

# PORTLAND YACHT CLUB

## CONSTITUTION AND BY-LAWS

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### TABLE OF CONTENTS

|                    |  |          |
|--------------------|--|----------|
| <b>Article I</b>   | <b>NAME AND LOCATION</b>                     | <b>1</b> |
| <b>Article II</b>  | <b>OBJECT</b>                                | <b>1</b> |
| <b>Article III</b> | <b>MEMBERSHIP</b>                            | <b>1</b> |
| SECTION A:         | GENERAL CONDITIONS OF MEMBERSHIP .....       | 1        |
| SECTION B:         | SUMMARY OF MEMBERSHIP .....                  | 4        |
| SECTION C:         | BOATING MEMBERSHIP .....                     | 6        |
| SECTION D:         | INTERMEDIATE MEMBERSHIP.....                 | 7        |
| SECTION E:         | SENIOR MEMBERSHIP .....                      | 8        |
| SECTION F:         | EMERITUS MEMBERSHIP .....                    | 10       |
| SECTION G:         | HONORARY MEMBERSHIP.....                     | 12       |
| SECTION H:         | ELECTION TO MEMBERSHIP .....                 | 13       |
| SECTION I:         | RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP .. | 14       |
| SECTION J:         | REINSTATEMENT .....                          | 16       |
| SECTION K:         | TEMPORARY EXEMPTION STATUS .....             | 16       |
| SECTION L:         | CHANGES IN MEMBERSHIP STATUS.....            | 17       |
| SECTION M:         | RESIGNATIONS.....                            | 18       |

**Article IV MEMBERSHIP MEETINGS 19**

SECTION A: MEETINGS .....19  
SECTION B: ANNUAL ELECTION.....20  
SECTION C: ORDER OF BUSINESS.....21  
SECTION D: RULES OF ORDER .....21

**Article V BOARD OF DIRECTORS 23**

SECTION A: PURPOSES OF THE BOARD OF DIRECTORS .....23  
SECTION B: POWERS OF THE BOARD OF DIRECTORS.....23  
SECTION C: DUTIES OF THE BOARD OF DIRECTORS .....25  
SECTION D: MEETINGS OF THE BOARD OF DIRECTORS .....26

**ARTICLE VI OFFICERS AND COMMITTEES.....28**

SECTION A: FLAG OFFICERS .....28  
SECTION B: ADMINISTRATIVE OFFICERS .....29  
SECTION C: DEPARTMENT OFFICERS.....31  
SECTION D: ELECTION OF OFFICERS .....32  
SECTION E: WARRANT OFFICERS.....33  
SECTION F: STANDING COMMITTEES.....33  
SECTION G: SPECIAL COMMITTEES.....34  
SECTION H: COMMITTEES HAVING CHARGE OF FUNDS.....34

**Article VII INDEMNIFICATION OF VOLUNTEERS 34**

**Article VIII DUES AND OTHER CHARGES 35**

SECTION A: DUES .....35  
SECTION B: INITIATION FEES .....35  
SECTION C: ASSESSMENTS.....37  
SECTION D: OTHER FEES AND MINIMUMS.....37  
SECTION E: CAPITAL EXPENDITURES AND FINANCING .....37  
SECTION F: PAYMENT SCHEDULE AND PENALTIES .....37

SECTION G: WAIVER OF DEADLINES .....38  
SECTION H: PENALTIES FOR LATE PAYMENT .....39  
SECTION I: REINSTATEMENT .....39

**Article IX FLAGS AND RACING RULES 40**

SECTION A: CLUB FLAG DESCRIPTION .....40  
SECTION B: NIGHT SIGNAL.....40  
SECTION C: COMMODORE’S FLAG.....40  
SECTION D: VICE COMMODORE’S FLAG.....40  
SECTION E: REAR COMMODORE’S FLAG .....41  
SECTION F: RACING RULES.....41

**Article X PROCESS FOR AMENDMENTS 41**

SECTION A: POWER TO AMEND.....41  
SECTION B: AMENDMENTS PROPOSED BY BOARD .....41  
SECTION C: AMENDMENTS PROPOSED BY MEMBERS .....41  
SECTION D: LIMITATIONS ON AMENDMENTS .....42

# CONSTITUTION AND BY-LAWS

## ARTICLE I. NAME AND LOCATION

The name of the Corporation shall be the PORTLAND YACHT CLUB, and its location shall be at Old Powerhouse Road, Falmouth, Maine. The Corporation was incorporated pursuant to a special act of the Maine Legislature approved on February 19, 1878, Private and Special Laws, 1878, chapter 69, as amended by P&SL 1959, chapter 7 and by P&SL 1997, chapter 26 (herein called the “Act of Incorporation”) The corporation is also subject to the provisions of the Maine Nonprofit Corporations Act, Title 13-B of the Maine Revised Statutes, as amended from time to time (herein called the “Maine Act”).

## ARTICLE II. OBJECT

The 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

### A. GENERAL CONDITIONS OF MEMBERSHIP

#### 1. Governance

These By-Laws form the primary governing instrument for the Club. Application and interpretation of these By-Laws is in the sole discretion of the Board of Directors elected under the terms of these By-Laws. No member may use any of these By-Laws as grounds for any action at law. A member who believes his/her/their rights or privileges under these By-Laws or Club Rules have been infringed must, before

taking legal action, bring the complaint to the Board and, if the Board requests, submit the issue(s) to independent mediation. The cost of the mediation must be shared equally by the Club and the member. A member who fails to observe this provision may be subject to disciplinary action at the discretion of the Board.

## **2. Responsibility by Acceptance**

By accepting or continuing membership, individuals agree to abide by these By-Laws, as well as Club Rules as established from time to time by the Board of Directors.

## **3. Terminology**

- a. The term “member” includes both
- (1) Individual membership.
  - (2) Joint membership, which consists of two people who meet the requirements of applicable law regarding marriage, registered domestic partnership, civil union, or similar legally-recognized relationship.

For convenience, the term “partner” will be used when referring to just one of the persons who make up a joint membership.

Each joint membership shall be counted as a single member for such purposes as meeting the limit on Boating memberships, voting, or determining a quorum at meetings.

Only one partner may serve on the Board of Directors of the Club at a time.

- b. “Club Rules” shall mean rules and policies established from time to time by the Board of Directors of the Club pursuant to the authority set forth in Article V, Section B(3).
- c. “Family” includes a member’s children who are (1) under the age of 21 (23 if a full-time student), (2) living

in the same home as the parent(s), and (3) dependents of the member; and any person for whom the member is a legal guardian.

