

CAMDEN YACHT CLUB

BY-LAWS, INCORPORATING PROVISIONS OF THE FORMER CONSTITUTION

Adopted August 24, 2013

Revised August 24, 2019

ARTICLE I

NAME, PURPOSE, AND LOCATION

The name of this Club shall be the Camden Yacht Club. The purpose of the Club is to facilitate all aspects of boating, from its location on the waterfront in Camden, Maine. The Club was incorporated in 1906 and is a nonprofit 13-B corporation under the laws of the State of Maine.

ARTICLE II

MEMBERS

Any person may become a member in good standing with the Club, provided that he or she fulfills the requirements of admission to the Club as described in Article X. The Club does not discriminate against any person on the basis of race, creed, color, national or ethnic origin, age, sex, or sexual orientation.

ARTICLE III

OFFICERS AND DIRECTORS

Section 1. Officers. The Officers of the Club shall be the following:

Commodore (Flag Officer)
Vice-Commodore (Flag Officer)
Rear-Commodore (Flag Officer)

Fleet Captain
Secretary
Treasurer

Section 2. Board of Directors. The Board of Directors shall consist of the Club Officers, twelve additional non-officer Directors, and any non-voting Honorary Directors, all of whom shall be duly elected and qualified.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting of the Club, held on the last or next to last Saturday in August, or at such other time as determined by the Commodore. The Commodore shall chair the Annual Meeting. Ordinarily the meeting will take place at the Club House in Camden, Maine.

Section 2. Special Meetings. Special meetings may be called at any time by the Commodore, or shall be called by the Secretary upon the written request of at least twenty memberships.

Section 3. Notice. The Secretary shall arrange for notice of Annual and Special Meetings to be sent by mail or electronic means to each membership at the address on file with the Club, at least seven days before the date of the meeting. The time and place of the meeting shall also be posted on a timely basis on the Club bulletin board, on the Club web site, and if possible included in the Club newsletter. The posting of the Annual Meeting shall include draft minutes of the prior Annual Meeting and any subsequent Special Meetings.

Section 4. Quorum. Fifteen Club memberships attending in person, excluding Officers and non-officer Directors, shall constitute a quorum at any Club meeting. In case no quorum is present, those in attendance shall have power to adjourn until a quorum is present.

Section 5. Voting. A Regular, Junior or Senior membership in the Club, whether individual or family, constitutes one vote at all Club Meetings: only one vote per membership shall be permitted. Honorary Members do not vote. Voting shall be by ayes and nays, unless another method shall be declared by the meeting chair before the vote is taken; and matters shall be decided by a majority of votes cast unless otherwise specified in these by-laws.

Section 6. New Business. Should a member wish to bring any matter before the Club, other than a nomination, which is governed by Article VII, Section 3, a written notice shall be filed seven days before the meeting, clearly specifying the substance of it, and the Secretary must include a notice of this in the call for a meeting.

Section 7. Parliamentary Procedures. The Secretary, whose principal duty at Club meetings is to record the proceedings, will also act as Parliamentarian. At all meetings, parliamentary questions shall be resolved by reference to Roberts Rules of Order. In the absence of the Secretary, an Acting Secretary appointed by the meeting chair shall discharge these duties.

Section 8. Order of Business. The order of business at all meetings shall ordinarily be as follows:

1. Quorum Call
2. Approval of Minutes
3. Report of Officers
4. Report of Committees
5. Unfinished Business
6. New Business, including matters raised in accordance with Section 6 of this Article
7. Election of Officers
8. Adjournment

ARTICLE V

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election. Officers, non-officer Directors, and Honorary Directors shall be elected at the Annual Meeting. These newly elected individuals shall begin their terms at the close of that meeting.

Section 2. Term of Office: Officers. At each Annual Meeting, Club Officers shall be elected for one-year terms and shall hold office until the close of the next Annual Meeting or until their successors have been elected and qualified, or until death, resignation or removal. Flag Officers may not hold the same office for more than two consecutive terms. Other Officers may hold their offices for up to six consecutive terms. Former Officers may be re-elected to a position as Officer or non-officer Director after a break in service of at least one year.

