



July 16, 2020

RPYC Annual Meeting Information

Dear Member,

Enclosed are the docs for the Annual Meeting to be held at WCCC on Tuesday, September 8, 2020. These include the Annual Meeting notice containing the Agenda, the Report of the Nominating Committee, the Ballot, and the Budget for nextseason (October 2020 through September 2021). Also included are the Report of the Bylaws Committee and the revised Bylaws. All of the above have been approved by the Board of Directors for submission to the membership.

If you are unable to attend the meeting, please print out the Ballot and mail it to Commodore Devlin at 4113 SW 28th Ave, Cape Coral FL 33914.

Members who do not use Email will receive the docs by US mail. Please fill out the Ballot and mail it to Commodore Devlin.

Any questions, please call me at 239-292-7189.

Commodore Dick Devlin



Notice of Annual Membership Meeting

The Annual Meeting of the Royal Palm Yacht Club will be held at WCCC, Fort Myers, FL on Tuesday, September 8, 2020 at 5:30 PM for the election of Officers and Directors and members of the Nominating Committee to serve for the fiscal year October 1 through September 30, 2021 and to conduct business as indicated on the following agenda:

- | | |
|--|-------------------------|
| 1. Call to Order by Commodore | Dick Devlin |
| 2. Minutes of previous 2019 meeting | Joan Wendel |
| 3. Election: Officers/Directors/ Nom.Com | P/C Elle Clifford |
| 4. Review and Approval of Bylaws | P/C Elle Clifford |
| 5. Finance and Committee Reports | |
| a. Investments and Budget | Sean Foley, Florie Gage |
| b. Activities | Audrey Ramsey |
| c. Long Range Planning | Juliann Kelly |
| 6. Results of election ballot counts | Elle Clifford |
| 7. Adjourn | |

Under the provisions of the Bylaws, members entitled to vote and who cannot attend the annual meeting may vote by submitting a Ballot provided to them by mail to Commodore Richard Devlin, 4113 SW 28th Ave Cape Coral, FL 33914.

TO: Board of Directors, Royal Palm Yacht Club, Inc.

DATE: July 8, 2020

Ladies and Gentlemen;

As Chairman of the Nominating Committee for the upcoming 2020-2021 fiscal year, it is my pleasure to submit this report.

The Nominating Committee consisted of Karen Lammie, Mary Anne Merrill, Ray Gage, Mar Guveiyian and Elle Clifford. At our first meeting, I was elected Chairman. We then established a list of criteria by which to evaluate potential candidates for office. These criteria are listed below, in descending order of importance.

1. Works well with others.
2. Treats fellow officers with courtesy and respect.
3. Respects the opinions of others, even when those opinions may differ from his or her own.
4. Is an effective telecommuter.

With these criteria in mind, we unanimously submit the following slate:

Commodore	Florence Gage
Vice Commodore:	Juliann Kelly
IPC:	Dick Devlin
Treasurer:	Ruthie Derrick
Secretary:	Joan Wendel
Directors:	Chris Foley
	Robert Lammie
	Audrey Ramsay

Nominating Committee for the 2021-2022 Fiscal Year:

Richard Devlin
Karen Lammie
Mary Anne Merrill
Ray Gage
Elle Clifford

Respectfully submitted,

Ellen W. Clifford, Chairman

BALLOT
ANNUAL MEETING OF ROYAL PALM YACHT CLUB, INC.
Tuesday, September 8, 2020

Please complete the ballot below. If you vote "Aye" on Item I, DO NOT vote on Item II.

Item I: Motion to accept the slate as presented by the Nominating Committee in its report of May, 2020, and as revised August, 2020, and repeated in pertinent part in Item II below.

