

BY-LAWS
Lloyd Harbor Yacht Club, Inc.

Revised January 6, 2021

ARTICLE 1 - NAME

The name of the corporation is LLOYD HARBOR YACHT CLUB, INC. The corporation shall hereafter in these by-laws be referred to as the Club.

ARTICLE II - OBJECTS

The objects of the Lloyd Harbor Yacht Club shall be to encourage and promote interest in, as well as to foster the art and enjoyment of, the sport of sailing by providing the opportunity and means for the development of individual skill and knowledge, encouraging excellence in seamanship and navigation, and by providing participative events wherein these qualities can be exercised under the aegis of the Lloyd Harbor Yacht Club burgee.

The Club should provide a service to sailors; its members shall actively participate in the organization, and contribute their efforts towards the continued growth of the Club.

ARTICLE III - PLACE OF MEETINGS AND ACTIVITIES

The principal place at which the activities of the Club shall be carried on and at which the meetings of the members of the Club shall be held, shall be in or about the Village of Lloyd Harbor in the Town of Huntington, State of New York. All communications intended to be directed to the Club shall be addressed to a Post Office Box designated for that purpose by the officers of the Club.

The Club may maintain and establish, from time to time, other places within or without the State of New York, at which the activities of the members may be carried on, or at which the meetings of the members may be held. Such location or locations may be appointed from time to time by the officers and/or the Board of Directors.

ARTICLE IV - MEMBERSHIP

- 1) The membership of the Club shall be divided into four classes: regular, associate, corresponding and honorary.
- 2) The regular membership shall consist of the owners of the Lloyd Harbor Yacht Club Fleet, who shall be active and accomplished sailors who operate their yachts on the waterways of Lloyd Harbor and vicinity and who are willing and able to participate in the activities of the Club.
 - a) The Lloyd Harbor Yacht Club fleet of regular members shall be limited to 100 sailboats. When this number is attained, no new yachts may be added until a vacancy occurs.
 - b) For the purposes of these by-laws, the term "owners" include the vessel's declared Master, the Master's spouse, and any and all their children over the age of 18 residing with them.
- 3) The associate membership shall be limited to past regular members no longer able to qualify as per Article IV, Section 2(a), by virtue of:
 - a) no longer being a sailboat owner;
 - b) no longer operating a boat on the waterways of Lloyd Harbor and vicinity;
 - c) not able to participate in the activities of the Club.

This last category may hold associate membership for a period of two years after which time he must reapply to active membership or be dropped from the rolls.

 - i) Associate members shall be limited to 20.
 - ii) Associate members shall receive the newsletter and roster and be allowed to participate in all activities of the Club except that they may not vote or hold elective office.
 - iii) Associate membership shall be acquired by application to and approval of the Membership Committee and the Board of Directors.
 - iv) An associate member's spouse and any and all of their children over age 18 residing with them shall be accorded the privileges of associate membership as defined in Article IV, Section 3(c).
 - v) Applications from associate members returned to regular status shall be processed as described in Article V beginning with Section 3, except that sponsors and seconds are not required. An associate member reapplying for regular membership shall be considered for the first available opening.
- 4) Corresponding membership shall be limited to past regular members no longer able to qualify as per Article IV, Section 2(a), by virtue of:
 - a) no longer being a sailboat owner;
 - b) no longer operating a boat on the waterways of Lloyd Harbor and vicinity;
 - c) not able to participate in the activities of the Club.
 - i) Corresponding members shall receive the newsletter and roster. They shall not, however, be entitled to vote or hold elective office.
 - ii) Corresponding membership shall be granted by the Board of Directors. No application shall be required.
 - iii) Applications from corresponding members returned to regular status shall be processed as described in Article V beginning with Section 3, except that sponsors and seconds are not required. A corresponding member reapplying for regular membership shall be considered for the first available opening.

