

AMENDED AND RESTATED BYLAWS
FOR THE
SAN DIEGO ASSOCIATION OF YACHT CLUBS
Effective as of November 1, 2025

Article I NAME: The name of this organization is SAN DIEGO ASSOCIATION OF YACHT CLUBS (hereafter referred to as "Association").

Article II PURPOSE: The purposes of the Association shall be:

A. To promote, foster and encourage participation in yachting/boating for sport as distinct from gain, and which involves acquiring nautical experience through the love of sport;

B. To promote public interest in yachting/boating;

C. To encourage group participation in inter-club, local, regional, national and international competition;

D. To encourage the recording of an accurate and continuous history of yachting/boating in San Diego county;

E. To encourage and promote marine safety and education;

F. To encourage concerns for our environment through education among those that participate in yachting/boating; and

G. To record the proceedings of the Association and to facilitate the exchange of information among its members and the promotion of boater interests in our community.

Article III MEMBERSHIP: The various classes of Membership in the Association shall be as follows:

A. **REGULAR MEMBERSHIP:** Any non-profit yacht club in San Diego County, the primary purpose of which is to promote, foster and encourage yachting/boating, shall be eligible for Regular Membership in the Association, provided: (1) the club has been organized and carrying out such purpose for at least two years as an Associate Member; (2) the club has at least 150 dues-paying members; (3) the club owns, leases or has reasonably assured continuous access to yachting

facilities; and (4) the club evidences an intent and ability to fulfill its financial obligations to the Association on a timely basis. Military yacht clubs which exhibit substantially all the attributes of Member clubs shall qualify for Regular Membership as herein provided.

B. ASSOCIATE MEMBERSHIP: Any non-profit yacht club in San Diego County shall be eligible for Associate Membership in the Association, provided: (1) the club has been organized and carrying on the such purpose for at least two years including at least one year as an Affiliate Member; (2) the club has at least 100 dues-paying members; and (2) the club evidences an intent and ability to fulfill its financial obligations to the Association on a timely basis.

C. AFFILIATE MEMBERSHIP: Any non-profit yachting/boating group or yacht club in San Diego County which has as its primary purpose yachting/boating, including cruising, cruiser navigation contests, sports fishing, education and recreational yachting/boating activities, shall be eligible for Affiliate Membership, provided they meet the following: (1) has been organized and actively promoting their stated purpose for two years; and (2) does not meet the requirements for Regular Membership or Associate Membership, but has at least 50 dues-paying members.

D. LIAISON MEMBERSHIP: Any non-profit yachting or sailing organization in San Diego County which has as its primary purpose yachting/boating, but does not fulfill the requirements of Regular, Associate or Affiliate membership shall be eligible for Liaison Membership. This Membership category is intended to include organizations such as Fleet Associations, Class Sailing Associations, vessel type associations and boater education groups that are interested in participating in yearly yachting/boating activities in the San Diego area. Liaison Memberships pay no dues or assessments unless they desire their racing or activity calendar to be included in the Annual Racing Calendar published by the Association, in such case they will be assessed a pro-rata share based on printing costs. This category of Membership shall have no voting privileges in the Association.

E. HONORARY MEMBERSHIP: An individual may be elected as an Honorary Member of the Association by a three-fourths vote of the total number of delegates of the Association present at an Association Regular Meeting. Notice of intention to propose an individual for an Honorary Membership must be stated in the call of the meeting.

F. SPONSORSHIP: Application for Regular Membership or Associate Membership shall be nominated and seconded only by Members holding Regular Memberships.

G. PROHIBITION OF COMMERCIALISM: No group or club whose yachting/boating activities are subject to the control of an organization, one of

whose purpose is the making of profit, is eligible for Membership of any class in this Association.

H. **TERMINATION OF MEMBERSHIP:** Membership in the Association shall be terminated by any Member, either by voluntary withdrawal, by disbandment or by non-payment of dues.

I. **DISMISSAL FROM MEMBERSHIP:** Any Member by reason of its violation of the Bylaws of the Association or by reason of inability or unwillingness to abide by a majority vote of the Association, or when deemed for the best interests of yachting/boating, may be requested to resign its Membership, and on failure to file such resignation within 30 days from the date of mailing of notice of such dismissal to the Secretary of the Member, shall be dropped from Membership in this Association. Such action shall be taken as follows:

1. the adoption of a dismissal resolution with an affirmative vote of two thirds of the delegates present at any Regular Meeting;
2. Following the adoption of the dismissal resolution and after at least ten (10) days' written notice to each Member that the dismissal resolution will be presented for final action at the next Regular Meeting of the Association at a specified time and place; and
3. By an affirmation vote at such second Regular Meeting of the Association of at least two-thirds of the Member delegates present.

Article IV VOTING AT MEETINGS OF MEMBERS: Voting by Members of the Association at Annual Meetings, Regular Meetings or Special Meetings shall be as follows:

A. **VOTING; VOTING DELAGATES:** Regular Members of the Association are entitled to three (3) voting delegates; Associate Members of the Association are entitled to two (2) voting delegates; and Affiliate Members of the Association are entitled to one (1) voting delegate. One alternate delegate may be designated for each delegate.

