

BARK SHANTY SAIL CLUB
A Non-Profit Corporation

BY LAWS
Revised January 1996

ARTICLE I (Name and Purpose)

Section 1: The name of the Club shall be the Bark Shanty Sail Club, and shall herein be referred to as the Club.

Regular membership in the Club shall be open to all individuals who are interested in yachts and yachting, and who pay the dues, as established by the Board of Directors.

Section 2: The purposes of the Club are to preserve and advance the sport of both power and sail boating, to promote yachting skills and encourage boating safety; to conduct yachting events such as races and cruises, to provide a medium for the exchange of yachting information, to serve and promote the interests of boaters and yacht owners, to promote social events suitable for all members, and to do all other things necessary to carry out the foregoing and promote boating.

ARTICLE II
(Membership)

Section 1: Membership in the Club shall be open to all individuals who are interested in yachts and yachting and who have attained eighteen years of age. Acceptance of any applicant for membership shall be solely at the discretion of the Board of Directors.'

Section 2: Each regular membership shall be entitled to one vote for the active regular member and one vote for the legal spouse of said active regular member. Voting entitlement may not be assigned or given in proxy to any other person or member. Said legal voting spouse shall also be granted a regular active membership.

Section 3: Application for membership shall be made in the manner prescribed by the Board of Directors. The application in its approved form shall contain an agreement to abide by the by-laws of the Club. Upon approval by a majority of the Directors present at the meeting considering the application, and upon payment of the required dues and fees, the applicant shall become a member of the Club.

Section 4: Persons under the, age of 18 shall be eligible for a Junior membership at the discretion of the Board of Directors. A Junior Member shall not have voting privileges, but will otherwise be eligible to participate in all activities of the Club.

Section 5: Individuals over the age of 18, who are not boat owners, or are current members of another yachting association, will be eligible for associate membership at the discretion of the Board of Directors. An associate membership will be an individual membership and not a family membership. An associate member will not be eligible to hold elective office and will not have voting privileges, but will otherwise be eligible to participate in all activities of the Club.

Section 6: A member may resign from the Club at any time upon written notice to the Secretary. Termination of the membership shall not release the terminating member from any dues or fees owing at the time of termination.

ARTICLE III
(Management)

- Section 1: The management of the Club shall be vested in a Board of Directors
- Section 2: The Board of Directors shall consist of the following offices and directorships: Commodore, Vice-Commodore, Rear Commodore, *Cruise Director*, Treasurer, Past-Commodore Director, Three General Directors, and two Directors-At-Large.
- The offices of Commodore, Vice Commodore, Rear Commodore, *Cruise Director*, Treasurer, General Director, and Director-at-Large shall be elected by a simple majority vote of the active, regular membership of the Club.
- The office of Past-Commodore Director shall not be elective, but rather shall be an honorary office with full voting rights upon the Board. This office shall be held solely by the current outgoing Commodore and in the event that said PastCommodore Director is unable to fulfill the duties of this office, said office shall remain vacant throughout their normal, expected term as Past-Commodore Director.
- If a change in the number of directors is required, this change shall be placed before the membership for a vote.
- Section 3: The Commodore, Vice-Commodore, Rear-Commodore, *Cruise Director*, and Treasurer shall serve for a term of one year or until succeeded. The PastCommodore Director shall serve for a term of one year. The terms of the three (3) General Directors shall be such that no less than one vacancy occurs at any one annual election. The Director-At-Large shall serve for a term of one year or until succeeded.
- Section 4: A Board Member who, by their action or inaction, fails to perform the regular and expected duties of their office, may, after a review and hearing by the balance of the Board, be dismissed from their present office, by a majority vote of the balance of the Board.
- Section 5: The Commodore shall appoint a Secretary and such other officers and committee chairpersons as may be needed from time to time to conduct the affairs of the Club. Such appointees shall serve at the discretion of the Commodore.
- Section 6: Any member of the Board who absents themselves from three (3) consecutive regular meetings of the Board without previous permission from the Board, or subsequent acceptance of an excuse for their absence by a majority of the Board members present, shall be deemed to have resigned from the Board and will cease to be a member thereof.
- Section 7: The Board of Directors may fill any vacancies among the elective officers or directors that occur between annual meetings by a majority vote of those present at any regular meeting of the Board. A person so appointed shall hold office until the next annual election/installation or until succeeded.
- Section 8: Six members of the Board shall constitute a quorum at any meeting of the Board.
- Section 9: The Board of Directors may employ whatever personnel they deem necessary and for which funds are available to aid in the conduct of the affairs of the Club.
- Section 10: Regular meetings of the Board shall be held at least quarterly at a time and place designated by the Commodore.

