BYLAWS OF RUSH CREEK YACHT CLUB

As Adopted: December 21, 2013

ARTICLE 1—DEFINITIONS

1.1—A term shown in *italics* is expressly defined in an Article within these bylaws. The meaning of any such term shall, throughout these bylaws, be that meaning contained within the defining Article.

1.2—All other terms are used in the sense ordinarily understood in general use.

1.3—All terms followed by an abbreviation, or shorten term, in parentheses shall thereinafter be referred to by the abbreviation or shortened term.

ARTICLE 2—CONSTITUTION

The Constitution of Rush Creek Yacht Club ("Club"), a Texas Non-Profit Corporation, shall be the Corporate Charter, as amended or restated from time-to-time in compliance with all applicable Texas and federal laws, and recorded by the Texas Secretary of State.

ARTICLE 3—PURPOSE

The purpose of the Club shall be to promote the sport of sailing, to promote the science of seamanship, and to provide and maintain facilities in the pursuit of these objectives by the members (See Article 4).

ARTICLE 4—MEMBERSHIP

4.1—Membership Eligibility

4.1.A—Any person of good moral character who meets the minimum age requirements shall be eligible for membership.

4.1.B—A member’s spouse and unmarried, dependent children shall have the use of the Club and the privileges of membership, but shall not be eligible to vote, except to cast a proxy vote for the member.

4.2—Membership Application

4.2.A—Prospective members shall present an application to the Secretary (See Article 6) on an application form supplied by the Club. An application form shall include the name, address, and other pertinent information as determined by the Board (See Article 6).

4.2.B—A completed application shall contain all requested information as well as a signature from the applicant and a sponsoring member.

4.2.C—The Secretary shall submit the completed application to the Membership Committee (See Article 8.6.A) and to the Commodore (See Article 6).

4.3—Application Approval

4.3.A—An applicant shall become a member only after his or her application has been approved by the Membership Committee, and, except for Special Class Members (see Article 4.4.J.1), approved by the Board.

4.3.B—An initiation fee (See Article 5), as determined by the Board, shall be collected with each application prior to approval, unless waived under a special program by the Board.

4.3.C—The Secretary shall notify all applicants of the Board’s decision regarding their application, in a manner approved by the Board.
4.4—Membership Classes

4.4.A—Regular Members shall be sailors eighteen-years-old (18) or older.
4.4.B—Associate Members shall be sailors twenty-one-years-old (21) or older, but less than thirty-five (35).
4.4.C.1—Junior Members shall be sailors twelve-years-old (12) or older, but younger than twenty-one (21).
4.4.C.2—A parent or legal guardian shall provide a written consent and a written guarantee of all financial obligations of membership for any junior member younger than eighteen (18).
4.4.C.3—A junior membership shall not be transferable, but may be upgraded to another membership class.
4.4.D—Honorary Members shall be persons granted such membership by a two-thirds (⅔) majority of the Board.
4.4.E—Student Members shall be sailors twenty-one-years-old (21) or older, but younger than twenty-five (25), and who are enrolled as full-time students in an accredited school, university, or college.
4.4.F—Non-Resident Members shall be members who live one-hundred (100) or more miles from the Club. Should a non-resident member move within one-hundred (100) miles of the Club, then he or she is no longer eligible for non-resident member status.
4.4.G—Life Members shall be regular members whose obligation to pay dues to the Club has been waived by the Board.
4.4.H.1—Small Boat Members shall be sailors launching and sailing a boat weighing less than one-thousand (1000) pounds without a fixed keel.
4.4.H.2—Small Boat Membership is intended for new members, and is not transferable, but may be upgraded.
4.4.H.3—A member shall be a small boat member for no longer than five (5) years.
4.4.I.1—Crew Members shall be a sailor older than twenty-one (21) who participates in racing activities, and who is sponsored by a member.
4.4.I.2—A crew membership is granted for a one-year (1) period, and is renewable only by a simple majority vote of the Board. The crew member shall be required to show a renewal of sponsorship to be eligible for renewal.
4.4.I.3—A crew member shall not have a boat at the Club, nor shall he or she have launching privileges.
4.4.I.4—Crew membership is intended for new members only, and is not transferable, but may be upgraded.
4.4.J.1—Special Class Members shall be a sailor older than twenty-one (21) who is participating in a racing event, and who is recommended by a member.
4.4.J.2—The period of a special class membership shall be limited to the duration of the racing event in which the applicant is a participant, and in no case shall exceed two (2) weeks.
4.4.J.3—Upon submission of a new application, the special membership may be renewed during the same calendar year in which it was approved.
4.4.J.4—Special class membership is not transferable, may not be upgraded, and has no reciprocal privileges with other clubs.
4.4.K.1—Social Members shall be non-sailors who support the racing activities of the Club.
4.4.K.2—Social members shall not have a boat at the Club, nor shall he or she have launching privileges.
4.4.K.3—The number of social members shall not exceed fifteen percent (15%) of the number of regular members. In the event that the number of social members reaches the maximum, new applications for social membership shall be waitlisted until a membership becomes available.
4.4.K.4—Previous members of the Club are not eligible for social membership. A social membership is not transferable, but may be upgraded.