Section 3. Term of Office: Non-officer Directors. At each Annual Meeting three non-officer Directors shall be elected to the Board of Directors for a term of four years and shall not be eligible for re-election until a break in service of at least one year. Any vacancy occurring in the Non-officer Directors due to election as an Officer, resignation or other reason shall be filled by election of a Non-officer Director for any remaining unexpired term at the annual meeting. Non-officer Directors shall serve until their successors are duly elected and qualified, or until death, resignation, or removal.

Section 4. Term of Office: Honorary Directors. Non-voting Honorary Directors may be elected at the Annual Meeting for a term of one year and may succeed themselves with no limit on the number of terms.

Section 5. Vacancies. An Officer vacancy may be filled by appointment of the Commodore, with approval of the Board of Directors. In the event that the vacancy is

that of the Commodore, the Vice Commodore shall become Commodore until a new Commodore is elected and takes office at the next Annual Meeting. A non-officer Director may be elected as an Officer, which will create a vacancy on the Board. Any such vacancy, or a vacancy created for any other reason, shall be filled by election of a Director for any remaining unexpired term at the next Annual Meeting.

Section 6. Removal. Any Officer or non-Officer Director may be removed from office with or without cause, at a meeting of the Board of Directors, by a vote of twothirds of the Board of Directors then in office, provided that notice of such a vote is included in the call for the meeting.

ARTICLE VI **DUTIES OF OFFICERS**

Section 1. Commodore. The Commodore shall take command of the fleet, preside at all meetings of the Club, and enforce the by-laws and other Club rules and regulations. The Commodore shall chair the Board of Directors, and shall be an ex-officio non-voting member of all Club committees except the Protest Committee. The Commodore or his designee shall represent the Club to the world at large.

The Commodore shall appoint Chairs of Standing Committees and Ad-hoc Committees. In addition, the Commodore shall ensure the supervision and management of all paid Club staff, and enforce the provisions of the Club Employee Manual.

Section 2. Vice- Commodore. The Vice-Commodore shall assist the Commodore in the discharge of the Commodore's duties, and in the absence of the Commodore shall preside at Club meetings. The Vice-Commodore shall take primary responsibility for the physical assets of the Club, which includes the general supervision of, and responsibility for, maintenance and repair of the Club buildings, grounds, dock, floats and other property. The Vice-Commodore shall have power to make rules and regulations for the use of said property and shall enforce the same, and shall, in consultation with the Officers, set prices for supplies and rentals of Club property for temporary use.

Section 3. Rear-Commodore. The Rear-Commodore shall assist the Commodore and Vice-Commodore in the discharge of their duties, and in their absence shall preside at Club meetings. The Rear-Commodore shall take primary responsibility for food service, management and direction of social functions, and related matters of the Club. The Rear-Commodore shall also be responsible for establishing and managing procedures for member communications, which include the publication of the Club Yearbook, Annual Calendar, Club newsletters and the Club website.

Section 4. Fleet Captain. The Fleet Captain shall be Chair of the Sailing and Racing Committee. The Fleet Captain shall assist the Commodore in arranging on-the-water Club activities and serve as Officer-in-Charge of working with CAYSP. The Fleet Captain shall also assist the Rear Commodore in formulating the Annual Calendar.

Section 5. Secretary. The Secretary shall keep a true and permanent record of all proceedings at meetings of the Club. If supporting documents or other materials are required for such meetings, the Secretary shall arrange for these materials to be conveyed to the meeting. In the case of the Annual Meeting, the Secretary shall make available on a timely basis the draft minutes of the meeting, and shall post these draft minutes prior to the subsequent Annual Meeting in accordance with Article IV.

The Secretary shall also have charge of all documents, reports and communications connected with the business of the Club, and shall file any Club reports required by law, excepting those pertaining to the office of Treasurer.

Section 6. Treasurer. The Treasurer shall be responsible for establishing and managing processes to receive all money due the Club and pay all bills contracted by it and shall keep a correct account of the same.

The Treasurer shall have responsibility for all documents and reports connected with the financial business of the Club.

The Treasurer shall make a report at each annual meeting, and at such other times as may be requested by the Commodore, showing receipts and expenditures.

The Treasurer shall file any financial report required by law.

The Treasurer shall have overall responsibility for the annual budget.

The Treasurer shall keep a correct roll of all the memberships.

