

## BYLAWS OF PONTCHARTRAIN YACHT CLUB

### ARTICLE I. CLUB OFFICERS

The Flag Officers of the Pontchartrain Yacht Club shall be a Commodore, a Vice Commodore and a Rear Commodore, all of whom shall be members of the Board of Directors. Each officer shall be elected annually by a simple majority of the sitting, incoming and outgoing members of the Board of Directors. They shall serve for one year, or until their successors are duly elected and installed. (Charter). Each Flag Officer shall be a current boat owner, as defined by these Bylaws, and shall have been a regular voting Member for at least four years. The Flag Officers are the legal agents for the corporation, as filed with the Secretary of State of the State of Louisiana.

The duties of the officers shall be as follows:

**COMMODORE:** The Commodore shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. He shall manage the affairs of the Corporation and see that all orders and resolutions of the Board are carried into effect. He shall have the general powers of supervision and management usually vested in the office of commodore of a yacht club and see that up-to-date job descriptions and operating procedures are maintained.

The Commodore may appoint such committees and chairmen thereof as he deems necessary, subject to the approval of the Board of Directors. The chairman of each committee shall make a written or oral report to the Board of Directors whenever requested by them.

To be elected Commodore, a member must have: a) been a regular voting member for at least 4 years; and b) served on the Board of Directors of the Club for a minimum of one full annual term immediately preceding his/her term as Commodore or have previously served on the Board of Directors as a Flag Officer.

**VICE COMMODORE:** The Vice Commodore shall serve as general secretary of the Corporation. This shall include keeping the minutes of all meetings of the membership and of the Board, preparing agendas for said meetings, and maintaining the currency of the Charter, Bylaws, and internal publications, i.e., Board of Directors Procedures Manual, and Club policies for the membership. This Flag Officer shall ensure that Charter and Bylaws provisions regarding general membership meetings, nominations and elections are followed, and will chair the Nominating Committee. In addition, the Vice Commodore shall coordinate the Annual meeting/Awards Ceremony, Semi-Annual meeting, and Opening Day ceremony, and will carry out special duties and delegated tasks as may from time to time be assigned by the Commodore. The Vice-Commodore shall be custodian of the seal of the corporation and shall affix same to any instrument requiring it, and, when so affixed, it shall be attested by his signature.

In the temporary absence of the Commodore, such duties shall be assumed by the Vice Commodore; in the temporary absence of the Rear Commodore, such duties shall be assumed by the Vice Commodore.

REAR COMMODORE: The Rear Commodore shall have charge of all funds of the Corporation and of its disbursements under the direction of the Board of Directors. This Flag Officer shall keep a record of all monies received and disbursed, and shall make a report thereof to the Board at each regular meeting. The Rear Commodore shall chair a Finance Committee comprised of at least two additional voting members nominated by this officer and approved by the Board to monitor the financial matters of the club. The Finance Committee shall present an annual budget based on normal business practices in the first quarter of each year to the Board of Directors for approval and acceptance. The budget will then be posted.

The Flag Officers are responsible for interviewing, hiring, and firing of management personnel who are under their direct supervision. Bartenders and other service staff are under the direct supervision of the Club Manager and are also hired/fired by the Club Manager with final approval of the Flag Officers.

For the purpose of transacting the business of this Corporation during the intervals between the meetings of the Board of Directors, the Commodore, Vice Commodore and Rear Commodore shall constitute the Executive Committee, with full authority to act, upon verbal approval of the majority of the Board of Directors. Any action taken must be ratified at the next regular meeting of the Board of Directors. Contracts and any other legally binding documents authorized by the Board of Directors must be signed by all three flag officers. (December 2007) The Board of Directors, Executive Committee, standing committees, special committees, and subcommittees are authorized to meet by electronic communication media so long as all committee/board members may participate.

## ARTICLE II. THE BOARD OF DIRECTORS

A. The Board of Directors shall be comprised of the Commodore, Vice Commodore, Rear Commodore and six additional voting members of the Corporation, who shall be elected as provided by the Articles of Incorporation and these Bylaws.

B. A member must be a voting member in good standing for at least two years prior to being eligible for membership to the Board of Directors. In the case of spousal transfer of stock (as herein provided), the newly designated stockholder may be nominated to the Board of Directors without waiting the aforementioned two year period if the family membership existed for at least two years.

