

**HILL COUNTY YACHT CLUB, INC.**  
**A TEXAS NONPROFIT CORPORATION**

**Bylaws**  
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**ARTICLE I: NAME**

The name of this club shall be the Hill Country Yacht Club (sometimes referred to as “The Club” or “Club”).

**ARTICLE II: PURPOSE**

To promote sailing and power boating as wholesome sports and to provide the facilities and organization for educational, competitive and social activities.

**ARTICLE III: MEMBERSHIP**

**Section A:** Membership is open to all individuals that meet these qualifications:

- of proper application;
- of the Executive Committee, and,
- access to the docks and properties known as Canyon Lake Marina and Cranes Mill Marina.

If, after being accepted to membership as defined in these bylaws, any membership has its access to Canyon Lake Marina and Cranes Mill Marina is restricted or denied, HCYC shall regard the restriction or denial of access as a resignation of HCYC membership. (Note: This provision is effective immediately for all HCYC memberships.)

There shall be four classes of membership in HCYC: (1) Active Members, (2) Provisional Members, (3) Inactive Members, and (4) Honorary Members.

1.Members are those individuals who:

- been accepted by the Executive Committee for this class of membership;
- paid to HCYC the current membership fee for an Active Member as provided in Article VI, Membership Fee, Sections A and B; and,
- not had their access to Canyon Lake Marina and Cranes Mill Marina revoked or restricted in any way or form.

Active Membership and Provisional Membership shall be considered a household membership and membership privileges shall extend to one or two adults and include any dependents under the age of 21 years. Each adult Active Member and Provisional Member shall be issued a membership card and a facility security code, each adult Active Member and Provisional Member shall have the right to vote, and each Active Member shall have the right hold office in HCYC, except that any member seeking an officer position as Commodore, Vice-Commodore, Secretary or Treasurer, shall either own, or be a part owner of, a boat, and shall also be a tenant in Canyon Lake Marina or Cranes Mill Marina. An Active Membership and Provisional Membership shall be entitled to cast two votes.

- a.Active Member elected to the office of Commodore, Vice-Commodore, Secretary, or Treasurer, who does not own a boat, nor is a part owner, shall have a four (4) month period from the time he/she takes office to acquire one AND become a tenant in Canyon Lake Marina or Cranes Mill Marina. Failure to do so will void his/her election and Article IV, Section E will take effect.
- b.Member elected to the office of Commodore, Vice-Commodore, Secretary, or Treasurer, who sells his/her boat during his/her term of office shall have a four (4) month period to acquire another one.

**2.** Any member joining HCYC shall be a Provisional member for a period of six (6) months. During the provisional period, the member shall not be eligible to run for a HCYC office. At the end of the Provisional period the membership will become an Active Membership. A Provisional Member may be terminated by a 2/3's vote of the entire Executive Committee.

**3.** Inactive Members are those formerly Active Members who have transferred or moved more than seventy miles from Canyon Lake, Texas, and have requested that their membership be changed to inactive status. Inactive Members shall receive a copy of each edition of the HCYC newsletter. Inactive Members shall not be issued a membership card and shall not have the right to vote or hold office.

**4.** Honorary members shall be those who have rendered, or are rendering, outstanding service to the sport of boating in the Canyon Lake, Texas, area and who have been approved to this membership by a majority of the Executive Committee. This election shall be for a calendar year only, but may be renewed from year to year at the discretion of the Executive Committee. Honorary members shall not be entitled to vote or hold office in HCYC.

**SECTION B:** No person shall be denied membership because of race, color, creed, religion, age, sex, marital status, handicap or national origin.

**SECTION C:** Application for membership in HCYC shall be made on the approved membership application form. All applications for membership shall be filed with the Secretary and processed as directed by the Executive Committee. The Executive Committee shall consider each application and decide upon approving or rejecting each of such applications by a majority vote.

**SECTION D:** All HCYC privileges shall be extended to every Active Member and Provisional Member in good standing as defined in Article VI, Section F.