AYE: _____ NAY: _____

Item II: Accept or reject the following candidates for office:

Commodore: Florence Gage AYE: _____ NAY: _____

Vice Commodore: Juliann Kelly AYE: _____ NAY: _____

Secretary: Joan Wendel AYE: _____ NAY: _____

Treasurer: Ruthie Derrick AYE: _____ NAY: _____

Director (3 yr) Robert Lammie AYE: _____ NAY: _____

Director (2 yr) Audrey Ramsay AYE: _____ NAY: _____

Director (1 yr) Chris Foley AYE: _____ NAY: _____

Nominating Committee:

P/C Richard Devlin AYE: _____ NAY: _____

P/C Elle Clifford AYE: _____ NAY: _____

Ray Gage AYE: _____ NAY: _____

Karen Lammie AYE: _____ NAY: _____

Mary Anne Merrill AYE: _____ NAY: _____

ABSENTEE BALLOT
ANNUAL MEETING OF ROYAL PALM YACHT CLUB, INC.
Tuesday, September 8, 2020

Please complete the ballot below and return to rdevlin@comcast.net or to Richard Devlin, 4113 SW 28th Avenue, Cape Coral, FL, 33914. If you choose to return the ballot by mail, please sign the return envelope on the outside rear flap and mail no later than August 31, 2020.

If you vote "Aye" on Item I, DO NOT vote on Item II.

Item I: Motion to accept the slate as presented by the Nominating Committee in its report of May, 2020, and as revised August, 2020, and repeated in pertinent part in Item II below.

AYE: _____ NAY: _____

Item II: Accept or reject the following candidates for office:

Commodore: Florence Gage AYE: _____ NAY: _____

Vice Commodore: Juliann Kelly AYE: _____ NAY: _____

Secretary: Joan Wendel AYE: _____ NAY: _____

Treasurer: Ruthie Derrick AYE: _____ NAY: _____

Director (3 yr) Robert Lammie AYE: _____ NAY: _____

Director (2 yr) Audrey Ramsay AYE: _____ NAY: _____

Director (1 yr) Chris Foley AYE: _____ NAY: _____

Nominating Committee:

P/C Richard Devlin AYE: _____ NAY: _____

P/C Elle Clifford AYE: _____ NAY: _____

Ray Gage AYE: _____ NAY: _____

Karen Lammie AYE: _____ NAY: _____

Mary Anne Merrill AYE: _____ NAY: _____

TO: Board of Directors, RPYC

FROM: Ellen W. Clifford

SUBJECT: By-laws

DATE: July 9, 2020

Ladies and Gentlemen;

The By-laws Committee, consisting of myself, Julie Kelly, Dick Devlin, and Rich Gamauf, have given the club by-laws an extensive review and revision for the second time in two years. The purpose of this revision is to bring the by-laws into sync with the realities of our club as it exists today. Procedures that were desirable in an organization of one thousand members are not necessarily desirable, or even practical, in an organization whose membership is below forty, and is expected to further diminish.

I. The major changes are as follows:

Article VI

B. The mandatory composition of the Board of Directors has been reduced to three (3), with the option to appoint others as needed.

F. The term “Flag Officer” has been removed. Any member in good standing who has been a member for one year may serve. Also, the Board may waive qualifications for service if it deems fit.

Article VII

D & E. These sections have been revised to allow the offices of Secretary and Treasurer to be combined into one at the discretion of the Board.

Article IX

A. Standing Committees have been reduced to two: Activities and Long Range Planning. The Membership Committee has been eliminated, as has the Finance Committee. All references to the Finance Committee have been removed throughout the document.

B. The composition of the Nominating Committee has been reduced, and the requirement that two Past Commodores serve has been eliminated. This reflects the reality of our diminished membership. In addition, our long-standing ban on Nominating Committee members nominating themselves for office has been removed. This not only comports with our present reality but with *Roberts Rules*, which states: “Members of the Nominating Committee are not barred from becoming Nominees for office themselves. To make such a requirement would

mean, first, that service on the Nominating Committee carried a penalty by depriving its members of one of their privileges; and second, that appointment or election to the Nominating Committee could be used to prevent a member from becoming a Nominee.”

Article X

A. This section describes the Royal Palm Foundation established at the direction of the membership and provides the Foundation shall be the sole agent to distribute club assets.

B. This section provides for dissolution of the club if it becomes unable to fill a minimum Board or if the number of active and participating members shall fall to fifteen (15) or below.

C. This section mandates that net assets upon dissolution shall inure to the benefit of the Royal Palm Yacht Club Foundation and not to any member, officer, or director.

Article II

In addition to the major changes outlined above, minor changes were made to Article II to reflect the fact that we are no longer a boating club, without removing references to boating entirely.

