

NAVY YACHT CLUB OF PENSACOLA (NYCP)

BY-LAWS

ARTICLE I

NAME

The name of organization shall be the Navy Yacht Club of Pensacola (NYCP), hereinafter referred to as the "Club". This club is established under the authority of the Department of the Navy.

ARTICLE II

OBJECTIVES

Section 1

The objectives of the Club are:

- A.** To instruct, train and encourage recreational boating and competitive sailing events including all race management activities.
- B.** To instruct and develop skills in seamanship, piloting, navigation, water safety and boat maintenance including cooperation with the U.S. Coast Guard in promoting safe boating practices.
- C.** To establish and maintain professional liaison with local commands.
- D.** To establish and maintain an association with military and civilian sailing or recreational organizations.
- E.** To sponsor and provide training to youth groups.
- F.** To encourage membership and participation in the U.S. Naval Sailing Association.
- G.** To promote and encourage social activities among members.

Section 2

The Club shall operate as a not-for-profit organization.

ARTICLE III

MEMBERSHIP

Section 1. Application for Membership. Application for membership in the Club is open to individual and family members who qualify as regular members, student members and honorary members, described elsewhere in ARTICLE III. Individual or families who so qualify shall apply by written application. The application is subject to approval by the Club's Board of Directors (hereinafter referred to as the "Bridge"). The applicant(s) shall become a member(s) upon payment of required dues. Applicants who are otherwise qualified as prescribed herein, shall not be denied membership unless his or her application is rejected by the Bridge.

Section 2. Regular Members. Regular members shall be restricted to the following individuals and their immediate families:

- A. Active duty and retired personnel of all United States Uniform Services and their dependents;
- B. Reserve and former military personnel of all United States Uniform Services and their dependents;
- C. Military and civilian personnel of the Allied Armed Forces and their dependents while officially assigned to duty in the Pensacola Bay area
- D. Actively employed or retired civilians of the Department of Defense and their dependents.

Section 3. Student Members. Members who are assigned as students to military schools located on military installations located in the Pensacola Bay area. Their student membership shall expire upon their graduation from the military school they had been attending. Student members are not eligible to vote.

Section 4. Honorary Members. Members whose membership has been proposed to and elected by the Bridge, and approved by the general membership. Honorary membership is subject to approval on an annual basis. Individuals nominated for Honorary Membership shall have made a significant contribution to the Club in the form of time, services rendered or by having a special skill or talent needed by the Club. Honorary members are not eligible to vote.

Section 5. Categories of Memberships. There are three categories of memberships;

- A. **Individual Membership.** Membership of a person who qualifies as a Regular Members or Honorary Members as otherwise described in this ARTICLE III.
- B. **Family Membership.** Membership of the family of a person who qualifies as a Regular Member. Family *includes* husband and wife, legally married, and their legally dependent child (children) who qualify as Junior Members, described in sub-paragraph c. below.
- C. **Junior Membership.** Membership of a dependent child (in a family membership) under the age of eighteen years of age, or a full time student between the ages of eighteen and twenty-two if still financially supported by the family. Junior members shall not be eligible to vote.

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Section 6. Rights of Membership. Only Regular Members and their spouses shall have the right to vote and to hold elected office. Both the member and the member's spouse each have one vote to exercise individually and separately. Student Members, Honorary Members and Junior Members shall not have voting rights nor be eligible for election to any official position in the Club.

Section 7. Dues. Only Regular and Student Members shall pay dues at the rates defined in ARTICLE IV. Dues will not be assessed against Honorary Members.

Section 8. Obligations of Members. All members are obligated to promote or support the promotion of yachting and good sportsmanship and care for and maintain all equipment and facilities owned or leased by the Club for which the member has use of or is responsible for. Obligations of Regular Members include acceptance of elected office and serving on committees.