C. Multiple members of the same family may not serve on the Board of Directors simultaneously as this would present a conflict of interest.

D. The Board of Directors shall be charged with the management of all the affairs of the

Corporation, subject to the provisions of its Charter and Bylaws.

E. The Board of Directors may appoint such persons and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

F. A quorum being present, the affirmative vote of the majority of the members of the Board of Directors present shall be necessary to decide any question with the exception of proposing amendments to the Charter, approving capital expenditures, levying assessments, changing the Bylaws, expelling a board member, and suspending or expelling a member; all of which require an affirmative vote of the majority of the entire Board of Directors. (Charter)

G. Regular meetings of the Board of Directors shall be held monthly at such time and place as the members of the Board of Directors may determine. Special meetings of the Board of Directors may be called by the Commodore or Vice Commodore on three days' notice to each member of the Board of Directors, either personally or by mail, or by electronic mail, or by telephone. Special meetings shall be called by the Commodore or Vice Commodore in like manner and on like notice on the written request of two members of the Board of Directors.

H. In addition to the powers and authorities granted by these Bylaws, the Board of Directors may exercise such powers of the Corporation and such lawful acts that are not prohibited by statute or by the Articles of Incorporation or by these Bylaws.

I. Any member of the Board of Directors, elected or appointed, may be removed at any time by the affirmative vote of the majority of the members of the entire Board of Directors.

J. Any member of the Board of Directors not attending three successive regular meetings of the Board of Directors, and who is without reasonable excuse for his absence, may be expelled by an affirmative vote of the majority of the members of the entire Board of Directors.

K. In the case of resignation or removal by the Board of Directors of any Flag Officer of the Corporation, the Board of Directors may elect a replacement from the sitting members of the Board of Directors, or may select a former flag officer from the general membership, who shall serve the remainder of the year's unexpired term.

L. Without the consent and approval of a majority of the members present at a semi-annual, annual or special membership meeting, the Board of Directors shall not in any single transaction encumber, dispose of, or acquire assets other than physical inventory, supplies and/or materials used on a regular basis in the operation of Pontchartrain Yacht Club greater than the lesser of the following: two (2%) percent of Pontchartrain Yacht Club's most recent appraised value, or four (4%) percent of Pontchartrain Yacht Club's gross revenue for the preceeding year or thirty-six (36%) percent of Pontchartrain Yacht Club's then total capital funds.

M. Members of the Board of Directors who will be absent from a meeting may give a proxy to another member of the Board of Directors in order to vote on pertinent issues that may be

pending before the Board of Directors.

N. Minutes of Board of Directors' meetings as well as Financial reports are to be maintained as permanent records in the club's office, and shall be available to any member in good standing for review upon request. Information that has been legally sealed by court order will not be available.

O. The Past Commodores Committee shall be a standing committee made up of former commodores of Pontchartrain Yacht Club who are regular, senior, or life members of the club. They may serve as steering, ad hoc, or advisory committees, or in any capacity requested by the Board of Directors. This body does not have the authority to override or reverse actions or decisions made by the Board of Directors. The committee shall meet on a regular basis, at least quarterly, or as deemed necessary.

### ARTICLE III. MEMBERSHIP POLICIES

A. The membership of the Club shall be limited to 325 voting members and 300 non-voting members.

B. All memberships, except cruising and junior memberships, are considered family memberships and embrace the member's spouse, as well as children under the age of 24, if the child is a college student attending not less than one (1) semester per year, or is living at home. Upon reaching age twenty-four, a member's child may apply for young adult membership, if eligible.

C. At least seventy percent of the voting members shall be boat owners. For the purpose of these Bylaws, a boat is defined as any seaworthy vessel.

D. All proposals for membership shall be in writing, on a form as prescribed by the Board of Directors, signed by two voting members in good standing, and filed with the office and Membership Chair who shall be appointed by the members of the Board of Directors. The Membership Chair will present the applicants to the Membership Committee. The Office Manager will post the names of the potential members upon receipt of the completed application.