- 5) The honorary membership shall be non-voting, non-office-holding, non-dues-paying members who shall be elected by the membership in recognition of their outstanding contribution to the sport of sailing, or to the Lloyd Harbor Yacht Club.
 - a) Honorary members shall be so elected by the general membership upon recommendation of the Board of Directors.
 - b) Honorary members shall receive the newsletter and roster.
- 6) If a regular member fails to meet the requirements of membership specified in Section 2 for a period of one year, he or she shall, at the end of that year, be notified by the Board of Directors in writing that he or she has failed to meet the requirements within 30 days, he or she will automatically be dropped from regular membership.

ARTICLE V - ADMISSIONS TO MEMBERSHIP

- 1) Admission to Membership is subject to the following conditions:
 - a) Any person who marries a member, and any child of that member who reaches the age of 18 while residing with them, shall be admitted to membership by virtue of their change in status, and without formal application.
 - b) Every candidate for admission into the club must be proposed by a member and seconded by another member both of whom shall be members in good standing. The application shall be made on a blank form provided for that purpose, which shall be signed by the candidate, the member proposing and the member seconding the candidacy.
 - c) The application shall be accompanied by an application fee as determined by the Board of Directors. This fee will be assessed each January. Failure to pay the fee within 30 days will result in the forfeiture of the application for membership.
- 2) It shall be the duty of the members proposing and seconding the candidacy to furnish the chairperson of the Membership Committee full information regarding the qualifications of the candidate for membership in the Club. A proposing member shall submit a letter of recommendation along with the candidate's application.
- 3) As received, the Membership Committee shall publish to the membership the names of all applicants received along with the names of their sponsor and seconding sponsor.
- 4) The Membership Committee shall interview the applicant under consideration, and after due deliberation make a recommendation to the Board of Directors. A 3/4 affirmative vote of the Membership Committee shall be necessary for a favorable recommendation.
- 5) After the application has been approved by the Membership Committee and the Board of Directors, same shall be submitted to the membership whose affirmative vote (of at least 2/3 of the membership voting) shall be required to elect the applicant to membership.
- 6) The vote of the membership shall be conducted by United States mail or electronic mail in a manner designed to insure secrecy and the vote of the admission of each candidate shall be taken separately. Deadline for receipt of ballots shall be no less than two weeks after mailing and thereafter the Commodore or his or her designee shall examine the ballots and shall declare the result, and advise the Board of Directors and membership accordingly.
- 7) If any candidate shall fail to receive the vote requisite for admission to membership, he or she may not again be proposed for membership for a period of at least 12 months after his or her application was rejected.
- 8) Upon paying the initiation fee and dues for the then current year, the newly elected member shall be entitled to all the rights and privileges of membership in the Club.
- 9) Upon complying with all the requirements entitling the candidate to membership, the Club shall issue to him or her a copy of the by-laws, as well as a certificate of membership which shall state the name of the member and the class of membership to which he or she belongs. It shall be signed by the Secretary of the Club.

ARTICLE VI - MEMBERSHIP DUES AND FEES

- 1) Membership dues and fees are subject to the following:
 - a) The initiation fee for members of regular class shall be one times the annual dues amount per yacht. There shall be no initiation fee for honorary members. The initiation fee shall be paid to the Treasurer of the Club within 30 days after written notice shall have been given to the newly elected member, and in default of payment thereof he or she shall be deemed to have declined membership in the Club. If the initiation fee not be paid within such allotted time, the Board of Directors upon satisfactory explanation given by such person may thereafter at its discretion accept the initiation fee and admit such person to membership.
 - b) On receipt of the initiation fee, each new yacht will be issued a Club burgee.
- 2) The annual dues of all regular, associate and corresponding members shall be no more than \$200.00 per yacht payable January 1st of each year, following receipt of a bill from the Treasurer that shall be mailed no later than November 30th of the prior year, the specific amount to be set by the Board of Directors. The annual dues of a newly-elected member shall be payable with his or her initiation fee upon receipt of a bill from the Treasurer, except when a member is elected to membership on or after October 1st of the next year. If the annual dues of any member be unpaid after January 1st, the Treasurer of the Club shall mail a notice of delinquency to such members and their names will be published in the January newsletter. If the annual dues of any member not be paid within two weeks after the mailing of such notice of delinquency, his or her membership shall be deemed to have been terminated on that date, by reason of such non-payment. If satisfactory explanation be given to the Board of Directors of the reason for non-payment, upon tender of the amount of the annual dues, the Board of Directors, in its discretion may reinstate such person to membership. Upon the termination of membership for non-payment of annual dues, the Board of Directors, in the name of the Club, may, at its discretion, institute legal proceedings for the collection of such dues and all indebtedness owed by such

