



BYLAWS OF HARBOURAGE YACHT CLUB AT DOLPHIN BAY

Approved JUNE 2008

PURPOSE

These are the By-Laws of Harbourage Yacht club at Dolphin Bay INC., called "Harbourage Yacht Club" in these By-Laws, a corporation not for profit under the laws of the State of Florida. The Harbourage Yacht Club has been organized for the purpose of:

1. Providing for the operation, management, maintenance, control and administration of Yacht Club and Marina at Dolphin Bay Subdivision, located in Bay County, Florida as a private yacht club.
2. Providing an entity to operate, manage, maintain, control and administer the real property together with the recreation, sailing events, fishing tournaments, green space, ingress and egress, parking, boat slips and related amenities as may be from time to time constructed thereon.

ARTICLE I. CLUB OFFICERS

The FLAG Officers of the Harbourage Yacht Club shall be a Commodore, a Vice Commodore and a Rear Commodore, all of whom shall be members of the Board of Directors. Each officer shall be elected annually by a simple majority of the sitting, incoming and outgoing members of the Board of Directors. They shall serve for one year, or until their successors are duly elected and installed. Each officer shall be a current boat owner, as defined by these Bylaws, and shall have been regular voting members for at least four years. The Flag Officers are the legal agents for the Corporation, as filed with the secretary of state.

The duties of the officers shall be as follows:

COMMODORE: The Commodore shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. He shall manage the affairs of the Corporation and see that all orders and resolutions of the Board are carried into effect. He shall have the general powers of supervision and management usually



vested in the office of commodore of a yacht club and see that up-to-date job descriptions and operating procedures are maintained.

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The Commodore may appoint such committees and chairmen thereof as he deems necessary, subject to the approval of the Board of Directors. The chairman of each committee shall make a written or oral report to the Board of Directors whenever requested by them.

To be elected Commodore, a member must have served on the Board of Directors of the Club for a minimum of one full annual term (waived in the event that the candidate for commodore has previously served in this capacity at another Yacht Club), and has been a regular voting members for at least four (4) years.

VICE COMMODORE: The Vice Commodore shall serve as general secretary of the Corporation. This shall include keeping the minutes of all meetings of the membership and of the Board, and maintaining the currency of the Charter, Bylaws, and internal publications, I.E., board of director's procedures manual, and club rules and regulations for the membership. This Flag Officer shall ensure that Charter and Bylaws provisions regarding general membership meetings, nominations and elections are followed, and will carry out special duties and delegated tasks as may from time to time be assigned by the Commodore. The Vice-Commodore shall be custodian of the seal of the corporation and shall affix same to any instrument requiring it, and, when so affixed, it shall be attested by his signature.

In the temporary absence of the Commodore, such duties shall be assumed by the Vice Commodore; in the temporary absence of the Rear Commodore, such duties shall be assumed by the Vice Commodore.

REAR COMMODORE: The Rear Commodore shall have charge of all funds of the Corporation and of its disbursements under the direction of the Board of Directors. This Flag Officer shall keep a record of all monies received and disbursed, and shall make a report thereof to the Board at each regular meeting. The Rear Commodore shall chair a Finance Committee comprised of at least two additional voting members nominated by this officer and approved by the Board to monitor the financial matters of the club. The Finance Committee shall present an annual budget based on normal business practices in the first quarter of



each year to the Board for approval and acceptance. Budget will then be posted.

The Flag Officers are responsible for interviewing, hiring, and firing of management personnel, who are under their direct supervision.

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For the purpose of transacting the business of this Corporation during the intervals between the meetings of the Board, the Commodore, Vice Commodore and Rear Commodore shall constitute the Executive Committee, with full authority to act, upon verbal approval of the majority of the Board. Any action taken must be ratified at the next regular meeting of the Board.

Contracts and any other legally binding documents authorized by the Board of Directors must be signed by all three flag officers. The Board of Directors, Executive Committee, standing committees, special committees, and subcommittees are authorized to meet by electronic communication media so long as all committee/board members may participate.

ARTICLE II. THE BOARD OF Directors

The Board of Directors ("Board") shall be comprised of the Commodore, Vice Commodore, Rear Commodore and two additional voting members of the Corporation, who shall be elected as provided by the Articles of Incorporation and these By-Laws. Except for the declarants' representative who term(s) on the Board shall coincide with the entirety of the construction period (See Declaration of Covenants) as voting member.