E. A \$100.00 deposit must accompany all new member applications, regardless of class of membership, and will be applied to the initiation fee, which shall be set by the Board of Directors and, notwithstanding any other provision of these Bylaws to the contrary, upon good cause shown, may be reduced by the Board of Directors in certain situations to be determined by the Board of Directors in its sole discretion. In the event the application is rejected, the deposit will be refunded.

F. The participants on the Membership Committee shall be chosen by the Membership Chair and approved by the Board of Directors, to be representative of a cross-section of the general membership, and at least one member from the Nominating Committee shall serve on the Membership Committee.

(1) The members sponsoring the applicant for membership shall make themselves available to the Membership Committee to attest as to the desirability of the applicant.

(2) The Chairman of the Membership Committee, after checking the application as to form, shall post the name and photograph of the applicant on the bulletin board in the clubhouse and in The Chart for a period of thirty days to acquaint the membership with the applicant.

(3) Concurrently, the Membership Committee shall meet with the applicant, inquire into the character and standing of the applicant and, considering any member comments during the posting period, recommend acceptance or rejection to the Board.

(4) Consideration of an application for membership does not confer, imply, or guarantee acceptance of the applicant. The negative votes of three (3) members of the Board of Directors are necessary to reject an applicant for membership. (Charter/Article 7/Rev. 11/06).

G. The proposed membership of any individual shall be submitted only once during any twelve month period, with a maximum of two proposals being submitted.

H. All applications and requests for membership, change in membership type, reinstatement to membership, stock transfer, divorced spouse membership, and surviving spouse membership as herein described shall be in writing, and are subject to approval by affirmative vote of a minimum of six (6) members of the Board of Directors.

I. A former member of the club who resigned in good standing may be reinstated by paying fifty percent of the current initiation fee or, upon good cause shown, a lesser amount to be determined by the Board of Directors in its sole discretion and by purchasing one share of stock, if required. The procedures for admission to membership outlined herein shall be followed.

J. Notwithstanding anything in these Bylaws to the contrary, an applicant for Regular Membership who has been accepted for membership and whose parent or parents are or were previously a Regular Member(s) for at least ten years shall be exempt from paying the initiation fee, but shall be required to purchase a share of stock and meet all other criteria for membership.

K. A voting member's spouse may enjoy voting member status by filing a membership application signed by said member and one other voting member, paying a fifty dollar (\$50) initiation fee, and purchasing one share of stock. The spousal member shall be subject to all dues and assessments as may be imposed upon other voting members, and all rules, regulations and requirements applicable to regular voting members.

L. A voting member may transfer to his or her spouse full membership privileges by presenting his or her stock certificate to the Board of Directors, together with a written request that said certificate be transferred to the name of the spouse.

M. A divorced spouse of a voting member may apply for voting membership through the normal procedures described herein. If the application is made within six months after divorce, the

initiation fee shall be fifty dollars (\$50), and a share of stock shall be purchased.

N. The membership of a deceased voting member will continue to exist on behalf of the surviving spouse unless a letter of registration is received from the spouse or legal executor.

O. Applicants who have been accepted as new members must pay the initiation fee and purchase one share of stock (if a regular voting member) within thirty (30) days of acceptance or the offer of membership will be rescinded. During the thirty day period, new members will be considered “provisional” until payment has been received. After the thirty day period, if payment is not made, the provisional member must re-apply. (December 2007)

#### ARTICLE IV. MEMBERSHIP CLASSES AND TYPES

All membership categories are open to both males and females.  
The price of one share of capital stock of the Corporation is \$100.00.

Dues for each type of membership are shown in Schedule A and the list of members in each classification shall be reviewed annually by the manager of Pontchartrain Yacht Club and by the Membership Chair. The dues shall be adjusted automatically each January based on the changes to the Consumer Price Index. The Board of Directors shall have the power to reduce the amount of, or waive the implementation of, any dues increase based on the changes to the Consumer Price Index. All dues and fees are subject to applicable sales taxes. Regular, Non-Resident and Senior members are subject to an equal apportionment of the club’s annual city and parish property taxes.

The classes and types of membership, with their respective qualifications and privileges are:

##### A. VOTING MEMBERSHIPS

1. Regular Membership. Eighteen years of age or older; having full privileges of membership; owning at least one share of stock of the Corporation; whose residence or principal place of business or boat is maintained in St. Tammany Parish. (See Schedule A. Dues, Initiation Fees and Privileges.)

