PACIFIC COAST YACHTING ASSOCIATION

Organized 1923 – Incorporated 2005

Reincorporated 2026

Revised 08/26/2026

BYLAWS

ARTICLE I. Name and Incorporation

The name of this Association shall be the Pacific Coast Yachting Association. This Association was incorporated in the State of Washington as a mutual benefit corporation on July 19, 2005. On August 26, 2026, this Association was reincorporated in the State of California as a mutual benefit corporation.

ARTICLE II. Purpose

The purpose of the Pacific Coast Yachting Association shall be:

- **a.** To promote yachting in all its phases on the Pacific Coast of North America, Hawaii and those areas served by the member associations.
- **b.** To advise and assist constituent organizations in the promotion and conduct of organized yachting in their respective areas.
- **c.** To promote each year, one or more Pacific Coast Championships events by the presentation of our esteemed trophies.
- **d.** To represent the combined mutual interest(s) of the Membership when called upon.

ARTICLE III. Membership

The following yachting associations of the Pacific Coast formed this Association:

Pacific International Yachting Association (PIYA)
Pacific Inter-Club Yacht Association (PICYA)
Southern California Yachting Association (SCYA)

- **A.** Membership in this Association shall be restricted to the Pacific Coast of North America, Hawaii and those areas served by its members.
- **B.** Members shall be Yachting associations having as a membership a significant segment of organized yachting.
- **C.** If a geographical area does not have a Yachting association with a significant membership of organized yacht or sailing clubs, then individual yacht or sailing clubs may apply for PCYA membership at a reduced annual membership rate set by the Board of Directors of PCYA.

D. Membership or its termination in this Association shall be by majority vote of the Board of Directors.

ARTICLE IV. Annual Dues

Annual dues for Association membership shall, from time to time, be set by the Board of Directors and shall be payable on or before the date of the Annual General Meeting. Members, whose dues are not paid for the previous year, shall not be in good standing at such meeting or at any subsequent meeting until such dues are paid.

ARTICLE V. Board of Directors and General Members

- **A.** A Board of Directors consisting of the Officers of the Association and six (6) Directors shall manage the affairs of the Association.
- **B.** Each Member in good standing may appoint two delegates to vote at General Membership meetings but, as a Member, shall be entitled to one (1) vote.
- **C.** The Officers of the Association shall each be entitled to one vote at Board of Directors meeting except for the Jr. Staff Commodore who may vote in the event of a tie.
- **D.** All meetings of the Board of Directors shall be open to the General Membership, however, only Board members may vote.
- **E.** All actions of the Board of Directors regarding Bylaws amendments shall be subject to ratification by the delegates at a General Meeting.

ARTICLE VI. Officers and Their Responsibilities

The Officers of the Association shall be Commodore, Vice Commodore, Rear Commodore, Jr, Staff Commodore, Secretary, and Treasurer (can be a combined or separate office). Preference shall be given to rotating the Officers throughout the various areas and to rotating incoming Officers as to power and sail. The Officers shall be designated as the Executive Committee, which shall act, when necessary, on behalf of the Board of Directors.

- **A.** Commodore – It shall be the duty of the Commodore to preside at all meetings of the Association. He shall perform the executive duties necessary to carry out the purposes of this Association. He shall appoint such committees and special officers, as he may deem advisable. He shall be an ex-officio member of all committees.
- **B.** Vice Commodore – It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties and in his absence or in the case of a vacancy in the office of Commodore, to act as Commodore.
- **C.** Rear Commodore – It shall be the duty of the Rear Commodore to assist the Commodore in the discharge of his duties and in the absence of both the Commodore and the Vice Commodore to organize the Annual General Meeting in his home waters.

D. Secretary – The Secretary shall keep a full and complete record of the proceedings of all meetings; shall preserve all documents, reports and communications connected with the business of the Association; and send out all notices; and keep a record of the awards and regatta winners.

E. Treasurer - The Treasurer shall collect and receive all monies, keep a correct account, thereof, and deposit same in the name of the Association at such bank as may be approved by the Association, and shall disburse same in payment of the obligations of the Association. At the Annual Meetings of the Association, the Treasurer shall submit a full report in writing of the financial condition of the Association.

F. Staff Commodores – Past Commodores of the Association shall be entitled to the designation "Staff Commodore" and shall be awarded a suitable certificate on completion of their term of office. Staff Commodores shall have a voice at all Board Meetings and shall be entitled to make or second motions but shall have no vote unless they are a Director on the Board.