4.5—Number of Members

4.5.A—To ensure the proper use of the Club and to provide good services, the membership shall be limited to five hundred (500) regular members.
4.5.B—The Secretary shall maintain a chronological file of all applications, which shall be approved or rejected in the chronological order in which they were received, provided that, should there be a waiting
list, that one (1) out of every five (5) applications for regular membership may be a junior member applying to move to regular membership.

4.6—Good Standing

A member is in good standing when he or she has paid all dues, storage fees, food and beverage charges, and such other assessments and fees as the Board may from time-to-time prescribe, and when he or she has not been subjected to suspension, expulsion, or other sanction (See Article 4.8) as adjudicated by the Board.

4.7—Membership Privileges

4.7.A—Club Use—A member shall have the use of the Club facilities, including boat storage, food and beverage purchases, launching privileges, and such other privileges as may be determined from time-to-time by the Board, unless otherwise prescribed by these bylaws.

4.7.B—Voting—Regular, Associate, and Life members in Good Standing only shall be eligible to vote at any meeting of the membership. Each eligible member shall be entitled to one (1) vote on any issue before the membership, which may be cast either by the member or his or her spouse or unmarried dependent children as a proxy.

4.8—Membership Obligations

4.8.A—Payment of Dues, Fees and Assessments—All members shall pay all dues, fees, and other assessments as the Board may from time-to-time prescribe. (see Article 5)

4.8.B.1—Conduct and Decorum—In keeping with the Corinthian Spirit demanded by the Racing Rules of Sailing, members and their guests are expected to maintain a high level of good conduct and decorum while at the Club, or on the race course, regardless of the circumstance.

4.8.B.2—Breaches of good conduct and decorum may result in censure, loss of privilege, suspension, or expulsion.

4.8.B.3—Minor infractions that might result in censure or loss of privilege may be adjudicated in a private administrative hearing before the Board.

4.8.B.4—Major infractions that might result in suspension or expulsion shall be adjudicated according to the applicable procedures contained in the newest edition of Robert's Rules of Order, Newly Revised.

4.8.C.1—Suspension or Expulsion—A member may be suspended or expelled for sufficient cause by a two-thirds (⅔) vote of the Board.

4.8.C.2—Any member who fails to pay dues, fees and/or assessments after sixty (60) days following the due date shall have his or her name posted on the Club bulletin board, and shall be subject to suspension.

4.8.C.3—If the member then does not pay all outstanding balances within thirty (30) days after notification of suspension hereunder, he or she shall be subject to expulsion.

4.8.C.4—The determination as to sufficiency of cause of suspension and/or expulsion shall be final.

4.9—Sale of Membership

4.9.A—Any member desiring to transfer his or her membership shall first offer such membership to the Club in writing.

4.9.B—The Board acting on the Club’s behalf, shall have the option to purchase such membership within sixty (60) days at a price equal to the current initiation fee for such membership, less the current transfer fee and any monies owed to the Club by such member.

4.9.C—If within sixty (60) days, the Club fails to exercise its option, such membership may be transferred to any person meeting the membership requirements.