2. Senior Membership. A senior member will have reached the age of seventy years, will have been a regular member of Pontchartrain Yacht Club for a minimum fifteen years and have been a regular member of Pontchartrain Yacht Club for a minimum of twelve preceding successive months and will have requested in writing a change of membership status. A senior member will retain his share of stock and all privileges of membership, including voting and holding office. Dues are one-half of the dues prescribed for a regular member. <sup>1</sup>

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<sup>1</sup> Per the resolution of the Board, these amendments shall not apply: a) to any member who has previously transferred to Senior status; or b) to any member who has met the criteria for Senior status and within one year from the effective date of these amendments, *i.e.* July 30, 2013, requests in writing that he/she be transferred to Senior status; or c) to any member who will

(See Schedule A. Dues, Initiation Fees and Privileges.)

3. Retired Military. Any retired member of the United States Armed Services who resides within fifty miles of St. Tammany Parish. Shall own at least one share of stock of the Corporation and shall have all privileges of membership including voting and holding office. The initiation fee shall be one-third of the initiation fee prescribed for a regular member. Monthly dues shall be one-half of the dues prescribed for a regular member.

## B. NONVOTING MEMBERSHIPS

1. Non-Resident Membership. Eighteen years of age or older; having full privileges of membership except voting and holding office. Open to those who maintain neither a residence, place of business or boat in St. Tammany Parish. Dues are three-fourths of the dues prescribed for a regular member.

(See Schedule A. Dues, Initiation Fees and Privileges.)

2(a). Young Adult Membership, Level 1. Eighteen years of age up to twenty-sixth birthday. No right to own stock, vote or hold office. Upon attaining age twenty-six, may apply for Young Adult Membership, Level 2, regular membership or non-resident membership. (Initiation fee see Schedule "A"). Dues shall be one-third of the dues prescribed for a regular member. Initiation fee paid may be applied to the initiation fee required for next level of membership. (See Schedule A. Dues, Initiation Fees and Privileges.)

2(b). Young Adult Membership, Level 2. Twenty-six years of age up to thirtieth birthday. No right to own stock, vote or hold office. Upon attaining age thirty, may apply for regular membership or non-resident membership. (Initiation fee see Schedule "A"). Dues shall be two-thirds of the dues prescribed for a regular member. Initiation fee paid may be applied to the initiation fee required for next level of membership.

3. Junior Competitive Sailing Membership. Having attained his/her twelfth birthday on or before the first day of the calendar year but not having attained his/her eighteenth birthday on or before the first day of the calendar year; no voting rights or right to hold office (except in a junior program). A junior competitive sailing member must have, and continue to maintain, a sponsor who is a voting member of Pontchartrain Yacht Club who will vouch for and assume financial responsibility for the junior competitive sailing member. A junior competitive sailing member's membership in Pontchartrain Yacht Club will be reviewed and approved each year by the Board of Directors. Privileges are limited to participating in sailing, sailing instruction, and Pontchartrain Yacht Club junior related activities. Maximum of 50 memberships. (See Schedule A. Dues, Initiation Fees and Privileges.)

4. Cruising Membership. Must have been a regular or non-resident member for a minimum period of one year before making a written request to the Board of Directors for cruising

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meet the criteria for senior status within one year from the effective date of these amendments, *i.e.* July 30, 2013, and has requested in writing during said one year period that he/she be transferred to Senior status.

membership status. Must cruise for a minimum of four months and return to prior membership status upon completion of cruise. The cruising member will have no voting or office holding privileges, but shall retain a share of stock if previously held. (See Schedule A. Dues, Initiation Fees and Privileges.)

6. Out-of-State Membership. An out-of-state member applicant must have been either a regular or non-resident member for a minimum period of one year at the time of making a written request for a change in membership status. The out-of-state member shall reside in another state or country at least one hundred miles distant from the Club, and shall not otherwise meet Regular Membership qualifications. An out-of-state member will have no voting or office holding privileges but may retain a share of stock, if previously held. (See Schedule A. Dues, Initiation Fees and Privileges.)

