

St. Augustine Yacht Club
By-Laws – rev 11/04/13
ARTICLE I MEMBERSHIP

SECTION I. GENERAL

A. MEMBER

Individual. An adult person 21 years or older.

Family. A family unit consisting of two adults living in the same household. Each will be a member. Exceptions must be approved by the Membership Committee and the Board of Governors.

B. MEMBER’S FAMILY – Unmarried Children, under 23 years of age living in the member’s household or attending school on a full time basis have the right to use the Club and its facilities, subject to the Club’s “House Rules”. Adults residing in the same household are expected to each be members.

C. “IN GOOD STANDING” - A Member must be “in good standing” in the community as well as in their financial obligations to the Club as set forth in the “Standing Rules”. The term shall not include those persons under disciplinary censure or suspension, or those involuntarily dropped from membership.

D. PRIVILEGES of General Membership:

a) All General Members shall have full use of the Club, shall enjoy all Club privileges, shall receive a membership card, Club newsletter “The Telltale”, and shall receive and be entitled to fly the club burgee.

b) All General Members may hold office.

c) General members may serve and vote on any committee, with the exception of Standing Committees, where only one member in each household may serve and vote on any one committee.

E. GUESTS

1) Guests of the Club are those persons interested in membership who may come to the SAYC for a social function and receive one complimentary beverage upon approval of the Commodore or the Membership Chair. The intent of the Guest of the Club is solely for the purpose of recruiting new members.

2) A person visiting the St. Augustine Yacht Club who is a member of a recognized Yacht Club, upon presentation of their Yacht Club membership card to the Commodore, the General Manager, or the Membership Chair, may enjoy the privileges of the Club during their visit to St Augustine. They will be considered a Guest of the Club. Accredited Yacht Club means a member in “good standing”.

3) Guests of General Members are those persons brought to the club by invitation by a General Member. The General Member must be on the club premises while the guest is present. All guests must be registered upon arrival. Guests are welcome at anytime. Residents who are frequent guests will be encouraged to become General Members. The Membership Committee will monitor any potential abuse.

SECTION II – CLASSES OF MEMBERSHIP

A. VOTING

1. All **GENERAL MEMBERS** shall be “in good standing”, duly elected to membership, and have met their original and continuing financial obligations to the Club.

a) All General Members shall have full use of the Club, shall enjoy all Club privileges, shall receive a membership card, Club newsletter “The Telltale”, and shall receive and be entitled to fly the club burgee.

b) All General Members may hold office.

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c) General members may serve and vote on any committee, with the exception of Standing Committees, where only one member in each household may serve and vote on any one committee.

2. **LIFE** - A Life Membership is granted by a resolution of the Board of Governors. Life Members shall retain all the Club privileges of a General Member, including the right to vote and hold office. The requirement to pay annual dues is waived. Life Membership is attained through the donation of a lump sum of money to be used for capital improvements that far exceeds any future dues. The number of such Memberships, the amount of the donation and other conditions shall be determined by the Board of Governors.

3. **EMERITUS** – Emeritus Membership is granted by a resolution of the Board of Governors. Emeritus Members shall retain all the Club privileges of a General Member, including the right to vote and hold office. The requirement to pay annual dues, the amount of such dues, the requirement to pay minimums and the amount of minimums, and the requirement to pay assessments and the amount of assessments, shall be determined by the Board of Governors. Emeritus membership is attained through reaching a combination of age and continuous length of service as defined by the Board of Governors. Emeritus Membership class cannot be combined with any other class of membership.

B. NON-VOTING

1. **HONORARY** - The Board of Governors, by unanimous vote, may designate any person as an “Honorary Member”. An Honorary Member shall have all the Club privileges, except the right to vote or hold office. The requirements to pay an initiation fee, annual dues, monthly minimums, and assessments are waived.