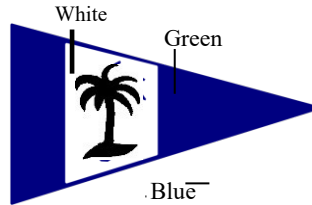
I wish to thank the members of the By-Laws Committee members for their diligent and painstaking review of these revisions over several months, and to apologize for any typos or errors in formatting, which are entirely my own.

BYLAWS of the ROYAL PALM YACHT CLUB, INC.
Fort Myers, Florida
(Revised September 8, 2020)

ARTICLE I--NAME

Royal Palm Yacht Club, Inc., a State of Florida Corporation not for profit, doing business as Royal Palm Yacht Club.

Insignia:



Colors: Blue, White, & Green

ARTICLE II -- PURPOSE OF CLUB

- A. The purpose of the RPYC is to serve the interests of maritime and recreational enthusiasts,
- B. to stimulate the interest in boating in the area served by the Club,
- C. to encourage better boating and water safety,
- D. to develop a fraternal spirit among local outdoor enthusiasts,
- E. And to serve the interest of the membership and of the greater Southwest Florida community.

ARTICLE III -- MEMBERSHIP

Membership programs shall not deviate from applicable Not For Profit entity regulatory or statutory provisions. The total number of Memberships shall be set by the Board but may be exceeded by changes to Membership status and returning Members.

A. CATEGORIES OF MEMBERSHIP

The Royal Palm Yacht Club does not discriminate on the basis of age [*except as policy states in Article III, Section 2; (A) (B) and (C)*], sex, race, national origin, disability, religion or any other status protected by law. Members in good standing of the Royal Palm Yacht Club are those persons who have attained the age of twenty-one; who have been duly elected to membership; and who have met their original and continuing financial obligations to the Club. They are entitled to hold office, to vote, and to exercise and enjoy all rights and privileges of the Club. They may vote at meetings or be represented by absentee ballots signed by such Member for that meeting.

B. MEMBERSHIP POLICIES AND PROCEDURES

The Royal Palm Yacht Club has, at the time of this revision, established a Moratorium on new memberships. The Board of Directors may, in its sound discretion, elect to modify this Moratorium, grant exceptions to this Moratorium, or rescind this Moratorium. Should the Moratorium be rescinded, or exceptions granted, membership application, fees, and procedures shall be governed by guidelines established by the Board of Directors from time to time.

C. RESIGNATION OF MEMBERS

Members who resign are responsible for payment of all dues, fees, and assessments for the fiscal year in which they resign. No refund of any portion shall be made.

ARTICLE IV -- DUES, FEES AND OTHER CHARGES

A. DUES AND FEES

Section 1. Annual dues shall be such amounts as determined by the Board of Directors and subject to approval of the membership voting at the Annual Meeting or at a Special Meeting called for such purpose.

Section 2. Dues are due and payable by October 31st.

Section 3. The Board of Directors may, without approval of the Membership, assess up to \$100 per Member per fiscal year. Assessments over \$100 must be approved by the membership at a special meeting properly noticed and called for that purpose.

Section 4. Members who resign are responsible for any assessment levied during the fiscal year in which they resign.

ARTICLE V--MEMBERSHIP

A. MEMBER INDEBTEDNESS

Section 1. Dues must be paid by October 31. If such dues and assessments are not paid timely, then any dues and assessments paid thereafter shall bear interest at a rate of one and one half (1 ½ %) percent per month, compounded monthly. The balance of unpaid dues, assessments and delinquent charges shall continue to bear interest at a rate of one and one half (1 ½ %) percent per month, compounded monthly. Resignation or termination does not extinguish a member's obligation for unpaid fiscal year dues, special assessments, or other charges.

Section 2. Expelled Members may apply to the Board of Directors for reinstatement up to thirty (30) days following receipt of notice of expulsion. Thereafter, the expulsion shall be considered permanent. All charges and penalties must be paid prior to reinstatement.

Section 3. In instances where illness, extended absence or other unusual circumstances contribute to a Member's delinquency, the Board of Directors may mitigate any part or all of the above penalties.