7. Active Military. Any active member of the United States Armed Services who is based or resides within fifty miles of St. Tammany Parish. No right to vote or hold office. No initiation shall be required. Monthly dues shall be one-half of the dues prescribed for a regular member. Said monthly dues shall be suspended if an active military member is reassigned to an overseas location.

#### C. SPECIAL CLASSES OF MEMBERSHIP

1. Life Membership. Conferred upon a member who is chosen by the Board of Directors for exemplary, lifelong service to the club. Such members must be at least sixty years of age and have been a voting member or spouse of same for at least twenty-five years. Retains stock and all privileges of membership, including voting and holding office. No dues or assessments are levied. No more than two candidates may be elected in any calendar year, nor is it required that two members be elected annually. (See Schedule A. Dues, Initiation Fees and Privileges.)

2. Honorary Membership. Twenty one years of age or older; elected by the Board of Directors to such membership for one year; having full privileges of membership except voting or office holding. (See Schedule A. Dues, Initiation Fees and Privileges.)

#### ARTICLE V. MEMBER OBLIGATIONS

A. A member may resign by submitting written notification to the Board of Directors, and such resignation shall be effective when accepted by the Board of Directors. (Charter).

B. Any person who resigns from voting membership shall deliver to the Corporation within thirty (30) days any and all shares of stock held by him in exchange for the stock value established in the By-Laws less all outstanding debts. If said person fails to transfer and deliver his share(s) of stock within the thirty (30) day period, his share(s) of stock shall be cancelled and revoked by the Corporation, without notice or payment.

C. All bills for dues, charges, and assessments rendered to members shall be payable by the last



day of the month in which rendered. If such payment is not made by the last day of the month, the account shall be considered “past due” and shall be subject to actions listed in paragraph 6 (D).

D. Members with past due accounts shall be subject to the following:

(1) 1-30 days past due - account will be assessed a fifteen dollar per month late charge.

(2) 31-60 days past due – the member’s name and amount past due shall be posted with the bartender. Charging privileges shall be suspended (including reciprocal charging privileges) until any and all amounts past due are paid in full. Amounts over 30 days are assessed a 2 percent per month simple interest finance fee in addition to monthly late charge assessed in 6 (D) (a).

(3) 61-90 days past due – suspension from all membership privileges. Finance charges as specified in 6 (D) (a) and 6 (D) (b) to be assessed.

(4) Greater than 90 days past due – Continued suspension of charging privileges (including reciprocal charging privileges) continues. The delinquent member will not be allowed to participate in US Sailing or GYA-sanctioned racing events until said member signs a letter of agreement to set up a payment plan that is acceptable to all parties. Failure to adhere to the plan or refusal to sign the agreement will result in complete suspension of the membership and all privileges allowed by such membership, and the account will be referred to the club’s attorney for collection. Former members who have previously been named by the club in such actions will not be allowed to re-join, or be allowed on the premises as the guest of a current member under any circumstances. Members subject to paragraphs b, c and d above shall be notified of said action by certified mail.

E. Exceptions to Paragraph 6 (D) may be granted by the Board of Directors to members requiring special consideration (i.e., hardship waiver) for account payment when such request is made in writing.

F. No member shall, without prior arrangement with the Board, maintain a balance due to the Club in excess of \$750.00 computed on a daily basis. Any member who exceeds this limit without prior arrangement may have their charging privileges suspended. Any amount above \$750.00 will become payable on demand.

G. The Board may cancel and revoke the membership of any member for just cause as provided in Sections 6, 7, and 8 herein. Any person whose membership has been cancelled shall transfer and deliver to the Corporation any and all shares of stock, in exchange for the current price established in the Bylaws, less all outstanding debts. This shall be done within THIRTY days after the date of written notice of termination of membership; said notice to be made by certified mail to the person’s last known address. If said person fails to transfer and deliver any shares of stock within the THIRTY day period, those shares of stock shall be canceled and revoked by the Corporation, without notice or payment.

## ARTICLE VI. ASSESSMENTS

A. The Board of Directors has the power to propose assessments to the membership when found to be necessary for the welfare of the Club. It is recognized that this power should be exercised with prudent judgment and restraint and with due regard to the impact upon the membership of such an assessment. Any proposal of an assessment must be by affirmative vote of the majority of the members of the entire Board of Directors and ratified by the general membership.