Section 11: Special meetings may be called by the Commodore upon sufficient and reasonable notice to the other Board members.

ARTICLE IV
(Elections and Officers)

Section 1: The officers and directors shall be elected by a majority vote of the regular Club members in good standing. The method used for the election of such officers and directors shall be by secret ballot at a time and employing a method so designated by the Board of Directors. The election must occur on an annual basis and the method of balloting shall be conducted in a manner which insures accessibility to the majority of the voting Club members, preferably by, but not limited to the U.S. Mail. Further, the balloting may not be conducted at a meeting or event for which a fee or donation is assessed.

The officers and directors so elected shall serve terms of offices as provided in ARTICLE III, Section 3.

Section 2: At a regular meeting of the Board of Directors, there shall be appointed a nomination committee composed of no less than three (3) voting Club members in good standing. Said committee shall meet and select one name to be placed in nomination for each vacancy which will occur at the next annual election. The candidates so nominated shall, at a minimum, meet the election criteria set forth in ARTICLE IV, Section 2F.

The nomination committee shall provide that a list containing the nominated candidates, the election criteria, and a count of the current voting membership, be posted in a suitable place, no later than September 1 of the current year. Regular, voting Club members in good standing may place in nomination for any vacancy, a name of a candidate. This candidate must meet the election criteria set forth in ARTICLE IV, Section 2F, and must present to the Club secretary, or have presented on their behalf, no later than September 15, a petition containing the written signatures of no less than 10% of the active voting membership who support that nomination.

The above procedures shall be the only method of nomination. The names of all candidates so nominated shall appear on the ballot.

Section 2A: The secretary shall certify that the candidates meet the election criteria for the offices for which they are nominated and further shall verify that any and all petitions are true and correct.

Upon certification, the secretary shall provide that a list of all candidates, by office, be posted in a suitable place, accessible to the majority of the Club membership, no later than September 25 of the current year.

Section 2B: After the names have been posted as stipulated, the Board of Directors shall cause the names of all the certified candidates to be printed on a ballot. Further, the Board shall insure that the ballots will be processed in a secret manner upon completion. The Board shall insure that the ballots be made available to the voting membership in a manner set forth in ARTICLE IV, Section 1, and that this shall occur in such a way as to allow adequate time for the voting Club membership to return their completed ballots by October 20 of the current year.

Section 2C: The completed ballots shall be retained by the Club secretary in a manner which will insure that the ballots will remain secret. At the direction of the Commodore, the secretary shall cause the ballots to be given over to the election inspectors.

Section 20: The Commodore shall, at a regular Board Meeting, appoint three (3) election inspectors, one of whom shall be designated as chairperson. These election inspectors shall be responsible for the counting of the ballots and for assuring the authenticity of said ballots. The decision of the election inspectors shall be deemed final and binding in these matters.

In the event of a tie, the election inspectors shall select a method to resolve the tie.

Section 2E: The votes shall be counted by the inspectors at a time so designated by the Board of Directors and the candidate receiving the highest number of votes shall be declared duly elected.

Section 2F: To be eligible for nomination and election, the following criteria must be met:

ALL CANDIDATES

Club membership must be continuous in nature. A candidate may be nominated for only one office per election. Written, or verbal, consent to serve must be received by the secretary at the time of nomination.

DIRECTOR-AT-LARGE

The candidate must be a regular, active and voting Club member in good standing.

GENERAL DIRECTOR

The candidate must be a regular, active and voting Club member in good standing.

TREASURER

The candidate must be a regular, active and voting Club member in good standing.

CRUISING DIRECTOR

The candidate must be a regular, active and voting Club member in good standing.

The candidate must have been a full, regular, voting Club member for a period of no less than one (1) year prior to nomination.

REAR COMMODORE

The candidate must be a regular, active and voting Club member in good standing.

The candidate must have been a full, regular, voting Club member for a period of no less than one (1) year prior to nomination.

The candidate must have served in an elective office or directorship, or have served in an appointed position within the Club. This term must have been for a period of one year.

VICE COMMODORE

The candidate must be a regular, active and voting Club member in good standing.