former member to the Club in connection with the use and enjoyment of any of the facilities or conveniences of the Club for which a special fee is payable.

- 3) The members of the Club may contribute to the support of the Club in case the funds are insufficient to meet the expenses of the Club or in case funds shall be required for any special purpose. The Board of Directors shall not have the power to levy any general assessment of the members of the Club.
- 4) The Board of Directors shall have the power to establish, maintain, and operate conveniences and facilities for the benefit of members to such extent and subject to such regulations as shall from time to time be deemed desirable for the purposes of the Club and the benefit, welfare and comfort of its members. The Board of Directors may determine the fees payable by members of the use of such facilities and conveniences and may provide that such fees shall be paid in cash or shall be charged to the account of the member. The indebtedness shown by the account of such member shall be payable monthly, and at the end of each such period, the Treasurer of the Club shall send a statement to each member who has any indebtedness outstanding showing the amount of such indebtedness and requesting payment thereof. In case such indebtedness reaches an amount of \$50.00 and remains unpaid for a period of one month after the mailing of the statement requesting payment thereof, the membership of such member shall be deemed to have terminated on that date by reason of such non-payment. If thereafter, satisfactory explanation is given to the Board of Directors of the reason for non-payment, upon tender of the amount due, the Board of Directors may reinstate such person to membership. Upon termination of membership for non-payment of indebtedness due the Club, the Board of Directors may, in the name of the Club, at its discretion, institute legal proceedings for the collection of such indebtedness.

ARTICLE VII - WITHDRAWAL FROM MEMBERSHIP

- 1) Any member may at any time address a written request to the Board of Directors that his or her name be removed from the list of members and that he or she be relieved from any further obligation to pay annual dues, relinquishing thereby all his or her rights and privileges as a member of the Club.
- 2) The Board of Directors shall thereupon communicate to the Treasurer of the Club the fact that said member has requested that his or her membership be withdrawn, and it shall be the duty of the Treasurer of the Club forthwith to transmit to the Board of Directors an itemized statement of all arrearages in payment of annual dues and of all indebtedness owed in connection with the use and enjoyment of any facilities and conveniences of the Club.
- 3) A copy of the itemized statement shall be mailed to said member and upon payment by him or her of the amount set forth in such statement, his or her membership in the Club shall be deemed to have ceased and his or her name shall be removed by the Secretary from the list of members of the Club and he or she shall be relieved thenceforth from the payment of all annual and other dues, and all his or her rights and privileges as a member and all his or her rights, title and interest in the property of the Club shall terminate except such privileges as shall be allowed in the discretion of the Board of Directors.
- 4) In case such member shall not pay the amount set forth in such statement, the Board of Directors may make such disposition of the matter as in their discretion they shall deem for the best interests of the Club.
- 5) If for any reason, a member other than a vessel's Master no longer meets the requirements of Article IV, Section 2(a) his or her rights in membership shall cease, and the Board of Directors shall proceed as if his or her withdrawal has been requested.

