

BY-LAWS OF CHAPOQUOIT YACHT CLUB, INC.

2011

ARTICLE I

The name of this Corporation is the Chapoquoit Yacht Club, Inc., which is hereinafter sometimes called the "Club."

ARTICLE II

Purposes and their Implementation

The purposes of the Club, as expressed in its Agreement of Association , are the encouragement of its members in small boat handling, seamanship, and yacht racing and the promotion of other sports and social activities.

In the implementation of such purposes, it shall be the duty of the officers and members of the Club to promote and adhere to a high standard of sportsmanship and good conduct.

ARTICLE III

Membership

Sec.1 Family Members shall be the head or heads of a family.

Sec.2 Active Members shall be those participating in the activities of the club as defined in Article II, including heads of families who may qualify as Active Members under this Section.

Sec. 3 The status of a person who was a Member (other than an Honorary Member) in the preceding yachting season shall continue for 12 months following the date that he has most recently been billed for such membership if such dues are paid within 30 days of such billing.

Sec. 4 Honorary Members may be elected by the unanimous vote of the officers and Council. Such membership shall expire at the end of the yachting season during which time the Honorary Member shall have been elected. Honorary Members shall have all the privileges of the Club, with the exception of ownership in its property, of voting, and of holding office.

ARTICLE IV

Government

Sec.1. The general management and control of the affairs, funds, and property, owned or leased, of the Club shall, subject to these By-Laws, be vested in the Council. The activities of the Club shall be conducted under the direction and leadership of the Officers with the advice and consent of the Council.

Sec.2. The Officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary with the powers of clerk, a Treasurer, a Race Committee Chairman, and such other officers as the Council may from time to time determine and appoint. All Officers shall be active members of the Club.

Sec.3. The Council of the Club shall consist of nine members of the Club – the Commodore, the Vice Commodore, the Treasurer, the Chairman of the Race Committee, one of the Trustees of the Champoquoit Associates (designated by the Trustees), and four others, elected as provided in Article VI, Sec. 2. The Council shall elect its own Chairman from its members and may elect its own Secretary; and in the absence of such election, the Commodore shall act as Chairman and the Secretary of the Club shall keep the records of meetings of the Council.

ARTICLE V

Club Property

Sec. 1. The property of the Club shall be held for the benefit of the Membership of the Champoquoit Yacht Club, which will be responsible for its maintenance, replacement, disposal.

ARTICLE VI

Election of Officers and Council

Sec.1. The Commodore, Vice Commodore, Rear Commodore, Treasurer, Secretary, and Race Committee Chairman shall be elected at the Annual Meeting by a plurality vote of the Members of the Club present at such meeting for a one year term commencing on the 15th day of October next following their election and until their respective successors are duly elected and qualified.

Sec.2. At each Annual Meeting, two Members of the Club 18 or more years old shall be elected by a plurality vote of Members of the Club present at such meeting and 18 or more years old to serve on the Council for the two club years next following their election and until their respective successors are duly elected and qualified.

Sec. 3. No election of Officers or of the Council need be by ballot unless requested by a Member entitled to vote at such an election.

Sec. 4. If a vacancy shall occur in any Office or in the elected members of the council, such vacancy shall be filled by nomination and election at the next Regular Meeting of Members – Nominations for such vacancies to be included in the call for the Meeting or posted on the bulletin board of the Club as provided in Article XIV, Sec.2. Until such election, such vacancies may be filled by vote of a majority of the Council.

ARTICLE VII

Meetings

Sec. 1. The Annual Meeting shall be held on the Sunday before Labor Day.

Sec. 2. Regular Meetings of the Club shall be held on call of the Commodore during the last week of June or the first week of July and during the last week of July or the first week of August on such date as may be specified by the Commodore

Sec.3. Unless otherwise specified by the Commodore and in the notice, the Annual Meeting and each Regular Meeting shall be held at 4:00 p.m. at the principal location of the Club in the village of West Falmouth, Massachusetts. The Secretary shall give at least 7 days' notice of each Annual and Regular Meeting.

Sec.4. Special Meetings may be held on the call of the Commodore, who must call a Special Meeting when so requested, in a writing specifying the purpose for which said Meeting is to be called by at least 5 Members of the Club. Special Meetings shall be held at such time and place within the Commonwealth of Massachusetts as the call therefore may designate upon 7 days' notice thereof for a Special Meeting to be held during the yachting season, or 14 days' notice thereof for a Special Meeting to be held at any other time.

Sec.5. A quorum of the Club at any Meeting shall be at least 12 Members of the Club, except at the Annual Meeting the quorum shall be at least 20 Members of the Club. Any Meeting may be adjourned finally or from time to time upon vote of a majority of the Members present notwithstanding that such Members constitute less than a quorum.