- d. “Good standing” shall mean a member who conforms to all Club Rules, and whose membership privileges are not currently under suspension.
- e. The term “shall not have use of the Waterfront facilities” or similar wording shall mean that the member may not use the PYC floats or vessels unless as a guest of a Boating or Intermediate member or as a visiting yachtsman. As a visiting yachtsman, he/she/they shall not be charged a facilities fee for short-term tie-up at the float.

Within the scope of these limits, the Board of Directors may establish additional Club Rules regarding use of the Waterfront.

- f. The term “two-thirds vote of the Board” or similar language shall mean “two-thirds of the total number of Board members, rounded up to the nearest whole number (excluding vacancies),” unless otherwise stated.

#### **4. Categories of Membership**

There shall be five categories of membership, each with its rights and limits, as specified in Sections C through G, below.

#### **5. Criteria**

Subject to the provisions of Article III, Section H, the Board from time to time may, by two-thirds vote, set criteria for membership.

#### **6. Selection of Members**

As required by Article III, Section H, the Board of Directors elects all members in all categories by two-thirds vote.

## **7. Regulations**

The Board by two-thirds vote shall establish and maintain election regulations that determine such things as the application procedure, methods for screening candidates, and the order of election. The Board shall publish to the membership periodically the criteria and regulations for membership.

## **8. Change in Membership Status**

Except as set forth in Article III, Section L(3) with respect to changes from Intermediate to Boating and Boating to Senior status, every change from one category of membership to another must be approved by the Board of Directors.

## **B. SUMMARY OF MEMBERSHIP**

This summary is for information only; see the following sections for governing By-Laws.

| CATEGORY & CRITERION            | BOATING                                       | INTERMEDIATE   | SENIOR  | EMERITUS   | HONORARY   |
|---------------------------------|---|--|---|--|--|
| <b>HOW ACHIEVED</b>             | Application, two sponsors, and Board approval | Application, two sponsors, and Board approval.<br>Advancement to Boating membership is automatic | Minimum 5 years of Boating membership (not necessarily consecutive); total combined age + years of Boating membership $\geq 70$ | Awarded by Board vote upon recommendation of Membership Committee (if any) or qualifying nominations to Membership Officer | Awarded by Board vote to people the Club wishes to honor.<br>(Must be renewed annually.) |
| <b>LIMIT ON #</b>               | 300   | None   | None  | None   | Not more than 10   |
| <b>AGE REQUIREMENT</b>          | Minimum 21                                    | Minimum 21; must convert to Boating membership at 30   | (see above)   | None   | None   |
| <b>ELIGIBLE TO VOTE</b>         | Yes   | Yes  | No  | No   | No   |
| <b>ELIGIBLE FOR OFFICERSHIP</b> | Yes   | Yes  | No  | No   | No   |
| <b>DUES</b>                     | Total amount set by Membership                | Set by Board   | Set by Board  | None   | None   |
| <b>INITIATION FEE</b>           | Total amount set by Membership                | Total amount set by Board for the year in which joined, but payable over time.                   | None  | None   | None   |
| <b>ASSESSMENT</b>               | Total amount set                              | Set by Board   | Set by Board  | None   | None   |
| <b>DINING ROOM MINIMUM</b>      | Yes   | Yes  | Yes   | None   | None   |
| <b>USE OF WATERFRONT</b>        | Yes   | Yes  | Guest of Boating Member or Visiting yacht   | Guest of Boating Member or Visiting Yacht  | Guest of Boating Member or Visiting Yacht  |



## **C. BOATING MEMBERSHIP**

### **1. Criteria**

- a. A Boating member shall be at least twenty-one (21) years of age.
- b. A person who is eligible for Intermediate membership (see Section D, below) may choose Boating status at any time during his/her Intermediate status. Once he/she chooses to become a Boating member, however, he/she may not revert to Intermediate status.
- c. A Senior member (see Section E, below) may apply to resume Boating status, subject to Sections E(4)(c) and L(3), below.

### **2. Number of Members**

The total Boating membership of the Club shall be limited to 300. This limit may be exceeded only when one of the following circumstances exists:

- a. A member returning from approved Temporary Exemption status (see Section K(3), below) will be restored to Boating membership.
- b. A former Senior member who resumes Boating status will not be counted against the Boating membership limit in the year in which the change takes place.
- c. Upon the dissolution of a Boating joint membership (see Section L(2) below), if both former partners decide to remain as individual members.

Once the limit has been exceeded, no new Boating members may be enrolled until the Boating membership falls below 300 except as expressly provided to the contrary in these By-Laws.

### **3. Rights, Privileges, and Limitations**

- a. A Boating member of the Club in good standing shall enjoy the complete use of the Club's facilities, subject to the Club Rules.
- b. A Boating member has the right to vote on any matter coming before the membership, and is eligible to serve as an Officer of the Club subject to Article VI, Section D, below.

### **4. Financial Obligations**

A Boating member shall pay the total amount of Dues, Assessments, initiation fees as voted from time to time by the membership and Dining Room Minimums and other charges as established by the Club. See Article VIII.

## **D. INTERMEDIATE MEMBERSHIP**

### **1. Criteria**

An Intermediate member shall be a person who is at least twenty-one (21) and not more than thirty (30) on the first day of January of any membership year in which he or she wishes to have Intermediate status. For a joint membership, at least one partner must be twenty-one (21) or older; neither can be more than thirty (30). In the first membership year the entire duration of which such an Intermediate member is at least 30 years of age, such member shall automatically become a Boating member.

### **2. Number of Members**

The Board may from time to time set a limit on the number of Intermediate members.

### **3. Rights, Privileges, and Limitations**

- a. An Intermediate member in good standing shall enjoy the right to complete use of the Club's facilities, subject to the Club Rules.

- b. An Intermediate member in good standing is eligible to vote on any matter that may come before the membership
- c. An Intermediate member in good standing is eligible to serve as an Officer of the Club subject to Article VI, Section D, in any office except the office of a Flag Officer.

#### **4. Financial Obligations**

Dues and assessments for Intermediate members shall be established annually by the Board of Directors in conjunction with the budget process. An Intermediate member shall pay the total amount of initiation fee, but with opportunity for extending payments throughout the Intermediate membership period, with the remainder due upon entering Boating membership (see Article VIII). An Intermediate member shall be subject to the full amount of Dining Room Minimum.

