

CONSTITUTION of the PORTLAND YACHT CLUB

Article I

Name and Location

The name of the Corporation shall be the "PORTLAND YACHT CLUB".

Article II

Object

This corporation is organized for the promotion and advancement of yachting, social purposes, and the maintenance of a club house and yachting facilities in the County of Cumberland and the State of Maine, for the use of the members of the Club and all others who may, from time to time, be admitted to its privileges.

Article III

Membership

There shall be three classes of membership, to each of which members of both sexes are eligible. The total active membership of the Portland Yacht Club shall be limited to three hundred.

"Adult" members shall be at least twenty-one years of age.

"Junior" members shall be not less than twelve nor more than twenty-one years of age. A junior member may retain such membership until the end of the calendar year during which he or she attains the age of twenty-one. Their privileges shall be that of flying the Club Flag and such use of the Club premises as the Board of Directors may determine. They shall not have the right to vote or hold office.

"Honorary" members shall be those persons who have distinguished themselves in the encouragement of yacht building and naval architecture, or who have rendered this Club important services and benefits, or whom, for other reasons, the Club may see fit thus to honor. Honorary members

shall be exempt from all dues and assessments. They shall not have the right to vote or hold office.

Article IV

Officers and Government

Section 1. The government and management of the Club shall be entrusted to a Board of Directors, made up of twelve members, to include the following:

Commodore
Vice-Commodore
Rear Commodore
Chairman of the Regatta Committee
Chairman of the House Committee
Chairman of the Membership Committee
Chairman of the Entertainment Committee
Three members at large
Secretary
Treasurer

The three members at large and the Chairman of the four standing committees shall be elected as hereinafter provided.

Section 2. The officers of the Club shall consist of the following:

Commodore, Vice-Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, and Fleet Surgeon.

The Commodore, Vice-Commodore, Rear Commodore, Fleet Captain, and Fleet Surgeon shall be owners, in whole or in part, of yachts enrolled in the Club.

All officers shall be elected or appointed as hereinafter provided.

Article V

Annual Election

At the Annual Meeting or any adjournment the following shall be elected by ballot for one year terms of office to commence at such Annual Meeting:

Commodore
Vice-Commodore
Rear Commodore
Secretary
Treasurer

Chairman of the Regatta Committee
Chairman of the House Committee
Chairman of the Membership Committee
Chairman of the Entertainment Committee
Three members at large of the Board of Directors.

All the foregoing shall serve until successors shall be elected in their places and may be elected to succeed themselves; but vacancies may be filled in accordance with the provisions of Article VII, Sec. 9.

Article VI

Committees and Staff Officers

Section 1. There shall be in the Club the following committees: a

Regatta Committee; a Membership Committee; a House Committee; and an Entertainment Committee.

The Regatta Committee shall consist of the Commodore, ex officio, a chairman elected by ballot and at least four members selected by the chairman and approved by the Board of Directors.

The Membership Committee shall consist of a Chairman elected by ballot and at least four members selected by the chairman and approved by the Board of Directors.

The House Committee shall consist of a chairman elected by ballot and at least four members selected by the chairman and approved by the Board of Directors.

The Entertainment Committee shall consist of a chairman elected by ballot and at least four members selected by the chairman and approved by the Board of Directors.

Section 2. There shall be in the Club the following staff officers who shall be appointed by the Board of Directors for one year terms of office but who may succeed themselves:

Fleet Captain
Fleet Surgeon

Article VII

Duties of the Board of Directors

Section 1. The Board of Directors shall take charge, control, and

management of all the property, real and personal, belonging to the Club.

- Section 2.** The Board of Directors shall engage a reputable auditing firm to make an annual audit of the accounts of the Treasurer and shall report the results of the audit and make a report of the condition of the Club at the Annual Meeting.
- Section 3.** The Board of Directors shall approve or disapprove all capital expenditures.
- Section 4.** The Board of Directors shall, at the Annual Meeting, present a financial statement for the past year. The new Board, upon taking office, shall prepare and submit at the next regular meeting a pro forma budget for the coming year.
- Section 5.** The Board of Directors shall hold at least six meetings during each Club year at the call of the Commodore or any two flag officers on written notice by the Secretary.
- Section 6.** The Board of Directors shall hold a special meeting whenever the Senior Officer present or at least three members of the Board so desire. The Senior Officer present or the three members shall notify the Secretary in writing of their desire for the meeting and shall specify the object for which it is to be called; and the Secretary shall thereupon send to each member of the Board, by mail, at least three days before the time for the meeting, a written or printed notice, stating the time, place and object of the meeting.
- Section 7.** Seven members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting; less than a quorum may adjourn to a day certain; but no business shall come before a special meeting of the Board, except that specified in the notice therefor.

