

**CORONADO YACHT CLUB BYLAWS
AS AMENDED AND RESTATED,
INCLUDING AMENDMENTS APPROVED
THROUGH NOVEMBER 15, 2022**

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ARTICLE I. NAME AND PRINCIPAL OFFICE

This organization, known as the Coronado Yacht Club (“Club”), is a California corporation incorporated in 1932, having its principal place of business in the County of San Diego, California, at 1631 Strand Way, Coronado, California 92118.

ARTICLE II. MISSION AND GOALS OF THE CLUB

A. The Club’s Mission is to:

Create and maintain the total yacht and boating experience for our members and the surrounding community and to promote a fraternal spirit among members, yachtsmen and other yacht clubs.

B. The Club’s Goals are to:

1. Promote all levels of recreational and competitive boating, yachting and uphold the Corinthian spirit;
2. Promote boating, social, and educational programs to reflect the diverse needs and values of the Club membership;
3. Provide sound management and administration of the Club’s natural, physical, financial and human resources in order to provide a lasting legacy for the future of the Club;
4. Enhance our leasehold and to improve the quality of Glorietta Bay through the maintenance and improvement of our facilities and by implementation of environmental awareness programs;
5. Promote and participate in local charitable events in order to introduce community members to boating and yachting;
6. Enhance the stature of the Club within our community and the yachting community at large;
7. Promote junior and adult sailing and boating education programs for members and the community alike; and
8. Encourage sport fishing among Club members and to emphasize “Catch and Release” fishing.

ARTICLE III. MEMBERSHIP

A. Classes of Membership

The Membership of the Coronado Yacht Club shall be divided into eight classes designated:

1. FLAG,
2. JUNIOR FLAG,
3. SOCIAL,
4. JUNIOR,

5. HONORARY,
6. TEMPORARY,
7. SENIOR FLAG, and
8. LIFE FLAG.

There shall also be an ABSENT status, which may be applied to the FLAG, and JUNIOR FLAG classes.

B. Admission of Members

1. Candidates for election to FLAG, JUNIOR FLAG, and JUNIOR classes must first be proposed, and then seconded, in writing by FLAG members who have personally known the candidate for at least two years.
2. Next, the completed application for membership shall be delivered to the Secretary, who shall cause the applicant's name, along with those of the proposing and seconding Flag members, to be posted at the clubhouse and published in the Whisker Pole providing at least a thirty day posting period following mailing, during which any member of the Club in good standing may examine the application and present written comments to the Secretary concerning the admission of the applicant.
3. Following the posting period, the application, together with any written comments, shall be delivered to the Chair of the Membership Committee for review and investigation.
4. Next, the Chair of the Membership Committee shall bring the application, protests, if any, and any other information, such as recommendations and references, before the Board of Directors. The Board of Directors shall then act on the application.
5. Membership in the Club will not be denied based on age, race, color, ancestry, gender, national origin, sexual orientation, marital status, familial status, handicap, disability, medical condition or religion.
6. The Board's action shall be final and it shall not be called upon to provide any explanation of or reasons for its decision in rejecting or accepting any application, save that such rejection or acceptance is in the best interests of the Club.
7. A membership may be held by only one person, except that the spouse or registered Domestic Partner (as defined in California Family Code Section 297 and as may be amended from time to time) of a member shall hold the membership jointly with the member, unless the Board of Directors is otherwise advised in writing by that member.

C. Memberships Described

1. FLAG Membership.

- a. **Description:** Basic, fully participating class of membership.
- b. **Rights:** FLAG members have:

- (i) Property rights in the Club,
- (ii) The right to vote on all matters of Club business at Annual, Semi-Annual and Special membership meetings,
- (iii) The right to hold elected office,
- (iv) The right to the use of all Club facilities,
- (v) The right to fly the Club Burgee and to have a private signal registered with the Secretary, and
- (vi) The right to enter a yacht in Club races.

c. Eligibility: A FLAG member must have reached their twenty-first birthday and satisfied the admissions requirements set forth in Section B. Admission of Members.

d. Flag Member Roll: FLAG members shall be numbered consecutively on the roll of the Club, in order of their seniority, with their numbers being printed in the Club Yearbook. When members hold a membership jointly, a surviving spouse or surviving registered Domestic Partner, who retains the original membership, shall have seniority established based on the date that such surviving spouse or surviving registered Domestic Partner qualified for and became a joint member. For purposes of this section, members and their spouses (or registered Domestic Partners), who joined the Club together prior to the 1987 Bylaw change (regarding joint membership) and who have continuously maintained their status as joint members, shall both be considered to be joint members with a seniority date of the date they both joined.

e. Initiation Fee: Effective 1 June 2014, every person, upon admission to FLAG membership, shall pay an initiation fee according to the following schedule:

(i). FLAG Initiation Fee at Age:

21-34	\$2,000
35-39	\$3,500
40-44	\$5,000
45-49	\$6,500
50-54	\$8,000
55-59	\$9,000
60+	\$10,500

(ii). Initiation fees shall be used for no other purpose other than for funding of capital improvements.

f. Dues: \$165.00 per month. Such dues shall be allocated with: (i) \$28.60 per month allocated to the Capital Improvement Fund, (ii) \$29.50 allocated to the Junior Program and (iii) \$8.00 per month allocated to the Depreciation/ Replacement Reserve Fund.¹

¹ This subsection was most recently amended in November of 2022, effective December 1, 2022.

2. JUNIOR FLAG Membership.

- a. **Description:** Class of membership for members who are between 21 and 34 years of age, with a cap of 100 members.
- b. **Rights:** JUNIOR FLAG members shall have the rights and privileges of FLAG members, with the exceptions of:
 - (i) Not holding property rights in the Club,
 - (ii) Not holding elected office and
 - (iii) Not voting on matters of Club business.

Upon acceptance to full FLAG membership, the former JUNIOR FLAG member shall pay the then applicable FLAG initiation fee, reduced in an amount of ten percent (10%) for each full year the member has been either a JUNIOR FLAG or JUNIOR member, resulting in a zero FLAG membership initiation fee after 10 years.

A JUNIOR FLAG member in good standing who desires to convert their membership class to FLAG membership shall make application to the Board of Directors and the application shall be considered and acted upon as provided for in Article III Section B paragraphs 2, 3 and 4 herein.

- c. **Eligibility:** Age between 21 and 34 years of age.
- d. **Limitations:**
 - (i) A JUNIOR FLAG member shall not precede a FLAG member on any waiting list for slips or other permanently assigned usage of Club facilities.
 - (ii) JUNIOR FLAG members who desire to become FLAG members must apply for FLAG membership on or before 30 days after reaching the age of 35, or their JUNIOR FLAG membership will be terminated.
- e. **Initiation Fee:** The JUNIOR FLAG Initiation Fee is \$300.
- f. **Dues:** Fifty percent (50%) of FLAG dues per month for the first five years as a Junior FLAG member, full FLAG dues per month thereafter. Such dues shall be allocated to the Capital Improvement Fund, the Junior Program, and the Depreciation/Replacement Reserve Fund in the same proportion as is the case for Flag members.