B. **DELEGATES:** Each delegate and alternate shall be an Officer, Director, Staff or Past Commodore or similar officer or past officer of the Member. The names of delegates and alternates must be communicated to the Association's Secretary in writing before any meeting at which the delegate or alternate is permitted to vote. Delegates may be removed from office only by the Member appointing them.

Article V DUES, FEES AND ASSESSMENTS:

A. GENERAL: Regular Members, Associate Members and Affiliate Members shall participate in fees, dues and assessments in accordance with this Article V.

B. CHANGES TO DUES: Changes to dues will be presented to the Members no later than the October Regular Meeting and voted on by the Members at the November Annual Meeting. A two-thirds majority of the Member's delegates, as described in Article IV, is required for changes to be adopted. The dues, fees and assessments approved at the November Annual Meeting will be effective for the following calendar year. If any proposed adjustment to the dues is rejected or if no adjustment is proposed, the dues will remain unchanged for the following year. Dues will be set forth in Appendix I.

C. PAYMENT OF DUES: Dues are payable during the first quarter of the calendar year.

D. SPECIAL FEES AND ASSESSMENTS: By recommendation of the Board, and adopted by two-thirds affirmative vote of all delegates present at a Regular Meeting or a Special Meeting called for the specific purpose of assessing fees and/or assessment, the Association may, levy fees and assessments necessary to promote the purposes of the Association. The call to the Meeting shall include the amount of such fees and/or assessments and details regarding the purpose for the fee or assessment and the due date. Fees and assessment will be set forth in Appendix I.

E. NON PAYMENT OF DUES, FEES OR ASSESSMENTS: A Member shall automatically lose its Membership in the Association if its annual dues are not paid within ninety days of their receipt of a billing statement or if special fees or assessments are not paid by the date due. Following such loss of Membership, a Member may be reinstated to Membership only upon the payment of all dues, fees and assessments which are past due.

Article VI OFFICERS AND DIRECTORS:

A. FLAG OFFICERS: The Flag officers of this Association shall be the Commodore, the Vice Commodore and the Rear Commodore.

B. OTHER OFFICERS: The other Officers of this Association shall be the Secretary, Treasurer, Junior Staff Commodore, Senior Director, Junior Director and Directors. From time to time the positions of Secretary and Treasurer may be combined into one officer position. A Judge Advocate General (JAG) shall be appointed by the Commodore with the advice and consent of the Vice Commodore and the Rear Commodore.

C. The number of Directors assigned, beyond the Senior and Junior Directors, will be determined by the difference between positions in paragraphs A and B above (7-8) and the number of Regular Member Clubs in the Association.

D. REMOVAL FROM OFFICE; VACANCY: Members of the Board of Directors shall attend all meetings of the Board of Directors and all Regular Meetings of the Association. If a member of the Board of Directors misses three (3) consecutive scheduled meetings of the Board of Directors, the Board of Directors may remove the board member by a two-thirds vote of the full Board of Directors. In the event of any vacancy in any office of the Association for any reason, the Board of Directors may fill such vacancy by appointment and such appointee shall complete the term of office of the Board of Directors' member he/she replaces.

E. BOARD OF DIRECTORS QUORUM: A quorum for Board or Directors meetings shall be a majority of the Board Members, provided the Commodore or Vice Commodore is present. In those cases where these Bylaws require a vote by the full Board of Directors, the quorum shall be all the Members of the Board.

F. BOARD OF DIRECTORS MEETING: Directors will meet regularly at times other than the Regular Meeting of the Association as determined by the Board of Directors.

Article VII BOARD OF DIRECTORS AND DUTIES: The Board of Directors shall consist of the following elected officers: Commodore, Vice Commodore, Rear Commodore, Junior Staff Commodore, Secretary, Treasurer, Senior and Junior Director and Directors representing Regular Member Clubs. The Commodore may appoint a Historian and a Judge Advocate who shall be ex-officio members of the Board of Directors. All of the foregoing positions will be nominated as provided in Article VIII and will be voting members of the Board of Directors. In addition to the following description of duties each will be guided as set forth in Appendix II:

A. COMMODORE: The Commodore shall preside over all meetings of the Board, all meeting of the Members and activities of the Association.

B. VICE COMMODORE: The Vice Commodore shall preside in the absence of the Commodore.

C. REAR COMMODORE: The Rear Commodore shall preside in the absence of the Commodore and the Vice Commodore.

D. SECRETARY: The Secretary shall record the minutes of the meetings of the Board and the meetings of the Members and shall keep the records of the Association.

E. TREASURER: The Treasurer bills and collect dues, fees and assessments

as approved by the Members, shall maintain normal accounting records, shall insure that all taxes are reported and paid as required and shall report to the Board and the Members as to the financial condition of the Association.