4.9.D—Any attempted transfer not complying with this Section shall be void and not recognized by the Club.
4.10—Resignation

Any member in good standing with the Club may resign his or her membership by notifying the Secretary in writing, whereupon he or she shall not be a member, and shall not be required to pay any dues accrued thereafter.

4.11—Reinstatement

4.11.A—A former member, having voluntarily resigned in good standing, may be reinstated for 50% of the current initiation fee for that membership category, with the approval of the Membership Committee and the Board.
4.11.B—A former member shall only be reinstated at the same or higher level of membership.

4.12—Effect of Death

4.12.A—At any time during the year following the death of a member in good standing, a surviving spouse may transfer the membership to themselves only by submitting a written request to the Secretary without the payment of any transfer fee or approval of the Membership Committee or the Board.
4.12.B.1—The surviving spouse shall have sixty (60) days after the transfer request to pay any outstanding balances owed to the Club by the member.
4.12.B.2—If any outstanding balance is not paid within that period, or if the member was not married, the membership shall, at the option of the Board, revert to, and become the property of, the Board. Thereafter, the surviving spouse or estate, as the case may be, shall be paid an amount equal to the current initiation fee, less the current transfer fee and any outstanding balances owed by the deceased member to the Club.
4.12.C—The surviving spouse, or the estate, may resign (Under Article 4.10) or sell (Under Article 4.9) the membership.

4.13—Removal of Property

4.13.A—Any member who has been expelled, has sold his or her membership, or has resigned shall have thirty (30) days to remove his or her personal property, such as boats, gear, sails, etc. from the Club, providing he or she pays any fees normally due during that thirty (30) day period.
4.13.B—If he or she fails to remove his or her property within thirty (30) days, the Board acting on the Club’s behalf, will have the right to remove the property and dispose of it as the Board deems feasible, and shall have no further liability for said property.
4.13.C—The Club shall have a lien or security interest against all such property of a member to secure collection of all dues, fees and assessments.

ARTICLE 5—INITIATION FEES, DUES, ASSESSMENTS, AND OTHER FEES

5.1—Initiation Fee

The Board shall set the initiation fee for each membership class, and determine the method(s) of payment.

5.2—Dues

The Board shall set the dues for each membership class, and determine the method(s) of payment.

5.3—Assessments

5.3.A—The Board may recommend a special assessment to the membership.
5.3.B—Such assessments shall only be approved by a two-thirds (⅔) majority vote of the membership at a special (See Article 9.2) or annual meeting (See Article 9.1).

5.4—Other Fees

The Board shall set the fees and charges for services, including but not limited to, slip rental, locker storage, food and beverage service, transfer fees, capital improvement fund, and other administrative charges.

5.5—Disposition of Funds

5.1—All funds received by the Club from initiation fees, dues, and other fees shall be used for normal operating expense, capital expenditures, maintenance and repair, and other reasonable outlays necessary to provide services at the Club. The Officers of the Board shall dispense these funds. (See Article 6)

5.2—Any funds received from assessments shall be kept in a separate account, and shall be used only for the approved of the assessment. The Officers of the Board shall dispense these funds.

ARTICLE 6—OFFICERS AND GOVERNORS

6.1—Officers

6.1.A—The Club Officers (“Officers”) shall be a Commodore, Vice Commodore/House, Vice Commodore/Race, Vice Commodore/Education, Secretary, Treasurer, and such other officers as the membership may determine, with such duties as defined by the Board.

6.1.B—The offices of Secretary and Treasurer may, but need not, be combined.

6.2—Board of Governors

6.2.A.1—Composition—The Board of Governors (“Board”) shall consist of the Commodore, the Vice Commodore/House, the Vice Commodore/Race, Vice Commodore/Education, the Treasurer, the Secretary, the Immediate Past Commodore, and six (6) or more at-large Governors.

6.2.A.2—The Board shall include: (a) One member from each of the recognized one-design sailing fleets (See Article 10.1); (b) One member representing the racing auxiliary fleet; (c) All remaining places shall be filled by members at-large without regard to boating affiliation.

