

**ROCKPORT YACHT CLUB INC.
BY LAWS**

Mission Statement

The mission of the Rockport Yacht Club shall be to serve the interests of its members by: promoting water activities; providing a suitable facility whereby the members are able to gather in a social atmosphere; cultivating community relations; and honoring the historic nature of the club and the sport of sailing.

BY LAWS

ARTICLE I NAME

The name of this organization shall be Rockport Yacht Club Inc. Located in Rockport, Aransas County, Texas, it is incorporated under the laws of the State of Texas as a non-profit 501 (C) (4) organization. It shall hereinafter be referred to as The "Club".

ARTICLE II OBJECTIVE

The Club is established for the purpose of promoting recreational and safe boating and related activities including cruising, racing, youth sailing and social functions in the geographical area of Aransas County. The club will operate within the laws, regulations and rules of any government, Federal, State or Local, which may have authority.

ARTICLE III - MEMBERSHIP

SECTION 1. The Club shall have the following classes of memberships: Resident Family and Individual, Nonresident Family or Individual, Mariner Family and Individual, Winter Shipmates, Honorary Lifetime and Honorary, the dues and initiation fees for which are set annually by the Board.

SECTION 2. The classes of membership shall have the following voting rights and other requirements:

A. Resident Family or Individual Membership: Minimum age 40, one or two adult members including their children under the age of 21 years. Each such Member in good standing as of the date of any election shall be entitled to one (1) vote.

B. Mariner Family or Individual Membership: Between age 21 and 40. One or two adult members including their children under the age of 21 years. Each such Member in good standing as of the date of any election shall be entitled to one (1) vote.

C. Winter Shipmates: Permanent Residence beyond Five Hundred Miles.

D. Non Resident Member: Family or Individual Membership: Permanent residence not located within a 75-mile radius of Rockport, Texas.

E. Honorary Membership: May be granted to either an Individual or Family member, and shall be limited to a maximum one-year term. Such Memberships shall have no vote. Granted by a majority of the Board present at the meeting with an expiration on December 31 of the year in which awarded. Requires annual renewal. Free of dues and fees.

F. Lifetime Membership: Lifetime term. Awarded to members in good standing for some recognizable and outstanding contribution to the management of the Club and its program. Requires a unanimous vote of the Board. Free of dues and fees with one vote.

The memberships set forth in paragraphs C, D and E above are referred to herein as "Non-Voting Members".

G. The Board may change or add to the above Membership classifications from time to time, upon an affirmative two-thirds vote of those present.

H. Memberships shall not be transferable.

I. With membership comes the responsibility to pay all dues and fees in a timely manner and to periodically, with other members, accept the responsibility to host a share of the Friday and/or Monthly Club meetings. The assigned meeting responsibility will include budgeting and planning the menu and/or the program with at least one other member.

SECTION 3. Termination of Membership shall be in accordance with the following:

A. Any Member may resign in good standing, upon written notification, and such resignation shall not affect any obligation owed to the club thereby at that time.

B. The Board, upon a unanimous vote of those present, may censure, suspend, expel or terminate a Member from the club for unlawful or unbecoming conduct on his part or on the part of members of his immediate family or his guests where the circumstances make the conduct of such other persons attributable to the Member including, but not limited to, not abiding by the posted House and Dock Rules.

C. Memberships terminated by resignation may be reinstated upon application for membership. Memberships terminated by failure to pay past due accounts may be reinstated when all past due accounts are paid and upon application. Memberships terminated by action of the Board may be reinstated by a majority vote of the members present at a Monthly Membership or Special Membership meeting.

E. Any reinstatement must include payment of any assessments occurring since termination of membership and any changes to the initiation fee since such termination.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be comprised of Resident and/or Mariner Members. Except as provided in the articles of incorporation and/or by The Texas Non Profit Business Corporation Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its Board of Directors (the "Board").

SECTION 2. The total number of Directors shall be nine, seven of whom shall be elected by the Membership at each Annual Meeting thereof. Directors shall consist of (a) the Commodore, the Vice Commodore, Rear Commodore, Secretary and Treasurer, all of whom are to serve a term of one year, ("The Bridge") plus (b) four (4) Regular Directors (the "Regular Directors") Places 1,2,3 and 4 with two year terms as follows: Regular Directors Place 1 & 3 shall begin their term in odd years; Regular Directors Place 2 & 4 shall begin their term in even years. At the initial adoption of these By-laws, all four (4) Regular directors shall be elected, two of whom shall serve one year terms. The immediate Past Commodore shall serve as an ex-officio member of the Board, but shall not participate with a vote in Board decisions. The Commodore shall have no vote except in the case of a tie.