B. A member must be a voting member in good standing for at least Two years prior to being eligible for Board membership. In the case of spousal transfer of stock (as herein provided), the newly designated stockholder may be nominated to the Board without waiting Two years if the family membership existed for Two years. A new member from another YACHT CLUB, and having been a member in good standing at the previous yacht club for at least three years, might be eligible for board membership. (After one year at HYC)



C. Multiple memberships of the same family may not serve on the board simultaneously. (Conflict of interest)

D. The Board shall be charged with the management of all the affairs of the Corporation, subject to the provisions of its Charter and By-Laws.

E. The Board may appoint such persons and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

F. A quorum being present, the affirmative vote of the majority of the Directors present shall be necessary to decide any question with the

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exception of proposing amendments to the Charter, approving capital expenditures, levying assessments, changing the By-Laws, expelling a board member, and suspending or expelling a member; all of which require an affirmative vote of the majority of the whole board.

G. Regular meetings of the Board shall be held quarterly at such time and place as the Directors may determine. Special meetings of the Board may be called by the Commodore or Vice Commodore on three days' notice to each Director, either personally or by mail or electronic mail, or by telephone. Special meetings shall be called by the Commodore or Vice Commodore in like manner and on like notice on the written request of two Directors.

H. In addition to the powers and authorities granted by these Bylaws, the Board may exercise such powers of the Corporation and such lawful acts that are not prohibited by statute or by the Articles of Incorporation or by these By-Laws.

I. Any Director, elected or appointed, may be removed at any time by the affirmative vote of the majority of the whole Board.

J. Any Director not attending three successive regular meetings of the Board, and who is without reasonable excuse for his absence, may be expelled by an affirmative vote of the majority of the whole Board.

K. In the case of resignation or removal by the Board of any Flag Officer of the Corporation, the Board MAY elect a replacement from the sitting



Directors, or may select a former Flag Officer from the general membership, who shall serve the remainder of the year's unexpired term.

L. The Board shall not encumber, dispose of, or acquire assets greater than TWO (2%) percent of the club's most recent appraised value, which is not to be more than three years old, without the consent of and approval by a majority vote of a quorum of the attending voting members at a semi-annual, annual, or special /membership meeting.

M. Board members who will be absent from a meeting may give a PROXY to a Flag Officer in order to vote on pertinent issues that may be pending before the board.

N. Minutes of Board of Director's meetings as well as financial reports are to be maintained as permanent records (written and/or tap) in the club's office, and shall be Available to any member in good standing for review upon request. Information that has been legally sealed by court order will not be available.

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O. The past Commodores' committee shall be a standing committee made up of former commodores of HYC who are regular, senior, or life members of the club. They may serve as steering or Advisory committee, or in any capacity that the board of directors might request. **THIS BODY DOES NOT HAVE THE AUTHORITY TO OVERRIDE OR REVERSE ACTIONS OR DECISIONS MADE BY THE BOARD OF DIRECTORS.** The committee and the Flag Officers shall meet on a regular basis, at least quarterly, or as deemed necessary.

ARTICLE III. MEMBERSHIP POLICIES

The membership of the Club shall be limited to 155 voting members and 100 non-voting members. All memberships, except cruising and junior memberships, are considered family memberships and embrace the member's spouse, as well as children under the age of 24, if the child is a college student attending not less than one (1) semester per year, or is living at home. Upon reaching age twenty-four, a member's child may apply for young adult membership, if eligible.



C. One hundred percent (100%) of the voting members shall have a boat in Mariana using a slip or be slip owners in Harbourage mooring and holding one share of stock in HYC. The Board can make exception to one being a slip owner or renter. For the purpose of these By-laws, a boat is defined as any seaworthy sailboat; or a powerboat which, in the opinion of the Board, is adequate for participation in power boat activities of the club.

D. All proposals for membership shall be in writing, on HYC form as prescribed by the Board, signed by two voting members in good standing, and filed with the office and Membership Chair. The Chair will present the applicants to the Membership Committee. The office manager will post the names of the potential members upon receipt of the completed application.

E. A Initiation Fee deposit must accompany all new member applications (See Schedule A), regardless of class of membership, and will be applied to the initiation fee. In the event the application is rejected, the deposit will be refunded.

F. The participants on the Membership Committee shall be chosen by the Membership Chair and approved by the Board, to be representative of across-section of the general membership. At least one member from the nomination committee shall serve on the membership committee.

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(1) The members sponsoring the applicant for membership shall make themselves available to the Membership Committee to attest as to the desirability of the applicant.

(2) The Chairman of the Membership Committee, after checking the application as to form, shall post the name and PHOTO of the applicant on the Information board for a period of thirty days to acquaint the membership with the applicant.