The Treasurer shall administer all gifts to the club, regardless of the nature, source, amount or purpose for which given, and maintain an account for restricted monetary gifts separate from the general and administrative funds of the Club. Gifts are to be acknowledged to the donor and to be applied, if feasible, to the purpose for which given. If it is not feasible for a gift to be applied to the purpose for which given, then the Treasurer may apply the gift to a similar purpose, after exercising due diligence in coordinating with the donor or his/her heirs.

ARTICLE VII

DUTIES OF DIRECTORS

Section 1. Board of Directors. The Board of Directors shall have full charge of the general management of Club affairs. It must approve the Club Employee Manual, the annual budget, and all transactions outside the ordinary course of business. The Board shall also appoint the directors and approve the annual budget of the Camden Area Youth Seamanship Program (CAYSP) in accordance with the by-laws of that organization. The Board of Directors shall have the power to consider and accept gifts to the Club, and shall have the discretionary power to transfer Club assets, with or without remuneration. In completing any such transfer, the Board of Directors shall authorize the Treasurer to execute any required documents on behalf of the Club.

Section 2. Meetings. The Board of Directors shall meet at least once during the year prior to the Annual Meeting, and at other times as needed. At meetings of the Board of Directors, a quorum shall consist of the Commodore or his designee, and at least five of the twelve non-officer Directors then in office, participating in person or by telephone. Honorary Directors are not counted for purposes of determining a quorum.

Section 3. Nominating Committee. Not later than ninety days prior to the Annual Meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least three members, including a current Officer, a current non-officer Director, and a member at large. It is desirable that at least one committee member should have served on the committee in the recent past. Once constituted, the membership of the Nominating Committee should be posted on the Club bulletin board and on the Club website. The duties of the Nominating Committee are as follows:

The Nominating Committee shall propose a slate of Officers and a class of three non-officer Directors as described above. The Nominating Committee may also propose Honorary Directors. Qualifications for all these positions may be established or changed from time to time. In developing its proposals, the Nominating Committee is encouraged to seek the input of the membership. The Nominating Committee shall provide each nominated Officer with a written description of the responsibilities of the position for which he or she has been nominated. The Nominating Committee shall also provide each nominated Officer and non-Officer Director with a copy of the Conflict of Interest Policy.

The slate of candidates for election to their several roles at the next Annual Meeting shall be posted on the Club bulletin board and on the Club website, and communicated to the membership by mail or electronic means, at least ten days prior to the Annual Meeting. Additional nominations from the membership will also be accepted, provided that the candidate names are submitted to the Secretary, together with the names of at least fifteen members making the nomination, at least five days prior to the Annual Meeting. The Secretary shall promptly post such additional nominations on the Club bulletin board and the Club website and communicate the additional nominations to the membership by mail

or electronic means. Nominations from the floor at the Annual Meeting will be considered out of order.

Section 4. Audits. The Board of Directors may call for an audit of club finances from time to time, but an annual audit is not required.

Section 5. Dues and Initiation Fees. The Board of Directors shall have the power to fix the initiation fees and annual dues of each class of members. Initiation fees shall be entered into a capital account. Dues may be used as general operating funds.

Section 6. Colors. The Board of Directors shall have the power to designate the Club colors and to issue rules in regard to their size and use.

ARTICLE VIII

CONDUCT OF CLUB LEADERSHIP

Club Leaders (Officers, non-officer Directors, and those who are appointed to positions of leadership) are expected to perform their duties in an ethical and professional manner. This includes acknowledging and agreeing in writing to the Club Conflict of Interest Policy. When discussing issues with members, Club Leaders must maintain an impartial stance, and should not share confidential information without permission of the members involved. Confidential internal discussions among the Officers and non-officer Directors are not to be shared outside the Board of Directors. Individual preferences on an issue are always secondary to the interests of the Club as a whole.

ARTICLE IX

COMMITTEES

Section 1. General. The Club assigns specific duties to committees in order to enhance Club operations. Committees are expected to serve the needs of the membership by working together as a team. Some committees are standing committees: Membership; Social; Sailing and Racing. Other committees may be constituted from time to time on an ad-hoc or a recurring basis. Chairs of committees shall be appointed by the Commodore. Ordinarily, members of such committees will be appointed by the Chair and approved by the Commodore. An exception to this practice is the Nominating Committee, described in Article VII.