6.2.A.3—At the last Board meeting each year, the Board shall elect a Chair (See Article 6.3.A) for the following year, who shall be one of the incumbent and continuing at-large Board members.

6.2.B—The Commodore, with the consent of the Board, shall appoint various members as special officers, committee members, and committee chairs to perform the various functions of the Club.

6.2.C.1—Authority—Except when the membership is meeting in quorum, the Board shall be the governing body of the Club.

6.2.C.2—The Board shall have the full power to enter into contracts except as stated in 6.2.C.3, transact all Club business, and to expend funds on behalf of the Club.

6.2.C.3.a—A contract involving the sale of Club land, or the lease of Club land which has a term of longer than five (5) years, shall require the approval of two-thirds (⅔) of the members eligible to vote.

6.2.C.3.b—Any such contract shall be mailed to the membership eligible to vote fourteen (14) or more days prior to the vote, and shall contain the contract and a brief explanation of the terms of the contract.

6.2.C.3.c—The vote on any such contract may be by mail or at a Special Meeting (see Article 9.2), and proxy voting shall be allowed.

6.2.C.3d—Each side, those for and against the proposed contract, shall appoint two (2) monitors to observe the vote, and such monitors may be members or non-members.
6.2—**Quorum**—A quorum of fifty percent (50%) of the Board shall be required to conduct business.

6.3—**Officer Duties**

6.3.A—**Board Chair**—The Chair shall preside at all meetings of the Board. The Chair shall perform such other duties as the Board may prescribe.

6.3.B—**Commodore**—The Commodore shall be an active racing member of the Club. He or she shall preside at all meetings of the membership, shall be responsible for carrying out all of the activities of the Club as directed by the Board, and shall perform such other duties as the Board may prescribe.

6.3.C—**Vice Commodore/House**—The Vice Commodore/House shall be an active member of the Club who shall be qualified to perform the duties of the Commodore in absentia. He or she shall actively supervise the operations of the clubhouse, the social committee (See Article 8.3) and the food and drink services of the clubhouse, and shall perform such other duties as the Board may prescribe.

6.3.D—**Vice Commodore/Race**—The Vice Commodore/Race shall be an active member of the Club. He or she shall actively supervise all operations related to the Club’s racing program, and shall perform such other duties as the Board may prescribe.

6.3.E—**Vice Commodore/Education**—The Vice Commodore/Education shall be an active racing member who shall actively supervise a year-round sailing and racing instructional program for youths and adults—the goal of which shall be to increase Club recognition and membership growth, and will, hopefully, result in members winning national and world championships. The Vice Commodore/Education shall perform such other duties as the Board may prescribe.

6.3.F—**Secretary**—The Secretary shall be an active member of the Club. He or she shall attend all meetings of the Club and the Board, and shall keep minutes of all meetings. He or she shall keep a correct roll of the Officers, Board, and members. He or she shall receive and distribute all membership applications (See Article 4.2). He or she shall notify all new members of their election to membership by letter, and shall send all new members a copy of these bylaws and a membership card. He or she shall notify any member of his or her suspension or expulsion. The Secretary shall perform such other duties as the Commodore may prescribe.

6.3.G—**Treasurer**—The Treasurer shall be an active member of the Club. He or she shall attend all meetings of the Club and the Board, and shall account for all monies received, and shall deposit them as directed by the Board. He or she shall pay bills approved by the Commodore or the Board, shall keep accounts of receipts and expenditures, and shall make such reports to the Board and the members as shall be designated from time-to-time by the Commodore. He or she shall notify all delinquent members as to the amount of past due indebtedness and, in the name of the Club, demand payment.

6.3.H—**Executive Committee**—The Board may appoint an Executive Committee of not less than three of its members to act on behalf of the Board between meetings in such matters as the Board shall determine.

**ARTICLE 7—ELECTION OF OFFICERS AND GOVERNORS**

7.1.A—**Officers**—All Officers shall be elected to a one-year (1) term of office, and shall serve until their successors are installed.

7.1.B—An Officer may be re-elected or may be elected from the Board (either an member at-large or another Officer), in which case such prior Board position shall be deemed vacant, and shall be filled by election.

