

BYLAWS
ASSOCIATION OF ORANGE COAST YACHT CLUBS
A California Nonprofit Mutual Benefit Corporation

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ARTICLE 1.0. NAME

1.1. Name. The name of this California mutual benefit nonprofit corporation, as recorded with the State of California in the Articles of Incorporation is: Association of Orange Coast Yacht Clubs.

1.2. Abbreviated Name. The name of the organization may be abbreviated as: AOCYC.

ARTICLE 2.0. OFFICE

2.1. Mailing Address. The principal office of the corporation for the transaction of its business is located in Orange County, California. The mailing address is: P.O. Box 12245 Newport Beach, California 92658-5056

2.2. Website. The AOCYC website is: <http://aocyc.org>

ARTICLE 3.0. PURPOSE

3.1. Purpose and Objectives. The primary purposes and objectives of this corporation shall be to:

3.1.1. Mutual Interest Activities. Promote activities of mutual interest to all organized yacht clubs and associations whose primary area of organized yachting events is in or within the geographic area of the Newport Beach and Dana Point harbors.

3.1.2. Racing Calendars. Promote cooperation and friendly relations between and among member organizations by coordinating local yacht racing calendars, by

minimizing scheduling conflicts in conducting amateur yacht racing and other nautical activities, and by publishing an annual racing calendar.

3.1.3. Yacht Racing and Competitions. Encourage inter-club support of local, regional, national, and international amateur yacht racing competitions and other nautical activities, both sail and power.

3.1.4. Racing Marks. Provide, promote, and support a system of common marks for use of member organizations in conducting amateur yacht racing competitions and events, and to make these marks available to the general public for their boating use and enjoyment.

3.1.5. Coordinated Actions. Coordinate efforts and actions of member organizations in their contacts with or in dealing with government authorities in matters affecting yachting and boating in or within the geographic area of the Newport Beach and Dana Point harbors.

3.1.6. Resolution of Disputes. Provide a forum or medium for and to assist in resolving disputes between or among member organizations on matters related to yachting or boating.

3.1.7. Yachting and Corinthian Spirit. Encourage and promote the sport of yachting and a Corinthian spirit in all yachting activities among all organized yacht clubs and associations whose primary area of organized yachting events is in or within the geographic area of the Newport Beach and Dana Point harbors.

3.1.8. Educational Programs. Provide and conduct educational programs in the science and art of seamanship and navigation, amateur yacht racing, and cruising.

3.1.9. Safe Boating. Encourage and promote safe boating and yachting among all organized yacht clubs and associations whose primary area of organized yachting events is in or within the geographic area of the Newport Beach and Dana Point harbors.

3.1.10. Protection of Environment. Promote and foster protection of the marine environment in support of yachting activities among all organized yacht clubs and associations whose primary area of organized yachting events. is in or within the geographic area of the Newport Beach and Dana Point harbors.

3.2. Nonprofit and Nonpartisan. This corporation has been formed under California Nonprofit Mutual Benefit Corporation Law for the purposes described above. It shall be nonprofit and nonpartisan.

ARTICLE 4.0. MEMBERSHIP

4.1. Eligibility and Qualifications for Membership. All yacht clubs, associations, and other organizations whose primary area of organized yachting activities and events are in or within Orange County and the geographic area of Newport Beach and Dana Point harbors, and which are members in good standing of the Southern California Yachting Association (SCYA), shall be eligible for Membership in the Association of Orange Coast Yacht Clubs (AOCYC).

4.2. Types of Membership. There are two types of Membership in AOCYC.

4.2.1. Regular Members. Senior, Regular, and Associate Members of SCYA are eligible to be Regular Members of AOCYC.

4.2.2. Associate Members. Interim, Youth; and Special Members of SCYA are eligible to be Associate Members of AOCYC.

4.3. Application for Membership. An Application for Regular or Associate Membership shall be presented for consideration by the AOCYC Delegates at any regular meeting of the AOCYC and shall be voted upon at the next regular meeting following the presentation. The Application must be in writing and forwarded to the AOCYC Rear Commodore and include evidence that the applicant meets the appropriate membership criteria, above. The Application must include the endorsement of one (1) Regular AOCYC Member yacht club.