B. MEMBER REGULATION PROCEDURES

Section 1. In the event of conduct unbecoming a Member, conduct prejudicial to the best interest of the Club, or violations of the Bylaws or Rules and Regulations, the Member may be subject to censure, suspension or expulsion. Family or guests of Members guilty of such actions may be censured or may be temporarily or permanently barred from the Club.

Section 2. Complaints of a Member's conduct, or of violations as specified in Section 1 above, must be in writing and signed. The complaint will be referred to the Board of Directors for its **Consideration**.

Section 3. The Board of Directors shall consider the complaint in a timely manner. If sanctions against an accused Member are being considered that Member must be notified as to the nature of the complaint and be allowed to defend the allegations.

Section 4. The Board must send written notification to both parties of action taken.

Section 5. The offending Member may appeal the decision by requesting, within fifteen (15) days of notification, a timely hearing before the Board of Directors. The Member shall be allowed to attend and be heard at the Appeal Hearing. The Member shall be allowed the option of representation by other persons of his/her choosing.

Section 6. A two-third majority vote of the Board of Directors shall be required for expulsion and a simple majority for lesser sanctions. The Board decision at this hearing is final; and the offending party must be notified by registered letter of the decision.

Section 7. Members who are expelled on a temporary or permanent basis shall have their dues prorated on a monthly basis for the time of their membership. All outstanding accounts remain due and payable.

Section 8. When a Member has been suspended his or her voting rights are suspended. A voting right that has been suspended shall not be counted towards the total number of voting interests for any purpose, including, but not limited to, the number of votes necessary to constitute a quorum, the number of votes required to amend the Bylaws or the number of names necessary for election by petition.

ARTICLE VI -- THE BOARD OF DIRECTORS

A DUTIES

The Board of Directors shall be responsible for overseeing the management of the Club, shall establish and enforce organizational policies and oversee and give direction to the financial affairs of the Club and may request a review or audit of all financial records.

The Board of Directors will be responsible to the entire membership in a timely manner, and as outlined throughout this document, for their approval on issues and matters necessary for the good and welfare of the Royal Palm Yacht Club.

The Board of Directors may employ and supervise employees including, but not limited to, a Club Manager who will be responsible to oversee those placed directly under his/her egis.

B. COMPOSITION

The Board of Directors shall consist of three to nine members. There shall, as a minimum, be a Commodore, an Immediate Past Commodore, and a Secretary/Treasurer. An additional six officers or directors may be appointed by the Board in its discretion. The number of officers and directors may be decreased as the membership decreases, provided, however, that the number not decrease below the minimum three officers named herein.

C. MEETINGS

The Board of Directors will convene every month for meetings. Additional meetings may be called by the Commodore. The Commodore may also, from time to time, request an electronic vote on an issue which requires no deliberative discussion. Board members shall cast a "yes" or "no" vote electronically on such a matter.

D. QUORUM

A Quorum for Board of Directors meetings shall consist of a simple majority of Officers and Directors then serving. An Officer or Director attending telephonically shall be counted as present for the purposes of establishing a quorum. Business may be conducted in the absence of a quorum; however, any action taken must be ratified at a subsequent meeting where a quorum is present. Such a meeting may be convened electronically.

E. PROXY VOTING

Proxy voting is not permitted at Board of Directors meetings. Royal Palm Yacht Club adheres to Roberts Rules of Order, which states that, in a non-stock corporation, proxy voting is incompatible with the essential characteristics of a deliberative body in which membership is individual, personal, and non-transferable.

F. QUALIFICATIONS FOR THE BOARD OF DIRECTORS

- (a) Members who are in good standing and who will have been members for a period of one year at the time of election are qualified to serve as officers or directors.
- (b) Qualifications may be waived by the Board of Directors in its sound discretion.

G. SELECTION OF BOARD OF DIRECTORS

Section 1.

- (a) The Nominating Committee will present to the Board of Directors by the May Board of Directors Meeting, a slate of one nominee for each Officer and Board Director. The slate shall be published to the Club Membership **no later than thirty days prior to the Annual Meeting.**
- (b) The Nominating Committee shall fill any vacancy that occurs on the slate subsequent to the May Board meeting and present the nomination(s) to the Board and membership prior to election at the annual meeting.

Section 2.