(3) Concurrently, the Membership Committee shall meet with the applicant, inquire into the character and standing of the applicant and, considering any member comments during the posting period, recommend acceptance or rejection to the Board.

(4) Consideration of an application for membership does not confer, imply, or guarantee acceptance of the applicant. The negative votes of three (3) directors are necessary to reject an application for membership.



G. The proposed membership of any individual shall be submitted only once during any twelve month period, with a maximum of two proposals being submitted.

H. All applications and requests for membership change in membership type, reinstatement to membership, stock transfer, divorced spouse membership, and surviving spouse membership as herein described shall be in writing, and are subject to approval by affirmative vote of a minimum of 3 Board members.

I. A former member of the club who resigned in good standing may be reinstated by paying fifty percent of the current initiation fee and purchasing one share of stock, if required. The procedures for admission to membership outlined herein shall be followed.

J. A voting member's spouse may enjoy voting member status but can only have one vote per slip owned or occupies by his/her spouse. Spouse can file a membership application signed by said member and one other voting member, paying fifty (50%) percent of membership initiation fee, and purchasing one share of stock. The spousal member shall be subject to all dues and assessments as may be imposed upon other voting members, and all other rules, regulations and requirements applicable to regular voting members.

K. A voting member may transfer to his or her spouse full membership privileges by presenting his or her stock certificate to the Board, together

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with a written request that said certificate are transferred to the name of the spouse.

L. A divorced spouse of a voting member may apply for voting membership through the normal procedures described herein. If the application is made within six months after divorce, shall be fifty (50%) percent of the membership initiation fee application and a share of stock shall be purchased.

M. The privilege of continuing the membership of a deceased voting member may be extended to the surviving spouse upon written application to the Board within ninety days after the member's death. Change to: the membership of a deceased voting member will continue to exist on behalf



of the surviving SPOUSE unless a letter of resignation is received from the spouse or legal executor.

N. Applicants who have been accepted as new members must pay the initiation fee and purchase one share of stock (if a regular voting member) within thirty (30) days of acceptance or the offer of membership will be rescinded. During the thirty day period, new members will be considered "PROVISIONAL" until payment has been received. After the thirty day period, if payment is not made, the provisional member must re-apply.

O. Slips owned by a Corporation, Trusts, or a group (mutual owners) will assign a representative to vote one vote per slip in their behalf.

ARTICLE IV. MEMBERSHIP CLASSES AND TYPES

All membership categories are open to both males and females.

Corporation stock for one share of the Corporation capital stock, see Schedule A. fore stock option fee.

Dues for each type of membership are shown in Schedule A. They are adjusted up or down annually in January, according to the change in the Cost of Living Index. The Board may elect to reduce the amount of, or waive the implementation of any cost of living dues increase on an annual basis.

All dues and fees are subject to applicable sales taxes. Regular, Non-Resident, and senior members are subject to an equal apportionment of the club's annual city and county property taxes. The classes and types of membership, with their respective qualifications and privileges are:

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A. VOTING MEMBERSHIPS

1. Regular Membership. Twenty five years of age or older; having full privileges of membership; Who owns at least one share of stock in the HYC Corporation, and owes a slip or are occupying a slip in HYC marina maintained at HYC, in Bay County, Florida. Dues are full amount as prescribed for members. (See Schedule A. Dues, Initiation Fees and Privileges.)



2. **Senior Membership.** A senior member will have reached the age of sixty-five years, will have been a regular member of Harbourage Yacht Club for a minimum five years and have been a regular member of Harbourage Yacht Club for a minimum of six preceding successive months and will have requested in writing a change of membership status. A senior member will retain his share of stock and all privileges of membership, including voting and holding office. Dues are one-half of the dues prescribed for a regular member. (See Schedule A. Dues, Initiation Fees and Privileges.)

B. NONVOTING MEMBERSHIPS

1. **Non-Resident Membership.** Eighteen years of age or older; having full privileges of membership except voting and holding office. Open to those who maintain a residence, place of business or boat in Bay County, Florida. Dues are three-fourths of the dues prescribed for a regular member. (See Schedule A. Dues, Initiation Fees and Privileges.)

2. **Young Adult Membership.** Eighteen years of age up to twenty-eighth birthday. No right to vote or hold office. Upon attaining age 25, may apply for regular or non-resident membership, the one-quarter initiation fee to be applied to the new fee, as appropriate. (See Schedule A. Dues, Initiation Fees and Privileges.)