Section 9. Termination of Membership

A. Voluntary. A member may terminate his/her membership at any time. At the time of termination, the membership card must be returned to the Club. Return of dues to the terminating member under extenuating circumstances is at the discretion of the Bridge.

B. Involuntary.

- 1. For Non-payment of Dues.** Club membership may be terminated by the Bridge for nonpayment of dues by March 1. If a terminated member, who does not permanently move 50 miles or more from his or her Pensacola area residence, subsequently applies for membership within two (2) years, and is otherwise authorized to do so, payment of dues will be assessed from the beginning of the year that the termination occurred. If the terminated member terminates because he or she permanently moves his or her residence 50 miles or more from his or her Pensacola area residence and then returns, dues will be assessed from the date of the renewal application. After 6 months of the annual year, any first time qualified applicant (or a former member who has returned from an area outside a 50 mile radius) applying for membership after 6 months of the annual year will be charged ½ of the annual rate.
- 2. For Misconduct.** The Bridge may, with majority concurring, terminate a membership for conduct that brings discredit to the Club or other just cause. Reinstatement of membership in such cases shall be permitted only after a lapse of thirty-six months following the termination date.

ARTICLE IV

DUES

Section 1. General

The annual dues of Regular and Student Members of the Club, and method of payment thereof, shall be set by the Bridge after approval of an annual budget. The rate of the dues shall be established not later than the January general membership meeting and is to be paid not later than the March general membership meeting. Members applying for membership renewal after the first meeting in March may be assessed a

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“late” charge not to exceed twenty-five percent of the annual amount due. Dues collected shall be considered non-refundable.

Section 2. Rates

A. Determining Rates. The Bridge shall approve a rate for dues for both “individual” and “family” memberships. The rate of dues for “family” memberships shall not exceed twice the rate of an “individual” membership. Students may be assessed dues and if so, the rate shall be a nominal value sufficient to cover the expense of their membership. Upon payment of “family” membership dues, both spouses are deemed to be paid in full.

B. Limited Duration Memberships. The Bridge may authorize the issuance of limited duration membership cards and reduced membership dues as appropriate for limited duration memberships.

Section 3. Assessments.

An assessment may be applied to each Regular Member of the Club upon recommendation of the Bridge and approved by a 2/3rds majority of the voting members of the club eligible to vote at a meeting duly notice for the purpose of considering the assessment. Failure to pay the assessment shall be grounds for the immediate termination of the membership of the non-paying member.

ARTICLE V

MEETINGS

Section 1. Official Meetings and Quorums

A. Regularly Scheduled Meetings and Quorums.

- 1. Bridge Meetings.** The Bridge shall meet monthly, and requires a quorum of 50% to be an official meeting.
- 2. Membership Meetings.** The Membership shall meet monthly to promote the Club’s objectives. To obtain a quorum, at least three (3) duly elected officers and 10 percent of the eligible voting members is required at each meeting. Only regular members in good standing will be authorized to vote.

B. Special Meetings. Special meetings may be called at any time by the Commodore or by any three officers when deemed necessary.

C. Committees Meetings. The Commodore may appoint a committee and its chairperson as deemed necessary to carry out the objective of the Club. Such Committees shall meet at a time and place as directed by the Committee Chair and shall report its findings to the Bridge. A quorum of 50% of the committee membership is required for official meetings. The appointed committee shall dissolve upon submitting its final report to the Bridge unless otherwise directed by the Commodore..

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- D. Any regular Club member, in good standing may attend any meeting of the Bridge, but shall not participate in any discussions unless their comments and suggestions are solicited by the Chairman.

Section 2. Conduct of Meetings.

- A. **Robert's Rules of Order.** All official meetings shall be conducted according to the provisions of Robert's Rules of Order.
- B. **Notice of Meetings.** Notice of all meetings shall be given by the Secretary, either by e-mail or by letter at least five (5) working days in advance of any scheduled meeting.
- C. **Quorum.** No meeting shall be official unless a quorum, as defined in Section 1, is present.
- D. **Majority Rule.** Any action taken at a regular or special meeting shall require the approval of a majority of those present, unless specifically stated otherwise in these By-Laws.
- E. **Voting.** Each member authorized to vote at a meeting shall have one vote. Voting may be by secret written ballot, voice acknowledgment or by show of hands, as determined by the Chairperson.