Sec.6. Unless waived by a two-thirds vote of Members present at any Meeting, the following order of business (where appropriate) shall be observed at all Meetings:

1. Determination of presence of quorum.
2. Reading of minutes of previous Meeting.
3. Reports of Officers.

4. Reports of Committees.
5. Unfinished business.
6. New business.
7. Report of Nominating Committee.
8. Movement to adjourn

ARTICLE VIII

Duties and Powers of the Council

Sec. 1. The Council shall advise and assist the Officers in carrying out their duties

Sec. 2. The appropriations of the Club and the reports of the Secretary and Treasurer shall be subject to the approval of the Council

Sec. 3. The Council shall hold an Annual Meeting preceding the Annual Meeting of the Members of the Club and shall hold such other meetings as are called by its Chairman. A quorum of the Council at any meeting shall be five members of the Council. The Secretary of the Council shall keep records of its meetings.

Sec. 4. The Council shall elect to membership in the Club or reject the same any applicants recommended for membership by the Membership Committee.

ARTICLE IX

Duties of Officers

COMMODORE:

Sec. 1. The Commodore shall be the principal Officer of the Club and, subject to the advice and consent of the Council, shall be in command of the fleet and property of the Club.

Sec. 2. He shall, when present, preside at all Meetings.

Sec. 3. He shall call all Regular and Special Meetings in accordance with Article VII.

Sec. 4. He shall be ex officio a member of all committees except the Nominating Committee and the Auditing Committee.

Sec. 5. He may appoint committees to serve during his term of office.

Sec. 6. In the event of the temporary absence of either the Secretary or Treasurer, the Commodore may appoint a Member to act in his place.

Sec. 7. He shall, if 18 or more years old, have co-signing authority with the Treasurer and any Assistant Treasurer with respect to any funds in any bank account of the Club.

VICE COMMODORE:

Sec. 8. The Vice Commodore shall assist the Commodore and in his absence officiate in his stead.

REAR COMMODORE:

Sec. 9. The Rear Commodore shall assist the Commodore and Vice Commodore and in their absence officiate as Commodore.

SECRETARY:

Sec. 10. The Secretary shall have custody of all Club documents, records, reports, and communications connected with the business of the Club, except those pertaining to the Treasurer or the Race Committee.

Sec. 11. He shall keep a true record of all proceedings of all Meetings of the Club in a book provided by the Club for that purpose.

Sec. 12. He shall keep a record of all Members and their classifications.

Sec. 13. He shall notify the Treasurer on or before the 15th day of July each year of the Members carried on the roll and notify him during the year of the election of new Members or changes in Membership.

Sec. 17. He shall perform such other duties as may from time to time be delegated to him.

TREASURER:

Sec. 18. The Treasurer shall collect and receive all monies due the Club and pay all bills approved by the Commodore that are within the appropriations or are specifically approved by the Council.

Sec. 19. He shall keep correct accounts of the above in books provided for the purposes by the Club.

Sec. 20. He shall make a report at each Annual and Regular Meeting of all receipts and disbursements since his last previous report and of the amount of money at hand.

Sec. 21., He shall have custody of all funds of the Club, except unexpended appropriations in the hands of committees, and shall receive and expend them through the bank account of the Club in a bank provided by the Council.

Sec.22. He shall make investments of the Club funds or capital expenditures as directed by the Officers and Council.

ASSISTANT TREASURER

Sec. 23. The Assistant Treasurer, if one is appointed pursuant to the provisions of Article IV, Section 2, shall assist the Treasurer in the performance of his duties and shall, with the Treasurer and Commodore, have authority to sign checks drawn on the bank account of the Club.

FLEET CAPTAIN(S) AND CHAIRMAN OF THE RACE COMMITTEE

Sec. 24. Fleet Captain (s) and the Chairman of the Race Committee shall have the status of Officers of the Club and shall be appointed and have the duties specified in Articles X and XII respectively.

Sec. 1 Additional Fleet Captains may be designated by Chairman of the Race Committee. They shall have the Duties of Fleet Captain with respect to any sailing boat enrolled in the Club of a class not having its own Fleet Captain. Each Fleet Captain shall be an Active Member of the Club and, where practicable in the case of a Fleet Captain appointed with respect to a particular class of racing boats, the owner of a boat enrolled in such class.

Sec. 2. It shall be the duty of the Fleet Captain (or of each Fleet Captain with respect to a particular class of sailing boats) to:

Inspect the equipment required by class and/or Club rules of all boats under his supervision at least once each month of the racing season;

Assist the Chairman of the Race Committee to secure, inspect and insure the availability at the proper place and time of boats under his supervision loaned for use in any Championship Series for which the Club is host;

Assist the Chairman of the Race Committee in arranging tows of boats under his supervision which are to participate in regattas or interclub races;

Perform such other duties as may be prescribed by the Commodore or the Chairman of the Race Committee.