3. **Junior Membership.** Having attained twelfth birthday on or before the first day of the calendar year but not having attained eighteenth birthday on or before the first day of the calendar year; no voting rights or right to hold office (except in a junior program). A Junior member must have, and continue to maintain, a sponsor who is a voting member of the Club who will vouch for and assume financial responsibility for the Junior member. Privileges are limited to participating in sailing, sailing instruction, and HYC Junior related activities. (Maximum of 50 memberships) (See Schedule A. Dues, Initiation Fees and Privileges.)

4. **Cruising Membership.** Must have been a regular or non-resident member for a minimum period of one year before making a written request to the Board for cruising membership status. Must cruise for a minimum of four months and return to prior membership status upon completion of cruise. The cruising member will have no voting or office holding



privileges, but shall retain a share of stock if previously held. (See Schedule A. Dues, Initiation Fees and Privileges.)

6. Out-of-State Membership. An out-of-state member applicant must have been either a regular or non-resident member for a minimum period of one year at the time of making a written request for a change in membership status. The out-of-state member shall reside in another state or country at least one hundred miles distant from the HYC, and shall not otherwise meet regular membership qualifications. An out-of-state member will have no voting or office holding privileges but may retain a share of stock, if previously held. (See Schedule A. Dues, Initiation Fees and Privileges.)

7. Slip Owners. An owner who is not a member of the HYC and has no boat in the Harbourage marina will be assessed full dues for up keep and maintenance. If there is a boat in his/her slips, full dues will be assessed by the HYC. A non member of the HYC who is a slip owner will have no voting or office holding privileges or share in the Club function. Share of stock will not be issued to non member of the HYC. (See Schedule A. Dues, Initiation Fees and Privileges).

C. SPECIAL CLASSES OF MEMBERSHIP

1. Life Membership. Conferred upon a member who is chosen by the Board of Directors for exemplary, lifelong service to the club. Such members must be at least sixty years of age and have been a voting member or spouse of same for at least twenty-five years. Retains stock and all privileges of membership, including voting and holding office. No dues or assessments are levied. No more than two candidates may be elected in any calendar year, nor is it required that two members be elected annually. (See Schedule A. Dues, Initiation Fees and Privileges).

2. Competition Membership. . Accomplished dinghy or one-design sailor between the ages of 18 and 30; with interest in, and having the demonstrated ability to represent Harbourage Yacht Club in One-Design Association, Gulf Yachting Association and United States Sailing Association competitions. The Competition Member must have a Harbourage Yacht Club Regular Member guarantor, who agrees to assume financial responsibility if necessary. Admission to membership in



this classification is at the sole discretion of the Board, and retention of said membership is subject to periodic review by the Board.

3. Honorary Membership. Twenty one years of age or older; elected by the Board to such membership for one year; having full privileges of membership except voting or office holding. (See Schedule A. Dues, Initiation Fees and Privileges.)

ARTICLE V. MEMBER OBLIGATIONS

A. A member may resign by submitting written notification to the Board, and such resignation shall be effective when accepted by the Board.

B. Any person who resigns from voting membership shall deliver to the Corporation within thirty (30) days any and all shares of stock held by him in exchange for the stock value established in the By-Laws less all outstanding debts. If said person fails to transfer and deliver his share(s) of stock within the thirty (30) day period, his share(s) of stock shall be cancelled and revoked by the Corporation, without notice or payment.

C. All bills for dues, charges, and assessments rendered to members shall be payable by the twenty-fifth day of the month in which rendered. If such payment is not made by the twenty-fifth of the month, the account shall be considered "past due" and shall be subject to actions listed in Schedule A, paragraph C (1).

D. Members with past due accounts shall be subject to the following:

(1) 1-30 days past due - account will be assessed a fifteen dollar per month late charge.

(2) 31-60 days past due – the member's name and amount past due shall be posted. Charging privileges shall be suspended until any and all amounts past due are paid in full. Amounts over 30 days are assessed ten dollars or a 5 percent per month simple interest finance fee or Schedule A assessment which is greater in addition to monthly late charge assessed in Schedule A, paragraph C (1) (a).



(3) 61-90 days past due – suspension from all membership privileges. Leans on there property in marina, and Finance charges as specified in Schedule A, paragraphs C (1) (a) and C (1) (b) to be assessed.

(4) Greater than 90 days past due. Suspension of charging privileges continues. The delinquent member will not be allowed to participate in HYC sanctioned racing events until said member signs a letter of agreement to set up a payment plan that is acceptable to all parties. Dues, late fees and interest charges will not accrue. Failure to adhere to the plan or refusal to sign the agreement will result in complete suspension of the membership and all privileges allowed by such membership, foreclosure on slip property, and the account will be referred to the club's attorney for collection.