ARTICLE VI

Board of Directors (BRIDGE)

Section 1. General.

- A. **Membership** – The Board of Directors (BRIDGE – a typical naval term) shall consist of ten (10) Regular Members, i.e., six (6) officers as authorized and defined in Article VI below, and four (4) others elected by the Regular Members at a duly notice meeting called for that purpose. The Immediate Past Commodore shall be the non-voting eleventh (11th) member of the Bridge. All members of the Bridge shall be selected from the Regular Membership of the Club as defined in these Bylaws.
- B. **Terms of Office for Non-Officer Members of the Bridge.**
The four (4) Bridge members, who are not officers, shall serve two year staggered terms which shall expire on the last day of December of the second year after the Director first takes office for that term.
- C. **Nominations:** The positions of Officers and Directors shall be proposed by a Nominating Committee chaired by the Immediate Past Commodore and including at least 3 NYCP past commodores and two members selected at large from the Regular Membership. Nominees shall come from the Regular Members who are in good standing. The slate of nominees shall be noticed to the membership at the October general membership meeting. Following presentation of the slate, nominations from the floor shall be permitted at this meeting.
- D. **Elections.** Elections shall be held during the regular membership meeting in November. Each officer or director shall be considered elected when he (she) receives a simple majority of the votes of the voting members present. Only Regular Members in good standing may vote.

Section 2. Bridge: Positions, Duties and Responsibilities:

A. **Composition.** The Bridge shall consist of the ten (10) voting members, as identified in this Section below including the 6 officers and 4 directors.

1. **Officers.** The officers of the club are the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and Fleet Captain and must be members in good standing and duly elected annually by the membership. Each officer shall perform the duties and responsibilities of that office to which they are elected as defined in this Section. These positions shall be held for a period of 1 year, commencing on the first day of January or until successors are duly elected and installed.

a. **Commodore:** The Commodore shall be responsible for the overall management of the club. Specifically, these responsibilities include, but are not limited to the following functions;

- (1) supervise the Club's administration and operations approved by the Bridge,
- (2) preside as chairperson over all regular and special membership and Bridge meetings,
- (3) appoint Directors and committees deemed necessary to assist in management functions,
- (4) serve as an ex-officio member of all committees,
- (5) maintain a liaison with the Commanding Officer of Naval Air Station, Pensacola on all matters pertaining to the Club's interaction with the MWR, the Naval Air Station and the Armed Forces,
- (6) assign additional duties and responsibilities to other officers and directors as deemed necessary to assist in management functions, and
- (7) sign checks for expenditures approved by the Bridge.

b. **Vice Commodore:** The Vice Commodore shall assist the Commodore as directed, and during his or her absence or incapacity, assume the Commodore's office until such time as the Commodore directs or is present and able to resume his or her office. The Vice Commodore supervises all training activities and shall also be separately responsible for supervising all social and business events of the Club that are not directly related to Yachting, as further amplified in The Bridge Officer's Handbook.

c. **Rear Commodore:** the Rear Commodore shall assist the Commodore as directed, and during the simultaneous absence or incapacity of both the Commodore and Vice Commodore, assume the Commodore's office until such time as the Commodore directs or either the Commodore or Vice Commodore is present and able to resume the Commodore's office. Additionally, he/she will supervise and manage shore activities for racing and cruising events, as amplified in The Bridge Officer's Handbook

d. **Fleet Captain:** The Fleet Captain shall be responsible for the conduct of all water borne activities hosted by the Club, including training, race management, and scheduling as

amplified in The Bridge Officer's Handbook. He/She will represent the Club at all meetings with other yacht clubs in matters dealing with racing schedules and rules of racing.

