

# Gulfport Yacht Club, Inc.

## BY-LAWS (As Amended May 11, 2023)

**1. Organization**--The name of this corporation shall be "THE GULFPORT YACHT CLUB, INC." and said corporation shall have perpetual existence.

**2. Purpose**--This organization is formed exclusively for pleasure, recreation and other similar nonprofit purposes of its members, as contemplated by Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of a future United States Revenue Code). More specifically, the purposes of the corporation are as follows:

- a. to operate a yacht/sailing club;
- b. to provide a social atmosphere that promotes sailing, racing and social activities for its members;
- c. to provide a meeting place and other facilities for club members and storage of their boat or boats, and
- d. to foster a spirit of good fellowship among members.

**3. Requirements of Membership**--Any individual may become a member of this corporation upon payment of the prescribed membership fees, participates in club activities and by a two-thirds (2/3) vote of the votes cast at any meeting, provided that the applicant meets the requirements of the membership category for which they have submitted an application for and complete the following steps:

**Step 1:** A completed application for membership shall be submitted in writing by the applicant to the Chairman of the Membership Committee (the treasurer of GYC).

**Step 2:** The application shall be accompanied **the appropriate application fee.**

**Step 3:** The application shall be posted to the membership for not less than ten (10) days prior to vote to become member of the organization.

**Step 4:** The applicant shall attend at least one (1) Board of Directors OR General Membership Meeting and the applicant will have to be nominated from the floor for membership and be voted into the club.

**Step 5:** The accepted member must pay his/her dues in advance prior to receiving a key to the club. Dues and fees are prorated from the beginning of the month after he/she is accepted into membership.

### 4. Membership

**Membership Categories**--Membership in the GULFPORT YACHT CLUB, INC. shall be in one of the following membership categories, and all members' status may be reviewed by the Board of Directors annually.

- A. Regular Membership:** Any person eighteen (18) years of age or older, who owns and/or uses a sailboat and/or participates in club activities,
1. Regular membership is required to request boat slip rental
  2. Regular members may vote, hold office, and/or enjoy all the privileges of this Corporation

3. The spouse or significant other may become a Regular member upon payment of the prescribed dues.

**B. Life Member** – Any person who is a Regular member and has been elevated to an honorary status of Life Member by the Board of Directors as set out in 12 b of the GYC By-Laws. That member shall then be excused from payment of all fee and Work Day fees, except fees charged for rental for wet or dry slips.

**C. Associate members (a former category was deleted by the 2021 amendments)**

**Addendum:** The present associate members as of 11/11/2021 (3 members) will be grandfathered in and remain at that designation for as long as they desire. Should the Associate Member resign from GYC and then decide to rejoin, The Associate membership category will no longer be a membership option.

**D. Guests:** Members are always encouraged to bring guests and family to the club to sail on their boats and/or enjoy picnics and other social affairs. All guests and family must be accompanied at all times by a member of the Club

**E. Keys to the GYC facilities:** Regular members, Life members will have keys to the clubhouse and facilities.

1. Each member will be furnished with one (1) key.

2. To obtain a replacement key, members must contact the GYC treasurer and pay a fee for a replacement key as determined by the Board of Directors and posted on the GYC Fee Sheet..

**5. SLIP RENTAL AT GULFPORT YACHT CLUB--**Boat Storage at GYC is a privilege.

Gulfport Yacht Club is under no obligation to renew a yearly slip lease and may revoke an agreement without refund. Revocation of an agreement and removal of a boat owner and the vessel from Gulfport Yacht Club may be the result of disruptive or unsafe behavior, potential damage to Club property or the property of others, failure to make payments when due or any other indication considered adequate by the Board of Directors. The Board of Directors may recommend a lease be revoked and the vessel removed within 30 days from notice.

**A.** Slip assignments will be made by the Rear Commodore. No changes in assignment will be made without the Rear Commodore's prior approval, and only after a new Lease Agreement is executed by the Boat Owner and Gulfport Yacht Club.

**B.** Wet and Dry Slips are leased on a yearly basis, payable in advance, with no sublease privileges.

1. Leases cancelled during their lease period for that year may receive a refund of the unused fees for the balance of the year for which they were paid.