3. SOCIAL Membership.

- a. **Description:** Class of membership for members, who are at least 25 years of age, allowing participation in social activities at the Club. The number of SOCIAL memberships available for the upcoming Fiscal Year will be determined by the Board of Directors at the December Board meeting.
- b. **Rights:**

SOCIAL FLAG members shall, with no initiation fee, have the right to:

- (i) Participate in all social activities of the Club, including the usage of food and beverage facilities, and attendance at special events and cruises,
- (ii) Have reciprocal privileges with other yacht clubs, and
- (iii) Upon application and acceptance for a JUNIOR FLAG or FLAG membership, the member shall receive a credit towards the then applicable initiation fee for the selected class of membership equal to the product of the number of months the member paid the \$50.00 surcharge and the \$50.00 monthly credit, set forth in Section c.(v) below.

c. Eligibility:

- (i) 25 years of age or older,
- (ii) Candidate sponsored by a Club member, who need not have known the applicant for a minimum of two years, as is required for FLAG, JUNIOR FLAG and JUNIOR candidates,
- (iii) Interview with Membership Committee,
- (iv) Demonstrate an interest in both yachting and participating in activities at the Club,
- (v) Monthly dues shall be \$50.00 more than the monthly dues for current FLAG members (with the \$50.00 monthly surcharge to be deposited in the Capital Improvement Fund) and
- (vi) If the maximum number of SOCIAL memberships is reached during any Fiscal Year, the Membership Committee shall establish a SOCIAL member waiting list, based upon the date of approval by the Board of Directors. Candidates will be offered the opportunity to apply for SOCIAL membership as openings occur.

d. Limitations:

- (i) Memberships are limited to 24 months,
- (ii) At the end of the 24-month period, a SOCIAL member shall either apply for JUNIOR FLAG (if he or she qualifies) or FLAG membership.
- (iii) Member cannot be on a slip list,
- (iv) Member cannot be assigned any berthing rights, participate in any Joint Ownership/Joint Charter arrangement, be assigned any rights to store any form of watercraft or other property,
- (v) Member cannot vote,
- (vi) Member cannot hold any elected or appointed position,
- (vii) Members shall conduct themselves in an appropriate manner while on Club premises and violations of the rules, boisterous or offensive conduct, or lack of common courtesy shall be grounds for immediate termination of a membership by the Board of Directors, without initiating the complaint process provided to other members by these Bylaws,
- (viii) If a SOCIAL member does not apply for FLAG or JUNIOR FLAG membership at the end of the 24-month period of SOCIAL membership, or a SOCIAL membership is terminated at any time, the SOCIAL member shall be dropped from membership and all surcharges paid by the member will be retained in the Capital Improvement Fund, and

(ix) In determining the maximum number of SOCIAL memberships available in any upcoming Fiscal Year, taking into consideration the overall Membership limit, a minimum of five (5) membership slots shall be reserved for incoming FLAG and JUNIOR FLAG applicants.

- e. **Dues:** Basic Dues in the amount of FLAG dues plus \$50.00 per month. Such dues to be allocated with the Basic Dues to be allocated to the Capital Improvement Fund, the Junior Program, and the Depreciation/Replacement Reserve Fund in the same proportion as is the case for Flag members; with \$50.00 per month to be allocated to the Capital Improvement Fund and to be credited to the applicable Initiation Fee, if the Social member is accepted to Flag or Junior Flag membership at the end of the Social membership.

4. JUNIOR Membership.

- a. **Description:** Class of membership for persons 7 to 24 years of age who are children of FLAG and JUNIOR FLAG members.
- b. **Rights:** JUNIOR members shall have, without an initiation fee, the rights and privileges of FLAG members, with the exception of:
- (i) Not holding property rights in the Club,
 - (ii) Not holding elected office,
 - (iii) Not voting on matters of Club business,
 - (iv) Not having family and guest privileges, including the use of member charge accounts,
 - (v) Not being able to be placed on any waiting list for slips or other permanently assigned usage of Club facilities and
 - (vi) Subject to further limitations of specific sections of the Bylaws, House Rules, and Slip Regulations.

Activation of the DEFERRED Status, to a FLAG or JUNIOR FLAG membership, requires payment of: (i) the then applicable initiation fee in the amount of the fee that was in effect when the DEFERRED Status was approved or (ii) the JUNIOR FLAG or FLAG initiation fee specified herein, whichever is lower. However, members granted DEFERRED status, shall not accrue credit towards FLAG initiation during their time of DEFERRED status.

A JUNIOR member who converts to a DEFERRED Status, which allows a JUNIOR member to suspend their membership until their 35th birthday, may activate the membership on or before the member's 35th birthday, by providing written notice to the Board of Directors. The initiation fee to flag up to a FLAG or JUNIOR FLAG member, shall be reduced in an amount equal to ten percent (10%) for each full year the member has been either a JUNIOR FLAG or JUNIOR member, resulting in no FLAG membership initiation fee after 10 years.

Members in DEFERRED Status are not counted in the membership limit, and that limit may be exceeded temporarily to accommodate newly activated memberships. While in DEFERRED Status, the member will have no membership privileges and pay no dues, fees, or assessments.

A JUNIOR or DEFERRED JUNIOR member in good standing who desires to convert their membership class to JUNIOR FLAG or FLAG membership shall make application to the Board of Directors and the application shall be considered and acted upon as provided for in Article III Section B paragraphs 2, 3 and 4 herein.

c. Eligibility:

- (i) 7 – 24 years of age,
- (ii) Son or daughter of FLAG or JUNIOR FLAG members, along with children whose legal guardians are either FLAG or JUNIOR FLAG members,
- (iii) Application and approval by the Board of Directors and
- (iv) Dues after reaching the age of 16 unless elected to membership in accord with these Bylaws.

d. Limitations:

- (i) Membership automatically terminates, upon the member's twenty-fifth (25th) birthday, unless the member, in good standing, exercises one of the following options:
 - (a). A member, who has been in good standing continuously since his or her sixteenth (16th) birthday, may make application to the Board of Directors for FLAG or JUNIOR FLAG membership or
 - (b). A member who has been in good standing for at least five (5) consecutive years and is no younger than twenty-one (21) years of age, may make application to the Board of Directors for FLAG Membership or JUNIOR FLAG Membership in DEFERRED Status. There is no initiation fee required to be paid when entering DEFERRED Status.
- (ii) Membership in DEFERRED Status is automatically terminated if activation to FLAG or JUNIOR FLAG membership is not completed by the member's thirty-fifth (35th) birthday.
- (iii) A JUNIOR member, who has both been in good standing and been serving in active military duty on their twenty-fifth (25th) birthday, may apply for JUNIOR FLAG or FLAG membership at any time up to and including 60 days after they are released from active duty or until they reach 35 years of age, whichever occurs first.

- e. Dues:** Twenty percent (20%) of FLAG dues per month with both: (i) sons and daughters of FLAG and JUNIOR FLAG members and (ii) children whose legal guardians are FLAG and JUNIOR FLAG members, to pay no dues until reaching 16 years of age. Such dues shall be allocated to the Capital Improvement Fund, the Junior Program, and the Depreciation/Replacement Reserve Fund in the same proportion as is the case for Flag members.

5. HONORARY Membership.

- a. Description:** Membership offered by the Club to an honorary member.

b. Rights:

- (i) Use of the Clubhouse facilities and parking lot, and
- (ii) Participation in social affairs of the Club.

This membership shall be exempt from dues and initiation fees.

- c. **Eligibility:** Two-thirds vote of the General Membership following notice to propose an HONORARY member given in the Call of the meeting.
- d. **Limitations:** This class of membership is not transferrable.
- e. **Dues:** None.