### **E. SENIOR MEMBERSHIP**

#### **1. Criteria**

- a. A Senior member shall
  - (1) Have been a Boating member for a total of at least five years (not necessarily consecutive) prior to requesting Senior status.
  - (2) Have a total combined age (as of the first day of January of the year in which he/she/they wish to claim Senior status) and years of Boating membership of not less than 70 years.
- b. A joint member may apply for Senior member status when one partner meets these criteria. However, should a Senior joint membership be reduced to a single person by death or dissolution of the legal-recognized relationship, the remaining person may claim Senior membership if he or she meets any of the criteria in

subsection a, above. If these criteria are not met, the individual must become a Boating member if he or she elects to remain a member.

- c. A person who resigns from Boating membership may later request Senior membership, which shall be subject to Board approval; the Board may reject such a request for any reason.

## **2. Number of Members**

The Board may from time to time set a limit on the number of Senior members.

## **3. Rights, Privileges, and Limitations**

- a. A Senior member in good standing shall enjoy the complete use of the Club's facilities, but shall not have use of the Waterfront facilities, subject to the Club Rules
- b. Any question of compliance with this provision shall be resolved by vote of the Board of Directors. Any such vote determining that a member claiming Senior status is not in compliance with this paragraph shall cause the member to be immediately subject to and liable for the payment of the Dues of a Boating member for the year in which the non-compliance occurs, but payment thereof shall not afford such member the privileges of Boating membership.
- c. A Senior member shall not have the right to vote.
- d. A Senior member is not eligible for election to any officership.

## **4. Financial Obligations**

- a. A Senior member shall pay dues and assessments as established annually by the Board of Directors (see Article VIII).

- b. A member transferring from Boating to Senior membership, or a former Boating member who re-joins as a Senior member, does not pay an initiation fee.
- c. A Senior member may return to Boating membership at any time, subject to Section L(3), below. If necessary, this membership may exceed the limit of 300 Boating members; however, no additional Boating members may be admitted until the number falls below 300. Such a former Senior member returning to Boating membership shall not be subject to an additional initiation fee, but shall be required to pay the total amount of any assessment due in the year in which the return occurs.
- d. Senior members are subject to the full amount of Dining Room Minimum.

## **5. Violation of Senior Status**

Any member who, having Senior status, ceases to meet the qualifications and requirements for such status prior to September 1 of a year in which he or she holds the status, shall upon ceasing to meet the qualifications, either resign from membership in the Club without refund of any Dues or Assessments, or pay on or before September 1 all remaining Dues and Assessments required of a Boating member for that year. Such payment does not make the person a Boating member; however, the member may apply to become a Boating member for the following year, subject to Section L(3), below.

## **F. EMERITUS MEMBERSHIP**

### **1. Qualifications**

- a. An Emeritus member shall be a person who
  - (1) has had a long and honorable history of substantial service to the Club (for example, a former commodore), and

- (2) for personal reasons has elected to resign from membership, and
- (3) has institutional knowledge of great value to the Club that would be lost if the person were no longer connected to the Club.

## **2. Selection**

- a. No one may apply for Emeritus membership; it is granted only on the initiative of the Club.
- b. Each year the Membership Officer and Membership Committee (if any) shall review the current year resignation list as well as former membership rosters and determine whether to recommend any former member as an Emeritus member. Any three (3) Boating or Senior members in good standing may also submit to the Membership Officer letters nominating a qualified former member, which nominating letters must explain why the nominee fits the criteria for Emeritus membership set forth in these By-Laws. In such event the Membership Officer and Membership Committee (if any) shall review such nominations and, in their discretion, recommend appropriate nominees to the Board of Directors. The Board of Directors must approve Emeritus membership by two-thirds vote.

## **3. Return to Boating Membership**

An Emeritus member may return to Boating membership at any time, subject to approval by the Board of Directors pursuant to Section L(3), below. If necessary, this membership may exceed the limit of 300 Boating members; however, no additional Boating members may be admitted until the number falls below 300. Such a former Emeritus member returning to Boating membership shall not be subject to an additional initiation fee, but shall be required to pay the total amount of any assessment due in the year in which the return occurs.

#### **4. Number of Members**

There is no limit on the number of Emeritus Members.

#### **5. Rights, Privileges, and Limitations**

- a. An Emeritus member shall have use of the Dining Room and Clubhouse, subject to the Club Rules, but shall not have the use of the Waterfront facilities.

Any question of compliance with this provision shall be resolved by vote of the Board of Directors.

- b. An Emeritus member may not vote on any item that comes before the membership.
- c. An Emeritus member is not eligible for election to any office.

#### **6. Financial Obligations**

An Emeritus member has no financial obligations other than what may be incurred for Dining expenses, program or attendance fees and retail purchases.

### **G. HONORARY MEMBERSHIP**

#### **1. Criteria**

An Honorary member shall be a person who has distinguished himself/herself in a field of boating, marine science and/or similar vocations related to boating; or who holds a senior governmental position; or who, for other reasons, the Club may see fit to honor.

#### **2. Selection**

Honorary membership is granted by a two-thirds vote of the Board of Directors. Honorary membership extends for one year from the vote of the Board; it may be renewed each year.

**3. Number of Members**

No more than 10 Honorary members may be elected in any one year.

**4. Rights, Privileges, and Limitations**

- a. An Honorary member shall have use of the Dining Room and Clubhouse, subject to the Club Rules, but shall not have the use of the Waterfront facilities.
- b. An Honorary member may not vote on any item that comes before the membership.
- c. An Honorary member is not eligible for election to any office.

**5. Financial Obligations**

Honorary members have no financial obligations other than what may be incurred for Dining expenses, program or attendance fees and retail purchases.

**H. ELECTION TO MEMBERSHIP**

**1. Application**

In order for any Candidate (other than a candidate for Emeritus or Honorary membership) to be eligible for election to membership in the Club, he or she must have filed with the Club a completed application form together with either of the following: (1) two completed recommendations from current members as sponsors or (2) one completed recommendation from a member of the Portland Yacht Club as sponsor and one completed recommendation from a member of the Board of Directors of another recognized Yacht Club of which the applicant has been a member within one year of application to the Portland Yacht Club. Members applying for Senior membership directly from Boating membership need not provide sponsor recommendations.



## **2. Sponsorship**

A member in good standing in any membership category may act as sponsor for no more than four membership applications in any one calendar year. For purposes of this section, joint membership partners may together sponsor not more than four applications.

## **3. Action on Applications**

All completed membership applications, as well as nominations for Emeritus and Honorary membership, shall be reviewed and acted upon according to the membership criteria and election regulations in effect on the date of the action.

## **4. Election Requirements**

Election of the members of the Club shall be by two-thirds vote of the Board of Directors.