ARTICLE VIII - MEETINGS OF MEMBERS

- 1) The members of the Club shall meet annually on the second Wednesday of January for the election of officers and directors and for the transaction of such other business as may properly come before the meeting at the meeting place within or without the State of New York as may be designated for said meeting by the members at the last preceding annual or regular meeting.
- 2) Except where special action is proposed to be taken thereat, notice of the annual meeting of the members shall be served either by United States mail or electronic mail not less than ten nor more than 30 days previous to such meeting, upon each member of the Club entitled to vote on the election of officers and directors at his or her address as it shall appear on the books of the Club, unless he or she shall have filed with the Secretary of the Club a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.
- 3) The presence of 1/3 but not less than 9 members entitled to vote, present in person or represented by proxy is requisite and shall constitute a quorum at all meetings for the election of officers or directors or for the transaction of other business except as otherwise provided by law by the certificate of incorporation or by these by-laws. If such number of members shall not be so present in person or represented by proxy, those present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present in person or represented by proxy, at which time any business may be transacted at the meeting as originally notified.
- 4) Each yacht in the fleet is entitled to one vote at every meeting of the members of the Club, and such vote may be cast by any member in good standing, either in person or by proxy. Every proxy must be executed in writing, must be signed by a majority of the owners of the yacht, and shall be revocable at the pleasure of any of them.
- 5) Two Inspectors of Election may be appointed at each general or special meeting of the members of the Club and, if at any such meeting the right of any person to vote be challenged, the Inspectors of Election, or if no Inspectors of Election have been appointed, the Chairperson of the meeting, shall require the books containing the list of members and the records showing whether the members are or are not in good standing to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books and records to be members may vote in person or by proxy.

- 6) Special meetings of the members, for any purpose or purposes, may be called pursuant to resolution of the Board of Directors or by the Commodore or Secretary at the request in writing of two directors or at the written request of the ten members of the Club. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto. It shall be the duty of the Secretary to record the minutes of the meeting and present them to the next meeting of the Board of Directors and to the next general meeting of members as unfinished business.
- 7) Whenever the members are authorized by law or by certificate of incorporation or by these by-laws to take special action at any meeting of members of the Club, notice of such meeting shall be printed or written and signed by an officer of the club, and shall state the purpose for which the meeting is called, the time when and place where it is to be held. Such notice shall be served personally or by United States mail or electronic mail, postage prepaid, upon each member residing within the United States entitled to vote at such meeting, not less than ten nor more than 40 days before the meeting, and if mailed, shall be directed to each member entitled to notice at his or her address as it shall appear on the books and records of the Club, unless he or she shall have filed with the Secretary of the Club a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.
- 8) Any action which may be taken at any annual or special meeting may be taken at a meeting of the members without notice and without lapse of any period of time if such action be authorized or approved and all requirements as to notice of any such annual or special meeting of members may be waived in writing by every member of the Club entitled to participate in such action or by his or her attorney thereto authorized.
- 9) Regular meetings of the members shall be held monthly for the months of October to May inclusive. The members of the Club may, at any annual or special meeting vote to omit any one or more regular meetings. Such action may be taken at any regular meeting if a quorum of the members entitled to vote is present thereat. Extra meetings for any purpose other than the transaction of business may be held at any time at the discretion of the members present at any regular meeting, the Program Committee or the Services Committee. Notice of the omission of any regular meeting or the calling of any extra meeting shall be served either personally or by United States mail or electronic mail not less than ten days previous to the date of such regular or extra meeting upon each member of the Club entitled to attend such meeting at his or her address as it shall appear on the books of the Club. No notice of regular meetings shall be necessary unless required from time to time in the discretion of the Board of Directors.
 - a) The order of business at a regular meeting shall be:
 - i) Taking of roll
 - ii) Reading of minutes of the previous regular meeting
 - iii) Receiving of reports by the officers and committee Chairpersons
 - iv) Election of new members
 - v) Completion of unfinished business of the previous monthly meeting
 - vi) New business
 - vii) Program of the evening
 - viii) Adjournment
 - b) The order of business at all annual and special meetings shall be:
 - i) Taking of the roll and ascertaining whether a quorum be present
 - ii) Appointment of Chairperson and Secretary of the meeting
 - iii) Statement of purpose of meeting
 - iv) Reading of minutes of the last annual or special meeting as the case may be, and approval thereof
 - v) Completion of unfinished business of the last annual meeting and reading of reports
 - vi) Acceptance of reports
 - vii) Reading of the slate of candidates for election and receiving nominations from the floor
 - viii) Count for presence of quorum including proxy
 - ix) Election of directors and officers (if an annual meeting)
 - x) Adjournment