4.4. Election to Membership. Prospective Member organizations shall be elected by the affirmative vote of two-thirds (2/3) of the Delegates in attendance. A quorum must be present for the vote.

4.5. Member Representation. AOCYC Member organizations shall designate Delegates (and Alternates) to represent their organizations in AOCYC. AOCYC organizations may select their Delegates (and Alternates) according to their Bylaws and procedures.

4.6. Termination or Suspension of Membership.

4.6.1. Termination. Membership of any AOCYC Member organization shall terminate upon occurrence of any of the following events:

(a) Resignation of the AOCYC Member organization. AOCYC Members may resign by giving written notice to the Commodore. Any resignation shall take effect at the date of receipt of that notice; the acceptance of the resignation shall not be necessary to make it effective.

(b) Dissolution or discontinuation of the AOCYC Member organization.

(c) Dismissal from membership, after previous notice of at least 60 days and upon a two-thirds vote of the Officers and Delegates.

(c) Other events as the Officers and Delegates may, after previous notice of at least 60 days and by a two-thirds vote, agree upon.

4.6.2. Suspension. Membership of any AOCYC Member organization may, after previous notice of at least 60 days and upon a two-thirds vote of the Officers and Delegates, be suspended for the following reasons:

(a) Failure to pay dues, fees, or assessments.

(b) Failure to comply with the requirements of membership.

(c) Member organization has failed in a material and serious degree to observe the rules of conduct governing AOCYC as promulgated by the Delegates.

ARTICLE 5.0. GOVERNANCE

5.1. Members. AOCYC shall be governed by its Members (Member organizations), whose powers and authority shall be further delegated to the respective Members' duly appointed Delegates (or Alternates) and to the AOCYC Officers.

5.2. Delegates. As duly appointed representatives of AOCYC Members, Delegates shall act upon AOCYC business matters as may come before them or as required by provisions of California Nonprofit Corporation Law, the Articles of Incorporation, these Bylaws, or as otherwise necessary.

5.3. Officers. Subject to the provisions of California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of AOCYC shall be managed, and all AOCYC powers shall be exercised, by or under the direction of the Officers.

5.4. Voting. On all AOCYC business matters at all properly constituted AOCYC meetings, the following votes are authorized by those attending.

5.4.1. Delegates or Alternates: Up to and including the number authorized by the Membership type of those individuals attending.

(a) Regular Members: Up to two votes.

(b) Associate Members: One vote.

5.4.2. Officers may also vote

5.4.3. Each Officer or Delegate attending is authorized only one vote

5.4.4. Proxy voting is not permitted.

5.5. Compensation. Officers and Delegates shall serve without compensation.

5.6. Powers. Without limiting powers granted by law, AOCYC shall have the power to:

5.6.1. Discipline its Members, Officers, and Delegates.

5.6.2. Indemnify its agents, Officers, and Delegates in accordance with and according to the terms of Section 7237 of the Corporation Code of the State of California.

ARTICLE 6.0. DELEGATES

6.1. Delegates and Alternates from Member Organizations. AOCYC Member organizations appoint Delegates as their representatives in all AOCYC business matters. AOCYC Member organizations may also designate Alternates to substitute for their Delegates at AOCYC business meetings. Delegates and Alternates must be identified by name and Member organization title or position; and, along with telephone numbers, email addresses, or other contact data, this information must be provided to the AOCYC Rear Commodore no later than the first AOCYC regular business meeting of the calendar year.

6.2. Designation of Delegates and Alternates by Member Organizations. AOCYC Member organizations are authorized and shall designate Delegates (and Alternates), according to their Bylaws and procedures, in the following numbers.