## **5. Notification of Election and Response**

The Membership Officer shall notify each candidate elected to membership promptly of such candidate's election. Any candidate elected to membership shall pay Dues and charges within the payment schedule set in Article VIII, Section F unless such candidate makes prior arrangements with the approval of the Treasurer.

# **I. RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP**

## **1. Rights and Privileges**

Members of the Club in good standing shall enjoy complete use of the Club's facilities, subject to the Club Rules, and except as the rights of use by certain categories of membership are limited by these By-Laws.

## **2. Use by Family**

The privileges of the use of the Club's facilities shall extend to the family of a member in good standing, subject to and as

permitted by the Club Rules, and except as otherwise limited by these By-Laws.

### **3. Use by Guests**

The privileges of the use of the Club's facilities may be extended to guests of a member of the Club in good standing, but only if the host member, or a family member of the host member, is at all times on the Club's premises or on the member's boat in the Club anchorage.

### **4. Member Responsibility**

A member of the Club shall (a) be responsible for all actions of family and guests using the Club, (b) be liable for and pay all charges for food, goods or services provided by the Club and incurred by his/her/their family or guests, and (c) be liable for and reimburse the Club for all damages caused to Club property by himself/herself/themselves, his/her/their family, or guests.

### **5. Use by Visiting Yachtsmen**

The captain and crew of a visiting yacht shall be allowed use of all the facilities of the Club, provided the visiting yacht fee set by the Board is paid promptly. These privileges may be revoked for any violation of Club By-Laws or Club Rules.

### **6. No Use by Non-Members**

No person other than members, family of members, or accompanied guests of members may use the Club's facilities, except as expressly provided by these By-Laws and/or by the Club Rules. No person who is a candidate for membership but not yet admitted to membership shall have any right by virtue of his or her status as a membership candidate to use the facilities of the Club.

## **7. Effect of Loss of Good Standing**

A member not in good standing shall have no right to the use of the Club, to vote at any meeting of the membership, nor any of the other rights and privileges of membership.

## **J. REINSTATEMENT**

No person who has resigned with debt outstanding or whose membership has terminated for indebtedness shall be reinstated to membership without first paying all Dues and charges owed, plus any reasonable late charges and collection costs as established by the Board of Directors, and then receiving the approval of the Board of Directors.

## **K. TEMPORARY EXEMPTION STATUS**

### **1. Temporary Exemption from Dues and Minimums**

The Board of Directors may vote to exempt a Boating or Senior member from payment of dues and Dining Room Minimums for reasons such as (but not limited to) those listed below, if such member is not anticipated to use the Club's facilities during the period of the temporary exemption. However, the member remains responsible for payment of any assessment levied during such period.

The Board retains the power to modify the conditions stated below, to set other conditions, and/or to make temporary exemption for other compelling reasons.

- a. The member is absent from the United States for the entire period in which the Club is in commission.
- b. The member is on Active Duty with the Armed Forces for the entire period in which the Club is in commission. A change of status for such service means that no one in the member's family may use the Club.

- c. The member will be cruising outside the territorial waters of the United States for the entire period in which the Club is in commission.

## **2. Application**

To be eligible for this waiver, the member must apply to the Board of Directors by March 1 of each year or, in the case of military service, as soon as Active Duty commences, whichever is later.

## **3. Restoration to Boating or Senior Membership**

The member will be restored to Boating or Senior membership upon return, without payment of an additional Initiation Fee. If necessary on account of such a return to Boating membership, the limit of 300 Boating members may be exceeded as provided in Section C(2)(a).

# **L. CHANGES IN MEMBERSHIP STATUS**

## **1. Limits on transferability**

Membership in the Portland Yacht Club is personal to each member admitted to membership and is not transferable or assignable, with the single exception that, at the time of the death of a partner, that membership shall automatically transfer to the surviving partner if he or she elects to continue that membership.

## **2. Dissolution of Joint Membership**

In the event of the legal dissolution of the relationship upon which a joint membership was based, both former joint members shall be eligible to continue as individual members in their membership category at the time of such dissolution. If both former joint members elect to do so within year (1) year of such legal dissolution then each shall pay the full amount of dues and also half the initiation fee for such category; if only one elects to do so within such one (1) year period, that member shall not be subject to an additional

initiation fee and if the remaining former joint member subsequently elects to resume membership that remaining former joint member shall pay the full amount of dues and also the full initiation fee for such category. If necessary on account of such continuations as individual members, the limit of 300 Boating members may be exceeded temporarily.

### **3. Changes in Status Require Approval**

Changes from any category of membership to any other category of membership are not automatic and shall be granted only upon approval by vote of the Board of Directors, except that (i) changes from Intermediate to Boating status shall occur automatically when the Boating membership age level is reached as set forth in Article III, Section D(1), and (ii) changes from Boating to Senior status shall be granted automatically upon request of an eligible Boating member in good standing. All such changes shall be made only in accordance with the membership criteria and regulations in effect at the time the request is made (if automatic) or acted upon by the Board of Directors (if subject to Board approval).

## **M. RESIGNATIONS**

### **1. Resignations in Writing**

All resignations shall be made in writing (which may include an electronic writing) to the Board of Directors. Resignation does not relieve the member of any of such member's financial obligations to the Club; the Club may take any and all appropriate actions to collect debts owed by the member.

### **2. No Vested Ownership Interest**

All interest in the property of the Club of members resigning or otherwise ceasing to be members shall be vested in the Club.

**ARTICLE IV. MEMBERSHIP MEETINGS**

**A. MEETINGS**

**1. Annual Meeting**

There shall be an Annual Meeting of the Club between November 1 and December 31 each year at a date to be set by the Board of Directors.

**2. Special Meetings**

Special meetings may occur under either of two circumstances.

- a. Special Meetings shall be held at the discretion of the Board of Directors.
- b. If fifteen voting members of the Club desire particular action, they shall submit a written request addressed to the Secretary, stating their wishes for a special meeting and the particular action they wish to have taken at that meeting. The Secretary shall present the request at the next meeting of the Board of Directors, who shall call a meeting of the membership within 45 days of the Board meeting.

**3. Proxies**

Voting by proxy or absentee ballot shall not be allowed.

**4. Quorum**

Ten percent (10%) of the members eligible to vote shall constitute a quorum for the transaction of business at any membership meeting of the Club.

**5. Notice Requirement and Limitations**

- a. Except with respect to (i) nominations from any person other than the Nominating Committee as described in Article VI, Section D(2), and (ii) proposals other than as recommended by the Board of Directors for dues or any assessment or capital expenditure requiring membership

approval as described in Article IV, Section A(5)(b), all items required by these By-Laws to be approved by the membership at a membership meeting must be communicated in writing and/or electronically at least thirty (30) days prior to the meeting.