ARTICLE IX - COMMITTEES

- 1) The following regular committees shall be established annually following the annual meeting. The names of the members of the committees shall be a matter of record and shall be made known to the membership at the next regular meeting.
 - a) Membership Committee: shall be composed of four members appointed by the Commodore, subject to the approval of the Board of Directors. The Chairperson shall be appointed by the Commodore. Three members shall constitute a quorum. All applications for membership shall be directed to the Membership Committee.
 - b) Program Committee: shall be composed of three members of which two shall constitute a quorum. The Vice Commodore shall be the Chairperson and he or she shall appoint the members. The Program Committee shall be responsible for establishing the meeting place, to make all arrangements for the technical program to be presented at the regular meetings, to make arrangements for all social functions ashore or afloat.
 - c) Services Committee: The Rear Commodore shall be the Chairperson who shall appoint members as he or she deems necessary. The Services Committee shall be responsible for:

- i) Procuring and maintaining all tangible assets
 - ii) Providing all awards required by the Club.
- d) Regatta Committee: shall be composed of at least three members, two of which shall constitute a quorum. The Chairperson shall be the Fleet Captain. The Club Measurer shall be an ex-officio member of the Regatta Committee. The Regatta Committee shall be responsible for:
- i) All racing activities including:
 - (a) Appointment of race committees
 - (b) Preparation of scratch sheets
 - (c) Publishing race results to all contestants
 - (d) Maintaining a list of handicaps for Club members
 - (e) Junior Sailing Program
 - (f) Representing the Club on all yachting committees of which the Club may have membership.
 - e) Nominating Committee: shall be composed of five members, including a Chairperson, who are truly representative of the membership and who shall be appointed by the Commodore. This committee, after meeting, shall present a slate of candidates for office to the membership at the regular meeting and/or by mail one month prior to the annual meeting. Additional nominations can be made from the floor at the time of the regular and at the annual meeting. No member of the Nominating Committee shall be eligible for nomination as an officer or director nor to serve on the Nominating Committee for more than two consecutive years.
- 2) Vacancies in the membership of any committee shall be filled by the Chairperson of the committee or by the Commodore if the vacancy occurs in the office of the Chairperson of the committee.
- 3) Each committee shall keep regular minutes of its proceedings and give a full report of all its transactions and proceedings at the succeeding annual meeting of members.
- 4) Special committees may be appointed by the Commodore to have such powers and duties and to hold office for such periods of time as shall be fixed by the Commodore. The following special committees shall be appointed following the annual meeting and shall be made a matter of record and divulged to the membership at the next regular meeting:
- a) By-Laws Committee
 - b) Protest Committee
 - c) A delegate and alternate to the YRA
 - d) Club Measurer
 - e) Any other committee deemed necessary by the Commodore