6. TEMPORARY Membership.

- a. **Description:** This status of another approved membership may be approved by a vote of the Board of Directors for non-residents of San Diego County, California for a period of up to a maximum of 3 months out of any given 12-month period.
- b. **Rights:**
 - (i) Special monthly fee; and
 - (ii) Use of Club facilities.
- c. **Eligibility:**
 - (i) Non-resident of San Diego County, California,
 - (ii) Approval by Board of Directors,
- d. **Limitations:**
 - (i) Available to non-residents of San Diego County, California,
 - (ii) For a period of up to a maximum of 3 months out of any given 12-month period, and
 - (iii) Rights are limited to the use of the Club facilities.
- e. **Dues:** One hundred sixty three percent (163%) of FLAG dues per month. Such dues shall be allocated to the Capital Improvement Fund, the Junior Program, and the Depreciation/Replacement Reserve Fund in the same proportion as is the case for Flag members.

7. SENIOR FLAG Membership.

- a. **Description:** Membership for long-time Flag members of the Club who remain members of the Club but do not have to pay dues, future fees or assessments. SENIOR FLAG members may not vote, have a slip or have other storage space.
- b. **Rights:**
 - (i) Use of Club facilities,
 - (ii) No dues, future fees or assessments
- c. **Eligibility:**
 - (i) Active FLAG member in good standing for at least 35 membership years, and
 - (ii) Member of record is 75 years of age or older.

d. Limitations:

- (i) If the SENIOR FLAG member predeceases his/her spouse/registered domestic partner and the surviving spouse/registered domestic partner no longer qualifies for SENIOR FLAG Membership, based on the 75-year-old age requirement, then the SENIOR FLAG membership would revert to FLAG membership with all the rights and obligations appertaining thereto,
- (ii) No voting rights,
- (iii) No slips or other storage facilities, and
- (iv) If a SENIOR FLAG member wishes to return to full FLAG membership status, they are required to pay the dues that would have been paid had the member remained a FLAG member and pay any assessment in connection with any redevelopment project levied upon FLAG members during the period the SENIOR FLAG member was a SENIOR FLAG member.

e. Dues: None.

8. LIFE FLAG Membership.

a. Description: Membership awarded to a FLAG member who both is not an ABSENT member and has performed outstanding service to the Club over a period of years.

b. Rights: LIFE FLAG members shall have all the rights and privileges of FLAG members but are not required to pay membership dues.

c. Eligibility:

- (i) Active FLAG member in good standing for at least 25 years,
- (ii) Nominated and seconded in writing by two FLAG members accompanied by a resume of the nominee's contributions,
- (iii) Completed nomination must be delivered to the Club Secretary at least 45 days prior to the Semi-Annual or Annual Meeting in any year,
- (iv) The Club Secretary posts the nominee's name at the Clubhouse for at least 10 days,
- (v) Any FLAG member in good standing may present written comment to the Club Secretary within the 10-day period,
- (vi) The nomination is then given to the Chair of the Membership Committee, for review and investigation,
- (vii) The Chair of the Membership Committee then presents the completed nomination, along with comments (if any) and any other information (such as recommendations or references) to the Board of Directors who, in turn, make recommendations to the membership at the Semi-Annual or Annual Meeting,
- (viii) LIFE FLAG membership must obtain concurrence of at least 90% of the FLAG members present and voting by secret written ballot, and
- (ix) In the event there are more than 2 nominees presented to the membership for a vote, the top two nominees with the greatest number of votes shall be elected at that meeting.

d. Limitations:

- (i) The total number of LIFE FLAG members shall not exceed 5% of the total FLAG membership and
- (ii) No more than 2 LIFE FLAG members may be elected in any given calendar year.

e. Dues: None.

D. MISCELLANEOUS MEMBERSHIP PROVISIONS

1. **Significant Other.** An unmarried Flag Member, Junior Flag Member or Senior Flag Member may submit a request to the Board of Directors for Club guest privileges (use of Club facilities only) for a significant other (a person with whom the member doesn't qualify to register as a domestic partnership as provided for by the State of California), provided the following criteria are satisfied: neither the Club member nor significant other is married; neither the Club member nor the significant other is related to each other and the Club member and significant other have been living together for a period of over two years. As used in this section, a significant other is defined as an adult non-relative, who resides with the Member on a full-time basis, and who, in the member's mind, occupies a position substantially similar to that of a spouse. The Flag member agrees to be responsible for the behavior of the significant other and to pay all debts incurred by the significant other. This guest card will be good for a period of one year and may be renewed annually upon application to the Board of Directors. Upon termination of the relationship or the death of the Member, the Board of Directors shall be informed and the guest card will be returned to the Club. Temporary membership fees shall be waived for this classification of temporary membership.
2. **MEMBERSHIP Limit.** On 30 November 2008 the number of FLAG, JUNIOR FLAG and SOCIAL members is limited to 650. This limit may be adjusted at any Annual or Semi-Annual Meeting of the membership. The membership categories of LIFE FLAG, ABSENT FLAG, ABSENT JUNIOR FLAG, SENIOR FLAG, JUNIOR FLAG DEFERRED STATUS, and JUNIOR members are excluded from the membership limit. The limitation may be exceeded temporarily to accommodate JUNIOR members accepted as FLAG or JUNIOR FLAG members upon reaching the age of 21 (or up to 25, as provided above), SOCIAL members accepted as FLAG or JUNIOR FLAG, absent members returning to active status, and reinstated members; no new members will be accepted until the membership falls below the limit. It shall be the duty of the Club Secretary to maintain a current status list setting forth the categories of membership and the number thereof in relation to the membership limitation herein set forth.
3. **MEMBERSHIP Sharing.** The sharing of a Membership by a married couple or registered domestic partners shall not result in any increase of privileges. Only one of the spouses or registered domestic partners may vote at a particular meeting or hold elective office at any one time.
4. **CLUB Privileges.** Membership in the Club affords the following related privileges:

- a. **Family Privileges.** Privileges of the Club shall be extended to the spouse, registered domestic partner and all unmarried dependents under 21 years of age residing in the member's household of all classes of membership except JUNIOR.
 - b. **Guest Privileges.** The Flag Officers may extend the privileges of the Club to distinguished visitors, and may renew such invitations in their discretion.
 - c. **Non-Resident Privileges.** A member, except a JUNIOR member or a TEMPORARY member, may extend the privileges of the Club to a nonresident for a period of 10 days, provided the name of such member and his guest be first registered together with the date of registry. If such nonresident desires the privileges of the Club for a longer time, a Temporary Membership must be obtained.
5. **RESIGNATION.** Any member in good standing shall be permitted to resign.
6. **REINSTATEMENT.** Any member who has resigned in good standing may apply to the Board of Directors for reinstatement. The Board's action shall be final and it shall not be called upon to provide any explanation of or reasons for its decision in rejecting or accepting any application for reinstatement, save that such rejection or acceptance is in the best interests of the Club. If accepted for reinstatement to membership, the applicant must pay any unpaid dues for the twelve months prior to reinstatement, and satisfy the current dues prepayment requirement of his or her class of membership. Effective December 1, 2014, and thereafter, all Flag and Absent Flag members who resign or who go on the Absent status shall pay, prior to readmission, any assessments upon Flag members in connection with any Redevelopment Project during the period of resignation and during the period that they were ABSENT FLAG members.
7. **TRANSFER of Membership.** All memberships are nontransferable between persons.
8. **ABSENCE from San Diego County.** Any FLAG or JUNIOR FLAG member in good standing and a resident of San Diego County, who plans to be absent from San Diego County and not active in Club membership for one year or more, may make application to the Board of Directors to be placed in an ABSENT status.