F. DIRECTORS: The directors shall attend Board Meetings and report on the activities of their clubs.

Article VIII STANDING COMMITTEES:

A. NOMINATING COMMITTEE: In order to preserve representation within the Association, the membership of the Nominating Committee shall represent three different Regular Members. The membership of the Nominating Committee shall be as follows:

1. The Junior Staff Commodore, as Chairman;
2. An active delegate of a Regular Member club; and
3. An Association Staff or Present Commodore.

It shall be the duty of the Nominating Committee to meet during the month of September in each year for the purpose nominating one person for each elective office of the Association and two Directors. The report of the Nominating Committee shall be presented at the Regular Meeting of the Association in October and the persons so nominated shall be candidates for the respective offices. Only Staff (or past) Commodores of Regular Member clubs can be considered for nomination as an officer of the Association.

B. ADDITIONAL NOMINATIONS: Additional nominations for any office may be made by written petition signed by two (2) duly authorized delegates or alternates from a majority of the member clubs. Such nominating petitions may be filed at any time between the nominating meeting, and immediately following the roll call at the Annual Meeting. At the Annual Meeting, the Commodore shall call for the filing of such petitions immediately following roll call. The Secretary shall immediately certify the sufficiency of the petitions and thereafter nominations shall be closed. No nominations may be made except as provided in Article VIII.

C. ELECTION OF OFFICERS: The Officers and Directors shall be elected at the Regular November (Annual Meeting) Meeting and shall serve for a term of one (1) year or until their successors are elected and installed, whichever shall first occur.

D. NATURE OF OFFICERS AND DIRECTORS: The Officers and Directors of the Association are to serve the Association for the benefit of all Members.

E. AWARDS COMMITTEE: Awards committees shall be established as stated in the Deeds of Gift or on Appendix II.

F. FINANCE COMMITTEE: Members to be appointed by the Commodore. The

duties of the Finance Committee is to review the finances of the Association and report make recommendations to the Board and the Members at a Regular Meeting. The Finance Committee will meet and review the Association's finances on an ad hoc basis as set forth in Appendix III.

Article IX PLACE OF REGULAR MEETING: Each Regular Member shall, in turn, provide the meeting place for the Association's Regular Meetings.

Article X REGULAR MEETING QUORUM: A quorum for a Regular Meeting shall be a majority of the delegates as stated in Article IV.

Article XI MEETINGS:

A. REGULAR MEETINGS: Regular Meetings of the Association shall be held monthly except for the months of December and August or as determined by the Board of Directors and approved by a two-thirds vote of the delegates present at a Regular Meeting.

B. SPECIAL MEETINGS: Special Meetings may be called by the Commodore or by a majority of the delegates upon giving notice in writing to each delegate, or the Commodore if proposed by the delegates, at least ten (10) days prior to the proposed Special Meeting. The Business to be conducted at such a Special Meeting shall be limited to the business stated in the notice of the meeting.

C. ANNUAL MEETING: The November Regular Meeting of the Association shall also be the Annual Meeting of the Association. Officers for the ensuing year shall be elected at the Annual Meeting installed at the next scheduled Regular Meeting.

Article XII AMENDMENTS: These Bylaws may be amended, provided the proposal to amend is first submitted to any Regular Meeting or Special Meeting of the Association. The proposed amendment(s) approved by the Board of Directors must be submitted in writing to all Members, delegates and alternates, accompanied by notice of Date of Regular or Special Meeting to consider such amendment(s), which meetings shall be held not less than ten (10) days after such notice, at which time a two-thirds vote of the delegates there present, will be necessary for its adoption.

Article XIII RULES OF ORDER: Robert's Rules of Order shall be the parliamentary guide when not in conflict with these Bylaws.

Article XIV ASSOCIATION FLAGS: The official flag for the Association shall be a swallow-tail burgee, white field with a blue border, blue star within a blue circle with the red letters S.D.A.Y.C. between the points of the star, all centered in the white field.

A. COMMODORE: The Commodore's flag shall be the Association flag with 3 gold stars.

B. VICE COMMODORE: The Vice Commodore's flag shall be the Association flag with 2 gold stars.

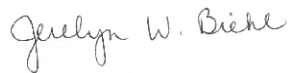
C. REAR COMMODORE: The Rear Commodore's flag shall be the same as the Association flag with 1 gold star.

D. STAFF COMMODORE: The official flag for Staff Commodores of the Association shall be the association flag with 3 silver stars.

E. DIRECTORS: Director's flags shall be the same as the Association flag with a gold chevron.

Article XV ADOPTION: Upon the affirmative vote of two-thirds of delegates present at any Regular meeting of the Association, these AMENDED AND RESTATED BYLAWS FOR THE SAN DIEGO ASSOCIATION OF YACHT CLUBS shall be adopted.

These AMENDED AND RESTATED BYLAWS FOR THE SAN DIEGO ASSOCIATION OF YACHT CLUBS were approved at a Regular Meeting of the Association on the day of October 16, 2025



Commodore