2. **NON-RESIDENT** - Non-Resident Membership may be granted to a person residing outside of the counties of St. Johns, Duval, Putnam, Flagler, Volusia, Bradford, Union, Marion, Nassau, and Baker. They are entitled to full use of the Club for 14 days annually. A Non-Resident Member will not be permitted to vote, hold office or make motions, and will retain membership by paying dues annually, with no monthly minimums, as set forth in the Standing Rules

3. **VISITOR** – A Visitor Membership may be granted to a person residing outside of the counties of St. Johns, Duval, Putnam, Flagler, Volusia, Bradford, Union, Marion, Nassau, and Baker, for the privileges of the use of the Club for one three-month (90 day) period per year. A Visitor Member will not be permitted to vote, hold office or make motions, and will retain membership by paying dues annually, with no monthly minimums, as set forth in the Standing Rules.

4. **JUNIOR** - A person under the age of 25 is eligible to join as a Junior Member. The initiation fee, reinstatement fee, membership dues, monthly food and beverage minimums, and charges for merchandise will be as set forth in the Standing Rules.

(Copied from Section V Part A) Junior Members have no voting privileges. A Junior Member is not subject to assessments. The membership terminates on December 31 immediately following the Junior Member’s 25th birthday. (Amended January, 2016)

C. ADDITIONAL MEMBERSHIP CATEGORIES

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The Membership Committee may, with the approval of the Board of Governors and the executive Committee, add additional categories of non-voting memberships to enhance the continued growth and success of the Club.

Final approval of any category must be done at a Board of Governors meeting open to the General Membership, who must be notified at least two weeks prior as to the time and location of the meeting.

These additional membership categories shall be described in the Standing rules.

SECTION III - SPECIAL STATUS AVAILABLE TO “VOTING” MEMBERS

A. CHARTER - Charter Membership status recognizes those active members who were also among the first 100 memberships accepted by the St. Augustine Yacht Club between 5 February and 5 June 1978.

B. CRUISING - Cruising membership status is available to General Members who have held membership for at least one full year and expect to be away from their residence on extended travel.

A member on cruising status shall forfeit all club privileges, which include that of voting and shall pay regular dues but no monthly minimums.

If a member is unable to participate in Club events for medical or other compelling personal reasons, they may make a special request in writing to Membership Chair for Cruising Status.

SECTION IV- APPLICATION AND TERMINATION OF MEMBERSHIP

A. APPLICATION Applicants for membership must be sponsored and seconded by General Members having knowledge of the applicant’s qualifications. Both the applicant and the sponsor member shall comply with the procedures set forth in the Standing Rules.

B. CANDIDATES - A candidate, who has been approved for a General Membership by the Membership Committee, shall be granted club privileges, except voting privileges, pending his or her approval by the Board of Governors.

C. REINSTATEMENT - Previous or past General Members who had resigned “In Good Standing” are eligible to re-join the Club. If their absence from the club has been five years or less, their reinstatement fee charged.

D. RESIGNATION – A Membership may be terminated by voluntary resignation, and must be tendered in writing to the Membership Chair. The resigning member shall be current in dues and all other indebtedness to the club.

SECTION V. FEES, DUES, AND OTHER CHARGES

A. DETERMINATION OF AMOUNTS. The initiation fee, reinstatement fee, membership dues, assessments (if any), monthly food and beverage minimums, and charges for merchandise will be as set forth in the Standing Rules.

B. NONPAYMENT. Initiation fees, dues, assessments, minimums and other charges are due and payable as determined by the Board of Governors. If payment is not made accordingly, a delinquent member shall IPSO FACTO become a “member not in good standing” and shall lose all privileges and rights of membership. Subject to the approval of the Membership Committee, such delinquent member “not in good standing” may apply for reinstatement as a “member in good standing” upon payment of all unpaid charges in full.

C. REVOCATION. A member may be dropped from the Club for untimely payment or nonpayment of any charges upon recommendation of the Treasurer and Membership Committee to the Board of Governors for their approval. The Club’s receipt of a signed

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letter of resignation is required to voluntarily withdraw from the Club and prevent further charges from accruing to a member's account. The Club is authorized to take whatever action is necessary and proper to collect delinquent accounts.