B. If an assessment is approved by the general membership, it will apply as follows:

(1) Resident members shall be levied the full assessment.

(2) Non-resident members shall be levied three-fourths of the full assessment.

(3) Senior and Young Adult members shall be levied one-half the full assessment.

(4) Cruising members shall not be subject to assessments until they return to prior membership status.

(5) Out-of-state members will be subject to assessment only if and when they return to regular, senior or non-resident membership status.

(6) No assessments shall be levied on life/honorary/junior competitive sailing members.

C. The Board has the power to fix dates at which time an assessment shall become due and payable, and shall have the power to prescribe appropriate, reasonable penalties for non-payment of assessments and to exact or mitigate them in accordance with the circumstances. Failure by a member to pay all delinquent assessments within twelve months following the assessment date shall be grounds for dropping him from membership.

## ARTICLE VII. MEMBER CONDUCT

A. The Board of Directors shall have the responsibility to ensure that an acceptable level of conduct is maintained by the members, their families, and guests, whether on or about the Club premises or its sailing waters, or elsewhere where courtesies and privileges may be extended to them by virtue of their Club affiliation (i.e. GYA club reciprocity, et al.)

B. Guests who are local residents are limited to two (2) visits per month, with the exception of invitational regattas or other open events.

C. Conduct which is dishonest, unsportsmanlike, or offensive, or which is detrimental to the orderly functioning of the Club, or which embarrasses or places an undue imposition upon the Club or its membership, whether or not specifically prohibited by the Club's Charter, Bylaws, House Rules, Pool Rules, or Racing Rules, shall be taken under review by the Executive Committee or by the Board of Directors, and upon an affirmative vote, any of the following

actions may be taken:

1. A specific verbal warning may be communicated to the party by the Commodore or other designated Flag Officer.
2. A specific written warning to the offending party may be communicated by the Commodore.
3. In more serious cases, or after actions taken above have not been effective, the Board of Directors may certify in writing to the party the specific charge(s), setting a date and hour for a hearing to be conducted before the Board of Directors and/or a disciplinary committee comprised of former Flag Officers, and inviting the party to attend for the purpose of presenting his/her position, with supporting witnesses. After a complete hearing, including the testimony of any witnesses, the Board of Directors and/or disciplinary committee shall adjourn into closed session for the purpose of determining the accuracy of the charge(s). If the majority finds the charges to be accurate the following may occur:

- (a) Suspend membership, family or guest privileges for a period up to ninety days; or
- (b) Authorize expulsion from membership or permanent revocation of family or guest privileges.

Failure of the party to appear, without prior excuse or arrangement, at the hearing, or his failure to bring supporting witnesses, shall not constitute cause to delay the hearing. Members of the Board of Directors, when they have direct knowledge of the alleged complaint, shall be allowed to be heard as witnesses. Nothing in the above shall be construed as limiting the duties and responsibilities of the Club Manager, its appointed employees and lifeguards, or any member of the Board of Directors expected to maintain order and ensure compliance with the House and Pool Rules.

#### ARTICLE VIII. GENERAL MEETINGS OF THE MEMBERSHIP

- A. General meetings of the membership of this Corporation shall be held each year at such time and place as may be designated herein. Prominent notice shall be published in the Chart, e-mailed via "PYC Events" and posted at the Clubhouse no less than two weeks prior to the date of the annual and semi-annual meetings. Thirty days prior notice is required for special meetings.
- B. All proposed dues increases and assessments shall be voted on by the membership, and shall be decided by a simple majority vote at a general meeting of the membership at which a quorum is present.
- C. Only regular members, senior members and life members (voting members) shall be allowed to vote with regard to the affairs of the Corporation.
- D. At all general membership meetings, ten percent of the voting or twenty voting members, whichever is smaller, shall constitute a quorum for the purpose of conducting business. At all

such meetings of the membership, each voting member in good standing whose dues are current shall be entitled to one vote.

E. A simple majority vote shall decide all elections for membership to the Board of Directors and any other questions coming before such meetings. (Charter)

F. At general membership meetings, spouses may vote in the member's absence with the member's written/e-mailed consent.

G. At all general membership meetings, the current edition of Robert's Rules of Order, Newly Revised shall apply. A Special Rule of Order, hereby inserted, limits speeches to three minutes.