A member who is not a resident of San Diego County may request ABSENT status if they: (i) are not a resident of San Diego County, and (ii) they have been a member holding continuous active status, if otherwise qualified. Upon approval of such request by the Board of Directors, the ABSENT status dues schedule (described below) shall take effect on the first of the month following approval of the member's ABSENT status.

Upon return to residence in San Diego County or, in the case of members whose residence is outside San Diego County, upon return to active membership, the member shall notify the Board of Directors and resume his former membership status, if they remained ABSENT members in good standing while ABSENT.

However, a JUNIOR FLAG member granted ABSENT status shall not accrue credit towards conversion to FLAG membership during their ABSENT status.

Should a member's absence be for a period of time less than a year they shall be required to pay the dues applicable to their class of membership, as if they had never been granted ABSENT status.

Absent status shall be for a maximum period of 5 years, after which the normal Flag dues shall resume. The Board of Directors may grant extensions of Absent Status in its discretion. Members in ABSENT status may elect to return for occasional visits to the Club, but may not berth a boat in a Club slip except, as provided in the Slip Regulations.

A member granted ABSENT status shall be removed from and lose seniority on any Club wait lists. This provision shall not apply to a member who is required to relocate outside San Diego County pursuant to permanent military orders.

ABSENT members shall pay dues in the amount of 25% of FLAG dues for the first three years, and 50% of FLAG dues per month for the fourth and fifth years. Such dues shall be allocated to the Capital Improvement Fund, the Junior Program, and the Depreciation/Replacement Reserve Fund in the same proportion as is the case for Flag members.

- 9. DISSOLUTION of Marriage or Registered Domestic Partnership.** If a married couple jointly holds a membership and they dissolve their marriage or registered domestic partnership, they shall, prior to entry of the final order of dissolution or court filing to dissolve the domestic partnership, notify the Board of Directors which person (as between the two individuals) will retain the membership. If the retaining spouse or registered domestic partner was an applicant originally approved by the Board for membership, or was married to a Flag member at the time of enactment of the amendment of these 1987 Bylaws (providing for joint holding of a membership by a spouse), then the approval of the Board of Directors shall be given, unless good cause is found to withhold such approval. If the retaining spouse or registered domestic partner does not fall within the aforementioned categories, then the approval of the Board shall be at its discretion as for an applicant for membership consistent with these Bylaws.

If the non-retaining spouse or registered domestic partner so desires, he or she may make application for a separate membership, in writing, no later than six months following the entry of the final order of dissolution or court filing dissolving the registered domestic partnership, as follows:

- a. If the non-retaining spouse or registered domestic partner was an applicant originally approved by the Board for membership, or was married to a Flag member at the time of enactment of the amendment of these 1987 Bylaws (providing for joint holding of a membership by a spouse), then the application shall be made directly to the Board of Directors. No sponsorship or references are required. The Club Secretary shall cause notice of said application to be published in the manner customary for membership applications. Election to membership by the Board of Directors shall be approved unless good cause is found to withhold such approval.
- b. If the non-retaining spouse or registered domestic partner does not fall within the above category, the application for membership shall be made

and processed in the customary fashion, and approval of the Board shall be at its discretion, consistent with the admissions provisions above.

- c. Upon approval for separate membership of a non-retaining spouse or non-retaining registered domestic partner, said individual shall be granted membership upon payment of the fees and dues provided for that class, without consideration of the membership limit cap set forth above. The initiation fees for said separate membership shall not be reduced for reasons of tenure.
- d. In the event that a married couple that jointly holds a membership, does not timely notify the Board of Directors in writing prior to entry of an order (or other court filing) dissolving the marriage, to inform the Board which person shall maintain the membership, the membership shall be suspended immediately upon the Board becoming aware of the order and the suspension shall continue until such time as the Board receives notification signed by both persons previously members, as to which person will maintain the membership. During such suspension, any vessel berthed in any wet or dry slip at the Club that is owned by one or both persons must be removed within three (3) days of the date upon which the Club mails a notice of suspension to the last address for the married couple on file with the Club. During such suspension, all dues and other charges must continue to be timely paid. If dues are not paid, the membership shall be terminated according to Club rules.

- 10. SPECIAL ASSESSMENTS:** Should an assessment for funds be necessary at any time, such assessment shall be levied upon FLAG members only.
- 11. PREPAID DUES:** Prepaid dues in the amount of \$150.00 for FLAG or JUNIOR FLAG members, and \$26.20 for JUNIOR members, or the prepaid dues differential due on the change of class, shall be paid at the time the member joins or an existing member changes membership class. When a member changes to ABSENT status, the member shall pay annual dues in advance. Upon resignation members shall be refunded any prepaid dues less any outstanding indebtedness.
- 12. DELINQUENCIES:** Any member who shall fail to pay dues or other indebtedness to the Club within thirty days after notification of such indebtedness shall again be notified. After a further period of thirty days his or her membership may be terminated at the option of the Board of Directors, upon which the member shall lose all property rights and any privileges pertaining to his or her former class of membership. Any member whose membership is so terminated, shall not again be eligible for membership until he or she shall have paid the arrears in full and whatever indebtedness would have been incurred up to the time of the new proposal for membership. Notice of actions of the Board of Directors in respect to indebtedness shall be sent to the last known address of the delinquent members.
- 13. DUES PAID IN ADVANCE:** Dues are paid one month in advance, and are not prorated based upon any portion of a month.

ARTICLE IV. OFFICERS

A. Description of Officers

1. **Elected Officers.** The elected officers of the Club shall be: a Commodore, a Vice Commodore, a Rear Commodore, a Treasurer and a Secretary.
2. **Appointed Officers.** The Board of Directors shall, in turn, appoint: a Fleet Captain, a Port Captain, a Judge Advocate, a Chaplain, a Parliamentarian, and a Financial Officer. Just the position of Judge Advocate, Parliamentarian, and Financial Officer may be filled by a paid expert. The Board of Directors at their discretion may also appoint an assistant to the Secretary, who may or may not be a member of the Club.²
3. **Flag Officers.** The Flag Officers shall be the Commodore, the Vice Commodore, the Rear Commodore, the Fleet Captain and Port Captain.

B. Duties of Officers

1. **Commodore.** It is the duty of the Commodore to take the command of the squadron, to preside at all meetings, and to enforce the rules and regulations of the Club. The Commodore will enforce all provisions respecting the conduct of the various officers of the Club, the conduct of the Club members and will support the general welfare of the Club. The Commodore will call special meetings of the Club or Board of Directors whenever they deem it necessary or appropriate, or upon the written request of forty-five (45) FLAG members in good standing. The Commodore is also an ex-officio member of all Club committees.
2. **Vice Commodore.** It is the duty of the Vice Commodore to assist the Commodore in the discharge of the Commodore's duties and to officiate in the Commodore's absence.
3. **Rear Commodore.** It is the duty of the Rear Commodore to assist both the Commodore and Vice Commodore in the discharge of their duties, and to officiate in their absence.
4. **Treasurer.** It is the duty of the Treasurer to have the custody of the funds of the Club, and of the collection and disbursement of all monies.
5. **Secretary.** It is the duty of the Secretary to keep the minutes of the meetings in a book provided for that purpose, and to have custody of all reports and documents connected with the proceedings of the Club, to keep a correct roll of members together with the dates of their admission to the Club, to notify each member of his admission, to keep a correct list of the yachts enrolled in the Club, to correspond on behalf of the Club, to issue notices of meetings, and to present a written report of the Club's activities at each Annual and Semi-Annual meeting.
6. **Fleet Captain.** The Fleet Captain is the executive officer of the Commodore in all fleet evolutions and maneuvers.

