICERS.** Officers shall be elected at the regularly scheduled meeting on the second Thursday in November of each year.

**5. TERMS OF OFFICE.** Club officers shall serve for the period January 1st through December 31st.

**6. EXECUTIVE COMMITTEE MEETINGS.** The Executive Committee shall convene a regular meeting once a month at a time and place mutually convenient to the Executive Committee members. All regular meeting times and places shall be noted in the newsletter prior to each meeting or by five days notice on the Club website or social media platform. Executive Committee Meetings are open to any club member who wishes to attend as a silent observer. Presentations may be made to the board by prior arrangement with the Secretary. At the discretion of the Commodore, emergency meetings can be called at any time and votes at that meeting shall observe the rules of article 3 and, if possible, the notice requirements of article 6.

**7. QUORUM OF EXECUTIVE COMMITTEE.** Four (4) Executive Committee members shall constitute a quorum for the purpose of transacting business of the club.



**8. NOMINATIONS OF OFFICERS.** Any regular member who wishes to serve as an officer shall apply in writing to the Secretary prior to November 1 of each year, their intention, including naming the desired office. The names and addresses of persons seeking office shall be published in the October newsletter if submitted before the October newsletter deadline, and November newsletters. Nominations for office shall not be accepted from the floor at the November general membership meeting for any position that has at least one nominee who has submitted her or his name to the Secretary by November 1. Nominations may be submitted from the floor for positions having no nominees. Nominees for board positions shall be limited to no more than one from any member household.

**9. COMMITTEES.** The Executive Committee shall be empowered to appoint committees as necessary and delegate authority as is vested in itself as set out in these Bylaws.

## **10. PRIMARY DUTIES OF OFFICERS**

- **COMMODORE.** The Commodore shall assume general leadership over all activities undertaken by the club to include but not limited to: presiding at meetings of the Executive Committee and general membership, steering club direction, lobbying for change and improvement in club circumstances, acting as liaison between the Club and other GYA member clubs. and using his/her club history and experience to guide new and younger members.
- **VICE COMMODORE.** The Vice Commodore shall provide oversight of the clubhouse bar operation and bar account, and as delegated, perform the duties of the Commodore. If the Club does not have a bar operation or lease or own any real property, the Vice Commodore shall be responsible for communications to the members and assisting the Commodore and other Officers with their primary duties as necessary.
- **REAR COMMODORE.** The Rear Commodore shall organize social activities associated with club sponsored events, and maintain liaison with other yacht clubs and associations as required. The Rear Commodore shall also assist the Fleet Captain with race award selection.
- **SECRETARY.** The Secretary shall record minutes at meetings of the Executive Committee and general membership and distribute same to membership, maintain the official club membership files, coordinate the writing and submission of the monthly newsletter as well as any other communication with the membership. The Secretary shall also perform other administrative duties as required.
- **TREASURER.** The Treasurer shall manage the general account financial records of the club to include depositing monies received from the membership including dues and application fees, Spreader ads, regatta entry fees and from any other related source of income which the general account finances. The Treasurer shall record the receipt of membership monies, prepare dues invoices and ensure payments are received from the members. In addition, the Treasurer pays all invoices, recurring or non-recurring related to non-bar



activities of the club. The Treasurer also files monthly sales tax and SRIA reports and is responsible for the timely submission of taxes due. The Treasurer will issue a quarterly income statement and balance sheet for the members' review via the newsletter and quarterly membership meetings.

- FLEET CAPTAIN. The Fleet Captain shall schedule and organize regattas in compliance with governing rules and regulations for sanctioned racing events. The Fleet Captain shall also post any Notice of Race in a timely fashion on the club's website, a secondary website such as Regatta Network, as well as on the club's social media platform, and communicate with participants via the above. The Fleet Captain is also responsible for race award selection.
- WEBMASTER. The Webmaster shall update the club's website with any current information pertaining to club activities, including races, social events, and educational events.
- MEMBERSHIP COORDINATOR. The Membership Coordinator shall ensure that new members have been issued a membership card and have been instructed on how to use the membership system. This may include updating their personal information such as email and phone number, accessing the event calendar, and paying dues in a timely manner. The Membership Coordinator should actively recruit new members.