**SECTION E:** Each member shall be responsible for the conduct and indebtedness of his/her household members and any guest admitted to the

HCYC facilities under his or her membership. A guest that has not had his or her access to Canyon Lake Marina or Cranes Mill Marina restricted or denied may have access to the HCYC facilities, when in the physical company of an Active Member or Provisional Member. Non-members who are partners in boats with an Active Member or Provisional Member shall be considered guests.

**SECTION F:** The Executive Committee shall prescribe such rules as are deemed appropriate respecting the use of HCYC facilities by members and guests.

**SECTION G:** Termination of Membership - Continued membership in HCYC is a privilege conditioned upon the member abiding by the bylaws and rules and regulations of HCYC. A member has no vested right, monetary or justiciable, or interest in continued membership. As a condition of membership, all members shall pay all dues and assessments in a timely manner as required by the Executive Committee or these bylaws. Members shall conduct themselves in a manner which will not bring discredit upon HCYC or its membership or do any act which would jeopardize any contractual relationship with any other entity, and shall abide by such other rules as may be promulgated by the Executive Committee. Upon receipt of information by any Executive Committee member of any violation of any bylaw or rules by a member which he/she deems of such a serious nature that expulsion may be warranted, the Executive Committee shall notify the member of the allegations made and the date and time of a meeting (but in no event less than ten days), to be held to consider any such membership termination action. The member shall have the right to be present at any such meeting and speak in his/her defense. Receipt of information from the treasurer by an Executive Committee member that a member is in arrears in their dues to an extent that would warrant expulsion is not cause for a hearing (See Article VI, Section F).

#### **ARTICLE IV: MEMBERSHIP FEES**

**SECTION A:** All membership applications must be accompanied by the appropriate fee in order to be considered for membership by the Executive Committee. The Membership Fee shall be prescribed from time to time by the Executive Committee. In the event of the rejection of a membership application, the initial fee submitted will be returned to the applicant.

**SECTION B:** Payment of Dues shall commence at the direction of the Executive Committee. Active and Provisional Membership dues are to be assessed at a rate of thirty five dollars (\$35.00) per month plus applicable sales taxes at the current local rate for the Canyon Lake area of Comal County, Texas. Inactive membership dues are to be assessed at the rate of seventeen and 50/100 dollars (\$17.50) per calendar year plus applicable sales taxes at the current local rate for the Canyon Lake area of Comal County, Texas. Honorary Memberships shall pay no dues

**SECTION C:** The Executive Committee shall not have the power and authority to change the monthly dues. Such change

must be accomplished by amendment to the Bylaws. The Executive Committee does have the power to establish the initiation fee to be submitted with each membership application.

**SECTION D:** The Executive Committee may, in the best interest of the operations of HCYC, levy upon the members special assessments for the operating funds of HCYC not to exceed the sum of fifty dollars (\$50.00) per member in any calendar year. HCYC membership shall have the power to levy assessments in such manner and at such amount among the members as it may deem proper at any annual, general, or special meeting of the members.

**SECTION E:** The Executive Committee shall have the power to limit the indebtedness permitted to any member of HCYC.

**SECTION F:** All debts to HCYC, including monthly dues, shall be payable by the 15th of each month. Members shall be considered in good standing when all debts to HCYC are paid within ninety (90) days. Members not in good standing will not be eligible to participate in HCYC functions, use HCYC facilities or vote in HCYC elections. To return to a membership in good standing status, any and all debts owed to HCYC shall be made current. Members with HCYC debts unpaid over one hundred twenty (120) days may be terminated from HCYC membership by a majority vote of HCYC's Executive Committee. Members with HCYC debts unpaid over one hundred eighty (180) days are automatically terminated from HCYC membership unless the Executive Committee takes specific action to prevent the termination. Previously paid membership fees and dues are not refundable.

Members that have their access to Canyon Lake Marina or Cranes Mill Marina restricted or denied may be restored to "good standing" when their access to Canyon Lake Marina and Cranes Mill Marina is fully restored, providing they were members in "good standing" when access to marina property was denied.