D. CENSURE, SUSPENSION AND EXPULSION. Except for nonpayment of fees, dues, assessments and other charges, a member may be subject to censure, suspension, or expulsion if the conduct of such member violates the By-Laws or Standing Rules. Any complaint made against a member, for infraction of the laws or rules of the Club, or for misconduct prejudicial to the welfare of the Club, shall be in writing to the Board of Governors, setting forth the facts of the case, together with the names and witnesses. The Membership Committee will review and investigate all acts of misconduct or violations of the Standing Rules of the Club brought to its attention and shall recommend to the Board of Governors the action to be taken on any such act or violation. Such recommended action must have the approval of four-fifths of the Membership Committee.

SECTION VI. MEMBER'S RIGHTS AND OBLIGATIONS

Members of the Club shall be furnished, without charge, a copy of Incorporation, the By-Laws, Standing Rules, House Rules, and Membership Roster. All members and applicants for membership will be required to acknowledge, in writing that they have read, understand and agree to comply with the letter and spirit of these documents. Failure to comply may result in the member being subject to the sanctions, penalties or disciplines, including expulsion, as set forth in the Standing Rules of the Club.

ARTICLE II – OFFICERS

SECTION I. TERMS OF OFFICE:

All officers shall be elected to serve one year term of office except for At-Large Governors who shall be elected for two-year terms of office with the election of two members every year.

The Commodore and the Vice Commodore, Secretary and Treasurer shall serve no more than two consecutive terms. With the exception of Commodore, in the event any elected officer is unable to serve his term of office a voting member of the Club shall be appointed by the Board of Governors to complete the unexpired terms.

SECTION II. DUTIES:

Flag Officers

A. COMMODORE. The Commodore shall preside at all meetings of the Board of Governors and the membership; shall preside over meeting of the Executive Committee and be an ex-officio member of all committees, except the Nomination and Election, Membership and Audit Committees; Shall appoint, with Board of Governors approval, the Chairman of the Rules Committee, Social Committee, Long Range Planning Committee, Public Relations Committee, Communications Committee, Website Committee, Fleet Surgeon, Historian, Quartermaster, and any other Committees needed; shall sign, together with the Treasurer, on behalf of the Club, all contracts, bonds, or other written instruments approved by the Board of Governors, which legally obligate the Club; and shall have authority to sign checks and vouchers as specified in the Standing Rules; and shall have authority in all matters pertaining to the business of the Club in accordance with the policies established by the Board of Governors and set out in the Standing Rules.

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B. VICE COMMODORE. The Vice Commodore shall be a voting member of the Board of Governors and will preside over all meetings of the House Committee. The Vice Commodore shall assist the Commodore and, in the Commodore's absence, act in his/her place and stead, and perform other such duties as specified in the standing rules.

C. FLEET CAPTAIN. The Fleet Captain shall be a voting member of the Board of Governors; responsible for the assignment and administration of all Club-managed boats, dock space and shore-based boat storage areas. The Fleet Captain shall greet all visiting yachts in the name of the Commodore and members of the Club. The Fleet Captain shall attend other Yacht Club's or organization's meetings on behalf of the Club.

D. REAR COMMODORE FOR SAIL AND POWER. The Rear Commodore for Power and the Rear Commodore for Sail shall be voting members of the Board of Governors and shall act as representatives of the Commodore for activities and functions pertaining to those specific areas of boating.

E. PAST COMMODORES. The Past Commodores shall be permanent Flag Officers of the Club. They shall assist the Commodore on Social Committees and projects, and shall act as an advisory board for the Board of Governors, the Executive Committee and the Club membership if requested by the Commodore.

Club Officers

F. SECRETARY. The Secretary shall be a voting member of the Board of Governors; shall keep minutes of General Membership Meetings and all meetings of the Board of Governors; record all Standing Rules and provide a copy of those to the Membership Committee, and shall perform other such duties as specified in the Standing Rules.