(5) IN THE EVENT THE CLUB INITIATES LEGAL ACTION AGAINST A MEMBER IN ORDER TO RECOVER MONIES DUE, SAID MEMBERSHIP MAY BE REVOKED AT THE DISCRETION OF THE BOARD. FORMER MEMBERS WHO HAVE PREVIOUSLY BEEN NAMED BY THE CLUB IN SUCH ACTIONS WILL NOT BE ALLOWED TO RE-JOIN THE ORGANIZATION OR BE ALLOWED ON THE PREMISES AS THE GUEST OF A CURRENT MEMBER UNDER ANY CIRCUMSTANCES. Members subject to paragraphs b., c., and d. above shall be notified of said action by certified mail.

E. Exceptions to Paragraph Schedule A, paragraphs C (1) may be granted by the Board to members requiring special consideration (i.e., hardship waiver) for account payment when such request is made in writing.

F. No member shall, without prior arrangement with the Board, maintain a balance due to the Club in excess of \$300.00 computed on a daily basis. Any member who exceeds this limit without prior arrangement may have their charging privileges suspended. Any amount above \$300.00 will become payable on demand.

G. The Board may cancel and revoke the membership of any member for just cause as provided in Sections 6, 7, and 8 herein. Any person whose membership has been cancelled shall transfer and deliver to the Corporation any and all shares of stock, in exchange for the current price



established in the Bylaws, less all outstanding debts. This shall be done within THIRTY (30) days after the date of written notice of termination of membership; said notice to be made by certified mail to the person's last known address. If said person fails to transfer and deliver any shares of stock within the THIRTY (30) day period, those shares of stock shall be canceled and revoked by the Corporation, without notice or payment.

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ARTICLE VI. NON RESIDENTS

A. Use of Slips for long term stay's at HYC will require that the applicant to be approved for membership status and obtain one share of stock then will be obligated to keep all By-Laws, declarations and account current with regards to dues, slip rent, leases, and electrical cost use. Will also be required too sign a agreement to this effect making them bound to HYC. The HYC will have right to enforce penalties, legal and collection expenses as describe in these By-Laws.

B. A person that is not a resident, that lives out side of Dolphin Bay Subdivision, known as Phases I and II, also future phases known as phases III and IV, and Harbourage Subdivision, will not be allowed to use slip, dock, boat ramp, and/or Common ground of the HYC if not a member of HYC. This person must have written approval from HYC Board, or be a guest of a member of HYC.

1. Resident: He or she that owns, rents, leases, or leases with option to purchase property in Dolphin Bay Subdivision and future phase's expansion. Resident who owns, rents, leases property will have right of first refusal to rent, or lease a boat slip(s) over a non resident.

C. Short term slip usage is defined as one day to fourteen days and will require approval of two Flag Officers.

1. Extension of short term of more than fourteen days usage will require second approval for the extended stay by two Flag Officers

2. HYC daily rate will be established by the HYC Board. If HYC rents a slip the owner of the slip will be compensated for its preset amount for slip use. (See Schedule "A") HYC is obligated to collect and distribute preset funds to the owner of the slip within ten (10) days.



3. Utilities will be set as to the usage of the Yacht needs upon arrival at HYC. (water, electrical, and garbage)

4. Pump out sewage station will levy fee set by HYC.

5. While at HYC as a temporary Guest the Yacht owners and guest will abide by all HYC rules, regulation, and posted signs. If not they will be ask to leave the HYC at once without refunding of monies.

C. Living aboard Vessel as a permanent quarter will not be allowed by HYC and the HYC will use the Florida state definition on live aboard to enforce ruling.

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ARTICLE VII. ASSESSMENTS

A. The Board has the power to propose assessments to the membership when found to be necessary for the welfare of the Club. It is recognized that this power should be exercised with prudent judgment and restraint and with due regard to the impact upon the membership of such an assessment. Any proposal of an assessment must be by affirmative vote the majority of the whole of Board and ratified by the general membership.

B. IF AN ASSESSMENT IS APPROVED BY THE GENERAL MEMBERSHIP, IT WILL APPLY AS FOLLOWS:

(1) Resident members or slip owners (member or non member) shall be levied the full assessment.

(2) Non-voting resident members shall be levied three-fourths of the full assessment.

(3) Senior members shall be levied one-half the full assessment.

(4) Cruising members shall be subject to no assessments until they return to prior membership status.

(5) Out-of-state members will be subject to assessment only if and when they return to regular, senior or non-resident membership status.