**SECTION G:** No former member whose membership has been terminated for any reason shall be permitted upon HCYC premises in any capacity, including visitor or as a guest. Any former member whose membership was terminated solely for non-payment of any obligation to HCYC, for a period of up to one year, may be reinstated to membership in good standing by payment of all past due obligations without payment of any membership or initiation fees; thereafter said former member is required to make new application as if he/she had never been a member. Membership may be denied for those whose prior membership was terminated for nonpayment of debts to HCYC.

**SECTION H:** For a period of one year after resigning HCYC Membership, any membership that was resigned while in good standing may be reinstated to active membership by action of the Executive Committee. After one year has passed, a new application for membership is required.

#### **ARTICLE V: MEMBERSHIP MEETINGS**

**SECTION A:** HCYC shall operate on a calendar year basis that is January 1 to December 31.

**SECTION B:** HCYC shall hold an annual meeting of HCYC's membership for the purpose of electing officers and to transact such other business as may come before the meeting. The annual meeting shall be at a time and place appointed by the Executive Committee for this purpose.

If a quorum is not present at a Membership meeting where the election of officers is on the agenda, then a Special Membership Meeting for the purpose of electing officers shall be called at least once each month, from the date of the Membership Meeting at which no quorum was present, until such time as a quorum is obtained.

If a Special Membership Meeting, with a quorum present, is held during the term of office defined in Article IV, Section B of HCYC's bylaws, then the newly elected officers shall take office on January 1st of the following year.

If no quorum can be obtained at any Special Membership Meeting held before December 31st, then the currently serving Executive Committee shall continue in office until such time as a quorum can be obtained, and then the newly elected officers shall take office immediately and serve for the remainder of the year.

**SECTION C:** Special meetings of HCYC may be called by the Commodore, the Executive Committee or upon the request of five (5) or more Active Members in good standing. The Secretary shall mail to the last known address of each member a notice of such meeting not less than ten (10) days prior to such meeting. No business shall be transacted in any special meeting other than that clearly set forth in the notice calling such meeting.

**SECTION D:** Twenty-five (25) percent of the Active and Provisional Memberships in good standing shall constitute a quorum at any regular meeting, or any special meeting of HCYC. A simple majority of those voting members at any duly organized meeting shall rule on such general business as may come before the meeting; except as provided otherwise in these by-laws.

Proxy voting in any membership meeting of the Hill Country Yacht Club, Inc. shall be prohibited after June 30, 2012.

Absentee voting, using forms and procedures adopted by the Club's Board of Directors, shall be permitted in meetings that are called to elect officers or amend the bylaws of the organization. Absentee votes shall count toward a quorum for the portion(s) of any meeting where the election of officers or amendment(s) to the Club's bylaws are being considered.

#### **ARTICLE VI: OFFICERS**

**SECTION A:** The officers of HCYC shall consist of a Commodore, Vice Commodore, Rear Commodore for Sail, Rear Commodore for Power, Secretary, Treasurer, and two Social Directors.

1. The Commodore shall preside at all meetings of HCYC and the Executive Committee, and shall enforce its rules, regulations and decisions. The Commodore shall appoint, subject to concurrence of the Executive Committee, HCYC members in good standing to serve in the following positions: Port Captain, Communications Chairperson, Editor of HCYC's newsletter, Facebook Editor, Webmaster, Trophy Captain, Youth Coordinator, Membership Chairperson, Clothing Chairperson, and Historian, and other HCYC positions that become appropriate from time to time. Appointees' term of service shall expire at: a) December 31 of the current year; or b) on action by the Executive Committee.

2. The Vice Commodore shall discharge all the duties of the Commodore during the Commodore's absence or inability to act and will succeed him/her in the event of his/her permanent absence. The Vice Commodore shall assume responsibility for facility maintenance and improvements to include, but not limited to, seeking price quotations, requesting Executive Committee approval, and management of contractors.

3. The Rear Commodore for Sail shall assume responsibility for all sail oriented events. He/she shall be responsible for the conduct of all racing, cruising, education and safety programs. He/she shall present an annual Sail Program to the Executive Committee and upon approval implement the program during the term of office.