#### ARTICLE IX. ANNUAL MEETING

A. An annual meeting of the membership shall be held in November of each year for the purpose of electing members to the Board of Directors of the Corporation, and for conducting such other business as is customary or necessary. The newly elected members of the Board of Directors of the Corporation, and the newly elected Flag Officers shall assume their duties on the first day January following the election; the outgoing members of the Board of Directors shall continue their duties until the last day of December in the same year as the election.

B. For the election of members to the Board of Directors only, each voting member may cast an absentee ballot which shall contain the voting member's name, club number, signature and names of candidates for whom the member is voting. Absentee ballots for election of members to the Board of Directors shall be accepted and counted only if there exists a quorum for the called meeting and only if received in the club office not more than one week before nor later than noon on the day of the meeting.

#### ARTICLE X. SEMI-ANNUAL MEETING

A. A semi-annual meeting of the membership shall be held in May of each year. At that time, voting members in good standing shall be elected to sit on the Nominating Committee shall be elected for the purpose of selecting candidates for the Board of Directors. The Nominating Committee shall be composed of five voting members, one of whom shall be the Vice Commodore and one of whom shall be another member of the Board of Directors selected by the Commodore.

B. The remaining three voting members to be elected to the Nominating Committee shall be elected from nominations made from the floor of members present at the meeting, and as each nomination is made, said nomination shall be separately voted on by the membership and upon the approval of the nomination, said member shall accept or reject said election. In addition to electing three voting members to serve on the Nominating Committee, the membership shall elect a fourth voting member to serve as an alternate on the Nominating Committee in the event one of the aforementioned three voting members is unwilling or unable to serve and who shall

attend all meetings of the Nominating Committee.

C. The Vice Commodore shall chair the Nominating Committee. The initial meeting of the committee will be called by the Vice Commodore within 30 days after the election.

D. The Vice Commodore shall notify, in writing (by regular or electronic mail), all members of the Nominating Committee of their election or appointment.

E. The Nominating Committee shall nominate a slate of three (3) to six (6) members to be submitted to the Club membership at the annual membership meeting for the election of a corresponding number of members to fill vacancies on the Board of Directors of the Corporation.

F. The above slate shall be posted in the clubhouse and published in The Chart at least forty days preceding the date of the annual meeting.

G. Any ten voting members in good standing may place in nomination for directorship any other voting member upon which they agree, provided such person is eligible for office and is so selected not less than thirty days prior to the date of the annual meeting and the document of nomination is provided to the Vice Commodore for verification. All such nominations shall likewise be posted in the Clubhouse and notification made to the voting members in the Chart preceding the annual meeting.

H. No member of the Nominating Committee shall be nominated by that committee for election to the Board of Directors during the ensuing year unless placed in nomination by ten or more members as stated above.

I. Any candidate whose name has been placed in nomination by the Nominating Committee for membership on the Board of Directors shall be notified by the Vice Commodore by Certified Mail or electronic mail with return receipt within two club working days after the nomination. Such candidates shall, in writing, within ten days after receipt of such notification, either accept or decline the nomination. Failure to notify the Vice Commodore, in writing, of acceptance or rejection of the nomination shall be construed as rejection.

#### ARTICLE XI. SPECIAL MEETINGS

A. Special meetings of the members of this Corporation may be called at such times and places as determined by the Board of Directors or the Commodore. A petition of twenty percent of the voting membership submitted to any officer of the Corporation shall be sufficient to call a special general membership meeting. (Charter)

B. Special meetings of the membership shall be called to take place within sixty days after presentation of a valid petition to an officer of the Corporation. Such petition shall fully describe the specific item(s) at issue. An agenda for the special meeting, based upon the petitioned item(s)

shall be published and posted at least thirty days prior to the meeting. A quorum being present, issues shall be decided by a simple majority vote of the membership, and shall be so recognized by the Board of Directors.

#### ARTICLE XII. OFFICIAL NOTIFICATIONS

All official notifications to the membership shall be satisfied by publication in The Chart, posting in the club, and/or via PYC Events e-mail.

Please report any errors/omissions to the Vice Commodore.