² This subsection was most recently amended in November of 2022.

7. **Port Captain.** The Port Captain supervises the wharves, floats, boat house, anchorages, buoys, beacons, and lights maintained by the Club for channel marks. The Port Captain will twice annually, in the spring and in the fall, and whenever else they deem it necessary or appropriate, make an inspection of all the yacht moorings and ground tackle on the anchorages. They may condemn any such mooring, cable or ground tackle that they consider insufficient in strength to hold the said yacht or vessel moored thereto. Any such gear so condemned must be effectively replaced or repaired at once, upon notification to the yacht or vessel owner. The Port Captain is authorized to move or cause to be moved any yacht or vessel whose owner fails to comply with such orders so that the moored yacht or vessel will not be dangerous to other yachts, vessels or Club property. The Port Captain will also designate all mooring locations and anchorages. All yachts or vessels on the anchorages or otherwise using Club property shall be moved by the owner in accordance with the provisions of the Club's Slip Rental Agreement whenever requested to do so by the Port Captain. A yacht or vessel may be moved by the Port Captain, with permission of the owner. In a time of emergency or other exigent circumstances, such as the imminent possibility of personal injury or damage to the property of either the Club or another, the Port Captain may move or cause to be moved any yacht or vessel on the anchorages or using Club property.
8. **Judge Advocate.** The Judge Advocate shall provide advice and counsel to the Commodore, the Board of Directors and the other Officers on legal issues arising out of or pertaining to Club business and on interpretation and construction of the Bylaws, Rules and Regulations of the Club, as well as other matters as may be requested by the Board of Directors and the other Officers.
9. **Chaplain.** The Chaplain shall provide ceremonial invocations, religious advice and counsel as it pertains to the yachting experience and, upon request, comfort and condolences to family members of any Club member.
10. **Parliamentarian.** The Parliamentarian shall provide advice and counsel, but not rulings, regarding parliamentary procedure, in accordance with these Bylaws, to the presiding officer during meetings of the membership.
11. **Financial Officer.** The Financial Officer shall provide financial advice and counsel to the Treasurer and the Board of Directors in the financial management of Club funds and in providing oversight of the General Manager and Accounting Manager at the Coronado Yacht Club. The Financial Officer shall have the following minimum qualifications. 1) Bachelor's Degree in Accounting – Master's Degree in Accounting or CPA license preferred; and 2) A minimum of 3 years of work experience in an accounting or controller/comptroller role. The Financial Officer shall have a right and responsibility to view all club financial records and documents and make recommendations, but no right to alter or amend financial statements or to receive or disburse Club funds.³

ARTICLE V. DIRECTORS (INCLUDING ELECTED OFFICERS)

³ This subsection was most recently amended in November of 2022.

A. Club Governance. The governance of the Club shall be vested in a Board of Directors comprised of nine members: the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and four other FLAG members of the Club who shall be elected as directors at large of equal rank and with no distinction as to the date of their election. The elected officers and directors, described above, shall constitute the Board of Directors. All members of the Board of Directors shall be voting members.

B. Duties and Powers.

- 1. Overall Management of the Club.** Subject to the special action of the Flag members, taken at a Special Meeting pursuant to these Bylaws or under the laws of the State of California, the Board of Directors shall have the entire managerial authority over the property, affairs and finances of the Club. All rights and powers connected therewith shall be vested in them. Consistent with the foregoing, the Board of Directors is authorized to form and fund an irrevocable trust, known as the Coronado Yacht Club Reserve Fund Irrevocable Trust (“Reserve Trust”), for the benefit of the Life Flag and Flag Members and for the sole and exclusive purposes as are set forth in Article IX of these Bylaws.
- 2. Financial Management of the Club.** The Board of Directors will make all Club appropriations. Specifically, they shall approve all Club bills and expenditures, and no money shall be paid by the Treasurer, unless first approved by the Board, and the warrant is signed by the Commodore, or in the Commodore’s absence from Coronado, by the Vice Commodore, or in the Vice Commodore’s absence from Coronado, by the Rear Commodore, and finally, if the Rear Commodore is absent from Coronado, by someone designated by the Board of Directors for that purpose.
- 3. Management of Membership.** The Board of Directors shall inquire into the standing and character of all candidates and elect to the membership of the Club all whom they consider desirable. Membership in the Club will not be denied based on age, race, color, ancestry, gender, national origin, sexual orientation, marital status, familial status, handicap, disability, medical condition or religion.

They will also act on all transfers from one class of membership to another. Such elections shall be by majority vote of the members of the Board present at its regular meeting.

C. Election of Officers and Directors. All directors, including elected officers who are elected and serve concurrently as directors, shall be elected at each Annual Meeting for a one year term running from the first of the following month for a period of twelve months or until their successor is appointed. Elections of Officers may be by voice vote, unless there is an objection from the floor, wherein the election will be by written ballot. A majority of the votes cast shall determine each Officer election. Elections of the remaining four Directors at large shall be by written ballot only. The four Director at large nominees receiving the largest number of votes shall become the remaining Directors. All FLAG member votes (whether by voice or ballot) must be cast in person. No proxies will be permitted in the election of Directors and Officers.

- D. Meetings of the Board of Directors.** The Board of Directors will hold a regular monthly meeting on the second Thursday of each month, with the exception of December. The December meeting will be held on the third Thursday of the month.
- E. Board/Officer Vacancies.** The Board of Directors will fill any vacancies occurring in the Board of Directors (including the Officers), effective until the next Annual meeting.
- F. Committee and Other Appointments.** The Board of Directors may also, within their discretion, appoint such committees from time to time in the best interest of the Club. They may establish a navigation school and appoint its director.
- G. Discharge/Resignation.** Any member holding elective office, who is absent from three consecutive regular monthly Directors' meetings, without excuse satisfactory to the Board of Directors, shall be considered as having resigned their office.
- H. Voting.** Each member of the Board of Directors may exercise only one vote even if such member holds more than one office.

ARTICLE VI. COMMITTEES

A. **Standing Committees.** The following Committees shall be appointed by the Board of Directors and serve as standing committees, reporting to the Board of Directors.

1. **Bylaws Committee.** The function of the Committee shall be to assist and advise the Board of Directors in the course of preparation, revision and publication of the Bylaws. The Committee shall consider proposed changes, revisions or additions as requested by the Board, suggested by Club members, or generated from within the Committee. It shall provide opportunities for representations as desired by Club members in the deliberative process. In each case, the Committee shall deliver to the Board of Directors, and publish and recommend to the General Membership, either the specific new wording of a proposed change, or a recommendation for rejection, with a rationale. Differing recommendations shall be included as desired by a minority of the Committee members. The Committee shall consist of a minimum of five (5) FLAG members, which include the Judge Advocate and the Parliamentarian. If possible, at least three (3) of the committee members shall be carried over from the previous year when the annual appointment of committees occurs.
2. **Nominating Committee.** A Staff Commodore together with four additional FLAG members named by the Board of Directors shall constitute the Nominating Committee. It will be the duty of the Committee to present for consideration at the annual meeting a slate of elected officers - Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and at least four (4) Directors, and that the Nominating Committee be required to post names of nominees 30 days before the Annual Meeting. The Nominating Committee shall be composed of a mix of active yachtsmen from the racing, fishing and cruising segments of the Club of which no more than two may be Staff Commodores.
3. **Membership Committee.** The Membership Committee shall assist the Board of Directors in its responsibilities for all matters concerning the admission of members to the Club. Specifically, the Membership Committee shall:
 - a. Continuously review the requirements for and the limitation on membership in the Club and make recommendations for changes to the requirements, limitations and/or classes of membership.
 - b. Review and investigate in a timely manner all applications for membership as required elsewhere in these Bylaws.
 - c. Interview each applicant separately to determine his/her interest in becoming a member and the desirability of having that applicant as a member. At least two members of the Committee shall interview each applicant. In the case of applicants for JUNIOR membership the assistance of the Flag officers of the JUNIOR Division should be requested for the interviews.
 - d. Report those applications that have completed the required steps to the Board of Directors for its action. A representative of the Committee shall present the applications with the final recommendations of the Committee. The Committee's recommendation need not be unanimous, but shall reflect the majority opinion of the Committee.