Each Director's term shall begin on January 1st of the year following the year in which he was elected.

SECTION 3. Meetings. Regular Monthly Meetings of the Board shall be held on the first Thursday of each month, without notice.

Meetings other than regularly scheduled meetings may be called either by the Commodore, The Vice Commodore, or by at least 3 members of the Board, upon at least 5 days' notice to the entire Board. Such notice is to be given, if in writing, either by way of the US mail, or by electronic communications, or if orally, by telephonic communications to each Board member. Attendance by any member at a Board meeting shall constitute a waiver by such member of notice of such meeting.

Members of the Board may participate in a meeting of the Board by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting. The presence of 5 Directors at a meeting of the Board shall constitute a quorum for the purpose of conducting the business of the club.

Unless specifically otherwise provided herein, the act of a majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.

SECTION 4. A Nominating Committee shall be appointed by the Commodore annually, subject to Board approval. The names of its members shall be published in the monthly newsletter or posted on the Club bulletin board ten (10) days prior to the September monthly meeting. Such nominating committee shall consist of the Immediate Past Commodore and four (4) Voting Members who are not then Directors of the Club.

SECTION 5. The Nominating Committee shall submit the name of one (1) eligible Resident and/or Mariner member for election to each directorship to be filled

for the ensuing year. Such nominations shall be published in the monthly newsletter or posted on the club bulletin board at least ten (10) days before the Annual Meeting. Members may submit nominations at the Annual Meeting, in addition to those of the Nominating Committee.

SECTION 6. Directors shall be elected by a simple majority of the voting members at the Annual Meeting at which a quorum is present.

SECTION 7. The responsibilities of the Bridge Directors shall be as follows:

A. The Commodore shall perform the functions of Chief Executive Officer of the Club, including presiding over all meetings of the membership and the Board. The Commodore may assign additional duties to the other Directors and establish additional committees as he deems necessary from time to time.

B. The Vice Commodore shall assist the Commodore in the discharge of his duties. In the event the Commodore is unable to perform his duties due to any reason, the Vice Commodore shall act as Commodore until the Commodore is able to resume his responsibilities. The Vice Commodore shall perform such supervisory or other duties as the Commodore may assign from time to time.

C. The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties. In the event the Commodore and Vice Commodore are unable to discharge their duties, he shall serve as Commodore until either the Commodore or Vice Commodore is able to assume his duties. The Rear Commodore shall perform such supervisory or other duties as the Commodore may assign from time to time.

D. The Secretary shall be responsible for all official club correspondence, for recording the events transpiring at the Change of Command Dinner, Monthly Membership meetings, Special Membership meetings and the Annual meeting membership and all board meetings, and for maintaining all records not the specific responsibility of another office or position. Such records shall include an annual historical membership list.

E. The Treasurer shall be responsible for all matters involving the club's receipts, deposits, disbursements, budgets, accounts receivable and accounts payable, as well as monthly financial reporting. He shall provide notice to the Board when all periodic obligations occur, such as insurance renewals and taxes. At the Annual Meeting (as defined herein) he shall make a complete financial report to the Members. The Board may appoint an Assistant Treasurer.

SECTION 8. Any vacancy on the Board may be filled by any Resident or Mariner Member who shall be elected by the Directors to serve until the end of the current year subject to the consent of a majority of the members present at a Monthly Membership, Special Membership or Annual Meeting of the membership.

SECTION 9. Any Director may be removed from office during his term by the majority of the Voting Members present at any general membership meeting.

SECTION 10. The Board, after its election, shall present an annual operating budget, identify the committee chairmen for the ensuing year and outline the program for the new year to the membership at the Change of Command Dinner held each January. The budget will include all forecasted expenses and all proposed fees, dues, and assessments for that year. Approval by the membership at this meeting will govern general funding for the forthcoming year.

SECTION 11. Any unbudgeted spending requires Board approval. Any unbudgeted spending in excess of \$1,000 requires membership approval at a Monthly Membership, Special Membership or Annual Meeting. Any unbudgeted spending in excess of \$10,000 requires membership approval at the Annual Meeting or a Special Membership meeting.

ARTICLE V MEMBERSHIP MEETINGS

SECTION 1. There shall be four (4) classifications of membership meetings.