6.2.1. Regular Members.

(a) Delegates: Two (2)

(b) Alternates: Two (2)

6.2.2. Associate Members.

(a) Delegates: One (1)

(b) Alternates: Two (2)

6.3. Term of Office. Delegates and Alternates serve for a term of one year, but they may be reappointed for additional terms at the discretion of the AOCYC Member organizations.

6.4. Powers and Duties of Delegates. Delegates and Officers will approve or disapprove the following items:

6.4.1. Annual AOCYC Budget.

6.4.2. Expenditures in excess of those approved in the Annual Budget.

- 6.4.3. Dues, fees, and assessments of AOCYC Member organizations.
- 6.4.4. Applications for AOCYC Membership.
- 6.4.5. Election of AOCYC Officers.
- 6.4.6. Discipline of AOCYC Member organizations.
- 6.4.7. Discipline of AOCYC Delegates.
- 6.4.8. Discipline of AOCYC Officers.
- 6.4.9. Any other AOCYC business which the Delegates may choose to act upon.

6.5. Termination. Delegates or Alternates terminate representation of their Member organization upon occurrence of any of the following events:

- (a) Resignation of the AOCYC Member organization.
- (b) Resignation of the Delegate or Alternate. Delegates or Alternates may resign by giving written notice to the Commodore and to their respective AOCYC Member organization. Any resignation shall take effect at the date of receipt of that notice; the acceptance of the resignation shall not be necessary to make it effective.
- (c) Disqualification due to not remaining a member in good standing of the Member organization represented.
- (d) Removal, after previous notice of at least 60 days and upon a two-thirds vote of the Officers and Delegates.
- (e) Death.
- (f) Other events as the Officers and Delegates may, after previous notice of at least 60 days and by a two-thirds vote, agree upon.

6.6. Vacancies. AOCYC Member organizations shall fill vacant Delegate and Alternate positions within 30 days following the time the vacancy occurs. Individuals must be identified by name and Member organization title or position; and, along with telephone numbers, email addresses, or other contact data, this information must be provided to the AOCYC Rear Commodore no later than the next AOCYC Regular Meeting.

ARTICLE 7.0. OFFICERS

7.1. Officers of the Organization and Corporation. Officers of AOCYC shall be the following six:

- Commodore
- Vice Commodore
- Rear Commodore
- Port Captain
- Fleet Captain
- Junior Staff Commodore

7.2. Eligibility to Serve as an Officer. AOCYC Officers must currently be or have previously served as a Commodore, Vice Commodore, or Rear Commodore of an AOCYC Regular Member organization in good standing, and during the term of office as an AOCYC Officer must remain a member in good standing of an AOCYC Member organization.

7.3. Nomination of Officers. No later than the October Regular Meeting, a Nominating Committee, consisting of the current Officers and chaired by the Commodore, will nominate candidates for Officers for the following year. Other nominations by the Delegates will also be accepted at the October Regular Meeting.

7.4. Election of Officers. Officers for the following year will be elected at the Regular Meeting in October. Candidates receiving the highest number of votes shall be elected to the position for which they are nominated.

7.5. Term of Office. Officers will be installed at the Annual Meeting in December and will serve for a term of one year; but they may be elected for additional terms at the discretion of the AOCYC Member organizations, acting through their Delegates.

7.6. Powers and Authority of Officers. Subject to the provisions of California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of AOCYC shall be managed, and all AOCYC powers shall be exercised, by or under the direction of the Officers, as noted in Article 5.3, above.

7.7. Duties and Responsibilities of Officers. Principal duties and responsibilities of the Officers are the following.

7.7.1. Commodore. The Commodore is the Chief Executive Officer of AOCYC. The Commodore shall preside at all meetings of AOCYC, shall have general charge of its business, and shall have such other powers and perform such other duties as may be assigned to this Office by the Delegates or these Bylaws.