G. TREASURER. The Treasurer shall be a voting member of the Board of Governors, shall collect and receive all moneys due and owing the Club; may sign all checks except those in amount specified in the Standing Rules which may require a co-signer; shall submit monthly and annual financial reports to the Board of Governors and the General Membership (in form and content and at the times stated in the Standing Rules of the Club); shall prepare and maintain an inventory of all the physical assets of the Club and perform such other duties in the manner and form specified by the Standing Rules.

H. AT-LARGE BOARD MEMBERS. The At-Large Board Members will be voting members of the Board of Governors and will perform those functions pertaining to the management of the Club as described in Article III, Section III, By-Laws.

I. MEMBERSHIP CHAIR – Shall be an Officer of the Club and manages and leads the Membership Committee. See Article V-C.

ARTICLE III. BOARD OF GOVERNORS

SECTION I. COMPOSITION: The Commodore, Vice Commodore, Rear Commodore for Power, Rear Commodore for Sail, Fleet Captain, Treasurer, Secretary, four At-Large Board Members elected from the general voting membership, Membership Chair and the immediate Past Commodore shall comprise the Board of Governors.

SECTION II: CHAIRMAN: The Commodore will serve as the Chairman of the Board of Governors for the term of office for which elected.

SECTION III: POWERS AND DUTIES: The Board of Governors shall have general management of the Club, including, but not limited to the time and place of meetings, establishing Standing Rules, oversight authority over all committees except the

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Nomination and Election Committee and the Membership Committee, establishing the policies pertinent to the operation and administration of the Club.

SECTION IV. MEETINGS OF THE BOARD: The Board of Governors shall meet at least quarterly at a time set by the Chairman. Special meetings of the Board may be called at the discretion of the Chairman or when any three members request a meeting in writing. A request shall contain the matter(s) to be considered. The Chairman shall establish the time and place of the meeting which shall not be more than seven days from the date of the mailing of the written notice.

SECTION V. QUORUM: The number of voting members required for a quorum is as set forth in the Standing Rules of the Club.

SECTION VI. ATTENDANCE AT BOARD MEETINGS: If a member of the Board of Governors fails to attend two meetings in any twelve-month period, except for just cause as determined by a majority of the Board, that member shall *IPSO FACTO* cease to be a member of the Board of Governors and an Officer of the Club.

SECTION VII. CONFLICTS OF INTEREST: No officer of the Club or member of the Board of Governors shall receive directly or indirectly, any salary from the Club or any other compensation or emolument from the Club or and its suppliers, unless approved by the Board of Governors after full and complete disclosure. No Board member shall participate in any discussion or vote on any matter in which that member, or any of his/her family, has a personal or financial interest.

ARTICLE IV MEMBERSHIP MEETINGS

SECTION I. TIME AND PLACE: With the exception of the Annual Meeting and those meetings stated in the Standing Rules, the Club membership will meet at the Club at the direction of the Board of Governors which shall provide a ten-day notice by publication in the *Telltale*, the monthly calendar, or special mailing.

SECTION II. ANNUAL MEETING: The meeting held on the first Monday of November of each year shall be known as the Annual Meeting. It shall have, in addition to its purpose of electing the Officers of the Club, the purpose of election of any other positions hereinafter required by these By-Laws and to conduct any other business that may arise.

SECTION III. SPECIAL MEETINGS: Special meetings may be called by the Commodore, or called upon the written request of fifteen or more voting members. A purpose, time and place of the meeting shall be stated in a written notice from the Commodore to all voting members and will be published or mailed so to provide a minimum notice of ten days.

SECTION IV. QUORUM: The number of voting members required for a Quorum are as set forth in the Standing Rules of the Club.

SECTION V. VOTING:

A. ENTITLEMENT. With the exception of Non-Voting and Cruising members, who may neither vote nor hold office in the Club, members of all other classes are entitled to vote who have attained the age of eighteen or more years of age and who are not delinquent in the payment of their monetary obligations to the Club. Each of these members shall be entitled to one vote.

B. ABSENTEE VOTING. The right to vote is limited to eligible voting members who are actually present at the meeting.

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EXCEPTION: At the Annual Meeting in November, voting for officers of the Club and the Membership Chairperson may be done by absentee ballot. Procedures and rules for absentee ballots are set forth in the Standing Rules of the Nomination/Election Committee and will be strictly adhered to. Proxy voting will not be permitted.