The Membership Committee shall consist of at least five (5) FLAG members. If possible, at least two (2) of the Committee's members shall be carried over from the previous year when the annual appointment of Committees occurs.

- 4. Planning Committee.** The Planning Committee shall consist of a minimum of five (5) FLAG members appointed by the Board of Directors. The Planning Committee shall prepare a master plan for the continued and controlled development of the Club. They shall formulate all building plans incident thereto and develop cost estimates for specific projects. The Planning Committee shall submit such plans to the Board of Directors in writing and act as advisor to the Board of Directors. At least two members of the Committee should be carried over from the prior year.
- 5. Finance Committee.** The Finance Committee shall provide the Board of Directors with recommendations and advice on financial matters of the Club. The Committee's tasks are to:

 - a. Prepare and submit an annual Operating and Capital budget for the Club for consideration of the Board.⁴
 - b. Provide advice on requests for funds not budgeted.
 - c. Make recommendations concerning the investment of Club funds.
 - d. When appropriate, make recommendations concerning changes in initiation fees, doing so annually in time for them to be reviewed by the Board of Directors and included in the agenda for the Semi-Annual Meeting.
 - e. Devise financial plans to support capital improvement items in the Master Plan, which is maintained by the Planning Committee.
 - f. Undertake other tasks that may be referred to the Committee by the Board.

The Finance Committee shall consist of a minimum of five (5) FLAG members appointed by the Board of Directors. The Treasurer shall be a non-voting member and provide financial data requested by the Committee. At least two members should be carried over from the prior year.

- 6. Boat Standard and Safety Committee.** The Boat Standard and Safety Committee shall consist of a minimum of five (5) FLAG Members, of which none shall be Board Members. The Port Captain shall be an ex-officio member. The Committee shall carry out the duties assigned by the Board of Directors in the YACHT STANDARDS AND THE BOAT STANDARD AND SAFETY COMMITTEE section under the SLIP REGULATIONS CORONADO YACHT CLUB in the current yearbook. Their responsibilities and authority shall be as specified by the Board of Directors. The Committee shall make regular reports to the Board of Directors and recommend Board action on any matter not within the powers of the Committee to implement.

⁴ This subsection was most recently amended in November of 2022.

7. Junior Advisory Committee. The Junior Advisory Committee shall provide the Board of Directors with information and recommendations on matters relating to the Junior Program. The Committee's tasks are to:

- a. Prepare and submit an annual budget for the Junior Program for consideration by the Finance Committee.
- b. Provide information and recommendations to the Board regarding the direction, goals and activities of the Junior Program.
- c. Initiate, coordinate and oversee fundraising activities to support the Junior Capital Improvement Fund and the Junior Operational Fundraiser Income account.
- d. Make recommendations concerning the Junior Capital Improvement Funds.
- e. Insure that the Junior Program maintains contact and develops relationships with other, relevant sailing organizations.
- f. The Committee shall appoint one person that shall initiate and coordinate with other youth organizations and Yacht Club Activities.
- g. One member of the Committee should also be on the Finance Committee.
- h. Undertake other tasks that may be referred to the Committee by the Board.

The Junior Advisory Committee shall consist of a minimum of five (5) FLAG members appointed by the Board of Directors. The Junior Program Director shall be a non-voting member and provide information as requested by the Committee. At least two members should be carried over from the prior year.

8. Food Service Committee. The Food Service Committee shall provide the Board of Directors and the General Manager with information and recommendations on matters relating to the food service at the Yacht Club. The Committee's tasks are to:

- a. Provide information and recommendations to the Board and the General Manager regarding the direction, goals and activities of Food Service at the Club.
- b. Provide information and recommendations to the Board, the General Manager and the Planning Committee regarding facility requirements of Food Service at the Club.
- c. In coordination with the General Manager, the Committee will initiate, coordinate and oversee the evaluation criteria of Food Services at the Club.
- d. Make recommendations concerning the Capital Improvement Funds relating to Food Service.

e. Undertake other tasks that may be referred to the Committee by the Board or the General Manager.

The Food Service Committee shall consist of a minimum of five (5) FLAG members appointed by the Board of Directors. The General Manager shall be a non-voting member and provide information as requested by the Committee. At least two members should be carried over from the prior year.

9. Building Committee. The Building Committee shall consist of a minimum of ten (10) FLAG members, including the Building Committee chair or alternate, the Design Review Committee Chair or alternate, the Planning Committee chair or alternate, the Rear Commodore, and a minimum of six (6) additional FLAG members who are or who have been, actively involved in construction or real estate development or attorneys who practice in the areas of real estate, construction or contract law, to be appointed by the Board of Directors. The Building Committee shall administer the development of the land and water master plans, as recommended by both the Planning Committee and membership and as approved by the Board of Directors, for the continued and controlled development and/or redevelopment of the Club's leasehold property. The Committee shall recommend the hiring and/or dismissal of architects, consultants and contractors associated with the land and water projects. Additionally, the Committee shall review and approve all plans and plan changes incident thereto and directly negotiate on the Club's behalf with all contractors, sub-contractors, consultants and any other individual or company rendering services for the project(s). The Building Committee shall submit all proposed final contracts and/or agreements involving the project(s) to the Board of Directors for final approval and shall further act as an advisor to the Board of Directors. The Building Committee is not authorized to make any binding oral or written contractual obligation on behalf of the Club. The Board of Directors, all existing and past Committee Chairs and the General Manager shall provide information as requested by the Building Committee. The Building Committee shall keep minutes of its proceedings and copies of all correspondence and documents. At least three members of the Committee shall be carried over from the prior year. The Building Committee shall commence its existence when the Board of Directors determines that construction of the improvements described in the land and water master plans shall proceed.⁵

10. Gift & Endowment Committee. The Gift & Endowment Committee shall consist of a minimum of three (3) FLAG members appointed by the Board of Directors. The Gift & Endowment Committee shall organize, promote, manage and assist in facilitating financial gifts to the Coronado Yacht Club for the purpose of building and/or maintaining current and/or future Club assets. The Gift & Endowment Committee shall submit, in a timely manner, all proposed financial gifts and/or agreements to the Board of Directors for final approval and act as an advisor to the Board of Directors. The Gift & Endowment Committee is neither authorized to form any legal entity nor to make any binding oral or written contractual obligation on behalf of the Club. At least two members of the Committee shall be carried over from the prior year.

11. Green Committee. The Green Committee shall consist of a minimum of three (3) FLAG members appointed by the Board of Directors. The Green Committee shall research and develop activities, practices, and policies to improve

⁵ This subsection was most recently amended in November of 2022.

