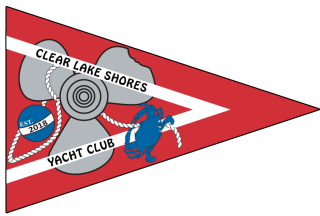


CONSTITUTION AND BYLAWS OF THE CLEAR LAKE SHORES YACHT CLUB (CLSYC)

April 10, 2022
V-01.6



CONSTITUTION AND BYLAWS OF THE CLEAR LAKE SHORES YACHT CLUB (CLSYC)

ARTICLES OF THE CONSTITUTION

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ARTICLE 1. NAME

The name of this organization is the Clear Lake Shores Yacht Club, a nonprofit organization, hereinafter referred to as CLSYC.

ARTICLE 2. ARTICLES OF ORGANIZATION

The organization exists as a voluntary, group of its members. This Constitution and Bylaws, as from time to time amended, shall be deemed to be the articles of the organization.

ARTICLE 3. OBJECTIVES AND PURPOSE

CLSYC exists solely to organize recreational yachting, social, educational and gatherings of general interest for the CLSYC membership. Our objective is to encourage participation, education and provide financial support for recreation yachting activities, and other causes as determined by CLSYC.

ARTICLE 4. ADDRESS

The principle address of CLSYC shall be 931B Cedar Road Clear Lake Shores, Texas 77565-2445

ARTICLE 5. MEMBERSHIP

Section 1. Membership is open to any individual or family as approved by a member sponsorship. The Board of Directors, hereinafter referred to as the Board of Directors, reserves the right to dismiss any member who does not abide by said rules, regulations and etiquette.

- a. Family includes all dependent children, under the age of 18, and living at the address listed on Membership application
- b. Dependent children, over the age of 21, That are actively attending an institution of higher learning may maintain their membership until the age of 26.

Section 2. All members are considered on probation during their first year of membership.

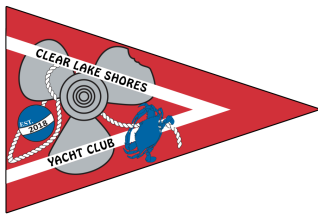
Section 3: Membership of CLSYC consists of three groups; the General Membership, elected Officers and the Board of Directors.

- a. The General Membership consists of all members of CLSYC in good standing,
- b. The Board of Directors consisting of at least 11 positions,
- c. The Officers consist of the Commodore, Vice Commodore, and Rear Commodore, Treasurer and Secretary

ARTICLE 6. MEETINGS

Section 1. Regular meetings of the CLSYC Board of Directors shall be held quarterly, or as requested, to provide oversight and guidance for the association. Issues requiring a vote shall be decided by a simple majority vote of the Board of Directors present at the meeting.

Section 2. Special meetings of the Board of Directors may be called by the Commodore, Vice Commodore, quorum of the Officers, or by a petition to which the signature of twenty-five members has been affixed.



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Section 3. A quorum of the Board of Directors shall consist of seven voting members.

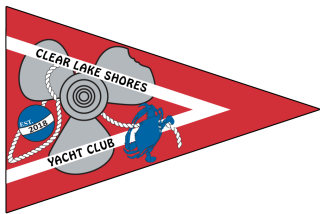
ARTICLE 7. BOARD of DIRECTORS AND THEIR ELECTION

- Section 1. The Board of Directors shall consist of thirteen (13) elected members. The term of Directors shall be two (2) years, commencing January 1 following election and ending December 31 of the following two years. Directors shall be elected on a Bi-annual basis at the first full meeting of the Board of Directors of a new year.
- Section 2. A Board of Directors quorum shall require a minimum of 51 percent of the active voting members, including a minimum of 3 officers. Majority vote of Directors present shall decide ordinary business and administrative measures of CLSYC. All measures shall be deemed ordinary except those proposing an amendment to the Bylaws. Ties to a vote shall be determined as a vote of non-approval and can be tabled for a later vote.
- Section 3. Removal of a member from any voting position will require a 2/3rd vote of the Board of Directors. Nominations for vacancies on the Board of Directors may be submitted by any member and voted upon by a quorum the current Board of Directors members. Such an elected member shall fill the unexpired term of the vacating active member.
- Section 4. The Commodore shall appoint a Nominating Committee to provide the Board of Directors with a list of candidates to fill term expirations. The committee, prior to their submission to the Board of Directors, will obtain the consent of individuals recommended for nomination. CLSYC members interested in a Director position should contact one of the nominating committee members to place their name in consideration. Board of Directors approval of the list of candidates shall place them in nomination. Nominations for additional Board of Directors candidates will also be taken from the floor. Floor nominations shall require two (2) seconds.
- Section 5. Election of Directors shall be conducted at an annual membership meeting. Balloting, if nominations are contested, shall be by secret ballot. If necessary, the Secretary of the Board of Directors shall tally the results. The nominees receiving the greatest number of votes shall be declared elected.