Section 2. Membership Committee. The Membership Committee shall consist of the Chair and at least two other members who shall be appointed by the Chair, and approved

by the Commodore. It shall be the duty of this committee to consider and examine the qualifications of the candidates for admission to membership as provided in Article X.

Section 3. Social Committee. The Social Committee shall consist of the Chair and at least two other members who shall be appointed by the Chair, and approved by the Commodore. This committee shall assist the Rear Commodore in the management and direction of all social functions of the Club. The Chair shall be responsible for recruiting the necessary voluntary personnel to perform the services required by this committee.

Section 4. Sailing and Racing Committee. The Sailing and Racing Committee shall consist of the Chair, who is the Fleet Captain, the Rear-Commodore, and at least two other members who shall be appointed by the Chair, and approved by the Commodore. This committee shall take charge and supervise all seamanship and sailboat instruction conducted by the Club and be responsible for the supervision of all racing activities. The Chair shall be responsible for recruiting the necessary voluntary personnel and employees to perform the services required by the committee. The committee shall further appoint judges to act independently in the operation and conduct of all duly scheduled races, which group shall serve as the Protest Committee when needed.

ARTICLE X

MEMBERSHIP

Section 1. Size of Membership. The authorized quota of memberships shall be determined by the Board of Directors.

Section 2. Classes of Members.

- (a) Regular Member. A Regular membership shall consist of any approved individual, 18 years of age or older, or a family, which includes a spouse or domestic partner and any dependent children.
- (b) Senior Member. All of the provisions of the former Constitution which governed the Senior Membership category as they existed prior to that category's elimination of August 25, 2001 shall continue to be applicable only to those members who have already attained Senior Membership prior to August 25, 2001, and to eligible members, who have made written application for such status prior to August 25, 2001. Senior members will not be counted for the purpose of determining the authorized quota of Club memberships.
- (c) Junior Member. Junior membership is extended to an individual or family with the same qualifications as those for Regular memberships except that the individual or senior member of the family may not exceed age 40. A Junior

member has the option of paying the initiation fee over a period of five years, of installments of not less than 1/5 of the total initiation fee of the year of acceptance. A Junior member whose age is 35 or less as of January 1st shall pay one-half the annual dues of a Regular member. A Junior member whose age is more than 35 as of January 1st shall pay the annual dues of a Regular member. Junior memberships shall have all the privileges of Regular membership. Junior memberships will be counted for the purpose of determining the authorized quota of total membership.

- (d) Honorary Member. Honorary members are Club members whom the Board of Directors may determine as having made exceptional contributions to the Club over an extended period of time. The total number of individuals designated as Honorary at any given time shall not exceed ten. Honorary members shall pay no dues. They shall enjoy all privileges of the Club. Honorary members will not be counted for the purpose of determining the authorized quota of Club memberships.

Section 3. Admission to Membership. Each candidate for membership in the Camden Yacht Club must be sponsored and proposed by a member and seconded by two members, in writing, at least two weeks before the candidacy may be acted upon, but in no event prior to the candidate being made known to at least five members of the Board of Directors and three members of the Membership Committee. Each proposer and seconder must have been a member, in good standing, of the Camden Yacht Club for at least one year and have known the candidate for at least one year. The proposal for membership is not to be made for business reasons.

If the candidacy is favorably acted upon by the Membership Committee, it shall be so reported to the Commodore and Treasurer, except that candidates for Honorary Membership must be favorably acted upon by the Board of Directors.

A legacy candidate for membership is the child of a current or deceased member; such member having been active in the club for 15 consecutive years. Legacy candidates will receive priority over non-legacy candidates in the group of names being reviewed for approval by the Membership Committee. They will not precede candidates who have already been approved for membership and are awaiting openings.

The Membership Committee may, at its discretion, defer to the Board of Directors the decision to approve a candidacy, in which case the Board may at a meeting approve by unanimous vote such candidacy for membership.

On notification of acceptance to membership, a candidate may elect to choose to postpone acceptance to membership or be removed from the waiting list. If a candidate chooses to postpone acceptance, that candidate's name will be placed at the end of the current waiting list. A candidate for membership may only use the option to postpone

acceptance one time. The Board may extend the time deferred candidates are allowed to remain at the bottom of the active waiting list. If a candidate is removed from the waiting list, a new proposal for membership would have to be presented to the Membership Committee to initiate reapplication for membership.