2. The date used to compute the refund will be the last day of the month when the lease is cancelled.

**C. Current Lease Agreements shall be considered renewed** for the following year when a member pays the yearly fee, typically invoiced in December of the current year. However, **the Club is not obligated to renew an annual Lease Agreement with a Boat Owner.**

**D.** A requirement of the Agreement is for the Boat Owner to keep insurance and registration/documentation current and provide proof thereof at the time of the lease execution and renewals.

1. Specific information : Policy holder, Insurance Company and Policy number.
2. Failure to provide this information is cause for termination of lease.

**E.** It shall be the responsibility of the Boat Owner to keep the sailboat in such condition that the sail boat does not become unsightly, dilapidated, or reflect unfavorably on the appearance standards of Gulfport Yacht Club.

**F.** It is the policy of Gulfport Yacht Club that both wet and dry slips shall be occupied by sailing vessels that are actively used and maintained by the Boat Owner. **To comply with this policy the member must sail his/her boat from GYC wet and dry slip area at least twice in each twelve (12) month period.**

**G.** Slips shall not be occupied by sailboats, which in the opinion of the Board of Directors, appear to indicate inactivity for any one or more, of the following reasons:

1. lack of proper maintenance,
2. sailboat not seaworthy,
3. sailboat not visited or used regularly.
4. The Board of Directors will notify a Boat Owner in writing that he/she is not in compliance with the rules and regulations.
5. The owner will have 30 days to comply.
6. Failure to comply will subject the boat Owner to termination of the Lease agreement.

**H.** There is no implied strength to the pilings or docks in the Wet Slip Area nor is there any implied strength in Dry-Slip tie-downs.

1. There is no safety or guarantee from damage from the docks, other vessels on or near the docks.
2. There is no safety or guarantee from damage from acts of nature.

**I.** Gulfport Yacht Club prohibits live-a-boards.

**J.** All Boat Owners must maintain their vessels in a state of constant readiness for movement in case of emergencies.

**K.** Members will not be permitted to rent slips for powerboats. Only the Club owned motor boats may be stored on the Club property.

**6. Fiscal Responsibility--**All fees shall be determined by the Board of Directors and shall be based on the requirements of the budget and not for the purpose of profit. All fees and

dues are due in advance but may be paid annually or semi-annually within 30 days of the billing date.

**A. Facility Fees**--shall be charged for use of the grounds, ramp, clubhouse, etc. as set by the Board of Directors. The fees shall be paid by all members except those exempted by other sections of these By-Laws.

**B. Work-Day Credit**--Since Gulfport Yacht Club is a member organization, it has no employees to maintain the club house, grounds, docks, etc. Gulfport Yacht Club has organized WORK-DAYS each quarter and such other days as noted by the Rear Commodore to help the various committees maintain the appearance of the club.

1. The Board of Directors will set a credit for each of these WORK-DAYS to be applied to the Annual Bill for the following year.

2. If a member participates and assists with clean-up activities on a scheduled work day, a credit will be applied to their following year's bill.

3. WORK DAY credit will only be issued for working on the prescribed work day up to a maximum of four (4) credits per year.

**7. Resignation**--Any member may withdraw by notice to the Membership Committee. In the event of such withdrawal, a pro-rata refund of all slip fees shall be refunded, effective at the end of the given quarter when the member resigned and upon return of all CLUB property, including the club key.

**8. Expulsion**--Any member may be expelled for cause by a two-thirds (2/3) vote of the votes cast at a meeting of the Board of Directors after due notice in writing has been issued to the member being considered for expulsion and after a hearing which shall be held no earlier than ten (10) days after such notice has been issued and no later than thirty (30) days after such notice has been issued.

**A.** Said expelled member shall receive a pro-rata refund of all paid fees and dues which shall be effective at the end of the quarter when the member was expelled.

**B.** An expelled member may reapply for membership after one (1) year from the date of the expulsion.

**C.** The previously expelled member must complete a New Member Application and move through the new member process.

**9. Transfer**--No membership may be transferred, assigned, or given to any other person. Shall any member attempt such a transfer, his/her membership shall be immediately terminated.