4. The Rear Commodore for Power shall assume responsibility for all power oriented events. He/she shall be responsible for the conduct of all competitive, cruising, education and safety programs. He/she shall present an annual Power Program to the Executive Committee and upon approval implement the program during the term of office.

5. The Secretary shall assume the responsibility for keeping and maintaining all records of HCYC. He/she shall keep all correspondence sent from or received by HCYC and shall distribute all official correspondence for HCYC as directed by the Executive Committee. He/she shall assure all HCYC records are properly cataloged and transferred to the next secretary at the conclusion of his/her term in office.

6. The Treasurer shall have custody of all monies and funds belonging to HCYC, and shall keep or see that proper books and records of accounts are kept, (issue member statements, collect and deposit receipts, and make disbursements as approved by the Executive Committee). The Treasurer shall prepare or cause to be prepared as directed by the Executive Committee a true financial statement reflecting the assets and liabilities of HCYC and all receipts and disbursements along with a monthly accounting available for the Committee's meetings. He/she shall be responsible for the preparation of a monthly report, and distributing it to the Executive Committee, reflecting the current financial status of HCYC.

7. The Social Directors shall assume the responsibility for providing decorations, food, beverages and facility clean-up for all social events of HCYC. They shall also be responsible for maintaining an adequate inventory of supplies for these purposes. They shall request funds from the Executive Committee for that purpose, and shall account to the Executive Committee for all funds spent. They shall coordinate with the Rear Commodores to provide catering for events within their programs.

**SECTION B:** All officers of HCYC shall be elected for a one (1) year term beginning January 1 and ending on December 31 of the year of service. The officers will be elected by a majority vote of the general membership at an annual meeting called for that purpose.

**SECTION C:** Nominations of members for positions of office shall be accomplished by a Nominating Committee. The Nominating Committee shall be appointed by the Commodore with the consent of the Executive Committee. The names of the Nominating Committee members shall be posted on HCYC bulletin board and other appropriate media by the Saturday of the Labor Day weekend preceding the Annual Meeting scheduled for the purpose of electing officers. The Nominating Committee shall consist of three (3) Active Members of HCYC in good standing. The Nominating Committee shall nominate a slate of candidates for each officer position. The current Commodore shall not eligible to serve consecutive terms. The nomination of a candidate by the Nominating Committee shall be deemed a recommendation by the Nominating Committee.

Not less than three weeks prior to the date of the Annual Meeting which is called for the purpose of electing officers a Membership Meeting shall be held for the purposes of announcing the recommendations of the Nominating Committee and for allowing additional nominations to be made from the floor. All persons nominated for office shall be Active

Members, and if the nomination is for Commodore, Vice-Commodore, Secretary, or Treasurer, each nominee shall meet the requirements of Article III, Section A, Item 1. All nominees recommended by the Nominating Committee shall have given his/her consent, verbally or in writing to the Chairman of the Nominating Committee prior to being nominated. Nominations from the floor will be accepted only if the nominee accepts such nomination in person at this meeting called to announce the Nominating Committee's recommendations and for accepting nominations from the floor.

Immediately after the Nominating Committee's recommendations are announced, the Presiding Officer shall invite nominations from the floor. The Presiding Officer shall then post in the clubhouse, and in other appropriate media: 1) The names of the slate of nominees named by the Nominating Committee; 2) And those qualified members nominated from the floor. The posting shall state by office, the names of all nominees, and shall identify the member (Nominating Committee or individual member) placing the member's name in nomination; and, 3) cause these names, in the above format to be distributed to the Active and Provisional membership of the Club by a separate mailing.

Notice of the Annual Meeting, the Nominating Committee's slate of candidates, and those nominations made from the floor, absentee ballots, and absentee voting instructions shall be mailed to the membership within two business days following the announcement of the ballot. Absentee ballots shall be received by the Club Secretary. Absentee ballots shall be counted separately from ballots cast at the meeting and the totals combined to determine the officers elect for each open position.