ARTICLE 8. OFFICERS AND THEIR ELECTION

- Section 1. The officers of this organization shall be a Commodore, Vice Commodore, Rear-Commodore, Secretary and Treasurer.
- Section 2. Officers shall be elected Bi-annually from within the Board of Directors at a Board of Directors meeting following the conclusion of the Board of Directors election and preceding the commencement of new terms on January 1. Newly elected officers shall be installed immediately following election.
- Section 3. Minimum Requirements for Flag Officers
- Commodore
- 1 term as a director
and
1 term as Rear Commodore
or
1 term as Vice Commodore
- Vice Commodore
- 1 term as a Director
or
1 term as Rear Commodore

Section 3. Continued



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Rear Commodore
1 term as a director

Secretary
No prerequisites

Treasurer
1 term as Director
Preference given to financial experience

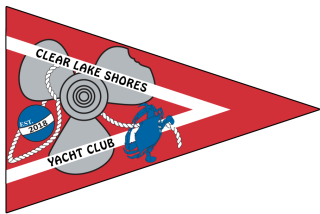
ARTICLE 9. AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the Clear Lake Shores Yacht Club Board of Directors. The full Board of Directors meetings are scheduled for the first meeting every quarter. Amendments may be passed with majority vote of Directors in attendance, provided that the proposed amendment(s) has been previously submitted in writing to the Commodore and Board of Directors for study.

Section 2. Any circumstance not specifically covered in the above Bylaws shall be considered on its individual merits by the Board of Directors.

ARTICLE 10. DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 C-3 of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



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BYLAWS

ARTICLE 1.	DUTIES OF OFFICERS
ARTICLE 2.	COMMITTEES
ARTICLE 3.	SELECTION OF OFFICERS
ARTICLE 4.	FEES AND DUES

ARTICLE 1. DUTIES OF OFFICERS

Section 1. The duties of the Commodore shall be:

1. to preside at all meetings of the organization and perform all duties pertaining to the office and control of CLSYC business affairs including acting on behalf of CLSYC in situations where a decision has to be made before the Board of Directors can meet;
2. to serve as official representative of the Association;
3. to have the power to appoint members to all standing and special committees;
4. to serve as chairperson of the Nominating Committee and be an ex-officio member of all other committees;
5. to issue all reports as required;
6. to review financial records;
7. to see that the Constitution and Bylaws of the Association are enforced.

Section 2. The duties of the Vice-Commodore shall be:

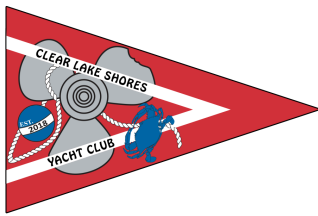
1. To aid the Commodore with all duties pertaining to the office and, in the absence or disability of the Commodore, shall assume and perform the duties of the Commodore;
2. to serve as chairperson of the Audit Committee, unless serving as the Commodore, and furnish the Board of Directors and CLSYC members with the findings of said audit;
3. to be an ex-officio member of all other committees.

Section 3. The duties of the Rear-Commodore shall be:

1. To 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/she shall serve as Commodore until either the Commodore or Vice Commodore is able to assume their duties. The Rear Commodore shall perform such supervisory or other duties as the Commodore may assign to assist in management responsibilities. The following committees shall be the responsibility of the Rear Commodore;
 - a. Race
 - b. Cruising
 - c. Youth sailing
 - d. Power boat
 - e. All on the water activities;
2. to in the situation where the Vice Commodore is fulfilling the duties of Commodore, the Rear-Commodore will serve as chairperson of the Audit Committee.