- (a) Election of the Board of Directors as presented to the standing Board by the Nominating Committee shall be conducted at the Annual Meeting by secret ballot.
- (b) Absentee ballots may be requested in writing from the Secretary of the Board by Members in good standing but unable to attend the Annual Meeting.
- (c) Proxy voting is not allowed at the annual meeting. See Article 6 (E) *supra*.

H. TERM OF OFFICE

Section 1. A term of office shall consist of one fiscal year. Officers and Directors may serve more than one consecutive term of office.

Section 2. The foregoing notwithstanding, Directors and Officers that are appointed or elected to fill vacancy shall serve the remainder of the unexpired term of the position they are replacing and thereafter shall be eligible to be nominated and elected to serve a complete term.

I. VACANCIES.

Other than in a vacancy created by a recall, the Board of Directors shall fill any vacancy that occurs on the Board, and will appoint from among the members, in good standing, any officer or Director replacement needed.

J. REMOVAL OR RECALL OF OFFICERS AND/OR DIRECTORS

Section 1. A Member of the Board of Directors, failing to attend two consecutive, properly called meetings of the Board, without valid excuse, shall automatically forfeit their office. The Board has the exclusive discretion to determine the validity of the absence.

Section 2.

- (a) Any Officer or member of the Board of Directors may be recalled and removed from office with or without cause by the vote of two-thirds (2/3rds) of all the Membership in good standing who are present and voting in person or by absentee ballot at a special recall election meeting.
- (b) A special recall election meeting of the Members to vote to recall an Officer or Director shall be called upon presentation to the Secretary of a petition signed by at least 20 percent (20%) of the members in good standing.
- (c) The petition shall identify which Officers or Directors, by name, are the subject of a recall and the recall meeting and secret balloting (as in regular elections) of petition shall be held within a 45 day period from the receipt of the petition by the Secretary.
- (d) Notice of the recall election meeting and the ballots shall be sent to the Members no less than 30 days prior to the date of the meeting.
- (e) Replacement candidates for vacant offices shall also be listed on the recall election ballot and shall be elected to replace the recalled member or members at the same meeting.
- (f) If the recall shall be against a Flag Officer who would normally preside at the meeting, that Officer shall recuse himself from presiding and the next Officer in line shall preside.
- (g) Any Officer or Director that was appointed to the Board by the members of the Board, in addition to being recalled by the Membership may also be recalled by the Board upon 2/3rds vote of the entire Board.

K. INDEMNIFICATION

Section 1.

- (a) The Royal Palm Yacht Club, Inc., a State of Florida Corporation not for profit (hereafter **The Club**), shall indemnify to the fullest extent permitted by law any of its officers or directors who were or are a party of any proceeding against liability incurred in connection with the proceedings as such Officer or Director.
- (b) Expenses in connection with any such proceeding shall be advanced by the Club to the extent permitted by law. No indemnification shall be made under this Article in circumstances in which indemnification is prohibited by law.
- (c) The Board of Directors may authorize indemnification of other agents, employees and Members upon such terms and conditions as the Board of Directors shall deem appropriate, and may enter into agreement therefore with any such persons.

Section 2. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, or Member of the Club or who is or was acting on behalf at its request, whether or not the Club would have the power to indemnify such person under the provisions of this Article.

Section 3. Indemnification and advancement of expenses as provided herein shall continue, unless otherwise provided when such indemnification was authorized or ratified, to persons who have ceased to be directors, officers, employees, agents or Members of the Club and shall inure to the heirs and personal representatives of such persons.

Section 4. The provisions of this Article shall not create any right of subrogation to any person, firm or corporation against this corporation, its officers, directors, Members or employees.

Section 5. It is the intent of this Article to provide the maximum indemnification possible under applicable law in order to help induce competent persons to serve on behalf of the Club. The rights of the officers, directors, agents, employees and Members herein specified shall be in addition to any other rights such persons may have under the Articles of Incorporation or under the laws of the United States and the State of Florida. Subject only to provisions of Section 2 hereof, it is specifically intended hereby to authorize and direct indemnification to the extent permitted or required by law, including but not limited to Chapter 87-245, Laws of Florida, Acts of 1987 which, among other provisions, amends Section 607.014 and 617.028 Fla. Stat., other

statutes and case law of the State of Florida and the United States, as all or the same now exist and as they may in the future be modified or amended. If any part of this Article shall be found to be invalid or ineffective in any action or proceeding, the validity and effect of the remaining part hereof shall not be affected.