ARTICLE VII. Election of Officers and Directors

A. The Nominating Committee shall consist of the three (3) most recent Staff Commodores willing and able to serve, the Commodore, and Vice-Commodore. The Junior Staff Commodore will serve as Chair. The report of the Nominating Committee shall be circulated to the Membership at least thirty (30) days before the Annual Meeting.

B. The Nominating Committee shall present at the Annual General Meeting nominations for the election of Officers, preferably from those who have served and gained experience as Directors. They shall also present six candidates for Directors representing a cross section of the Members. Further nominations shall be accepted from the floor by the Member Associations or Member Clubs. All nominations shall then be voted. The nominee receiving the most votes for each office shall be declared elected.

C. The term of office shall be from the Annual Meeting until the next Annual Meeting or until successors are elected.

ARTICLE VIII. Meetings

A. The site of the Annual General Meeting of the Association shall rotate throughout the various areas. It is recommended that preference be given to the last weekend of January for such annual meetings. Yachting related organizations shall have the privilege of attending or being represented at the Annual Meeting of the Association and shall receive mailings at the pleasure of the Board.

B. Representation from the majority of the Members in good standing shall constitute a quorum at any General Meeting of the Association.

C. The Board of Directors shall meet at least twice each year, preferably at the time of the presentation of the Jesse L. Carr Trophy and again before the Annual General Meeting.

D. Other meetings may be held as required; a General meeting must be called upon the written request of the majority of Members, and a meeting of the Board of Directors must be called upon the written request of the majority of the Directors, or at the

pleasure of the Commodore. The Commodore may call a virtual meeting of the Board of Directors by which communication, including voting, is sent by email or through a virtual meeting medium.

E. Notices for General Meetings shall be emailed to each Member and to the PCYA Officers and Directors at least thirty (30) days before such meeting. Notice of meetings of the Board of Directors shall be emailed to each member of the Board at least (10) days before such meeting.

F. The order of business at annual meetings shall be as follows:

1. Roll Call
2. Minutes of the previous meeting read
3. Reports of the Officers
4. Reports of the Committees
5. Unfinished Business
6. New Business
7. Election of Officers and Directors

G. All questions of parliamentary procedure not herein provided for, shall be determined in accordance with Robert's Rules of Order.

ARTICLE IX. Committees

A. The Commodore or the Board of Directors may, from time to time, appoint committees to carry out the purposes and activities of the Association.

B. The purpose, duty and authority and terms of each committee shall be incorporated in the resolution to establish the committee.

ARTICLE X. Association Offices

A. Offices:

Offices may be established by the Board of Directors at any time and at any place or places where the Association is qualified to conduct its activities. An address for an agent must be maintained in the State of California, state of incorporation.

ARTICLE XI. Liability of Members

A. No authority shall vest in this Association, or in any of its Officers, to incur indebtedness, except upon the prior ratification of the intended expenditure by all the Members hereof.

B. Officers and Directors shall incur no liability, monetary or otherwise, for actions taken in transacting corporate business provided that those acts or omissions do not involve intentional misconduct by an Officer or Director or a knowing violation of law by an Officer or Director, or for any transaction from which the Officer or Director will personally receive a benefit of money, property, or services to which the Director is not legally entitled.

ARTICLE XII. Amendments to Bylaws

Amendments to these Bylaws must be initiated by the Board of Directors and adopted at the Annual

General Meeting or the Semi-Annual Meeting of the Association by the majority vote of the Board members present. Such amendments must be submitted in the notice calling the meeting.

ARTICLE XIII. Books, Records and Reports

A. Annual Reports to Members. For all financial reports, the fiscal year is declared as running from December 1 to November 30 of the calendar year. An end of the year financial report including a balance sheet shall be provided to Members at the Annual Meeting following the close of the previous fiscal year.

B. A record of Members' names and addresses and contact persons shall be maintained at the principal office and may be made available upon request by any Member.

C. Members, Directors and Officers have a right to inspect all books, records, and documents of any kind and physical properties of the Association.

D. A copy of the Association's Articles and Bylaws shall be maintained and available for inspection on the Association website.

E. Minutes and financial statements shall be kept in written form. Members may make requests for copies of records. They will be provided in a timely manner at a reasonable cost per copy.

ARTICLE XIV. Dissolution

Distribution of assets on dissolution will be made in equal amounts to each Member in good standing. No part of the net earnings of this Association shall inure to the benefit of an individual.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Pacific Coast Yachting Association and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: August 26,2026

Colleen Stauss

Colleen Stauss, Secretary