7.1.C—**Officers** shall be elected and installed at the annual meeting.
7.2.A—**At-Large Governors**—At-Large Governors shall be elected for three-year (3) terms. The terms shall be staggered such that no less than two new Governors are elected each year. Governors shall be elected and installed at the *annual meeting*.

7.3—**Eligibility**—Only regular, associate, or junior members, and their respective spouses, who have been members in good standing, for one (1) or more years prior to election are eligible to serve as Officers and Governors.

7.4—**Nominations**—The Board, prior to the *annual meeting*, shall appoint a Nominating Committee including seven of the Past Commodores to be chaired by the Commodore shall nominate a candidate for each office. Nominations of willing members may also be received from the floor at the time of the *annual meeting*.

7.5.A—**Vacancies**—A vacancy on the Board shall be filled at a *special meeting* (See Article 9.2) of the membership.

7.5.B—Temporary Officers or Governors may be appointed by the Board to fill vacancies until said meeting of the membership.

7.6—**Elections**—Elections shall be by voice vote at the *annual or special meeting*, and it shall require a simple majority of the eligible voters present to elect.

7.7—**Impeachment**—Any Officer or Governor may be removed from office by a petition signed by two-thirds (⅔) or more of the eligible voting members. Any such petition shall be presented to the Board.

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**ARTICLE 8—COMMITTEES**

8.1.A—**Finance Committee**—The Board shall maintain a Finance Committee at all times. The Finance Committee shall be Chaired by the Treasurer, who shall be non-voting, and shall consist of three (3) regular members in good standing who have previously served on the Board. The Board shall elect by simple majority members to serve three-year (3) staggered terms.

8.1.B—The Finance Committee shall have consulting supervision over the ongoing financial affairs of the Club, be responsible for long-range financial planning, and shall have final approval, by simple majority vote over (i) the expenditure of funds derived from the Capital Improvement Fund (CIF) when such expenditures are equal to or exceed thirty percent (30%) of the CIF corpus in any given year, (ii) for the sale of any club asset and (iii) for any borrowing, authorized by the Board, equal to five or more percent (5%) of the net asset value of the Club.

8.2—**Race Committee**—The Board shall appoint a Race Committee to formulate Club rules on all racing conducted under the auspices of the Club, including invitational regattas. The Race Committee shall consist of at least one representative of each one-design sailing fleet and the racing auxiliary fleet. The Vice Commodore/Race shall Chair the Race Committee.

8.3—**Social Committee**—The Board shall appoint a Social Committee to administer the social events of the clubhouse. The Social Committee shall consist of at least one (1) member from each recognized fleet (See Article 10) and the Club Manager. The Vice Commodore/House shall Chair the Social Committee.

8.4—**Harbor and Docks Committee**—The Board shall appoint the Harbor and Docks Committee, which shall have general supervision over the harbor, slips, and docks of the Club. The Chair of the Harbor and Docks Committee shall have the title of Rear Commodore/Harbor and Docks.

8.5—**Grounds Committee**—The Board shall appoint a Grounds Committee, which shall have general supervision over the grounds; including shrubbery, lawn, pool and all Club property not supervised by the
Harbor and Docks Committee or the Social Committee. The Chair of the Grounds Committee shall have the title of Rear Commodore/Grounds.

8.6.A—Membership Committee—The Board shall appoint a Membership Committee of no less than three (3) members to obtain new members, to promote activities which will build the acceptance and prestige of the Club in the community, and to create literature and brochures as needed to inform prospective members about the Club. The Chair of the Membership Committee shall have the title of Rear Commodore/Membership.

8.6.B—The Membership Committee shall include the Secretary and the Treasurer to insure accurate record keeping of the membership rolls and financial records.

8.6.C—The Membership Committee shall review and recommend to the Board each membership application for approval or rejection.

8.7—Dry Storage Committee—The Board shall appoint a Dry Storage Committee which have general supervision over the hoist, ramp, and dry storage facilities of the Club. The Chair of the Dry Storage Committee shall have the title of Rear Commodore/Dry Storage.