**11. VACANCIES IN OFFICE.** Any vacancy in the office of the Commodore will be assumed by the Vice Commodore. Vacancies in other offices shall be appointed by the Commodore with the concurrence of a simple majority of the remaining board members. Appointed officers shall serve until the regular elections in November.

**12. DUES.** The schedule of annual membership rates will be as periodically proposed by the Executive Committee, and thereafter as voted on and approved by the general membership with a 3/5 majority of those voting in person or by proxy in the affirmative, but in no event shall a measure carry with fewer than 30 “yea” votes.

The Application Fee and Yearly Dues for persons who apply for membership shall be payable immediately. The applicant will be given a 30 day grace period during which the applicant’s name shall be published in the club newsletter and approved by a majority vote of the Executive Committee. New members are accepted by a majority vote of the Board. All member payments are granted a 14 day grace period. Any member whose dues are not paid in full after the 14 day grace period without prior arrangement of the Board shall be assessed a late fee in the amount of \$25.

Members who do not either apply to the Board for special dues payment treatment, or do not pay their dues and penalty (as above), by 30 days past their anniversary date shall be considered disinterested and will be lapsed and will need to reapply for membership with payment of the full new member application fee. The Board may waive the reapplication fee at its discretion.



**13. GENERAL MEMBERSHIP MEETINGS.** Meetings of the general membership shall be held on the second Thursday of the months of February, May, August and November each year at such time and place as designated by the Executive Committee. Special general membership meetings may be called at the discretion of the Commodore upon seven days notice on the website, social media page, and e-mail. The notice shall include the purpose of the meeting. Motions may be made from the floor after old business of the board has been completed. A simple majority of attending voting members (not including the board) shall carry any motion for consideration by the board and oblige the board to respond at once, or take the matter up at a separate meeting for consideration. Under no circumstances shall the majority floor action supersede board authority on any issue. Except where inconsistent with these Bylaws, Roberts Rules of Order (current edition) shall govern membership meetings.

**14. NEWSLETTER.** A newsletter shall be made available on the Club website and via e-mail, within 5 days of month end and will include at least the following:

- A schedule of planned club activities;
- Sailing news of general interest to club members;
- List of proposed new members;
- Proposed amendments to the Constitution and By-Laws.

**15. CONTRACTS.** A quorum of the Executive Committee may authorize any officer or Officers, or agent or agents of PBYC, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PBYC, and such authority may be general or confined to specific instances.

**16. APPROPRIATIONS AND DISBURSEMENTS.** All special and non-recurring appropriations of the club's funds from the general or bar account exceeding \$200 shall require a majority vote of the Executive Committee. Routine recurring account disbursements for clubhouse and bar operations shall be made by duly authorized officers without Executive Committee vote.

**17. APPLICATION FEE.** The schedule of Application Fees for new and returning members will be as proposed by the Executive Committee and as voted on and approved by the general membership with 3/5 majority of those members present or voting by proxy, voting "yea". Any outstanding account balance due the club by a returning member must accompany the application fee. Application fees shall be applied to the Capital Fund.



**18. ASSESSMENTS.** The Executive Committee may assess fees for club activities from participants to partially or fully defray costs associated with such activities.

**19. MEMBERS.** Members of PBYC will be required to meet the following admission qualifications, will have the following privileges, and are bound by the following definitions:

- **FAMILY MEMBERSHIP.** For those who are married and/or cohabitating with a partner or who are generally perceived as a “couple”, who have an interest in boating and who have been sponsored by one member in good standing. Membership includes dependent children. A membership constitutes a primary named person without regard to marital status and one additional named person of legal age who resides full time with the primary named person to enjoy all privileges of membership. Such designation must be made at the time of new member application. The Family Membership is entitled to one (1) vote in club affairs and may nominate one household member only to serve on the board at any one time. Applicants for Family Membership shall apply in writing to the Secretary of the club or submit an application online giving such information as the provided application form shall require. Such application shall be accompanied by an Application Fee and Yearly dues. Applicant’s names shall be published in the monthly newsletter. The Executive Committee shall vote to accept or deny applicants for membership at the Executive Board meeting. If during the club fiscal year, a couple sharing a household membership decide to take up different permanent residences, both shall be considered members until the end of the fiscal year and both shall be entitled to renew as an ongoing member at the end of the fiscal year with separate membership payments.
- **SINGLE MEMBERSHIP** Any unmarried person over the age of 21 who is not cohabitating with a partner and wishes to apply for membership for themselves alone. Single members have all the same privileges as regular Family Members except they may not regularly bring members of their own domicile as visitors to avoid paying the Family Membership rate.