C. METHOD OF VOTING. Election of officers and Membership Committee Chairman shall be accomplished through the use of secret ballots which shall list, by office or position, each candidate named by the Nomination and Election Committee or nominated from the floor as prescribed in these By-Laws. “Write in” of the names of other persons for any office or position on the ballot is prohibited. Mid-Term, At-Large Board members who accept nomination to another office must resign their present office upon election to another office.

SECTION VI. ATTENDANCE: An attendance log will be signed by each member in attendance at each Membership Meeting.

ARTICLE V. STANDING COMMITTEES

A. EXECUTIVE COMMITTEE.

1. Composition. The Commodore, as Chairman, and four voting members appointed by the Commodore with approval of the Board of Governors. The Treasurer and the Club Manager will be ex-officio non-voting members of the committee.
2. Duties – Exercise leadership, direction and control over all operational and administrative elements including pricing policies, all remuneration and staffing, and approve and implement all the policies recommended by the Club Officers within their accountable areas of responsibility. Approve all hiring and terminations. Approve all Club bonuses to staff employees and all wage increases to staff employees. Authorize expenditures for the operation of the Club consistent with the limits set forth in the Standing Rules. The Executive Committee cannot modify action taken by the Board of Governors. All Executive Committee actions are subject to the approval of the Board of Governors.

B. HOUSE COMMITTEE

1. Composition. The Vice Commodore as Chairman and a minimum of two voting members appointed by the Vice Commodore with the approval of the Board of Governors. The composition of the House Committee must include one member of the Executive Committee. The Commodore, the Treasurer and the Club Manager will be ex-officio nonvoting members of the Committee.
2. Duties. Take actions required to maintain and protect the physical assets of the Club. Assist the Treasurer in conducting and maintaining an inventory of the physical assets of the Club as required in Article II, Section 2G of these By-Laws. Authorize expenditures for security, repairs, and maintenance consistent with the limits set forth in the Standing Rules. Shall record all House Rules and provide an annual copy of those rules to the Membership Committee. The House Committee cannot modify any action of the Board of Governors or the Executive Committee. All House Committee actions are subject to the approval of the Board of Governors.

C. MEMBERSHIP COMMITTEE

1. Composition. A chairman elected annually by the General Membership and four voting members appointed by the Chairman with approval of the Board of Governors at their first meeting of the year.

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2. Duties. Receive and act on all applications for membership. Recommend acceptance for membership to the Board of Governors, provided the application was reviewed and approved by a majority of the Membership Committee. Implement membership class changes and resignations as mandated by the Articles of Incorporation, By-Laws and the Standing Rules. Provide and maintain the attendance log required in Article IV, Section 6, of these By-Laws and report to the Recording Secretary the presence or absence of a quorum at each General Membership Meeting. The membership log will be maintained as a permanent record of the Club. Publish annually and update quarterly a membership Roster. Provide for the issuance to each member a current copy of the Articles of Incorporation, By-Laws, Standing Rules, House Rules, Roster of Members, and an annual Membership Card and other Club materials as may be approved by the Board of Governors. All Membership Committee actions are subject to the approval of the Board of Governors.

D. NOMINATION AND ELECTION COMMITTEE

1. Composition. Chairman will be the immediate Past Commodore, two other Past Commodores and two voting members from the General Membership selected by the Chairman.
2. Duties. Nominate a single slate of candidates for the positions to be filled by the election to be held at the Annual Meeting in November. This slate of candidates will be announced at October Membership Meeting, at which time additional nominations from the floor shall be permitted. Prior to that meeting, members are strongly encouraged to submit to the Nominating Committee the names of any members they feel are qualified candidates and who will agree to serve. The Nominating Committee shall duly consider all candidates submitted. Post the names of candidates in at least three conspicuous places on the Club grounds and publish them in one of the following: Telltale, the monthly calendar, billing statement, or by special mailing. Prepare and distribute ballots at the Annual Meeting in November. The Committee shall determine that all votes are cast by members qualified to vote as stipulated in Article IV, Section 5 of these By-Laws. Tally all proper ballots cast, certify the results and announce the names of those elected. Except for a statement as to the identity of the two leading candidates in the event of a runoff (See Article VIII), the Committee will not divulge the vote count for any candidate.