8.8—Race Equipment Committee—The Board shall appoint a Race Equipment Committee of at least one representative of each recognized fleet to supervise the care and maintenance of the race equipment. The Vice Commodore/Race shall Chair the Race Equipment Committee.

8.9—Additional Committees—The Board may appoint such other committees as are deemed necessary.

8.10—Term of Office—All committee members shall serve a one-year (1) term, or until their respective successors are appointed, whichever comes first.

ARTICLE 9—MEETINGS

9.1—Annual Meeting—A regular annual meeting of the members shall be held at such a time and place during the month of December as the Board may determine.

9.2—Special Meetings—A special meeting of the members may be called at any time by the Commodore or the Board Chair, or upon the written request of twenty-five percent (25%) of the eligible voting members. Such a request shall be sent to the Board Chair who shall forthwith call a meeting to be held within four (4) weeks of receipt of request.

9.3.A—Prior Notice—Notice of the annual meeting and special meetings shall be mailed by the Secretary to each member no less than ten (10) days nor more than twenty-four (24) days before each meeting, stating time and place thereof.

9.3.B—In the case of special meetings, the nature of the business to be transacted shall be included in the notice, and no business shall be transacted at a special meeting without prior notice thereof.

9.4—Quorum—Twenty-five percent (25%) of the voting members shall constitute a quorum at all annual and special meetings.

9.5—Proxies—Only those present at an annual or special meeting shall vote. Proxy votes shall not be counted.
ARTICLE 10—SAILING FLEETS AND POWER BOAT ORGANIZATIONS

10.1—Recognized One-Design Fleets—Any group of sailboat-owning members with a recognized national organization may submit an application to the Board for recognition as an approved fleet, with privileges to participate in the organized Club racing schedule and regatta activities.

10.2—Recognized Racing Auxiliary Fleet—Any group of racing auxiliaries (cruiser sailboats locally organized to conduct handicap racing and/or cruising activities for its members under the auspices of the Race Committee) may apply to the Board for recognition as a racing auxiliary fleet.

10.3—Recognized Power Boat Organizations—Any organized group maintaining affiliations with a nationally recognized power boat organization may apply to the Board for recognition as a power boat organization.

10.4—Removal of Recognition—Any sailboat fleet or power boat organization recognized by the Board may have its recognition removed if such fleet or group fails to maintain its affiliation with a national organization, or if such fleet or group fails to maintain sufficient membership to constitute a recognized group, or if such group repeatedly or flagrantly violates the rules and regulations as may be established by the Board for the conduct of such groups and their activities under Club sponsorship.

ARTICLE 11—ELECTRONIC MEETINGS

11.1—Except as otherwise provided in these bylaws, the Board or Committees may, from time-to-time, elect to meet via either video-conference or audio-conference.

11.2—Such meetings shall be considered meetings in executive session, and shall use an appropriate technology that ensures compliance with quorum, debate, and voting.

ARTICLE 12—PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern all meetings of the Club in all cases to which they are applicable and in which they are not inconsistent with the Club Corporate Charter, these bylaws, or any Texas or federal statute applicable to the Club.

ARTICLE 12—AMENDMENTS

12.1—Amendments to these bylaws may be adopted at any annual or special meeting of the Club by a two-thirds (⅔) vote of eligible voting members present, provided that prior notice of the meeting or membership meeting shall have contained such amendments in full.

12.2—Voting on amendments may also be conducted by mail as authorized by the Board.

ADOPTED by the membership this 11th day of December, 1969.

As AMENDED by the membership on the 19th day of December, 1971, the 2nd day of September, 1972, the 16th day of December, 1973, the 7th day of December, 1974, the 6th day of December, 1975, the 15th day of May, 1976, the 8th day of December, 1979, the 4th day of December, 1982, the 1st day of December, 1984, the 7th day of December, 1985, the 13th day of December, 1986, the 5th day of December, 1987, the 3rd day of December, 1988, the 2nd day of December, 1989, the 8th day of December, 1990, the 3rd day of December, 1994, the 4th day of December, 1999, the 6th day of March, 2004, and the 21st day of December 2013.