7.7.2. Vice Commodore. The Vice Commodore shall assist the Commodore and shall serve as the Executive Officer of the Commodore. In the absence or disability of the Commodore, the Vice Commodore shall perform all the duties and responsibilities of the Commodore. The Vice Commodore shall also lead and manage the development and publication of the annual AOCYC Racing Calendar, in fulfillment of Article 3.1.2 of these Bylaws.

7.7.3. Rear Commodore. The Rear Commodore shall assist the Commodore and the Vice Commodore and in their absence shall act in their place. The Rear Commodore shall also serve as the Treasurer and Chief Financial Officer of AOCYC and shall collect payments from AOCYC Member organizations, Delegates, and Officers, including annual AOCYC Member dues and fees, as well as other payments at meetings. The Rear Commodore shall also lead and manage the generation and maintenance of AOCYC Financial Records and Reports as further provided in Article 10 of these Bylaws. The Rear Commodore shall also keep and maintain a true and correct account of the funds of AOCYC, along with income and disbursement of AOCYC funds, and shall lead and manage all AOCYC Financial Management activities as further provided in Article 11 of these Bylaws.

7.7.4. Port Captain. The Port Captain shall be responsible for maintenance and/or replacement of race marks in Newport Harbor and for other duties which may be assigned from time to time by the Commodore. The Port Captain shall also serve as the Corporate Secretary of AOCYC. The Port Captain shall keep a true record of the proceedings of all AOCYC meetings and conduct necessary correspondence of AOCYC, including sending timely notices of meetings, preparing meeting agendas, and printing sign-in rosters for each meeting. The Port Captain shall also lead and manage the generation and maintenance of AOCYC Organizational Records and Reports as further provided in Article 10 of these Bylaws.

7.7.5. Fleet Captain. The Fleet Captain shall be responsible for compilation of results and determination of winners of annual AOCYC High Point Champions in both Newport Beach and Dana Point harbors. Trophies shall be presented annually at the December AOCYC meeting. The Fleet Captain shall also assist the Vice Commodore as needed in preparing the annual AOCYC Racing Calendar, and shall perform other duties which may be assigned from time to time by the Commodore.

7.7.6. Junior Staff Commodore. The Junior Staff Commodore shall serve as senior advisor to the Officers and Delegates and shall perform other duties as may be needed or as assigned by the Commodore or Delegates.

7.8. Termination. Officers terminate their position upon occurrence of any of the following events:

(a) Resignation. Officers may resign their position upon written notification to the other Officers and to the Delegates.

(b) Disqualification due to not remaining a member in good standing of the Member organization represented.

(c) Removal, after previous notice of at least 60 days and upon a two-thirds vote of the Officers and Directors.

(c) Death.

(d) Other events as the Officers and Delegates may, after previous notice of at least 60 days and by a two-thirds vote, agree upon.

7.9. Vacancies. AOCYC Officers shall nominate individuals to fill vacant Officer positions at the next Regular Meeting following the occurrence of the vacancy. Officers will be elected to vacant positions by a majority at the Regular Meeting.

ARTICLE 8.0. MEETINGS

8.1. Order of Business. *Robert's Rules of Order* will govern the conduct of AOCYC meetings. A quorum must be present to conduct business.

8.2. Regular Meetings. Five Regular Meetings will be held each year, in the months of February, April, June, October, and December. Meetings will normally be held on the first Sunday of those months, if possible; but because of schedule conflicts or other reasons, other days of the months may be selected, if necessary, by the Officers.

8.3. Special Meetings. Special Meetings may be called by request.

8.3.1. Officers. Special Meetings of the Officers may be called by request of a majority of Officers. Notification, which *will include* time, date, and location, *will* be provided to all Officers at least two calendar weeks prior to the Special Meeting.

8.3.2. Delegates. Special Meetings of the Delegates may be called by request of a majority of the Delegates. Notification, which will include time, date, and location, will be provided to all Delegates and Officers at least two calendar weeks prior to the Special Meeting.