Section 4. Resignations and Sanctions.

- (a) Members in good standing and free from indebtedness may withdraw at any time by delivering a written resignation to the Treasurer. A letter of resignation does not eliminate any outstanding financial obligation to the Club.
- (b) Any member in good standing, who for good reason resigns, has the one time option to reapply for membership any time after three years, by written application to the Membership Committee. If approved by the Membership Committee and the Board of Directors, he/she shall be accepted to the full membership subject to the payment of the difference between the member's original initiation fee and current initiation fee. He/she will go to the top of the next approved group qualified for membership. The Board of Directors may make exceptions at their discretion.
- (c) In the event of divorce or family dissolution, the membership held by the couple shall terminate and two new memberships shall be created. If both members activate the new memberships, the initiation fee for each new membership shall be one-half of the standard initiation fee. If only one member activates a new membership, no initiation fee for the new membership shall be paid. Memberships created under this section shall not be subject to procedures or restrictions otherwise applicable to new memberships, and may commence and proceed immediately without lapse in seniority.
- (d) Any member may receive an appropriate sanction at the discretion of the Board of Directors for failure to comply with the by-laws or Club rules, or for conduct or behavior deemed to be inappropriate by the Board of Directors. Such member shall have the right to a hearing before the Board of Directors to contest the sanction, provided that a written request for such hearing is received within thirty (30) days of the date of the sanction.
- (e) Termination of membership, for any cause whatsoever, shall deprive the membership of the right to carry or display the Club burgee and shall operate as a release of all right or title to or interest in the property and assets of the Club.

ARTICLE XI

DUES AND ACCOUNTS

Section 1. Payment. Members' annual dues will be billed in January of each year and shall be due and payable in full by March 15th of each year; any assessment made in accordance with Article XII shall be payable at such time as determined by the Board of Directors; other indebtedness to the club shall be settled monthly.

Section 2. Use of Club. Only members of the Club with all dues, assessments or other indebtedness paid, and their guests shall be permitted to use the club facilities and participate in club events under any circumstances. Guests shall be accompanied by a member at all times.

Section 3. Failure to Pay: Loss of Membership.

- (a) Any member failing to pay the full annual dues on or before March 15th of any year shall be sent a registered letter informing the member that the membership will cease as of May 1st of that year if dues are not received on or before that date. If dues are not received on or before May 1st, that member shall be deemed to have resigned.
- (b) Any member failing to pay any other indebtedness (other than annual dues) on or before November 15th of that year shall be sent a registered letter informing the member that this indebtedness must be paid and received on or before December 15th, or the membership will cease. Termination of membership shall not relieve a member of prior indebtedness. For the purposes of this section, a legal postmark will be considered acceptable as the date of payment.

ARTICLE XII

ASSESSMENTS

No general assessment for any purpose shall be made except upon prior notice sent by mail or electronic means to each membership at the address on file with the Club and by the vote or written consent of two thirds of the Board of Directors then in office. Such special assessments shall be collected by the Treasurer and used only for the purpose for which the assessments are levied.

ARTICLE XIII
LIMITATION AS TO CLUB LIABILITY

By accepting membership into the Camden Yacht Club, each member agrees that the Camden Yacht Club shall not be liable for any personal injury to any member and/or damages to any member's vessel, personal property, appurtenances and/or contents thereof. The Club's limitation from liability under this article shall include, but not be limited to damages, injury or illness caused by (a) Fire; (b) Theft; (c) Vandalism; (d) Water Damage; and/or (e) Negligent acts or omissions.

ARTICLE XIV
FORCE OF BY-LAWS

These By-laws shall be the supreme law and rule of the Club. Any rule or order in conflict therewith shall be void.

ARTICLE XV
AMENDMENTS

Amendments to the by-laws may be made at any Annual Meeting by a favorable vote of two-thirds of the memberships present at such meetings. Such proposed amendments must be approved by the Board of Directors and posted on the bulletin board at the Club House and on the Club website for at least 30 days prior to the Annual Meeting except that the provisions with respect to posting may be waived by unanimous vote at the annual meeting.

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