- b. Any proposal other than as recommended by the Board of Directors for dues or any assessment or capital expenditure requiring membership approval at a membership meeting must be made in writing and filed with the Secretary not less than fourteen (14) days prior to the meeting. Notice of any such proposal satisfying these requirements shall be sent to each member at least seven (7) days prior to the meeting.
- c. A Special Meeting may consider only the agenda item(s) communicated to the membership.

## **B. ANNUAL ELECTION**

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

|                |                    |
|----------------|--------------------|
| Commodore      | Secretary          |
| Vice Commodore | Treasurer          |
| Rear Commodore | Membership Officer |

And seven Directors who shall be the Department Officers specified in Article VI, Section C.

All the foregoing shall serve until successors shall be elected in their places. Any may be elected to succeed themselves. Vacancies may be filled in accordance with the provisions of Article V, Section C(5).

**C. ORDER OF BUSINESS**

At every membership meeting, a quorum being present, the order of business shall be as follows, for those items properly noticed and under consideration at that particular meeting:

- First: Reading of the record of the last annual meeting, which shall stand as approved unless corrected. Reading may be waived by majority vote of the members present and voting.
- Second: Reports of Officers and Committees
- Third: Treasurer’s Report
- Fourth: Presentation and votes on Dues, and any Assessments and Capital Expenditures requiring approval of the membership
- Fifth: Election of Officers
- Sixth: Consideration of By-Laws Amendments, if any have been offered in advance
- Seventh: Unfinished Business
- Eighth: New Business brought by the Board or by members in attendance

**D. RULES OF ORDER**

**1. Parliamentary Authority**

The Rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern meetings of the Club membership in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

**2. Direction from Chair**

Any member wishing to speak shall rise and address the Chair. If two or more members shall claim the floor at the same time, the Chair shall decide who is entitled to it.



### **3. Motions – How Made**

All motions or resolutions shall be reduced to writing, if required by any member present.

### **4. Eligibility to Vote**

When a question is put, any Boating or Intermediate member in good standing shall be entitled to vote unless personally interested or excused by the Chair. The Board shall set procedures for voting that assure only one vote per member.

### **5. Limitation of Debate**

- a. In the event that there has been properly submitted any (i) nomination from any person other than the Nominating Committee as described in Article VI, Section D(2), or (ii) proposal other than as recommended by the Board of Directors for dues or any assessment or capital expenditure requiring membership approval as described in Article IV, Section A(5)(b), the meeting attendees shall first debate the Nominating Committee's nomination or Board's recommendation, as applicable, before debating such other nomination or proposal.
- b. No member shall speak more than twice upon the same question without permission from the Chair.
- c. No member may speak for more than five minutes on any single item in the order of business without the permission of the Chair.

### **6. Yeas and Nays**

Any five members may call for the yeas and nays on any debatable motion, and the Secretary shall call the names of the members present and record the vote. All votes shall be by written ballot if so demanded by five members.

### **7. Suspension of Rules**

Any of the foregoing rules of order may be suspended by a vote of two-thirds of the members present, but the

suspension shall terminate with the adjournment of the meeting.

## **ARTICLE V. BOARD OF DIRECTORS**

### **A. PURPOSES OF THE BOARD OF DIRECTORS**

The government and management of the Club shall be entrusted to a Board of Directors, made up of the Flag Officers, Administrative Officers, and Department Officers (see Article VI), each of whom shall be deemed a Director for purposes of these By-Laws. Board members are responsible for advancing the best interests of the Club.

### **B. POWERS OF THE BOARD OF DIRECTORS**

#### **1. Charge and Control**

The Board of Directors shall take charge, control, and responsibility for all the property, real and personal, belonging to the Club.

#### **2. Interpretation and Application of By-Laws**

The Board of Directors has sole and complete authority to interpret and apply these By-Laws. The Board may take any action not explicitly forbidden by these By-Laws.

#### **3. Establishment of Club Rules**

The Board of Directors shall be authorized to establish Club Rules governing the conduct of the Club's members, their guests and visitors as such conduct relates or pertains to the Club, and the use and management of the Club and its facilities. Such Club Rules shall be compiled, published in writing and/or electronically and available to the membership. Except as otherwise determined by the Board of Directors, all Club Rules shall become effective and binding thirty (30) days after they are published to the membership.

#### **4. Discipline of Members**

- a. The Board of Directors shall have complete power to issue letters of reprimand, suspend from the privileges of the Club or expel therefrom any member whose conduct shall be pronounced to have endangered the welfare, interest or character of the Club or for material violations of the Club Charter, Bylaws, Club Rules or applicable federal, state or local laws, rules or ordinances in accordance with the procedures set forth in the Club Rules and this Article V, Section 4. Such power shall be in addition to and not impair or limit the Board's authority set forth in Article VIII, Section H.
- b. The Board is empowered and required to issue from time to time standing procedures for reporting, investigating, adjudicating, and determining consequences of any complaint regarding member misconduct. These procedures must ensure a fair and reasonable opportunity for the alleged violator to be heard before any action is taken, as well as confidentiality for the alleged violator until the Board has made a final decision. The Board has the authority to modify standing procedures if necessary to assure a fair hearing for all parties to the dispute. Any proposed action in a discipline matter (other than a matter arising pursuant to Article VIII, Section H(2)) requires a two-thirds vote by the Board.
- c. The suspension of either partner from privileges of the Club or expulsion pursuant to Article V, Section B, Paragraph 3, may, at the discretion of the Board, operate as a suspension from privileges or expulsion from membership either for both partners or just the partner being disciplined.
- d. The Board will not intervene in a dispute between two members, unless by majority vote the Board decides the

dispute is having a significant effect on the operation, atmosphere, reputation, or good order of the Club.

## **C. DUTIES OF THE BOARD OF DIRECTORS**

### **1. Audit/Review**

The Board of Directors shall engage a reputable auditing firm to make an annual audit or review of the accounts of the Treasurer and shall report the results of the audit or review to the membership.

### **2. Expenditures**

- a. The Board shall approve a budget of proposed and expected income and expenditures for the fiscal year. The Board may change the budget at any time.
- b. The Board of Directors shall approve or disapprove all investment and improvement expenditures. The Board shall define what constitutes “investments and improvements.”
- c. The Board may set and enforce policies and procedures to control expenditures.

### **3. Financial Statement**

The Board shall, at the Annual Meeting, present a financial statement for the past year.

### **4. Committee Appointment**

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.

### **5. Board and Officer Vacancies**

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 of the Club.