Coronado Yacht Club’s environmental stewardship and sustainability in ways that protect the air, water, and land. The Green Committee shall submit, in a timely manner, its reports and recommendations to the Board of Directors for final approval and act as an advisor to the Board of Directors.

- 12. Design Review Committee.** The Design Review Committee shall consist of a minimum of three (3) FLAG members and (1) Chair appointed by the Board of Directors. The Chair will have professional experience in Interior Design. The Committee will advise the Board of Directors on all matters concerning the interior design of the Coronado Yacht Club, including but not limited to holiday and special event decorations, interior and exterior design features such as furniture, fixtures and décor, superficial features such as paint color, wallpaper, and artwork as well as any other items that would constitute the overall look of the interior and exterior spaces of the Coronado Yacht Club. The Design Review Committee is not authorized to make any binding oral or written contractual obligation on behalf of the Club. The Committee’s goals are to:
- a. Maintain a cohesive and uniform design to the interior and exterior spaces by creating standards in color, theme, and aesthetic.
 - b. Uphold the nautical and maritime theme of the Coronado Yacht Club.
 - a. Use surrounding yacht clubs as inspiration.
 - b. Use prevailing regional architectural and historical design themes.
 - c. Display the history and achievements of Club members, vessels, sailing and fishing.
 - d. In conjunction with the Building Committee, administer the design, purchase, and implementation of the interior and exterior spaces for any future, new or remodeled clubhouse.⁶

B. Special Committees. The Board of Directors may also, in its discretion, appoint special committees to report to the Board of Directors on specified matters and projects the Board of Directors deems appropriate and necessary.

ARTICLE VII. MEMBER MEETINGS

A. Regular Meetings. There shall be two regular meetings each year. The Annual Meeting will be conducted on the first Tuesday after the second Thursday in November of each year. The Semi-Annual Meeting will be conducted on the first Tuesday after the second Thursday in May of each year.

B. Conduct of Regular Meetings. All meetings of the membership shall be conducted using the following guidelines and with the following order of business:

- 1. Reading of minutes.**
- 2. Report of the Board of Directors.** Reports will be given by the Board of Directors (a report may be “on file” and not actually read at the meeting.)
NOTE: There will be times when Committees, such as the Finance Committee,

⁶ This subsection was most recently amended in November of 2022.

will need to make reports to the membership. Generally, these should be addressed as separate agenda items.

3. Report of Officers according to rank.

4. Communications to the Club.

5. Report of Standing Committees. The Secretary will provide a list of the Committees and/or organizations who filed reports for those interested in reading them. There will be no oral reports from the Committees and/or organizations given at the meetings, if reports are on file.

6. Report of Special Committees.

7. Unfinished Business.

8. New Business.

9. Elections.

10. Miscellaneous Provisions

a. As there is only one vote per membership, only one member of a Club membership will be allowed to speak on any item on the agenda. Discussion of individual issues will be limited to a maximum of three minutes per speaker and only once per issue.

b. If a member of the Board of Directors wishes to speak on an item on the agenda, that member must first vacate their place at the Board table and then must speak as a Club member, and not as a Board member, subject to the same restrictions as other members.

c. Anyone addressing an issue must be recognized by the chair or will be considered "out of order". Any member wishing to speak must use the microphone at the podium.

C. Special Meetings. Special meetings may be called by the Commodore or by the Board of Directors whenever they deem necessary. At the written request of at least forty-five (45) Flag members of the Club, a special meeting must be called at which only the business stated in the request will be considered.

D. Member Voting. Voting privileges of members at all Club meetings shall be in accordance with the membership status of each member as shown on Club records at the time of the meeting.

ARTICLE VIII. QUORUM, NOTICE AND MEETING PROCEDURE

A. Quorum. A quorum for meetings is constituted as follows:

1. Board Meetings. A quorum of the Board of Directors is five.

2. Committee Meetings. A quorum of any Committee shall be a simple majority of the Committee.

- 3. Member Meetings.** Forty-five members shall constitute a quorum for the Annual, Semi-Annual and Special Meetings of the membership and, in the absence of all Flag Officers, the senior most yacht owner present shall preside.

B. Notice for Meetings. Meetings shall be noticed as follows:

- 1. Notice of Meetings.** Notice of regular and special meetings of the membership shall be sent by first-class mail, except as provided herein, to all members of the Club at least fourteen (14) days prior to the scheduled meeting. In the event of a bonafide emergency, by direction of the Board of Directors or the Commodore, the notice of a special meeting may be sent out seven (7) days prior to the meeting. This notice shall be referred to herein as the Call.
- 2. Notice of Agenda.** Notice of the agenda of a monthly meeting of the Board of Directors shall be posted at the Clubhouse and on the Club website at least 48 hours prior to the meeting. Notice of the agenda of special meetings of the Board of Directors shall be posted at the Clubhouse and on the Club website at least seven (7) days prior to the date of the meeting. In the event of a bonafide emergency, for a purpose not requiring member input, the special meeting notice requirement may be waived by Board agreement.
- 3. Electronic Notice.** All notices required either by Bylaws or applicable law, may be provided by electronic mail transmission to all members who consent to the use of electronic delivery as the means for providing notice.

C. Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the Club may adopt, and the laws of both California and the United States.

ARTICLE IX. CLUB FINANCES

A. RESERVE FUNDS. The Club has established reserve funds for specific purposes and has placed restrictions on their use.

- 1. Limitations of Use of Funds.** Expenditure of Capital Improvement Funds, Slip Replacement Funds, and Depreciation/Replacement Reserves in excess of \$50,000 requires the approval of a majority of the Flag and Life Flag Members present and voting at a Regular or Special Meeting.
- 2. Notice of Requested Use.** Details of all expenditures over \$1,000 from any Special Fund or Reserve shall be reported to the membership, in writing, within 60 days of the Board of Directors' action.

B. FUNDS ESTABLISHED.

- 1. Capital Improvement Fund.** Purpose: to provide the funds necessary to support the Club's Capital Improvements. These funds come from Initiation Fees and a portion of members' dues.
- 2. Slip Replacement Fund.** Purpose: to fund increases in, improve the usefulness of, or for the major refurbishment of berthing facilities at the Club. These funds come from wet slip and dry slip monthly rental fees as follows: Effective

December 1, 2016 \$1.00/per foot per month from monthly wet slip fees and \$0.70/per foot per month from monthly dry slip fees.

3. **Depreciation/Replacement Reserve.** Purpose: to have funds available to replace items that have been worn out, fully depreciated, or to refurbish items that still have a useful life but require major repair or updating. These funds come from a portion of members' dues.

C. CORONADO YACHT CLUB RESERVE FUND IRREVOCABLE TRUST

1. **Establishment of Reserve Trust.** The Board of Directors is authorized to form and fund an irrevocable trust, known as the Coronado Yacht Club Reserve Fund Irrevocable Trust ("Reserve Trust"), for the benefit of the Life Flag and Flag Members and for the sole and exclusive purposes set forth above. If such Reserve Trust is so established, the Board of Directors may, without further vote of the Flag and Life Flag Members, fund the Reserve Trust with all of the funds currently segregated and denominated as the: (i) Capital Improvement Fund, (ii) Slip Replacement Fund, and (iii) Depreciation/Replacement Reserve (collectively "Reserves") and with Reserve Funds, (described above), received from Members after formation of the Reserve Trust.
2. **Purpose of Reserve Trust.** The Reserve Trust, described above, may only receive, hold, administer and expend the Reserves and Reserve Funds solely and exclusively for the purposes set forth above. Expenditures shall be subject to the Member approval and reporting requirements of Section A, Subsection 1, set forth above.
3. **Reserve Trust Beneficiaries.** The Reserve Trust, if formed, settled and funded, is established solely and for the exclusive benefit of the Flag and Life Flag Members. The Flag and Life Flag Members' monies are the sole and exclusive source for the funding of the Reserve Trust. In the event of dissolution of the Club, all monies in the Reserve Trust shall be disbursed by the Reserve Trust Trustee, pro rata, to the Flag and Life Flag Members, then in existence at the time of such disbursement.