ARTICLE VII -- DUTIES OF THE OFFICERS

A. COMMODORE

The Commodore, shall be the Chief Executive Officer and Chairman of the Board of the Royal Palm Yacht Club. The Commodore shall preside at all meetings of the Club Membership, and Board of Directors. The Commodore further will make a report at the Annual Meeting of the condition of the assets of the Club. The Commodore shall appoint, with the approval of the Board of Directors, the Chairmen and Members of all committees with the exception of the Nominating Committee. The Commodore shall be an ex-officio non-voting member of all committees; however, the Commodore shall not serve on the Nominating Committee.

B. VICE COMMODORE

The Vice Commodore, if any, shall assist the Commodore in the discharge of duties and serve in the absence of the Commodore.

C. REAR COMMODORE

The Rear Commodore, if any, duties shall be determined by the Board of Directors.

D. SECRETARY

The Secretary shall keep the minutes of Board and/or membership meetings, issue meeting calls, handle correspondence and records as required by the Board of Directors. The Office of Secretary with its attendant duties may be combined with that of Treasurer at the discretion of the Board of Directors.

E. TREASURER

The Treasurer shall report distribution of funds in accordance with standard accounting practices. The Treasurer shall report monthly to the Board of Directors and annually to the Membership on the financial condition of the Club. Club records shall be submitted annually to the Membership for review. The Office of Treasurer with its attendant duties may be combined with that of Secretary at the discretion of the Board of Directors.

F. SECRETARY/TREASURER

The Secretary/Treasurer shall perform all functions of the Secretary and Treasurer.

ARTICLE VIII – MEETINGS

All meetings shall be conducted according to *Roberts' Rules of Order, latest edition*.

A. ANNUAL MEETING

The Annual Meeting will be held on the second Tuesday in September or such other day in September as determined by the Board. At this meeting, reports will be received from the Commodore, the Treasurer, and Chairpersons of Standing Committees. The meeting will conduct the annual election of Officers, Directors and members of the Nominating Committee.

B. SPECIAL MEETINGS

Special Meetings shall be called upon written or electronic notice to the Membership, by the Commodore, the Board of Directors or by the Secretary upon receipt of a request for a meeting by petition from three board members, in accordance with Article VI, Category C, above, or from twenty percent (20%) of the Unlimited Members in good standing, stating the purpose of the meeting. At Special Meetings, no action may be taken pertaining to any other matter than the purpose stated in the call to meeting.

C. QUORUM

Membership Meeting quorum shall be 25% of the Club Members who are eligible to vote, and who are attending and in good standing. Absentee Ballots cannot be counted in determining a quorum.

D. NOTICE

Notice of the Annual Meeting and all Special Meetings shall be given in writing or by electronic transmission to all Members at least 30 days in advance of the meeting. Notice shall be deemed sent and received upon placement in the U.S. Mail and/or "sent" electronically. The election ballots, amendments and all other matters to be voted on by the Members shall be included with the Notice.

ARTICLE IX -- COMMITTEES

A. STANDING COMMITTEES

Standing Committees Are Activities and Long Range Planning. The Committees will report directly to the Board of Directors. Other Special Committees may be temporarily formed by the Commodore and/or the Board of Directors. Duties of each Committee that are not defined in the bylaws, shall be detailed by the Board. All committee members serve at the pleasure of the Board and may be removed by a vote of the Board.

B. NOMINATING COMMITTEE

Section 1.- COMPOSITION

The Nominating Committee shall consist of a total of at least two Members in good standing and the Immediate Past Commodore able and willing to serve. The Committee shall elect among themselves a Chairperson.

Section 2.- ELECTION.

The Board will recommend a minimum of 2 members for the Nominating Committee, who will appear on the Election Ballot and the recommended candidates will be publicized for the general membership. To be eligible for election, the proposed nominees must indicate willingness to run and serve. A roster of the elected Nominating Committee members shall subsequently be posted and publicized.

Section 3. - VACANCIES.

The Board shall fill any vacancy that occurs on the Nominating Committee.

Section 4.-ELIGIBILITY FOR OFFICE

Members of the Nominating Committee are not barred from becoming Nominees for office themselves.