## **D. MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS**

### **1. Regular Meetings**

- a. At least six meetings of the Board of Directors shall be held each year. Meetings will take place at times designated by the Board, or at the call of the Commodore or any two officers on written notice by the Secretary.
- b. Board meetings are open to all members of the Club. However, members may not speak at a meeting unless invited to do so by the Board. All visitors must leave the meeting room whenever the Board votes to go into executive session.
- c. The Board may conduct deliberations in executive session if the Board determines, in its discretion, that deliberations in an open meeting session would expose the Club or any of its members, applicants for membership, officers or employees to potential reputational damage, legal or financial liability or breach of privacy or security, or disclose confidential attorney-client communications, details of litigation or any employment, contractual or financial terms or negotiations. No action of the Board may be finally approved in an executive session.
- d. The record of each Board meeting shall be available to the membership after the Board has approved that record.

### **2. Quorum for Board Meetings**

A majority of the duly qualified Directors shall constitute a quorum for the transaction of business at any meeting. Less than a quorum may adjourn to a date certain. A Director shall be deemed present at any meeting for quorum and voting purposes if such Director is at a remote location but connected with the meeting by any device or devices that

permit such Director to hear, be heard and effectively participate in the meeting.

### **3. Votes at Meetings**

Except as expressly provided elsewhere in these By-Laws, all questions shall be decided by majority vote of the Board members present and voting. In the event of a tie vote, the matter fails to pass; however, it may be reconsidered at any time.

### **4. Board Action Outside of Meetings**

Except as provided to the contrary in the Maine Act, the Board shall be authorized to approve actions requiring Board approval outside of a Board meeting solely in accordance with this Article V, Section D(4).

Any action authorized by these By-Laws to be taken at a Board meeting may be taken without such a meeting by written (which may include electronic) voting in accordance with this Article V, Section D(4). To conduct such written voting, the Secretary shall distribute to all Directors, in writing (which may include an electronic writing): (i) a text setting forth the proposed action; (ii) supporting or background information or materials, if any; and, (iii) instructions for submitting a written vote. Approval of the proposed action by written voting shall be valid only if a number of Directors at least equal to the number necessary to constitute a quorum as set forth in Article V, Section D(2) (or such greater proportion of Directors as may be required elsewhere in these By-Laws to approve particular actions) submit written votes approving such action, and no Director submits a written vote disapproving such action or promptly files written objection thereto with the Secretary. All such written votes and objections shall be recorded by the Secretary.

## **ARTICLE VI. OFFICERS AND COMMITTEES**

### **A. FLAG OFFICERS**

The Flag Officers of the Club shall consist of the following:

Commodore

Vice Commodore

Rear Commodore

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

#### **1. Duties of the Commodore**

It shall be the duty of the Commodore to take command of the Squadron, to preside as Chair at all meetings, and enforce all laws and regulations of the Club. For purposes of the requirement in the Maine Act that all Maine Nonprofit Corporations have a president, the Commodore shall be deemed to be the President of the Club. The Commodore shall be the chief executive officer of the Club but may delegate (i) particular executive functions to any other officer, and (ii) day to day Club management functions to the Club Manager.

#### **2. Duties of the Vice Commodore**

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his or her duties, and, in his or her absence, to officiate in his or her stead. The Vice Commodore shall also be responsible for the direct supervision of certain of the Department officers who shall then report directly to the Vice Commodore, as may be established by the Board.

#### **3. Duties of the Rear Commodore**

It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their

duties and in the absence of both to officiate in their stead. The Rear Commodore shall also be responsible for the direct supervision of certain of the Department officers who shall then report directly to the Rear Commodore, as may be established by the Board.

## **B. ADMINISTRATIVE OFFICERS**

The Administrative Officers of the Club shall consist of the following:

Secretary

Treasurer

Membership Officer

### **1. Duties of the Secretary**

It shall be the duty of the Secretary:

- a. To keep a true record of the proceedings of every meeting of the Club.
- b. To file all documents, records, reports and communications connected with the business of the Club.
- c. To notify members of the time and place of every membership meeting by mail at least seven days prior to the meeting, to state the nature of business on the call of the meeting, and to assure all other requirements for timely notice stated in these By-Laws are met.
- d. In case of inability to attend any meeting, to cause the necessary books and papers to be conveyed to the place of the meeting.
- e. To produce communication to the membership about Club matters, such as a periodic newsletter.
- f. To carry out such other duties as the Commodore, with Board approval, may assign.



## **2. Duties of the Treasurer**

It shall be the duty of the Treasurer:

- a. 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.
- b. To make a report to the Club at each regular meeting, or whenever called for by the Board of Directors or a vote of the Club.
- c. To have the custody of all the funds and intangible property of the Club, under the direction of the Board of Directors.
- d. To carry out such other duties as the Commodore, with Board approval, may assign.

## **3. Duties of the Membership Officer**

It shall be the duty of the Membership Officer:

- a. To execute Club policy and regulations regarding the election of members.
- b. To notify each approved candidate of his or her election to membership.
- c. To give to each new member a copy of the Constitution and By-Laws, calling attention to Article III, Section I.
- d. To keep a correct roll of all members.
- e. To keep a correct list of the names, dimension, rig and ownership of each yacht enrolled in the Club.
- f. To have prepared and printed the Club Roster, yearly or when directed by a vote of the Board of Directors. Whenever a Club Roster is printed, the Membership Officer shall send a printed or electronic copy to every member of the Club. The Roster shall include a facsimile of the Club Flag, a copy of the Constitution and

By-Laws, a list of yachts and their owners, a list of officers and members, and other information the Board may require.

- g. To carry out such other duties as the Commodore, with Board approval, may assign.

### **C. DEPARTMENT OFFICERS**

There shall be within the Club Department Officers responsible for each of the following functions:

Cruise Officer

Entertainment Officer

Food and Beverage Officer

House and Grounds Officer

Junior Program Officer

Race Officer

Waterfront Officer

Each Department Officer is responsible for the general welfare of the Club. Within that framework, the Officer shall monitor and supervise Club activities in his/her functional area (as defined by the Board), to carry out such other duties as the Commodore, with Board approval, may assign, and provide such recommendations and advice to the Board of Directors as the Board requests and/or the Officer deems appropriate.

The Board will from time to time cause to be prepared a written description of each Officer's responsibilities.