**10. Delinquency**--Any member failing to pay money within thirty (30) days is delinquent and becomes in arrears.

**A.** At the end the 30 day period, the treasurer will notify the Board of Directors of all members who are in arrears and or delinquent.

**B.** The Board may elect to have the member's boat removed from the property after the member is sixty (60) days or more in arrears.

**C.** The Board of Directors may, by a two-third (2/3) vote of the votes cast at any regular

meeting may also elect to rescind the membership pursuant to 7.0 Expulsion.

**11. Reinstatement**--The Board of Directors may, by a majority vote of the votes cast at any Board of Directors meeting, reinstate to Membership of a former member upon payment dues for the current year and arrears in advance.

**12. Re-Application**--Any person, whose application for membership has been rejected, may file a new application after a period of one (1) year from the date of such rejection.

**13. Board of Directors**--The governing body of this Corporation shall consist of a Board of Directors of nine (9) members. The Board shall be composed of the following members: The Commodore, the Vice-Commodore, the Rear-Commodore, the Secretary, the Treasurer, the Fleet Captain, Immediate Past Commodore, Two (2) at-large members, **an additional at-large member will be nominated in the event that the immediate past commodore is unwilling or unable to serve.** There will also be two (2) alternate members in order to meet a quorum if need be.

A. The Board of Directors shall hold title in and to all property of said Corporation, or such trustee or trustees as they, the said Board of Directors, may appoint.

B. The said Board of Directors shall have the general and entire management of affairs, business, and concerns of said Corporation, except in such cases as may be hereinafter provided.

C. The Board of Directors shall be authorized to confer honorary life-time memberships on any individual with full voting privileges.

D. Meeting of Directors: A quorum of the Board of Directors shall consist of two-thirds (2/3) of its members.

E. The Board shall hold at least one (1) meeting every other month with five (5) per year.

F. Special meetings of the Board may be called by the Commodore (or other presiding officer) at any time for any cause. Notice of such action to be taken must be given in writing to all Board members at least two weeks before such meeting is called, and shall require a majority vote of the votes cast by the Board Members present at such meeting.

G. Any Board Member who has two unexcused absences may be replaced by the Board of Directors.

H. Meetings shall be conducted under Robert's Rules Order.

I. Qualifications for Members of the Board of Directors: All members of the Board of Directors shall be Regular Members. No less than one-third (1/3) of the members of the Board of Directors elected by Members of the Corporation shall have been Regular Members in good standing of Club for at least three (3) years.

**14. Officers**--The officers of this corporation shall consist of a Commodore, a Vice-Commodore, a Rear Commodore, a Treasurer, a Secretary, and a Fleet captain. Such officers shall be elected by the Regular Members at the Annual General Membership meeting, in November. The terms of the officers shall be for one (1) year starting January 1 after the election. In case of a vacancy, the Board of Directors shall appoint one member **of the Board** to fill the unexpired term(s) of such officer. No officer shall be eligible for the same office for more than two (2) consecutive terms except the Treasurer, Secretary, and Fleet Captain.

**15. Vacancies**— The Board, by a majority of votes cast, shall appoint a Club member to fill the remaining unexpired term of the Immediate Past Commodore, an at-large or alternate board member who resigns or is removed from the position or who is otherwise unwilling or unable to adequately serve during the remainder of their term. Such appointed member will be considered an additional at-large member if said member is filling the unexpired term of the Immediate Past Commodore.