**SECTION D:** At the annual membership meeting called for the purpose of electing officers, the presiding officer shall appoint three (3) Active Members of HCYC in good standing, no one of whom shall be either a current officer or a candidate for office. These three Active Members shall cause to be distributed a ballot of the candidates nominated for each of the office positions (nominated by either the Nominating Committee or from the floor), and shall act as tellers and judges of the election. If there is an officer position vacant at the time of the election, the member elected to that position at the annual meeting shall take office immediately and serve until December 31 of the following year. If an officer position, except Commodore, becomes vacant after the election and prior to December 31 of the current year, the person elected at the annual meeting to the now vacant position shall take office immediately and serve until December 31 of the following year.

**SECTION E:** Elected officers, who, in the opinion of a majority of the Executive Board members, are non-functional (excessive absence, etc.) may be removed from office and the unexpired portion of their term filled by an appointee of the Executive Board, except that if the Commodore were removed from office, the Vice Commodore would succeed him/her.

#### **ARTICLE VII: THE EXECUTIVE COMMITTEE**

**SECTION A:** The Executive Committee shall constitute the Board of Directors of the Corporation under which this HCYC is formed.

**SECTION B:** Appointment to the Executive Committee shall be concurrent with the term of office of HCYC as prescribed in Article IV,

**SECTION C:** The affairs of HCYC shall be conducted by the Executive Committee consisting of nine (9) members: the Commodore, the Vice Commodore, the Rear Commodore for Sail, the Rear Commodore for Power, the Secretary, the Treasurer, two Social Directors, and immediate Past Commodore. The Commodore shall be the presiding officer.

**SECTION D:** The Executive Committee shall conduct, manage and direct the business of HCYC. Without limiting the generality of its powers, it shall control all of HCYC's property, and shall also have the power to borrow money as necessary in the name of HCYC, for the management and operation of HCYC and its facilities.

**SECTION E:** The Executive Committee shall have no authority to sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of any real property of HCYC or in which HCYC has any character interest over an amount of \$100.00 without a vote of two-thirds of the membership eligible to vote at any Annual, or Special Meeting.

**SECTION F:** The Executive Committee shall have the power, at a regular or special meeting called for said purpose, to expel any member for conduct as set out in these Bylaws. A vote of two-thirds of the Executive Committee shall be required for expulsion.

**SECTION G:** Regular meetings of the Executive Committee shall be held at least once each month at such time and place as may be agreed upon by the Executive Committee, or as designated by the Commodore. No notices shall be required of the regular meetings of the Executive Committee. Special meetings of the Executive Committee may be called at any time by any two (2) members of the committee and shall be held at such place as agreed upon and designated in the notice of the meeting. No special form of notice shall be required of a special meeting of the Executive Committee as long as each member of the Committee receives actual notice at least three (3) days prior to such meeting or waives

such notice or has written notice mailed to him at least five (5) days in advance of such meeting.

**SECTION H:** A quorum of the Executive committee shall consist of a majority of the Committee members. A majority of those present at any duly organized meeting shall rule except as otherwise specified in these by-laws. There shall be no vote by proxy at the Executive Committee meetings.

**SECTION I:** The Executive Committee shall monitor and direct the activities of the Port Captain, Editor of HCYC's newsletter, Trophy Captain, Youth Coordinator, Membership Chairperson, Clothing Chairperson, and Historian. The Port Captain shall work under the guidance of the Vice Commodore, the Historian under the guidance of the Secretary, and the other positions shall work under the guidance of the Commodore.