## **D. ELECTION OF FLAG, ADMINISTRATIVE, AND DEPARTMENT OFFICERS**

### **1. Nominating Committee**

- a. The Board of Directors shall appoint a Nominating Committee consisting of five members at least 60 days prior to the Annual Meeting. A Board member will be assigned by the Commodore to act as a liaison between the Committee and the Board. This person will have a non-voting advisory role with the committee. Membership on this committee will consist of a four-year term, renewable for a second term with Board approval.
- b. The Nominating Committee shall nominate candidates for all Flag, Administrative, and Department Officer posts. Their recommendations for nominations shall be submitted to the current Commodore and, if a new Commodore is being nominated, to that person, for review and comment prior to official nomination. However, the Commodore does not have veto authority.
- c. Notification of all nominations for officerships shall be sent to each member at least 30 days prior to the Annual Meeting.

### **2. Additional Nominations Prior to Annual Meeting**

Additional nominations of candidates for the various Club offices may be made by a written nomination, with the consent of the nominee. The document must name the candidate and the office for which he or she is nominated. It must bear the signature of the nominee and at least seven members in good standing eligible to vote. It must be filed with the Secretary not less than 14 days prior to the Annual Meeting. Notice of any additional nominations shall be sent to each member at least seven days prior to the Annual Meeting.

**3. Limitations on Additional Nominations at Annual Meeting**

Nominations from the floor shall not be permitted at the Annual Meeting except upon the vote of two-thirds of the membership present to permit such nominations.

**4. Commencement of Term of Office**

The term of each Officer elected by the membership shall begin immediately following the conclusion of the meeting at which the election takes place.

**E. WARRANT OFFICERS**

The Board may appoint a Fleet Captain, Fleet Surgeon and such other Warrant Officers as may seem appropriate to the needs of the Club. Warrant Officers shall be appointed for one-year terms of office. They may succeed themselves. They shall perform such duties as may be prescribed by the Board.

**F. STANDING COMMITTEES**

**1. Executive Committee**

The Executive Committee shall be comprised of the Commodore, Vice Commodore, Rear Commodore, Treasurer and Secretary.

The Executive Committee shall act as a Board Committee with respect to administrative Club matters concerning the administrative functions of the Club and to provide recommendations to the Board of Directors with respect to such administrative matters. The Executive Committee shall also be authorized to provide assistance to the Commodore and the Club Manager with respect to matters dealing with the day-to-day operation of the Club and matters that arise between Board meetings that require attention that cannot wait until the next regular Board Meeting. The Executive Committee shall not make policy decisions for the Board

except upon a specific delegation by the Board. The Executive Committee shall also be authorized to address matters specifically delegated to it by the Board of Directors. Executive Committee meetings shall be open to any member of the Board of Directors.

## **2. Finance Committee**

The Finance Committee shall include the Treasurer, other members of the Board of Directors, or other members in good standing and eligible to vote, as appointed by the Commodore.

The Finance Committee shall recommend to the Board a budget for operation, a budget for investments and improvements, and the level of Dues, Assessments, Initiation Fee, and other financing mechanisms.

## **3. Other Committees**

The Board of Directors may appoint other standing or ad hoc committees.

## **G. SPECIAL COMMITTEES**

The Board may create special committees for specific tasks and appoint the members of these committees. The Board may likewise dissolve any special committee at any time.

## **H. COMMITTEES HAVING CHARGE OF FUNDS**

All committees having charge of funds shall make a report of receipts and disbursements when required to do so by the Commodore.

## **ARTICLE VII. INDEMNIFICATION FOR VOLUNTEERS**

The Club shall indemnify any person who is or was a member of the Board of Directors or an Officer of the Club or who is or was serving in the capacity as a member of any

committee of the Club or as a volunteer in connection with a regatta or other event hosted by the Club, to the extent authorized by law, and specifically 13-B M.R.S.A. § 714. The Board of Directors may purchase and maintain liability insurance on behalf of such persons or to protect itself against liabilities for such indemnification to the extent authorized by law.

## **ARTICLE VIII. DUES AND OTHER CHARGES**

### **A. DUES**

#### **1. Boating Members**

Annual Dues for Boating members shall be recommended annually by vote of the Board of Directors and must be approved by the membership at the Annual Meeting of the Club.

#### **2. Intermediate Members**

Annual Dues for Intermediate members shall be established by the Board of Directors in conjunction with the budget process.

#### **3. Senior Members**

Annual Dues for Senior members shall be established by the Board of Directors in conjunction with the budget process.

#### **4. Emeritus Members**

An Emeritus member does not pay dues.

#### **5. Honorary Members**

An Honorary member does not pay dues.

### **B. INITIATION FEES**

#### **1. Boating Members**

The Board of Directors shall recommend each year an Initiation Fee for new members. The amount must be

approved by the membership at the Annual Meeting of the Club.

## **2. Intermediate Members**

- a. An Intermediate member shall pay the full amount of the Initiation Fee payable by a Boating member in effect for the year in which he/she/they join the Club. The Initiation Fee shall be payable over the period of Intermediate membership, payable on the date on which Dues are payable, with it being a requirement, however, that the total remaining amount of unpaid Initiation Fee shall be paid on the date on which Dues are payable in the calendar year during which the member ceases to be eligible for Intermediate status.
- b. If an Intermediate member resigns from the Club prior to complete payment of his/her Initiation Fee, he/she shall not be relieved of liability for payment in total of the Initiation Fee, and he/she shall be liable for payment in total of all the unpaid Initiation Fee as of the date of resignation.

## **3. Senior Members**

A Boating Member transferring to Senior membership directly from Boating Membership or from Boating Membership following an approved Temporary Exemption shall not pay an Initiation Fee.

## **4. Emeritus Members**

An Emeritus member shall be exempt from all Fees, Assessments, and Minimums.

## **5. Honorary Members**

An Honorary member shall be exempt from all Fees, Assessments, and Minimums.

**C. ASSESSMENTS**

By vote of three-fourths of the members present and voting at any membership meeting at which business is conducted, the Club may levy an Assessment on each and every member, in a sum not exceeding, in any one year, one-fifth of his or her current Annual Dues. The motion for any Assessment is to include provision as to the date or dates for billing of the Assessment.

**D. OTHER FEES AND MINIMUMS**

A schedule of these Fees shall be communicated in writing to the membership at least 30 days prior to the commissioning of the Club or prior to any subsequent change in the Fees.

**E. CAPITAL EXPENDITURES AND FINANCING**

**1. Approval of Capital Expenditures**

Any single capital expenditure equal to or exceeding 20% of the total dues collected for the prior fiscal year, together with the means of funding the expenditure, must be approved by a majority of the members present and voting at the membership meeting at which the proposed expenditure is presented.

This paragraph shall not apply to emergency replacement of equipment necessary to the functioning of the Club.