## **16. Duties of the Officers**

- A. Commodore:** The Commodore shall be the chief executive officer of the Club. He/she shall make a full report of all property belonging to the corporation, both real and personal, and the condition thereof, and present such report at the annual meeting.
- B. Vice Commodore:** It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his/her duties, and to officiate for, and to perform the duties of the Commodore in his/her absence, and such other matters and executive duties as the Commodore or Board of Directors may direct.
1. He/she is also the Chairperson of the House Committee.
  2. He/she shall be responsible for submitting a proposed budget for the annual expenses of that committee to be presented to the Board of Directors at the Annual Budget meeting.
  3. He/she shall see that the Fire-Extinguishers are serviced annually.
  4. He/she shall follow up with the Termite Contract with the vendor
- C. Rear-Commodore:** It shall be the duty of the Rear-Commodore to assist his/her superior officers in the discharge of his/her duties, and to officiate for, and to perform the several duties of the Commodore, when both the Commodore and Vice Commodore are absent or unable to perform such duties.
1. He/she is the Chairperson of the Yards and Docks Committee.
  2. He/she shall be responsible for submitting a proposed budget for the annual expenses of that committee to be presented to the Board of Directors at the Annual Budget meeting.
  3. The Rear Commodore shall also be in charge of maintenance and repairs for all club boats other than the boats assigned to the Fleet Captain.
- D. Treasurer:** The Treasurer shall receive and disburse the funds of the Corporation.
1. He/she shall keep all monies of the Corporation deposited in its name.
  2. At all meetings of the club, he/she shall make reports to The Board of Directors, which may, at its discretion, require him/her to give acceptable bond, in such sum as the Board may determine for the faithful performance of his duties.
  3. All disbursements shall be made by duly signed checks.
  4. A single signer on all club accounts will be the GYC Treasurer with one (1) other board member also selected to be a signitor on the GYC Club Checking Account and any other accounts the club may open.
  5. He/she shall not make any payments or disbursement other than operating expenses and approved items from the annual budget which will be created by The Board of

Directors, unless approved by the Board of Directors.

6. The Treasurer shall be in charge of the Membership Committee and shall act as the Chairman of that committee.
  - a. The treasurer shall notify newly-elected members of their acceptance into the club.
  - b. The treasurer shall keep an up-to-date list of all members and post this regularly on the club bulletin board.
  - c. Additional copies of the member list shall be given to the Rear Commodore and secretary.
7. The Treasurer will also be responsible for reports to be filed to:
  - a. IRS
  - b. Secretary of State for Corporations
  - c. Florida Dept of Revenue---monthly sales tax collections
  - d. and to see that GYC has a CPA to oversee the finances of the club
  - e. the City of Gulfport stating that our liability insurance is current and that are a named insured on that policy.
8. He/she shall be responsible for submitting a proposed budget for the annual expenses of that committee and Office of Treasurer to be presented to the Board of Directors at the Annual Budget meeting

**E. Secretary:** The secretary shall keep minutes of all meetings of the Club and the Board of directors.

1. She/he and shall issue all notices, except those pertaining to the Office of Treasurer.
2. He/she shall conduct official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Corporation, the Board of Directors and all other committees.
3. He/she shall be responsible for submitting a proposed budget for the annual expenses of that committee to be presented to the Board of Directors at the Annual Budget meeting.

**F. Fleet Captain:** The Fleet Captain shall be in charge of Race Committees, and shall act as chairperson of that committee.

1. He/she shall be responsible for submitting a proposed budget for the annual expenses of that committee to be presented to the Board of Directors at the Annual Budget meeting.
2. He/she shall also be responsible for maintaining all equipment required for the racing program at GYC (flags, marks, horns, etc).
3. He/she shall maintain the power boats and trailers assigned for that purpose.

**17. COMMITTEES**--The Board of Directors shall appoint the following committees:

**A. House**

1. The House Committee shall consist of the Vice-Commodore as Chairperson, and such other members as the chairperson shall appoint.
2. The committee, subject to the approval of the Board of Directors, shall have full charge of the Club House, and shall establish and post house rules governing the

Club House and Club Members therein.

3. This committee shall have charge of the refreshments and entertainment of the club.
4. The committee may not spend above its designated annual budget without prior authorization of the Board of Directors.

**B. Yards & Docks**

1. The Yards and Docks Committee shall consist of the Rear Commodore as the chairperson, and such other members as the chairperson shall appoint.
2. This committee shall have charge of the maintenance and operation of the club's docks, slips, hoist, ramps, and all other club grounds, subject to the control of the Board of Directors
3. The committee may not spend above its designated annual budget without prior authorization of the Board of Directors.