E. RULES COMMITTEE

1. Composition. A Chairman, who is an officer, and three Voting Members appointed by the Commodore with the approval of the Board of Governors.
2. Duties. Receive all proposals that would affect the By-Laws, Standing Rules or House Rules of the Club. The Committee will vote on each proposal (as proposed or as revised by the Committee). A proposal with a favorable vote is forwarded to the Board of Governors for its action, while proposals that are rejected are returned to the originator.

F. AUDIT COMMITTEE

1. Composition. A Chairman who is a member of the Board of Governors, and two members appointed by the Commodore with the approval of the Board of Governors. Neither the present year's Treasurer nor the preceding year's Treasurer will be permitted to serve on this Committee.

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2. Duties. Audit the Club’s financial records and procedures for the preceding year and issue a report as required in the Standing Rules.

G. BUDGET COMMITTEE

1. Composition. The Treasurer and two voting members appointed by the Commodore with the approval of the Board of Governors. The Treasurer will designate the Chairman.
2. Duties. Approval or rejection of tentative budgets from all committees and other operations that function within the Club. Establish, together with the Commodore and the Vice Commodore, an income and expense budget for the Club in accordance with the Standing Rules.

H. ADJUNCT COMMITTEES – See Standing Rules

ARTICLE VI. CLUB COLORS AND BURGEES

A. Colors: The Club Burgee shall be a triangular pennant of red upon which is imposed a fortress tower of white. Club members are authorized to fly the Club Burgee. As per the original By-Laws of 1873, “The distinguishing signal of the Club shall be a pointed burgee, with its width being two-thirds of its length, the device a white castle on a red field.”

B. Proper Use: Any outside use or reproduction of the Club burgee must have the approval of the Board of Governors or the Executive Committee.

C. Flag Officers, i.e. the Commodore, Vice Commodore, Rear Commodores for Power and Sail, Fleet Captain and Past Commodores shall be authorized to fly the flags described as follows:

1. COMMODORE. A Pennant of blue upon which is imposed a fortress tower of white surrounded by a ring of white stars.
2. VICE COMMODORE. A Pennant of red upon which is imposed a fortress tower of white surrounded by a ring of white stars.
3. REAR COMMODORE FOR POWER. A Pennant of white upon which is imposed a fortress tower of blue surrounded by a ring of blue stars.
4. REAR COOMODORE FOR SAIL. A Pennant of white upon which is imposed a fortress tower of red surrounded by a ring of red stars.
5. FLEET CAPTAIN. A Pennant of white upon which is imposed a fortress tower of blue.
6. PAST COMMODORE. A pennant of blue upon which is imposed a fortress tower of white and a column of three white stars to the left of the fortress tower.

ARTICLE VII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and all Standing Rules which the Club may adopt.

ARTICLE VIII ELECTION OF OFFICERS AND MEMBERSHIP

CHAIRMAN

SECTION I. FLAG OFFICERS, SECRETARY, TREASURER, AND
CHAIRMAN OF THE MEMBERSHIP COMMITTEE:

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At the Annual Meeting, a majority vote for a candidate for an office, other than At-Large Governors, shall constitute election for that particular office. If a majority vote is not obtained on the first ballot, a runoff ballot shall be cast for the two candidates receiving the greater of votes until a majority is received by one candidate.

SECTION II. AT-LARGE MEMBERS OF THE BOARD OF GOVERNORS:
All candidates for the Board of Governors shall run at-large for the two positions to be filled each year. The two candidates receiving the greater number of votes shall be declared elected to the Board. Should there be a tie vote, a run-off ballot shall be cast until a majority is obtained.

These By-Laws of the St. Augustine Yacht Club were approved by the Board of Governors and the General Membership on the 4th day of November, 2013.