ARTICLE X—ROYAL PALM YACHT CLUB FOUNDATION

A. DESCRIPTION

The Royal Palm Yacht Club, a the direction of its membership, has established the Royal Palm Yacht Club Foundation, a donor-advised fund, for the purpose of distributing Royal Palm Yacht Club assets for the benefit of the greater Southwest Florida community. No other fund or foundation shall be created to disburse assets of the Royal Palm Yacht Club, or from its funds or properties

B. DISSOLUTION

- a) If the Royal Palm Yacht Club shall become unable to fill a minimal Board of Directors, as mandated in Section VI B *supra*, the Club shall be dissolved at a time determined by those Board members then serving, but in no case longer that six months from the occurrence of the disability.
- b) Dissolution shall also occur if those members actively participating fall to fifteen (15) or below.

C. ASSETS

Upon dissolution, all Royal Palm Yacht Club assets shall, after the discharge of outstanding debt, shall inure to the benefit of the Royal Palm Yacht Club Foundation described herein. No assets or properties shall be distributed to, nor inure to the benefit of, any of the officers, directors, or members of the Royal Palm Yacht Club.

ARTICLE XI-- AMENDMENTS

These Bylaws may be amended at the Annual Meeting or a Special Meeting called for that purpose, and the amendment shall be adopted if voted upon favorably by a two-thirds majority of the Members in good standing, present and voting in person or by absentee ballot provided the proposed amendment or amendments shall be submitted in writing together with a notice of the meeting

ARTICLE XII -- EFFECTIVE DATE OF AMENDED BYLAWS

A. Bylaws as amended thereafter shall be effective upon the announcement at the meeting that sufficient votes were cast in favor of the amendment, unless the adopted amendment specifies another time for its becoming effective, thereby canceling all previous Bylaws.

ARTICLE XIII – ROBERTS’ RULES OF ORDER

Matters on which the Bylaws are silent shall be governed by *Roberts’ Rules of Order, latest edition*.

Date: _____,
_____, Joan Wendel, Secretary

RPYC Proposed Budget 2020-2021

Income				
GL #	General Income			
4000	Dues	\$ 8,000.00		
4001	Guests at Events	\$ 2,000.00		
4002	Member no-show income	\$ 500.00		
4003	Misc. income events			
	Cruise Income			
4004	\$6250 in 2018-2019 budget Bermuda	\$ 15,000.00		
4007	Misc. Cruise	\$ 15,000.00		
	Special Event Income			
4008	COW Dinner	\$ 200.00		
4009	Commodores Ball	\$ 200.00		
4010	Christmas Holiday Event	\$ 2,000.00		
4011	Misc Event	\$ 1,000.00		
	Total Income	\$ 43,900.00		
Expenses				
	Administrative			
5000	Contract Payroll	\$ 5,000.00		
5001	Accounting Services	\$ 5,000.00		
5002	Legal/Attorney Fees	\$ 3,600.00		
5003	Website & Emails Service	\$ 500.00		
5004	Donations	\$ -		
5005	Postage	\$ 550.00		
5006	PO Box	\$ 234.00		
5008	Office/Stationary Supplies/Printing	\$ 1,500.00		
5009	Insurance/General Liability/D&O	\$ 2,500.00		
5011	Bank Fees / Credit Card	\$ 300.00		
5013	Transportation	\$ 5,000.00		
5014	License & Taxes	\$ 400.00		
	Total Administrative Expenses	\$ 24,584.00		
	Special Event Expenses			
6000	COW Dinner	\$ 5,000.00		
6001	Commodores Ball	\$ 5,000.00		
6002	Monthly Dinner Meeting	\$ 20,000.00		
6003	Membership Luncheon	\$ 10,000.00		
6004	Annual Meeting	\$ 2,000.00		
6006	2021 Cruise	\$ 20,000.00		
6007	Bermuda Cruise	\$ -		
6008	Misc. Event	\$ 60,000.00		
	Entertainment	\$ 1,000.00		
	Total Special Event Expenses	\$ 123,000.00		
	Total Expenses	\$ 147,584.00		
	Net Ordinary Income	\$ (103,684.00)		
	Donations to the Foundation	\$ 100,000.00		