Privileges of Family and Single Membership:

- a) May vote at all general meetings of the club (one vote per household), in person or by proxy, hold office (one office holder per household at a time), and participate in all events and activities sponsored by the club;
- b) May fly the club burgee as appropriate;
- c) Will receive access to the newsletter and all other material published by the club;
- d) Will receive an official membership card.
- e) May use the club transient slip if the club has an available slip for up to two consecutive nights, first come, first served subject to any applicable slip fees.
- f) May place their business name or logo in the club newsletter and website at no cost.



- HONORARY MEMBER. Anyone proposed by the Executive Committee. Honorary members, having been proposed by the Executive Committee, will be accepted by a majority vote of the members present at the next regularly scheduled general membership meeting. Honorary membership will be reviewed annually by the Executive Committee. Honorary members will share in all privileges of Regular Members, but may not vote or hold office.
  
- OUT OF TOWN MEMBER. Anyone with a primary residence outside of a 100 mile radius of the Club, and not owning a business or residence within a 100 mile radius of the Club, may join the Club at 50% of the Family Member rate.

Visitors who reside within a 100 mile radius may enjoy the privileges of the Club only for a reasonable number of times in any one calendar year. For purposes of this section, the term “visitor” means a nonmember who is granted access to the privileges of the Club on a prearranged invitation from a bona fide member in furtherance of the Club’s activities and purposes. Visitors may remain at the Club only as long as the member accompanying the visitor is present in the Club. Visitors also may include any member in good standing from another GYA member club. The Board may amend this section from time to time without membership approval in order to comply with the regulations of the Florida Division of Alcoholic Beverages or applicable Florida or federal laws.

Reprimand/Expulsion. The Board, by a majority vote, may reprimand or expel a member for unbecoming conduct or actions contrary to the purposes or Bylaws of the Club.

**20. AMENDMENT OF THE BY-LAWS.** The by-laws PBYC are to be made, altered or rescinded by a 3/5ths majority of the members present, including those who have tendered written proxy, at a general membership meeting following publication of such change in the preceding newsletter. This provision requires that in no event shall an amendment be passed by fewer than 30 “yea” votes.

**21. CLUBHOUSE FUND.** The clubhouse fund, also known as the Operating Account, consists of the cash flow from regular club operations.

**22. CAPITAL FUND.** A Capital fund account exists for the purpose of acquiring a future facility or maintaining a leased property for the use of the Pensacola Beach Yacht Club. In financial emergencies these funds may be accessed by a 3/5 vote of members present or voting by written proxy at a general member meeting, but in no event by fewer than 30 “yea” votes. The fund is built by Application Fees and any other funds which may from time to time be designated by the Executive Committee.

**23. BOARD OF ADVISORS.** A Board of Advisors shall be created and maintained for the purpose of assuring continuity of purpose from one year’s officers to the next, and to their successors. The Board of Advisors shall comply with the following:



- Term of service of all Advisors shall be intended to be a minimum of two years.
- Primary duties include, but are not limited to: 1.) audit of the accounting process and accuracy, including tax payments; 2.) comments on the fidelity of the racing and boating activities compared to the charter of PBVC as set down in its articles of incorporation; 3.) conformance of Executive Committee activity to the PBVC By-laws.
- ⊖ Consist of no more than 5, nor less than three members, including the Chairman of the Board, who shall normally be the current year's Commodore. Other current Advisors shall not be officers of the current Executive Committee
- Advisors shall be nominated and elected by a unanimous vote of the full Executive Committee.
- Should any Advisor resign or otherwise vacate his/her position for any reason, the position will be expeditiously filled according to the provisions above.
- After one announcement in the newsletter, the nominee shall be seated as an Advisor, absent a sustained objection by any member of the club. Objections are resolved by a majority vote of the Executive Committee.
- The Advisors shall determine their own meeting frequency, but must meet at least once between January and July, and once between July and year end. At the minimum, the Board of Advisors shall present a report to the general membership at the May and November meetings.