ARTICLE XI

Committees

Sec.1. The Committees of the Club shall be Race, House and Entertainment, Membership, Nominating, and Auditing, and such others as the Commodore may appoint.

Sec. 2. All Committees except the Nominating Committee shall consist of Members appointed by the Commodore subject to the approval of the Council. All such Committees shall be appointed for a term, which ceases with that of the Commodore appointing them, or when their successors shall be appointed, whichever shall be sooner.

Sec. 3. The Nominating Committee shall consist of five Club Members, at least two of whom shall be Members under 18 years of age, and at least two of whom shall be Members 18 or more years of age. Nominations for Membership in the Nominating Committee shall be from the floor at the Opening Meeting held in the last week in June or first week in July, and each Member present at such Meeting may vote for five such nominees; the five Members receiving the highest number of such votes and being eligible for service on the Nominating Committee as aforesaid being designated members of such Committee. In the event that for any reason the Nominating Committee is not so elected, those members of the Nominating Committee so elected in the most recent preceding year shall serve as the Nominating Committee for the year in question. The members of the Nominating Committee shall elect their own Chairman and shall fill any vacancies in such Committee in a manner which conforms to the requirements of the first sentence of this section.

ARTICLE XII

Organization and Duties of Committees

RACE COMMITTEE

Sec. 1. The Race Committee shall consist of such number of Members of the Club, not less than three, as the Commodore may designate in his appointments to such Committee.

Sec. 2. It shall be the duty of the Race Committee:

To respond quickly to decide any questions regarding rules,
Rights of way, disputes, Procedures or other decisions needed during sailing races;
To place on file with the Secretary a copy of its Annual Report and the
results of such races;

To have management and control of the Committee and Patrol boats and the racing marks of the Club;

To set racing fees, subject to the approval of the Officers and Council;

To appoint, in the absence of any Member of the Committee, a Member or Members to act in his place;

To record results of all races and post the same on the bulletin boards maintained by the Club;

To receive and expend the Committee's appropriation from the Treasurer and to keep an accurate account of the same;

HOUSE AND ENTERTAINMENT COMMITTEE:

Sec. 3. The House and Entertainment Committee shall consist of such Members of the Club as shall be designated by the Commodore.

Sec. 4. It shall be the duty of the House and Entertainment Committee:

To arrange and supervise the social and sporting activities of the Club which are not directed by the Race Committee;

To manage and control the Club House and property (other than boat and racing equipment) of the Club and to make rules for the use of same consistent with these by-laws;

To receive and expend the Committee's appropriations from the Treasurer and to keep an accurate account of the same.

MEMBERSHIP COMMITTEE:

Sec. 5. The Membership Committee shall consist of such number of Members, not less than two in number, as may be designated by the Commodore.

Sec. 6. It shall be the duty of the Membership Committee to pass upon all applications to Membership, to recommend such applications to Membership or reject the same, and to forward such recommendations to the Council for election or rejection.

Sec. 7. Persons recommended by the Membership Committee and elected by the Council shall, subject to these By-Laws and the payment within 30 days of proper bills sent to them, become Members.

AUDITING COMMITTEE:

Sec. 8. The Auditing Committee shall consist of two Family Members, neither of whom, however, shall be an Officer of the Club or a member of any Committee expending funds of the Club.

Sec. 9. It shall be the duty of the Auditing Committee to examine and audit all accounts of the Treasurer and the Committees of the Club, and to report its findings to the Chairman of the Council not later than the first day of March each year.

NOMINATING COMMITTEE:

Sec. 10. The Nominating Committee shall be constituted as set forth in Article XI, Section 3.

Sec. 11. It shall be the duty of the Nominating Committee: To propose a slate of Officers of the Club, selected from active members of the Club and to present them at the Annual Meeting of the Club for election.

Sec. 12. The provisions of the next preceding Section shall not exclude the nomination of any other candidate who is otherwise qualified; but no Members shall be eligible for election to any Office or to the Council unless his name shall have been submitted to the Secretary of the Club in a writing signed by at least 7 Members at least 10 days before the election.

GENERAL PROVISIONS RELATIVE TO COMMITTEES:

Sec. 13. Unless otherwise designated by the Commodore or selected by majority vote of all members of any Committee, the member first named on each Committee shall be its Chairman. Each Committee shall have power to make rules regulating its procedures, subject, however, to the approval of the Council.

Sec. 14. Subject to the provisions of these By-Laws, all Committees shall have power to fill vacancies in their membership occurring during the period for which they shall have been elected or appointed and, subject to approval by the Council, to add to their membership such members as they may elect.