e. **Secretary:** The Secretary shall serve as the Club's administrative officer, recorder and custodian of the minutes, and custodian of the Club's correspondence and membership roster, as further amplified in The Bridge Officer's Handbook.

f. **Treasurer:** The Treasurer shall collect dues, disburse payments for expenses and account for the Club's financial status and roster as further amplified in The Bridge Officer's Handbook.

g. **Immediate Past Commodore:** the Immediate Past Commodore shall serve as a non-voting ex-officio member of the Bridge, as amplified in The Bridge Officer's Handbook.

2. Directors: The Directors shall be annually assigned a specific duty and responsibility by the Commodore as identified below.

- a. Membership
- b. Website/Newsletter
- c. Historical Archives
- d. GYA Coordinator

B. Standing Committees:

1. Nominating Committee;

This committee shall be chaired by the Immediate Past Commodore and shall consist of 3 additional past Commodores and two members selected at large from the membership. Nominees may be recommended by any committee member, including himself or herself. Any member in good standing may also submit nominee(s), including himself or herself, to the Committee. The Committee shall then contact each selected nominee to determine his or her availability to serve. The Committee shall determine the qualifications of each nominee. At the October meeting, the Committee shall submit a slate of officers recommended to fill the respective positions for the upcoming year. Regular members in good standing who are in attendance at the October meeting may submit nominees, including themselves, from the floor prior to closing the nominations. The Bridge shall be the final authority for determining if nominees are qualified.

2. Social Events Committee:

This committee shall plan and host a variety of parties, outings, and social gatherings throughout the year. The committee shall also be responsible for planning food for general membership meetings, regattas, and marina events that include BGM slip/boat owners. The social events should incorporate different themes to complement the area's seasonal and historical celebrations.

3. Sailing Committee:

This committee shall be responsible for training activities including seminars and guest speakers at monthly general membership meetings and/or separate sessions on subjects related to boating and sailing. Such subjects include water safety, boat maintenance, rules of the road, race management, and Racing Rules of Sailing. The committee will also develop programs aimed at teaching and training youth in sailing. The activities of this committee should complement and support the MWR Department's sailing and training efforts. Implement a program to establish and coordinate activities with existing area mid-week small boat races on the bay or in the bayou.

4. Facilities Committee:

Study the problems associated with the club's current meeting facility, e.g., architectural barriers and limited capacity. Develop recommendations for alternative locations and viable, feasible solutions for dealing with facility limitations and restrictions. Conduct detailed cost analysis for each alternative.

5. Communications Committee:

Develop a multi-faceted communications/marketing plan and program to increase base and community understanding and support for NYCP. Expand media coverage beyond the club's newsletter to obtain ongoing coverage in all community and regional media outlets including newspapers, radio, TV, and social networks. Focus marketing efforts on all active duty personnel on base to increase an awareness of NYCP presence and recruit new members.

C. Bridge: Duties and Responsibilities. The Bridge shall be the final authority on all matters affecting the Club's administration and operations and shall perform the following duties and responsibilities:

1. Operational Planning: approve plans that involve scheduling and budgeting the annual financial activities of the Club, to include administration, operations, yachting and social activities.

2. Strategic Planning: approve the Club's long range plan for the Club's future success and posterity.

3. Annual Budget: on the first meeting of the year, the Bridge shall review and approve an annual budget as prepared by the Finance Committee to support the Club's operations for the fiscal year. During the year, the Bridge may approve adjustments to the budget to meet operational contingencies as they may arise. Every attempt shall be made to avoid exceeding the bottom line total expenses identified in the budget.

4. Additional Spending of Club Resources: the Bridge may, from time to time, approve additional spending for a certain project(s) or product(s) not originally planned in the annual budget, as recommended by the Finance Committee, providing the amount spent; (1) promotes the Club's purposes and is in the Club's best interest, (2) does not exceed financial assets on hand; and (3) the total cost annually of such additional spending does not exceed a value of \$1,000 or 10% of Club resources (whichever is the lesser amount). Additional spending that exceeds the annual cost limitations defined herein may be identified and recommended for approval by the Club's membership.