Section 8. The Board of Directors shall have the power to appoint from time to time such committees as it may deem advisable and to prescribe their powers and duties.

Section 9. The Board of Directors shall have the power to fill, for the unexpired term, all vacancies occurring in its number or in the list of officers in the Club,

Section 10. The Board of Directors shall, after notice and hearing, if requested by a member, have full power to censure, suspend from the privileges of the Club, or expel therefrom any member whose conduct shall be pronounced by a majority vote of the members of the Board present at a special meeting called therefor to have endangered the welfare, interest or character of the Club. Such a member shall be heard in his or her own defense.

Section 11. Members of the Board of Directors shall not act as sponsors of candidates for membership.

Article VIII

Duty of the Commodore

It shall be the duty of the Commodore to take command of the Squadron, to preside at all meetings, and enforce all laws and regulations of the Club.

Article IX

Duty of the 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, to officiate in his stead.

Article X

Duty of the Rear Commodore

It shall be the duty of the Rear Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties and in the absence of both to officiate in their stead.

Article XI

Duty of the Fleet Captain

It shall be the duty of the Fleet Captain to assist the Commodore, Vice-Commodore and Rear Commodore in the discharge of their duties.

Article XII

Duty of the Secretary

It shall be the duty of the Secretary:

To keep a true record of the proceedings of every meeting of the Club in a book provided for that purpose.

To keep a correct roll of all members.

To keep a correct list of the names, dimensions, rig and ownership of each yacht enrolled in the Club. To file all documents, records, reports and communications connected with the business of the Club. To have prepared and printed the Club Book, yearly or when directed by a vote of the Board of Directors.

To notify each member elect of his election and, upon his becoming a member, furnish him with a copy of the Constitution and By-Laws, calling his attention to Section 2 of Article XVI of the Constitution. To post upon the Club bulletin board the names after their election by the Board of Directors.

To notify members of the time and place of every meeting.

In case of inability to attend any meeting, he shall cause the necessary books and papers to be conveyed to the place of the meeting.

Article XIII

Duty of the Treasurer

It shall be the duty of the Treasurer:

To collect and receive all moneys due the Club, pay all bills contracted by it, subject to the direction and control of the Board of Directors, keeping proper vouchers and accounts of the same.

To make a report to the Club at each regular meeting, or whenever

called for by the Directors or a vote of the Club.

He shall have the custody of all the funds and intangible property of the Club, under the direction of the Board of Directors.

Article XIV

Duties of the Several Committees

It shall be the duty of the Regatta Committee to perform such duties as may be required by the Directors.

The Membership Committee shall pass upon all applications for membership, and report with recommendations at each meeting of the Directors.

The House Committee shall have general supervision of the Club House, Docks and of the property pertaining thereto.

The Entertainment Committee shall provide suitable entertainment for the membership when directed by the Board of Directors.

Article XV

Quorum

Forty members shall constitute a quorum for the transaction of general business at any regular or duly called special meeting by call of the Commodore or any other two flag officers on written notice by the Secretary.

Article XVI

Candidates

Section 1. Election of the members of the Club shall be by the Board of Directors. One negative vote shall prevent the election of any person to membership.

Section 2. Any person elected to membership, who shall not within two months after notice of his election pay his or her dues and

charges as have been billed to them shall be deemed to decline their election.

Section 3. All resignations shall be made in writing to the Board of Directors but the Board of Directors may refuse to consider such resignations until the resigning member has paid all outstanding dues and charges. All interest in the property of the Club of members resigning or otherwise ceasing to be members shall be vested in the Club.

Article XVII

Amendments - How Made

The Constitution and By-Laws may be amended at any regular or special meeting, notice of the amendment proposed having been given at the meeting next preceding, and printed upon the notification sent to each member of the Club at least two weeks in advance of the meeting at which the amendment is to be acted upon, provided the same shall receive the votes of two-thirds of the members present.