Sec. 15. A quorum for the conduct of any business of any Committee shall consist of a majority of the members of such Committee; provided, however, that, except as otherwise specifically provided in the By-Laws, the members of any Committee may delegate the performance of their duties to one or more other members of said Committee, and provided further, however, that the business of any such Committee (including the business of the Council) may be conducted in any writing signed by all members of such Committee.

ARTICLE XIII: Budget and Dues

Sec. 1. The Council shall determine the budget of the Club from time to time. No Officer or Committee shall authorize expenditure of Club monies in excess of his or its budget unless authorized or ratified by the Council.

Sec.2. The annual dues and regular charges of the Club shall be determined by the Council and announced at the Regular Meeting of Members held in June or July in each year, and shall be billed by the Treasurer by August 1 (or as soon thereafter as practicable). The Council shall have authority to determine such special charges or assessments as it may determine are necessary for the operations of financial welfare of the Club from time to time. If said dues, charges or assessments are not paid by a Member within 30 days of the billing thereof, such fact shall be reported by the Treasurer to the Council, and such Member shall not be permitted to participate in the affairs of the Club or in the use of its property until such dues are paid and shall, notwithstanding the failure of the Club to enforce such prohibition in any other instance have his status as a Member of the Club terminated by the Council unless such dues, charges or assessments are theretofore fully paid.

Sec. 3. Any Member of the Club who is absent from the general area of the Village of West Falmouth, Massachusetts, during any yachting season may be relieved from his obligation to pay dues and regular charges (but not special assessments) for that season upon application to and approval of the Commodore and Treasurer.

ARTICLE XIV

Special Provisions Relative to Membership

ADDRESSES AND NOTICES

Sec.1. Members shall furnish to the Secretary an address to which all notices shall be sent, and such notices and documents shall be considered sent or served when mailed to that address.

Sec. 2. Where Family and Active Members live in the same household, notices need be sent to the Family Members only. Notice to one Family Member shall be valid as to all other Family Members and Active Members whose address on the records of the Secretary are the same as the address of a Family Member to whom such notice is sent. Where a “summer address” is given as well as a regular address, notices will be sent to the seasonally appropriate address.

Sec.3 Members owning any yacht enrolled in the Club shall promptly notify the Chairman or the Secretary of the Race Committee of changes in the ownership, name, number or emblem, or rig of any yacht enrolled in the Club.

GUEST:

Sec. 4. Members may introduce guests to the activities and property of the Club with the permission of the Commodore or under such conditions as the Council shall prescribe.

RESPONSIBILITY, INDEMNITY, ETC:

Sec. 5. Every Member of the Club, by virtue of his or their use of the property of the Club or engaging in any activity of the Club, shall, on behalf of himself and any other member of his family or guest be deemed to agree to release from any claim or liability arising from the participation of any such persons or the boats or other property or any of them in any phase of the Club's activities, the Club its Council, Officers, Members, employees and representatives and each person or organization whose property is used in connection with such activities, and to agree to indemnify and hold each of the foregoing harmless any loss, damage, claim or liability arising from any such use or participation.

RESIGNATIONS:

Sec. 6. Any Member in good standing, not indebted to the Club, may resign his Membership by written notice to the Secretary, who shall report the resignation to the Treasurer and the Council.

Sec. 7. Members taking advantage of Article XIII, Section 3 of these By-Laws for two whole seasons in succession shall be considered as having resigned in good standing.

Sec. 8. The rights and interests of any Member in the property and privileges of the Club shall cease with the termination of his Membership.

Sec. 9. A member of the Club who has resigned in good standing shall be reinstated upon application.

ARTICLE XV

Club Burgee

Sec. 1. The Club Burgee shall be a pointed flat, the length 1 ½ the hoist, with a blue field; the device a white letter C, filled in red, ½ the hoist, centered vertically, and horizontally ¼ the length of the Burgee from the hoist.

Sec. 2. The design and all other rights to such Burgee shall be the exclusive property of the Club.

Sec. 3. Only Members of the Club in good standing and vessels enrolled in the Club or engaged in the official business of the Club shall have the right to display such Burgee.

Sec. 4. Such Burgee may be reproduced only upon the authority of an Officer of the Club or upon vote of the Council.

ARTICLE XVI

Amendment and Suspension of By-Laws

Sec. 1. These By-Laws may be amended by the affirmative vote of two-thirds of the Members (including two-thirds of those 18 or more years old) present at any Meeting at which a quorum is present and the notice of which shall have contained the substance of such amendment.

GUEST:

Sec. 4. Members may introduce guests to the activities and property of the Club with the permission of the Commodore or under such conditions as the Council shall prescribe.