8.4. Annual Meeting. The December Regular Meeting will also serve as the Annual Meeting of AOCYC. Officers will be installed at the Annual Meeting for the following year.

8.5. Quorum. A quorum is a majority of total Regular Members. Once a quorum has been established, it will be deemed to have remained until the meeting is formally adjourned. Although they may vote, Officers do not count toward a quorum.

ARTICLE 9.0. COMMITTEES

9.1. Appointment of Committees. The Commodore may establish committees deemed necessary for the proper functioning of AOCYC and appoint their members and the chair. The Commodore is also authorized to terminate these committees.

9.2. Ex Officio Member. The Commodore shall be an ex officio member of all committees.

ARTICLE 10.0. RECORDS and REPORTS

10.1. Organization Records and Archives. The Corporate Secretary (Port Captain) shall maintain organizational records and files of the following AOCYC items:

- (a) Articles of Incorporation, and any amendments.
- (b) Bylaws, and any amendments.
- (c) IRS Letter assigning Employee Identification Number (EIN).
- (d) Application submitted for Federal Income Tax Exemption (Form 1024).
- (e) Application submitted for State Income Tax Exemption (Form 3500).
- (f) IRS Letter of Determination for Federal Income Tax Exemption.
- (g) FTB Letter of Determination for State Income Tax Exemption.
- (h) Record of ownership or title to Racing Marks in Newport Harbor.

10.2. Organization Minutes and Reports. The Corporate Secretary (Port Captain) shall provide and maintain historical records and files of the following:

- (a) Minutes of each AOCYC meeting.
- (b) Correspondence between AOCYC and other entities.

10.3. Financial Data and Reports. The Treasurer / Chief Financial Officer (Rear Commodore) shall provide and maintain historical records and files of the following:

- (a) Financial Report of financial transactions, at each AOCYC meeting.
- (b) Annual Financial Report, including Income Statement and Balance Sheet, at the AOCYC Annual Meeting.
- (c) Budget, at the AOCYC Annual Meeting.
- (d) Federal Tax Returns (Form 990).
- (e) State Tax Returns (Form 199), if applicable.

10.4. Racing Calendar. The Vice Commodore shall provide and maintain historical records and files of the annual AOCYC Racing Calendar.

10.5. Race Mark Maintenance. The Port Captain shall provide and maintain historical records and files of servicing and maintenance of AOCYC racing marks in Newport Harbor.

10.6. High Point Trophy Data. The Fleet Captain shall provide and maintain historical records and files of AOCYC High Point Trophy winners and scoring data.

ARTICLE 11.0. FINANCIAL MANAGEMENT

11.1. Fiscal Year. The fiscal year of AOCYC is the calendar year and shall begin on the first day of January and end on the last day of December in each year.

11.2. Budget. An annual budget for the following year shall be prepared by the Treasurer / Chief Financial Officer (Rear Commodore) and presented for approval at the Annual Meeting in December.

11.3. Dues and Fees. Dues and fees for each type of AOCYC Membership shall be set by the Delegates and Officers. Each Member's dues and fees will be invoiced in January and are due and payable no later than 1 March each year.

11.4. Assessments. Special assessments necessary to accomplish the purposes of AOCYC may be established by the Delegates and Officers by a two-thirds (2/3) vote at any Regular Meeting and will be invoiced to the Members. Assessments are due and payable to AOCYC by Members within 30 days of issue.

11.5. Accounting.

11.5.1. Cash Basis. AOCYC financial accounting will be on a cash basis.

11.5.2. Receipts and Disbursements. All AOCYC receipts and disbursements will be properly recorded and reported at each regular meeting.

11.6. Financial Reporting.

11.6.1. Regular Meetings. A comprehensive report of all financial transactions during the preceding period will be provided by the AOCYC Rear Commodore at each regular meeting.