D. FINANCIAL REVIEW

1. **Annual Review.** An independent annual review of the current assets and liabilities of the Club, including any long-term liabilities, shall be conducted annually. This review shall be conducted within 120 days following the close of the fiscal year by a qualified, independent accounting firm selected by the Board of Directors. A summary of findings from the annual financial review will be made available to the membership.
 2. **Fiscal Year.** The Fiscal Year of the Coronado Yacht Club begins annually on 1 December and ends on 30 November of the following calendar year.
- E. **BERTHING, MOORING AND STORAGE RATES.** Rates for berthing, mooring and/or storage of yachts and boats and for storage sheds must be approved by the General Membership.

ARTICLE X. PERSONAL CONDUCT AND DISCIPLINE

- A. **Personal Conduct on Club Premises.** All persons on the Club premises shall conduct themselves in an appropriate manner. Violations of these Bylaws or any Club rules, boisterous or offensive conduct, or lack of common courtesy shall be grounds for temporary expulsion of any person from the Club premises by a member of the Board of Directors or any Flag Member present. When there are interpersonal conflicts between members, the Board may make available a mediation process in an effort to resolve the conflict.
- B. **Discipline for Conduct Injurious to the Club.** For conduct injurious to the Club, a Member may be expelled, suspended or have such other punishments or limitations or revocation of membership or berthing privileges imposed as may be appropriate.
- C. **Written Complaints.** Upon receipt of a written complaint directed against a Club Member, presented in a timely manner and signed by a Member or other responsible party, the Board of Directors shall determine if the complaint is a qualifying or non-qualifying complaint.
1. **Qualifying Complaints.** A complaint is qualifying if the Board of Directors determines it to be a bonafide complaint based on substantial, pertinent evidence, actual observations by the complaining party and reflecting substantial injury to the Club.

If the Board of Directors determines the complaint to be a qualifying complaint, the Commodore shall cause an investigation to be made, the results of which will be reported to the Board of Directors.

If after the investigation, the Board determines that the complaint is unqualified, it may change its determination to an unqualified determination and dismiss the complaint without any further action.

If the complaint is considered qualified, unless waived by the complainant and the member complained against, and such waiver is accepted by the Board, a full and fair hearing upon due notice to all parties will be held relative to the allegations, in accordance with procedures specified by the Board of Directors and promulgated to all members of the Club.

Upon completion of such hearing, if it is determined that the allegations are sustained by competent evidence and that such conduct was found to be injurious to the Club, appropriate sanctions, as determined by the Board of Directors, may be imposed.

An appeal from the decision of the Board of Directors may be submitted for the membership's action at an Annual or Semi-Annual Meeting. While this appeal is pending, the Board of Directors may hold the sanctions in abeyance.

2. **Non-Qualifying Complaints.** Alternatively, if the Board of Directors determines the complaint to be a non-qualifying complaint, based upon the same criteria, the Board will dismiss the complaint without any further action.

ARTICLE XI. OFFICERS' FLAGS

- A. **Commodore's Flag.** The Commodore's flag shall be rectangular in shape, having a fouled anchor and thirteen stars in white on a blue field.
- B. **Vice Commodore's Flag.** The Vice Commodore's flag shall be the same as the Commodore's, substituting a red for the blue field.
- C. **Rear Commodore's Flag.** The Rear Commodore's flag shall be the same as the Vice Commodore's, except that the field shall be white and the device and stars red.
- D. **Fleet Captain's Flag.** The Fleet Captain's flag shall be rectangular in shape, having a fouled anchor in blue on a white field.
- E. **Port Captain's Flag.** The Port Captain's flag shall be rectangular in shape, having a fouled anchor in white on a blue field.
- F. **Judge Advocate's Flag.** The Judge Advocate's flag shall be rectangular in shape, having crossed quills in white on a red field.

ARTICLE XII. CLUB BURGEE

The signal flag of the Club shall be a pennant, cobalt blue background, the hoist of which shall be one-half of the fly with a gold crown accented in red in the center. The Club Burgee may be flown on yachts belonging to members of this Club.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

- A. **Required Vote.** These Bylaws may be amended at any Regular or Special Meeting of membership by a two-thirds vote of the FLAG members of the Club present and voting (proxies not permitted) at such meeting, and notice of the proposed amendment must be stated in the Call for the meeting.
- B. **Required Notice.** Notice of the proposed amendment must be stated in the Call for the meeting.
- C. **Signature Vote.** The signatures of two-thirds of the FLAG members of the Club shall also render valid any amendment for which required notice has been given.

ARTICLE XIV. UNIFORM, INSIGNIA AND YACHTING PROCEDURE

- A. Officers and Members.** Uniforms and insignia of officers and members and specifications of same adopted by Southern California Yachting Association.
- B. Club.** Club insignia shall be as follows: Two crossed fouled anchors one and three-quarters inches in length, with flukes down, embroidered in silver, and at their intersection a raised crown, embroidered in gold on red background seven-eighths inches high and one and three-eighths inches wide.
- C. Signals.** When a yacht is away from Glorietta Bay, the Club Burgee shall be flown.

ARTICLE XV. OATH OF OFFICE

Members of the Board of Directors and appointed Officers shall take an oath of office administered by a Staff Commodore during an installation ceremony at the commencement of their respective term of office.

ARTICLE XVI. INDEMNIFICATION

- A. Indemnification.** Except to the extent prohibited by the then applicable law, the Club shall reimburse, indemnify and hold harmless any person made or threatened to be made, a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person is or was a Director, Officer, employee or Committee member of the Club against judgments, fines, amounts paid in settlement and reasonable expenses (which the Club may advance) including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein.
- B. Disinterested Review.** The foregoing right of indemnification shall be contingent upon a finding by a disinterested majority of the Board of Directors or, if a majority of the Board of Directors is not disinterested, then by independent legal counsel, that such person was acting in good faith within what such person reasonably believed to be the scope of such person's authority or employment and for a purpose which such person reasonably believed to be in the best interest of the Club.
- C. Continuing Effect of Indemnification.** The right of indemnification provided herein shall inure to each person referred to herein, whether or not the claim asserted against such person is based on matters which arose in whole or in part prior to the adoption of this Bylaw and in the event of such person's death, shall extend to such person's legal representatives. Such right of indemnification shall not be exclusive of any other right to which any such person may be entitled.
- D. Indemnification of Others.** The Board of Directors in their discretion may authorize the Club to indemnify any person other than a Director, Officer, employee or committee member of the Club for expenses incurred or other amounts paid in any civil or criminal action, suit or proceeding to which such person was, or was threatened to be made a party by reason of the fact that such person is or was an agent, employee or representative of the Club.
- E. Insurance.** The Board of Directors shall purchase insurance in order to meet its obligations under the terms and provisions of this Bylaw.