(6) life/honorary/student/junior members shall be levied on No assessments.



(7) Southern Delta Trust (declarant) and the combined trusts shall be levied one-quarter of the full assessment.

C. The Board has the power to fix dates at which time an assessment shall become due and payable, and shall have the power to prescribe appropriate, reasonable penalties for non-payment of assessments and to exact or mitigate them in accordance with the circumstances. Failure by a member to pay all delinquent assessments within twelve months following the assessment date shall be grounds for dropping him from membership.

ARTICLE VIII. MEMBER CONDUCT

A. The Board shall have the responsibility to ensure that an acceptable level of conduct A is maintained by the members, their families, and egests, whether on or about the Club premises or its sailing waters.

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B. Guests who are local residents are limited to two visits per month, with the exception of invitational or other open events.

C. Conduct which is dishonest, unsportsmanlike, or offensive, or which is detrimental to the orderly functioning of the Club, or which embarrasses or places an undue imposition upon the Club or its membership, whether or not specifically prohibited by the Club's Charter, By-Laws, House Rules, or Racing Rules, shall be taken under review by the Executive Committee or by the Board, and upon an affirmative vote, any of the following actions may be taken:

1. A specific verbal warning may be communicated to the party by the Commodore or other designated flag officer.

2. A specific written warning to the offending party may be communicated by the Commodore.

3. In more serious cases, or after actions taken above have not been effective, the board may certify in writing to the party the specific charge(s), setting a date and hour for a hearing to be conducted before the Board and/or disciplinary comprised of former Flag Officers and inviting the party to attend for the purpose of presenting his/her position, with supporting witnesses. After a complete hearing, including the testimony of any witnesses, the Board and/or disciplinary committee shall adjourn into closed session for the purpose of determining the accuracy of



the charge(s). If the majority finds the charge(s) accurate, the following may occur:

- (a) Suspend membership, family or guest privileges for a period up to ninety days; or
- (b) Authorize expulsion from membership or permanent revocation of family and/or guest privileges.

Failure of the party to appear, without prior excuse or arrangement, at the hearing, his or hers failure to bring supporting witnesses, or to present shall not constitute cause to delay the hearing and may result in expulsion. Board Members, when they have direct knowledge of the alleged complaint, shall be allowed to be heard as witnesses. Nothing in the above shall be construed as limiting the duties and responsibilities of the Club Manager, its appointed employees and lifeguards, or any Director expected to maintain order and ensure compliance.

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ARTICLE IX. GENERAL MEETINGS OF THE MEMBERSHIP

A. General meetings of the membership of this Corporation shall be held each year at such time and place as may be designated herein.

1. Prominent notice shall be published in the Chart to be mailed to each member no less than two weeks prior to the date of the annual and semi-annual meetings. Thirty days prior notice is required for special meetings.

B. All proposed dues increases and assessments shall be voted on by the membership, and shall be decided by a simple majority vote at a general meeting of the membership at which a quorum is present.

C. Only regular members, senior members and life members shall be allowed to vote with regard to the affairs of the Corporation.

D. At all general membership meetings, ten percent (10%) of the voting or ten (10) voting members, whichever is smaller, shall constitute a quorum for the purpose of conducting business. At all such meetings of the membership, each voting member in good standing whose dues are current shall be entitled to one vote. The Declarant (Developers) that



holds slips under construction, completed and/or unoccupied at the on set will have voting rights. (See Declaration article VII) and shall have one vote for every slips it holds as long as it is paying 25% of the assigned dues for unoccupied completed slips. The Declarant will have votes for all slip(s) permitted by the Department of Environmental Protection (DEP) whether present or future. Stock will be supplied free of cost to the Declarant (Developers) during the development period until a slip is sold or rented. After the slip has been sold or rented the stock for that slip(s) will be returned to the HYC for sale to purchaser or renter of said slip(s).

E. A simple majority vote shall decide all elections of Directors and any other questions coming before such meetings.

F. At general membership meetings spouses may vote in the member's absence with the member's written, e-mailed, or faxed consent.

G. At all general membership meetings, the current edition of Robert's Rules of Order, Newly Revised shall apply. A Special Rule of Order, hereby inserted, limits speeches to three minutes.

ARTICLE X. ANNUAL MEETING

A. An annual meeting of the membership shall be held in November of each year for the purpose of electing Directors of the Corporation,

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and for conducting such other business as is customary or necessary. The newly elected Directors of the Corporation and the newly elected Flag Officers shall assume their duties on the first day JANUARY following the election; the outgoing members shall continue their duties until the last day of DECEMBER, in the same year as the ELECTION.