5. Select Honorary Members: each year, during the January meeting, the Bridge shall select honorary members of the Club. Such membership shall be limited to one year unless renewed by the Bridge.

6. Impeachment Proceedings: should the conduct of any Club officer or Bridge Member warrant review for possible removal from office as provided in Section 5 below of this ARTICLE VI, the Bridge shall review all evidence and testimony of the alleged conduct, including any exculpatory testimony and evidence. The officer in questions shall be allowed an opportunity to present his/her defense. A vote favoring impeachment must be approved by 2/3rds of the members present and the findings shall be written and forwarded to the Club's membership for final determination.

7. Continuity of Bridge Decisions: When a Bridge approves an activity or event that affects the entire membership, this approval remains in effect unless rescinded by a subsequent Bridge. However, the decision to rescind a previous Bridge's decision must be presented to the general membership for consideration and approval before the decision can be rescinded.

Section 4. Vacant Office.

- A. Declared Vacancy.** A vacancy in any office shall be declared when the office holder is unable to perform the duties of his/her office. The vacancy shall be declared where an elected official has missed three (3) consecutive Bridge meetings without an excuse or when recommended to the Bridge by the Commodore. A vacancy of the Commodore's office may be declared by the Vice Commodore, or in his or her absence or incapacity, then the Rear Commodore. The vacancy may also be declared immediately upon the office holder's death or permanent transfer from the Pensacola area.
- B. Resignation.** The resignation by any elected officer to the Bridge shall be considered a vacancy of the office held, once the resignation is accepted by the Bridge.
- C. Approval of Vacancy.** In all instances, the vacancy shall be approved by a majority vote of the Bridge at a regular or special meeting.

Section 5. Removal From Office.

- A.** An elected officer may be removed from office if impeached by the Bridge, pursuant to ARTICLE VI, Section 3 b(7), for violation of the following conditions:
 - 1. Conduct or behavior that is detrimental to the standards of the club;
 - 2. Fraud or any financial impropriety;
 - 3. Destruction or damage to club property resulting from neglect or intent;
 - 4. Any act of malfeasance or failure to perform required duties;
- B.** The Bridge must make the determination that one of the above acts has been violated and then proceed with the impeachment in accordance with ARTICLE VI, Section 3 above and subject to the following actions:

1. the impeached officer has been notified of such impending action and is allowed to present his/her defense, and
2. the membership upholds the Bridge's impeachment by a vote of seventy-five percent of the voting members present at an official Club meeting noticed to the membership for this purpose at least 5 days prior to the meeting..

Section 6. Filling Vacated Office.

- A. **Commodore.** In the event the Commodore's office is vacated, the Vice Commodore shall assume the Commodore's office, or in his or her absence or incapacity, then the Rear Commodore shall assume the Commodore's office.
- B. **Other Office.** In the event an elected office, other than Commodore, is vacated, the Commodore shall fill that vacancy by appointment, subject to the approval of the Bridge.

ARTICLE VII

DISPOSITION OF ASSETS

Title to any funds and/or property owned by the Club is vested in the Club and may be disposed in any manner deemed appropriate by a majority of the Club members except that funds shall not be distributed to individual members of the Club.

ARTICLE VIII

AMENDMENT

Section 1. Amending the By-Laws. The By-Laws of the Navy Yacht Club of Pensacola may be amended at any duly constituted meeting, that has been noticed to the membership for this purpose at least 5 days prior to the meeting, of the Club by two-thirds (2/3rds) majority vote of members present, provided a copy of such proposed amendment or amendments shall have been presented to the general membership at two consecutive monthly business meetings.

Approved, _____, February 5, 2015

John H Matthews, Commodore