**SECTION J:** The duties of the members appointed to the following positions are:

The Port Captain shall assume responsibility for scheduling the use of

1. facilities, insuring the availability of consumable supplies, evaluation of wall decorations and postings and recommending changes (to maintain decorum) to the Executive Committee. He/she shall also keep the Vice Commodore aware of maintenance requirements and supervise the work of clubhouse cleaning contractors.
2. The Editor of HCYC's newsletter will be solely responsible for the editorial content of the paper. The Editor is accountable to the Commodore and the Executive Committee. The direction and editorial style should complement and serve HCYC, its members, and its programs.
3. The Trophy Captain shall respond to the needs of the Rear Commodores and provide proper awards for planned activities. The Executive Committee has final approval of all budgets and budgetary requirements must be maintained by the Trophy Captain. Awards selected should build and maintain a history of distinctive and unique trophy selections.
4. The Youth Coordinator shall work with members of the Executive Committee to help plan and implement programs and events for children to insure that they "have fun and learn" while at HCYC.
5. The Membership Chairperson shall be responsible for the planning and implementation of membership events, for the preparation and distribution of information to prospective members. He/she shall receive membership applications and recommend Executive Committee action. He/she shall insure that membership packets, including a security code are sent to new members within twenty days of Executive Committee approval. He/she shall maintain an adequate supply of new member materials (Membership cards, burgees, decals, etc.).
6. The Clothing Chairperson shall be responsible for providing individuals the opportunity to purchase HCYC's distinctive, logo'ed clothing. He/she shall select designs, colors and types of clothing, maintain the clothing inventory, request funds for the purchase of clothing and account for the use of HCYC funds to the Executive Committee.
7. The Historian shall be responsible for insuring that a history of HCYC is preserved and available to HCYC's membership. This includes the recording of current events, maintaining HCYC's library of photos, videos, newsletter copies, etc. He/she shall request funds for this purpose from the Executive Committee, and account to the committee for all funds spent.
8. The Communications Chairperson shall be responsible for the various methods of media communications to the membership and the general public. This includes, at least, the club's newsletter, the website, the Facebook® business page as well as the timely issuance of press releases announcing club events. The website, Facebook® account and newsletter shall at all times be the property of Hill Country Yacht Club, and shall be in operation at the discretion of the Executive Committee. The Chairperson shall either personally perform these activities or cause them to be performed. The Communications Chairperson shall work under the guidance and direction of the Secretary.
9. The Webmaster shall, with input from other sources within the club, keep the content of the website current. He or She may develop and implement additions, changes, and improvements to the site at the direction of the Communications Chairperson and/or the Secretary. The website should be updated as additional technologies become available.
10. The Facebook® editor shall use the club's page to keep members and others aware of past events (and results where events are of a competitive nature) and future events. He or She may include all forms and types of available media to keep the site both current and relevant... The editor shall monitor content of the page, remove inappropriate postings, and keep the Communications Chairperson and Secretary aware of all inappropriate postings. The editor shall function under the guidance and direction of the Communications Chairperson and/or Secretary.

#### **ARTICLE VIII: PROPERTY**

All property of HCYC shall be vested in the Executive Committee as trustee for the members thereof. They shall have

power to act for and bind the members of HCYC, as their agent, in all transactions relating to such property. Said property shall be supervised by the Executive Committee.

**ARTICLE IX: AMENDMENTS**

By-law amendments may be proposed by a two-thirds ( $\frac{2}{3}$ ) majority of the Executive Committee or by a group of not less than fifteen percent (15%) of the Active Membership. These by-laws may be amended in whole or in part by a two-thirds vote of those present at any duly constituted general or special membership meeting, provided that the voting membership of HCYC has been notified by mail with proposed changes included therein at least twenty (20) days in advance as to the proposed amendments and provided a quorum of the voting memberships are present and voting.

**ARTICLE X: CONDUCT OF MEETINGS**

This organization shall be governed by Robert's Rules of Order at all Executive, General, Quarterly, Annual and Special meetings.

**ARTICLE XI: DISSOLUTION**

In the event that the Executive Committee determines that HCYC must be dissolved, a special meeting must be called to determine the disposal of all HCYC properties and assets along with the settlement of all debts. The disposal of any property shall be in accordance with all appropriate Internal Revenue Service regulations pertaining to dissolution of a not for profit entity. In no event shall any remaining asset inure to the benefit of any individual or for profit entity, and any transfer of asset shall only be to another not for profit entity.

Effective: June 30, 2012