B. For the election of Directors only, each voting member may cast an absentee ballot which shall contain the voting member's name, club number, signature and names of candidates for whom the member is voting. Absentee ballots for election of directors shall be accepted and counted only if there exists a quorum for the called meeting and only if received in the club office not more than one week before nor later than noon on the day of the meeting.

C. Order of business. The order of business at annual meetings and as far as practical at other club meeting shall be: a. Election of chairman of



meeting. **b.** Call of the roll and certification of proxies and ballots ships. **c.** Proof of notice of meeting or waiver of notice. **d.** Reading and disposal of any unapproved minutes. **e.** Election of inspectors of an election. **f.** Election of FLAG Officers (directors). **g.** Report of officers. **h.** Report of committees. **i.** Unfinished business. **j.** New business. **k.** Adjournment.

ARTICLE XI. SEMI-ANNUAL MEETING

A. A semi-annual meeting of the membership shall be held in May of each year. At that time, a Nominating Committee shall be elected for the purpose of selecting candidates for the Board of Directors. There shall be elected three (3) members and one alternate member for the Nominating Committee.

B. In order to elect the three (3) members and one alternate member for the Nominating Committee, a slate of eligible candidates as selected by the Board of Directors shall be presented to the membership for approval. Regular voting members in good standing, or their spouses, are eligible to serve on this committee. Nomination may also be accepted from the floor.

C. The elected committee members shall choose a chairperson and designate one of the members as an alternate, who shall serve in the event that one of the other members is unable to continue, and should attend all meeting of the committee will be called by the Vice Commodore within thirty (30) days after the election.

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D. One or more of the three elected nominating committee members shall also serve on the membership committee.

E. In addition to the elected members, the Commodore shall appoint to the Nominating Committee two (2) members from the Board, usually the Vice Commodore (BYLAWS COMPLIANCE) and membership chair (FAMILIARITY WITH THE MEMBERSHIP), who will not serve simultaneously on the membership committee.

F. The Vice Commodore shall notify, in writing (by regular or electronic mail), all members of the Nominating Committee of their election or appointment.



G. The Nominating Committee shall nominate a slate of three to five members to be submitted to the Club membership at the annual membership meeting for the ELECTION of a corresponding number of members (three to five) to fill vacancies on the Board of the Corporation.

H. The above slate shall be posted on the information board and published in the Chart at least forty (40) days preceding the date of the annual meeting.

I. Any ten voting members in good standing may place in nomination for directorship any other voting member upon which they agree, provided such person is eligible for office and is so selected not less than thirty (30) days prior to the date of the annual meeting and the document of nomination is provided to the Vice Commodore for verification. All such nominations shall likewise be posted in the Clubhouse and notification made to the voting members in the Chart preceding the annual meeting.

J. No member of the Nominating Committee shall be nominated by that committee for election to the Board during the ensuing year unless placed in nomination by ten or more members as stated above.

K. Any candidate whose name has been placed in nomination by the committee for directorship in the Club shall be notified by the Vice Commodore by Certified Mail or electronic mail with return receipt within two (2) club working days after the nomination. Such candidates shall, in writing, within ten (10) days after receipt of such notification, either accept or decline the nomination. Failure to notify the Vice Commodore, in writing of acceptance or rejection of the nomination shall be construed as rejection.

ARTICLE XII. SPECIAL MEETINGS

A. Special meetings of the members of this Corporation may be called at such times and places as determined by the HYC Board or the Commodore. A petition of twenty percent (20%) of the voting membership submitted to any officer of the Corporation shall be sufficient to call a special general membership meeting.



Special meetings of the membership shall be called to take place within sixty (60) days after presentation of a valid petition to an officer of the Corporation. Such petition shall fully describe the specific item(s) at issue. An agenda for the special meeting, based upon the petitioned item(s) shall be published and posted at least thirty days prior to the meeting. A quorum being present, issues shall be decided by a simple majority vote of the membership, and shall be so recognized by the HYC Board.

ARTICLE XIII. OFFICIAL NOTIFICATIONS

All official notifications to the membership shall be satisfied by publication in the Chart, posting on the information board and via HYC events E-mail.

ARTICLE XVI. UTILILTIES

A. Utilities. Electricity power, water, sewage pump out, cable TV (phone) and trash disposal (dumpster) will be the responsibility of HYC.