The candidate must have been a full, regular, voting Club member for a period of no less than one (1) year prior to nomination.

The candidate must have served in an elective office or directorship, or have served in an appointed position within the Club. This term must have been for a period of one year.

COMMODORE

The candidate must be a regular, active and voting Club member in good standing.

The candidate must have been a full, regular, voting Club member for a period of no less than two (2) years prior to nomination.

The candidate must have served in an elective office or directorship, or have served a full term in any two (2) of the following offices:

COMMODORE
VICE-COMMODORE
REAR-COMMODORE
CRUISE-DIRECTOR
TREASURER
DIRECTORSHIP

Candidates not meeting the above requirements shall not be considered legal candidates and shall not have their names placed upon the ballot.

Section 3: The Commodore shall preside at all meetings of the Club and of the Board, shall appoint all committees and shall be a member ex-officio of all committees, and shall carry out those other responsibilities assigned by the Board and by these by-laws.

Section 4. During the absence of incapacity of the Commodore, the Vice Commodore shall perform the duties and have the powers of the Commodore. During the absence or incapacity of the Vice Commodore, his duties and responsibilities will rest upon the Rear Commodore.

Section 5. The secretary shall keep all non-financial records of the Club and the Board of Directors. The secretary shall certify any and all nomination petitions and shall perform such duties as put forth in ARTICLE IV, Sections 2A and 2C.

Section 6. The Treasurer shall keep all financial records of the Club and have charge of its funds. He shall keep all funds in a bank approved by the Board and in the name of the Club, subject to withdrawal by checks signed in such manner as designated by the Board of Directors. He shall disburse the funds of the Club under the direction of the Board. An annual audit shall be prepared and submitted to the active membership in a manner designated by the Board.

Section 7. The Vice Commodore shall be the line officer responsible for organizing, scheduling and coordinating the social activities of the Club, and may perform other duties as assigned by the Commodore. The Vice Commodore may be supported in this by a Social Committee made up of Club members appointed, with their consent, by the Vice Commodore.

The Rear Commodore shall be the line officer responsible for organizing, scheduling and coordinating the Racing activities of the Club and may perform other duties as assigned by the Commodore. The Rear Commodore may be supported in this by a Race Committee made up of Club members appointed, with their consent, by the Rear Commodore.

The Cruise Director shall be the line officer responsible for organizing scheduling and coordinating the Cruise activities of the Club, and may perform other duties as assigned by the Commodore. The Cruise Director may be supported in this by a Cruise Committee made

up of Club members appointed, with their consent, by the Cruise Director.

ARTICLE V
Budget

- Section 1. The Treasurer shall submit to the Directors at their annual meeting a proposed budget of the expenditures covering total anticipated expenditures for the new fiscal year. This budget shall be considered and approved, with or without revisions, by the Board.
- Section 2. The budget may be reviewed and is subject to revision at any regular meeting of the Board of Directors.
- Section 3. The officers, Board of Directors, members or employees of the Club shall not obligate the Club in excess of the approved budget or otherwise than in accordance with the approved budget.
- Section 4. The fiscal year shall commence the first day of November and end the thirty-first day of October.

ARTICLE VI
Dues

- Section 1. The dues for a regular, associate, and junior membership shall be determined at a regular meeting of the Board of Directors on an annual basis. This decision shall be subject to the procedure of petition as set forth in ARTICLE VII, Section 2.
- The Board of Directors shall have the authority to pro-rate the dues of a new member, as said Board, by a majority vote, deems fair and equitable.

ARTICLE VII
Meetings

- Section 1. The Annual Meeting of the Club shall be held in the latter part of October each year at a time and place designated by the Board. Written notice of such meeting shall be prepared and distributed by the Secretary to the membership at a reasonable time in advance of the meeting.
- Section 2. Special meetings of the members of the Club may be called by the Commodore, or by a majority of the Board, or by a petition of any fifteen members in good standing upon written notice to the Board of Directors fifteen days in advance of the proposed meeting, stating time, place and purpose of the meeting. Such meetings shall not exceed their stated purpose.
- Section 3. A majority of active members shall constitute a quorum at any meeting of members. For passage, any action taken at a regular or special meeting of the members shall require a majority of active members present.

ARTICLE VIII
Amendments

- Section 1. These by-laws may be amended only by a majority vote of the regular Club members. The Board of Directors must be notified of any proposed by-law amendments.