**F. PAYMENT SCHEDULE AND PENALTIES**

**1. Payment Schedule for Annual Dues**

- a. Members will be billed for Dues and related Fees on or before January 1 of each year. The Board of Directors may modify this date, and all subsequent payment dates, if the Annual Meeting is conducted on a date that makes these dates unreasonable.



- b. 50% is payable within 30 days of initial billing or February 1, whichever is later.
- c. The remaining 50% is payable within 90 days of initial billing, or April 1, whichever is later.

## **2. Payment Schedule for Assessments**

- a. The payment schedule for an assessment voted at the Annual Meeting shall be the same as for dues.
- b. The payment schedule for an assessment voted at a special membership meeting must be voted at that meeting. It must allow a minimum of 30 days from the billing date for payment to be due.

## **3. Payment Schedule for New Members**

Newly admitted members, will be billed for Annual Dues, Initiation Fee, and any Assessment previously billed to members during the current fiscal year. Payment will be due on the following schedule:

- a. 50% by 30 days after notification of admission or February 1, whichever is later.
- b. 50% by April 1 or 90 days after notification of admission, whichever is later.

## **G. WAIVER**

The Treasurer shall be empowered to waive customary due dates, and to establish an alternative schedule of due dates, for payment of Dues and Assessments and any other charges, when special circumstances warrant, for individual members, if application has been made in writing to the Treasurer. The Treasurer shall be empowered to waive late fees, if application for an alternative schedule has been made prior to the payment becoming late. The Treasurer shall make a timely report of any such arrangements to the Board.

## **H. PENALTIES FOR LATE PAYMENT**

### **1. Late Fees**

All payments not received at the Club within thirty days of the due date will be considered late and a late fee of 5% of the unpaid amount will be added to the total amount due. Thereafter, the overdue balance will accrue interest at 1.5% per month.

### **2. Consequences of Non-Payment of Charges**

- a. Members with a balance more than 90 days overdue are subject to revocation of Good Standing status, suspension or expulsion by a vote of the Board in accordance with Article V, Section D.
- b. Both partners shall be jointly and severally liable for all charges attributable to their joint membership.
- c. Termination of membership for non-payment shall not relieve the delinquent member of any prior indebtedness. No moneys already paid will be refunded.

## **I. REINSTATEMENT**

The Board of Directors shall be empowered to reinstate a member who has been removed from the membership rolls for failure to make timely payment of Dues, Initiation Fee, Assessments, or other charges, if the member submits payment in total together with the late payment fee and the costs of notification. The late payment fee and costs may be waived by vote of the Board of Directors only on written application of the delinquent member and only in exceptional circumstances. If no vacancy exists in the year in which reinstatement is sought, the Board of Directors shall be empowered to reinstate the member in the next available opening.

## **ARTICLE IX. FLAGS AND RACING RULES**

### **A. CLUB FLAG DESCRIPTION**

The Club Flag shall be a broad swallow-tailed pennant with a white field; borders of blue running the entire length of the upper and lower sides, a red border on the halyard side; and red cross, the bars of which at the crossing point form the notch of the swallowtail, the halyard ends forming a distinct angle in its conjunction with the red border, and the outer ends coming into conjunction with the blue border near the tails. The distances between the tails shall be one-half of the extreme width. The borders and cross bars shall be in width one-twelfth of the extreme width of the flag. There shall be a blue star in the center of the white triangle next to the halyard side with one point to the zenith. The star shall be in diameter one-third of the extreme width of the flag. The length of the flag shall not exceed an inch to a foot of the vessel. The width of the halyard side shall be three-fourths of the length.

### **B. NIGHT SIGNAL**

The distinguishing night signal of the Club shall be three lights, red-white-red, suspended vertically in the order named.

### **C. COMMODORE'S FLAG**

The Commodore's flag shall be a blue rectangular flag with a circle of thirteen white stars containing a fouled anchor.

### **D. VICE COMMODORE'S FLAG**

The Vice Commodore's flag shall be a red rectangular flag with stars and anchor in the same design as the Commodore's.

**E. REAR COMMODORE’S FLAG**

The Rear Commodore’s flag shall be a white rectangular flag with stars and anchor in the same design as the Commodore and Vice Commodore’s.

**F. RACING RULES**

The Club’s Racing Rules shall be the current Racing Rules of Sailing of World Sailing, as modified by the United States Sailing Association and any regional or class authority under the sponsorship of which a race occurs.

**ARTICLE X. PROCESS FOR AMENDMENTS**

**A. Power to Amend**

The Constitution and By-Laws may be amended at any Annual or special meeting, provided notice of the proposed amendment(s) shall have been sent to each member of the Club at least two weeks in advance of the meeting at which the amendment(s) is to be acted upon.

Amendments must be approved by the votes of two-thirds of the members present and voting at the meeting at which the amendment(s) have been proposed.

**B. Amendments Proposed by the Board of Directors**

The Board of Directors may from time to time appoint a By-Laws Committee to review all or any portion of the By-Laws and make recommendations to the Board. The Board has the authority to (1) modify any or all committee recommendations, and (2) decide whether or not to present any or all of the final recommendations to the membership for approval

**C. Amendments Proposed by Members**

1. Any member may propose an amendment to the By-Laws, provided he/she/they

- (a) Obtain at least fifteen member signatures in support of the amendment, and
  - (b) Submit the amendment in writing to the Board of Directors, care of the Secretary of the Board, 90 days prior to the date of the meeting on which the amendment will be acted upon.
2. The Board must present all amendments proposed by members to the membership at the next membership meeting. Prior to sending a notice of proposed amendment(s), the Board may
- (a) Negotiate with the proposer to modify the original language. Any substantive changes require approval by a majority of the other sponsors.
  - (b) Recommend the proposed amendment for approval
  - (c) Recommend against approval
  - (d) Present an alternative amendment

#### **D. Limitations on Amendments**

1. Amendments presented for a vote by the membership may not be themselves amended at a meeting except:
- (a) At the discretion of the moderator, portions of bylaw amendments presented to the membership for a vote that are separate and distinct and that do not affect other sections of the bylaws proposed for amendment, may be divided and voted on in separate votes. Such separate votes may be held, at the discretion of the moderator, in the first instance, or after a vote by the membership rejecting a group of bylaw amendments containing separate, discrete and unrelated bylaw amendments.
  - (b) Amendments containing only minor changes in wording are allowed unless they substantively alter the amendment.

2. All proposals for By-Laws changes offered at a meeting will be presented at the next membership meeting, together with the recommendation of the Board of Directors regarding the proposed changes.