**C. Race**

1. The Race Committee shall consist of the Fleet Captain as chairperson, and such other members of the Club as the chairperson shall appoint.
2. The duties of the committee shall be to administer the Club's racing activities and maintain the necessary equipment
3. The committee may not spend above its designated annual budget without prior authorization of the Board of Directors.

**D. Membership**

1. Membership The Membership Committee shall consist of the Treasurer as chairperson and such other Members of the Club as the chairperson shall appoint.
2. The duties of this committee shall be to have charge of all the applications for membership.
3. The shall direct the proper posting thereof and make all necessary investigations. The Committee shall also maintain the listing current members of the Club.
4. The committee may not spend above its designated annual budget without prior authorization of the Board of Directors.

**E. Nominating**--The Board of Directors shall appoint a nominating Committee on or before October 1 of each year to seek out, investigate, and present a slate of officers to the membership before the annual election of officers. Additional nominations may be offered from the floor. The annual election of officers shall be held at the November Annual Membership meeting. The elected officers will begin their term of office on January 1 of the following year.

**18. MEMBERSHIP MEETINGS**—Proceedings--All meetings of the club shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order

**A. Annual Membership Meeting** shall be held in November.

General Membership Meeting--Regular meetings of the Corporation shall be held at such time and place as designated by the Board of Directors.



**B. General Membership:** Regular meetings of the Corporation shall be held at such time and place as designated by the Board of Directors.

**C. Budget meeting:** This meeting will be held in January of each year.

The heads of committees, officers and Board members meet to set the budget for the fiscal year.

**D. Directors:** The Board of Directors meeting shall be held at least once every other month and no fewer than five (5) times per fiscal year and will be held at such time and place as the Commodore may designate.

**E. Proxy:** No voting by proxy shall be allowable in either General or Annual Membership or Board of Directors meeting.

**F. Quorum at Membership Meetings—**Two-thirds of the Board Members present at a General meeting of this Corporation shall constitute a quorum to conduct business.

**G. Special Meetings--**Special meetings of the Corporation may be called at any time by the Commodore or the Secretary upon petition in writing of not less than ten (10%) per cent of the Regular Membership of this corporation and five (5) directors.

**H. Votes at meetings of the Corporation:** each holder of a Regular Membership is entitled to one vote.

1. The presiding officer may only vote in the case of a tie vote with the exception of the election of officers.

2. In case there exists a tie in any election of officers, as provided for under this by-law, then lots shall be drawn to determine the Officer elected.

**19.** By-Laws may be deemed necessary for the government of the Corporation and shall be proposed and adopted by The Board of Directors, and from time to time be amended by the following procedure:

**A. BY LAWS**

1. The proposal shall be made at a Board of Directors meeting, and the total membership shall be notified in writing (e-mail or regular postal mailing for those who do not have an e-mail address) of such proposal.

2. Further consideration of the proposal shall be postponed for at least thirty (30) days before final action is taken.

3. Any changes, deletions, or additions to the by-laws shall require a two-thirds (2/3) vote of the votes cast by the Regular members present at the next General meeting held after all members were duly notified.

4. The By-laws will be voted on or amended by a two-thirds (2/3) vote of the votes cast at the next General Meeting after the 30 day period waiting period has expired.

**B. ARTICLES OF INCORPORATION**

1. Upon a written request of five (5%) of the Regular Members or from two thirds (2/3) of the Board of Directors, this corporation shall have the right, at any Annual, General Membership Meeting, or a special meeting called for this purpose, to amend the Articles of Incorporation of Gulfport Yacht Club, Inc. provided that:

a. Notice of Intention to submit for consideration an amendment or amendments, be mailed (e-mailed or regular postal mail for those who do

not have e-mail) to all Regular Members at least thirty (30) days prior to the duly called meeting, at which time the amendment or amendments are to be offered.

- b. The proposed amendment or amendments become effective as an integral part of the Article of Incorporation upon receiving the affirmative vote of a majority of Regular members entitled to vote and that action has been duly registered with the Division of Corporations of the State of Florida