1. HYC is obligated to Supply all utilities to the marina (see Exhibit "A").
2. HYC is obligated to maintain all water, electric, and trash pick up utilities and see all utilities are in HYC name.
3. HYC is responsible for reading electric meters on pedestals at slips, billing and collecting for its consumption.
4. HYC is responsible for sewer pump out and it operation, maintenance, use age, billing and collections.
5. HYC is responsible for cable TV (phone) and sees to it installing operation, maintenance, and repairs.



ARTICLE XV. WET SLIPS OVERSITE

A. Slips used by residents or non residents members of HYC for the purpose of keeping their yacht in a marina wet slip will be under the supervision of HYC.

1. HYC will rent, lease, or sublet for the owners of slip(s) if requested to do so by the owner. HYC will collect fees, dues, and sales tax for use of said wet slips. The amount that the owner receives for his slip(s) has been preset by the owner and a schedule (subject to change) is on file with the HYC. This does not include Florida state sales tax, which must be added by the HYC to slip(s) owners request for compensation.

2. Owner of wet slip(s) reserves right to either allows the HYC to collect his rental fees on his behalf or to collect their own rental fee. If slip owner chooses to collect his/her rental fee for the use of there slip(s), the owner will also be the one responsible for the Florida state sales tax. The HYC still is responsible for receiving dues, electrical, utilities and all other applicable fees. The owner will be responsible to the HYC for dues, electrical, utilities and all other applicable fees.

3. Slips that are side tie bulkhead slips will be under the same provisions as mentioned above in item one (1) and (2) above.

A. The preestablished fee colleted by HYC for the owner of a wet slip(s) must be reimbursed to the owner of the wet slip(s) with in ten (10) days after the HYC receives payment from slip(s) renter or lessees.

1. All Florida state sales tax will be paid by the one colleting fee (HYC, or Owner) on the wet slips.

B. Bookkeeping cost for keeping slip receipts and payment for Southern Delta Trust (declarant) and the combined trusts that it manages will be waived by HYC, due to the fact that they are allowing the HYC to occupy and use their property (see Exhibit "A") to operate the HYC. All other slip owners will be charged bookkeeping cost (See Schedule 'A') when HYC collets payments on slips.

C. A capital contribution of (See Schedule 'A') will be assessed on each slip(s) sold, and payable by purchaser at closing. The capital contribution will be paid to the HYC.

1. New slip(s) owner will then become subject to all By-Laws, Declaration of Covenants, Condition and Restriction, and Policies of HYC on closing of slip(s).



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Harbourage Yacht Club



800 Dolphin Harbour Dr. Panama City Beach, Fl. 32407

Flag Officers

COMMODORE

Howard Phillips

VICE COMMODORE

Kern L. Thomas

REAR COMMODORE

Michael Hudlow

2008 HYC Board of Directors

Junior Chair

Membership Committee Chair

One Design Committee Chair

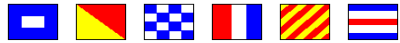
House and Grounds Committee

Race Committee Chair

Social Committee Chair



Harbuorage Yacht Club



800 Dolphin Harbour Dr. Panama City Beach, Fl. 32407

Application for Membership

Membership committee: I hereby make application for membership in the Harbourage Yacht Club at Dolphin Bay, Inc. I will abide by all the rules and regulation set forth in the Declaration and By-Laws of the Club. I will observe all yachting courtesies and rules of the road. I wish to apply for Active Membership to Harbourage Yacht Club. I agree to pay the fee of:

INITIATION \$ _____ + FIRST YEAR DUES \$ _____ + TAX _____ =
TOTAL \$ _____

NAME _____
ADDRESS _____
CITY _____
BIRTHDATE _____ SUMMER PHONE _____
HOME PHONE _____ CELL _____
FAX _____ E-MAIL _____
EMPLOYER _____ WORK PHONE _____

SPOUSE/FRIEND _____
ADDRESS _____
CITY _____
BIRTHDATE _____ SUMMER PHONE _____
HOME PHONE _____ CELL _____
FAX _____ E-MAIL _____
EMPLOYER _____ WORK PHONE _____

CHILDREN _____ AGE _____
CHILDREN _____ AGE _____
CHILDREN _____ AGE _____
CHILDREN _____ AGE _____

YACHT INFORMATION

MAKE OF BOAT _____ OH NUMBER _____



TYPE OF BOAT _____ BOAT NAME _____

LENGTH _____ BEAM _____ COLOR _____ BOAT DOCKED AT DOCK # _____

INTEREST OR TALENTS YOU WOULD LIKE TO SHARE WITH THE CLUB _____

RECOMMENDED BY THE FOLLOWING MEMBERS IN GOOD STANDING

NAME _____ DOCK # _____

NAME _____ DOCK # _____