- A. "Change of Command Dinner" held in January. Actions at this meeting include but are not limited to: Relieving previous year's Board and installing current year's Board. The newly installed Board shall present an annual operating budget, identify programs for the year and name the committee chairmen.
The presence in person or by proxy of thirty (30) percent of the Voting Members shall constitute a quorum and shall be authorized to transact business.
- B. "Monthly Membership Meetings" shall be held on the second Thursday of each month with the exception of November and January. The presence in person or by proxy of fifteen (15) percent of the Voting Members shall constitute a quorum and shall be authorized to transact business.
- C. "The Annual Meeting" of the membership held on the second Thursday of November. The actions at this meeting include but are not limited to the election of The Board for the following year. The presence in person or by proxy of thirty (30) percent of the Voting Members shall constitute a quorum and shall be authorized to transact business.
- D. "Special Membership Meeting" can be called at the discretion of the Commodore, The Board, or upon written request of ten (10) Voting Members. The presence in person or by proxy of thirty (30) percent of the Voting Members shall constitute a quorum and shall be authorized to transact business.

SECTION 2. Notice of any Membership Meeting may be in writing, by telephone or email. If in writing, notice must be mailed to all members not less than 10 days prior to the time of the meeting. Said written notice may be included in the monthly newsletter, billing or other mailing addressed to each Voting Member. Notice by telephone must be given not less than 10 days prior to the time of the meeting.

ARTICLE VI - FEES AND DUES

SECTION 1. Members shall pay the dues, initiation fees, and assessments prescribed for their class of membership in the manner and at the time or times as so established by the Board from time to time. For any new Member accepted after a due date, the dues will be prorated for the balance of the period.

SECTION 2. The fiscal year of the Club shall be the calendar year.

ARTICLE VII - COMMITTEES

SECTION 1. The Standing Committees shall be: Facilities, Docks, Nautical Flea Market, Membership, Bar, Race, Power Boating and Cruising, Web Page, and Ship Store. These committees, with a one year term, shall be chaired by voting Members and/or Non Resident Members appointed by the Commodore with Board approval shall perform duties as shall be designated for them from time to time. The Committees shall report monthly to the Board. Other committees may be established by the Board or the Commodore, who shall appoint the members and designate the chair and the duties thereof.

SECTION 2. The responsibilities of the committees include but not limited to:

Facilities - building maintenance and improvements, rentals, safety

Bar - stocking and staffing the bar, licensing, recruiting and training bartenders

Docks - maintenance and improvements, Slip Rentals, Temporary dockage

Nautical Flea Market - Planning and executing this annual event

Membership - membership rolls, applications, Soundings

Race - Sunfish racing, Mansfield Race, Racing, Sailing instruction

Power Boating and Cruising - predicted log racing, safety and instruction

Ship Store & Web Page - stocking and merchandising, Calendar, Web Page and Roster

ARTICLE VIII - RECORDS

It shall be the responsibility of each person holding an elected or appointed office in the club and possessing records of the Club to insure the complete and orderly transfer of same at the beginning of each term. All such records are the sole property of the Club and shall be maintained with a permanent copy stored in a place of safekeeping provided by the Club.

ARTICLE IX INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee

of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled under the laws of the state of Texas

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE X - AMENDMENTS

SECTION 1. These By-Laws may be amended at any the Annual Meeting or a Special Membership meeting by a two-thirds (2/3) majority vote of those members present. Notice of any meeting at which any amendment to these bylaws will be considered shall be given to all Members, and will state that the question of amendments is to be considered and shall specify the article or section in which the proposed change occurs, as well as the proposed change(s) and the reasons therefore. Copies of the proposed new By-laws will be made available at the clubhouse or on the Club's internet web site at least twenty (20) days prior to such meeting.

ARTICLE XI - MISCELLANEOUS

Upon the dissolution of the Club, whether from termination of its charter or from any other cause, its affairs shall be liquidated in accordance with the Texas Non Profit Corporation Act as in effect at the time of such dissolution.

Use of masculine gender in titles or elsewhere in these by-laws shall be deemed to refer to both the masculine and feminine gender. All positions described herein whether elective or appointive, may be-filled by male or female members meeting the qualifications prescribed

Effective September 13, 2012

Approved-By a majority vote at a General Membership Meeting held on that date

Rockport Yacht Club, Inc.

By: _____
Commodore

By: _____
Secretary

Corporate Seal