11.6.2. Annual Financial Report. A complete report of all financial transactions for the entire calendar year, including an Income Statement and Balance Sheet, will be provided at the Annual Meeting.

11.6.3. Tax Returns. Required tax returns will be filed with the Federal Government and the State of California by their specified due dates.

11.7. Banking. AOCYC will establish a checking account and other suitable financial accounts as needed at a reputable bank or financial institution.

11.8. Signature Authority. Each year following elections of new Officers, new check signature authority will be provided to the AOCYC banking institution. Signature authority will include the Commodore, Vice Commodore, and the Rear Commodore as the Chief Financial Officer.

ARTICLE 12.0. BURGEE, EMBLEM, FLAGS

12.1. Burgee. The Burgee of AOCYC shall be a swallow-tailed, rectangular flag of standard proportions, which shall have three (3) alternating longitudinal stripes, two blue and one white, the outmost stripes being blue. A dominant orange shape in the middle, crowned with two green leaves and stem, shall be superimposed over the stripes.

12.2. Emblem. The Emblem of AOCYC shall be a reproduction of the AOCYC Burgee.

12.3. Flags. Officers of AOCYC may fly the following flags.

12.3.1. Commodore. The Commodore's Flag shall be the AOCYC Burgee with three (3) gold stars arranged vertically, one placed in each stripe, outside the orange.

12.3.2. Vice Commodore. The Vice Commodore's Flag shall be the AOCYC Burgee with two (2) gold stars arranged vertically, one placed in each of the blue stripes, outside the orange.

12.3.3. Rear Commodore. The Rear Commodore's Flag shall be the AOCYC Burgee with one (1) gold star, placed in the white stripe, outside the orange.

12.3.4. Port Captain. The Port Captain's Flag shall be the AOCYC Burgee with one (1) vertical gold fouled anchor, placed in the white stripe, outside the orange.

12.3.5. Fleet Captain. The Fleet Captain's Flag shall be the AOCYC Burgee with one (1) horizontal gold fouled anchor, placed in the white stripe, outside the orange and with flukes away from the orange.

12.3.6. Staff Commodore. The Staff Commodore's Flag shall be the AOCYC Burgee with three (3) silver stars arranged vertically, one placed in each stripe, outside the orange.

ARTICLE 13.0. YACHT ETIQUETTE, DRESS, ROUTINE

13.1. Etiquette. AOCYC shall adopt and follow yachting etiquette provided by the Southern California Yachting Association (SCYA), as presented in its publication, *Yachting Protocol Guidelines*, latest edition.

13.2. Dress. AOCYC shall adopt and follow yachting dress guidelines provided by the Southern California Yachting Association (SCYA), as presented in its publication, *Yachting Protocol Guidelines*, latest edition.

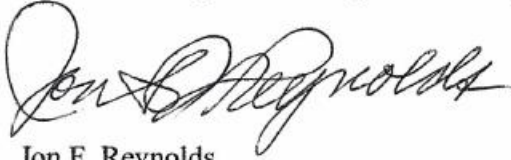
13.3. Routine. AOCYC may also prescribe from time to time other or additional rules for yachting etiquette or dress for AOCYC.

ARTICLE 14.0. AMENDMENTS

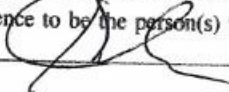
14.1. Amendments to Bylaws. These Bylaws may be amended by a two-thirds (2/3) vote of those voting, a quorum being present and notice having been given at the previous meeting.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Association of Orange Coast Yacht Clubs and that such Bylaws were duly adopted by the Association of Orange Coast Yacht Clubs at its Regular Meeting held Sunday 3 October 2010.



Jon F. Reynolds
Commodore

State of California County of Orange
Subscribed and sworn to (or affirmed) before me on
this 8 day of October 2010 by
Jon F. Reynolds, personally known
to me or proved to me on the basis of satisfactory
evidence to be the person(s) who appeared before me.
 (Notary Public)