Section 4. The duties of the Treasurer shall be:

1. To keep and secure accurate records of CLSYC revenues, expenses, assets, liabilities and monies;
2. to deposit CLSYC funds, within a reasonable time after their receipt, in a financial institution whose deposits are insured by an agency of the federal government;
3. to establish procedures to authorize and control disbursements from the account held by CLSYC including, but not limited to, check/account processing and account reconciliation;



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4. to prepare and file tax reports and financial statements with appropriate authorities;
5. to provide the Board of Directors with a monthly budget statement and a quarterly financial statement and report financial condition to the Board of Directors;
6. to serve as advisor (ex-officio) to the Audit Committee;
7. to enforce expenditure authorizations depending on the availability of funds within the allocations of the individual annual budgets.

Section 5. The duties of the Secretary shall be:

1. To keep and secure an accurate record of all the proceedings of CLSYC and shall furnish the Commodore with copies of all minutes;
2. to submit minutes of the previous meeting at the opening of each meeting of the Association and Board of Directors;
3. maintain the official record of these minutes;
4. to call roll at meetings and ascertain if a quorum is present;
5. to assume full responsibility for the correspondence of the Association;
6. to issue calls for meetings under the direction of the Commodore;
7. to conduct correspondence of CLSYC as directed by the Commodore, issue notices of all meetings, and read all communication directed to CLSYC at its scheduled meetings;
8. to in the situation where the Vice Commodore is fulfilling the duties of Commodore, the Rear-Commodore will serve as chairperson of the Audit Committee.

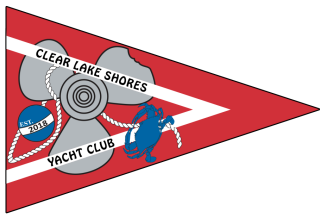
Section 6. No officer, agent or CLSYC member shall have unlimited authority to bind CLSYC to any contract or render it liable for any purpose or any amount. The Board of Directors may however, authorize the Commodore or designated person to enter into a specific contract or instrument on behalf of CLSYC.

ARTICLE 2. COMMITTEES

Section 1. There shall be the following standing committees:

- (a) Audit – Shall consist of three (3) members – the Vice Commodore, if not serving as Commodore, and two (2) non-officer CLSYC members appointed by the Commodore. The committee is responsible for reviewing the organization's revenues and expenditures at least annually. The Vice Commodore shall serve as chairperson and report findings to the Board of Directors, and CLSYC membership. Neither the Commodore nor the Treasurer shall serve on this committee.
- (b) Land Based Activities – Shall be the responsibility of the Vice-Commodore whereas they will be responsible for organizing all activities undertaken by CLSYC for such as but not limited to all land based activities.
- (c) Water Based Activities – Shall be the responsibility of the Rear-Commodore whereas they will be responsible for organizing all activities undertaken by CLSYC for such as but not limited to all water based activities.
- (d) Nominating – Shall consist of the Commodore and at least two (2) active CLSYC members in good standing appointed by the Commodore. It is responsible for recommending candidates to the Board of Directors for term nomination. The Commodore shall serve as chairperson.

Section 2. The Board of Directors may also create and appoint special committees, as it deems necessary. Special committees will report to the Board of Directors or an officer designated by the Board of Directors.



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ARTICLE 3. SELECTION OF OFFICERS

Section 1. Further to Articles VI and VII of the Constitution, the selection of officers shall be by open nomination and by a majority secret ballot vote of the Board of Directors. If a tie vote exists after two rounds of voting, the Board of Directors shall make an ad hoc decision on the method of selection.

ARTICLE 4. FEES AND DUES

Section 1. Each membership shall pay the dues and assessments prescribed for his/her class of membership on or before 1 January of each year. Said dues will constitute payment for one year or any part thereof. Any new member accepted shall pay a full year dues.

Section 2. The fiscal year shall be the calendar year. The Board of Directors shall determine all initiation fees, dues, and assessments for the next year.

Section 3. All expenditures of funds within the approved budget will be made with the approval of the Board of Directors. In the event the approved budget is not forthcoming, the previous year's budget shall be carried over.