ARTICLE X - CENSURE, SUSPENSION AND EXPULSION OF MEMBERS

- 1) If the conduct of a member shall appear to the Board of Directors to be disorderly or to be prejudicial to the welfare or good name of the Club, or if in any way any member conducts themselves in a manner not authorized by or in violation of the by-laws of the Club or the rules promulgated by the Services Committee, he or she may be subject to censure, suspension or expulsion, in the discretion of the Board of Directors depending on whether said misconduct or infraction be slight or serious. Any misconduct or infraction which may be regarded as merely to subject the offending member to censure for the first offense, shall subject him or her to suspension or expulsion upon the repetition of such misconduct or infraction.
- 2) The Board of Directors shall inform the offending member by written notice, which shall be served upon him or her personally or by mail directed to the member's address as it shall appear on the books or records of the Club or to such address as shall have been designated by him or her, informing the member of the nature of the misconduct or violation, and of the time appointed when he or she may be heard in his or her defense before the Board of Directors, which time may not be less than 15 days after the service of such notice.
- 3) At such hearing before the Board of Directors, the offending member shall be given an opportunity to be heard in his or her own defense in person or by attorney and in the discretion of the Board of Directors he may be exonerated, censured, suspended or expelled. In case such offending member shall not appear at the time fixed for the hearing, judgment shall be passed upon him or her by default.
- 4) In case such offending member be suspended from membership in the Club, he or she shall be deprived of all rights and privileges of membership for a period of six months or for such period as shall be adjudged by the Board of Directors in the particular case, and at the expiration of such period such member shall be restored to all rights and privileges of membership.
- 5) In case such offending member be expelled from membership in the Club, he or she shall forthwith be deprived of all rights and privileges of membership and shall forfeit all his or her rights, title and interest in or to the Club or its property. The Board of Directors may, in the name of the Club, at its discretion, institute legal proceedings for the collection of all indebtedness owed by such former member to the Club in connection with the use and enjoyment of any of the facilities or conveniences of the Club for which a special fee is payable.

ARTICLE XI - DIRECTORS

1. The affairs of the Club shall be managed by a board of not less than five nor more than seven directors, all of whom shall be of full age, and at least one of whom shall be a citizen of the United States and a resident of the State of New York. Directors shall be regular members of the Club and shall be elected at the annual meeting of the members to serve their respective terms or until their successors shall be elected or qualify. The Commodore,

Vice Commodore and Rear Commodore shall be ex-officio members of the Board of Directors and shall be entitled to vote. The remaining directors shall be divided into two classes and each one shall serve for two years. Any director, exclusive of a director who is also an officer, shall be ineligible for reelection as a director for a period of one year from the expiration of his or her term of office.

2. The Board of Directors, by the vote of at least 2/3 of the whole number, may sell, mortgage, or lease any or all of the real property of the Club, provided, however, no sale or mortgage, other than a purchase money mortgage of real property with the State of New York, or lease thereof for more than 5 years, shall be made by the Club.
3. In addition to the powers by these by-laws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or the certificate of incorporation or by these by-laws required to be exercised by the members or officers.
4. The directors of the Club shall present at the annual meeting of members, a report verified by the Commodore and Treasurer, or by a majority of the directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition, the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, and the names and places of residence of the persons who have been admitted to membership during such year. Such report shall be filed with the records of the Club and an abstract thereof shall be entered into the minutes of the proceedings of the annual meeting at which the report is presented.
5. The Board of Directors may hold their meetings and may keep the books of the Club within or without the State of New York at the house, at any of the locations at which meetings of the members may be held as set forth in Article II of these by-laws, or at such other places as may be determined from time to time by resolution of the Board of Directors.
6. Regular meetings of the Board of Directors shall be held monthly. Notice of the meeting shall be given either personally or by United States mail or electronic mail to each member of the Board of Directors.
7. Special meetings of the Board of Directors may be called by the Commodore on five days notice to each director either personally or by United States mail or electronic mail; special meetings shall be called by the Commodore or Secretary in like manner on the written request of two directors.
8. At all meetings of the Board of Directors, the presence of a majority but not less than five members shall be necessary to constitute a quorum and sufficient for the transaction of business and any act of a majority at a meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws.
9. Every meeting of the directors shall be called to order by the Commodore or in his or her absence, the Vice Commodore, or in the absence of both, a member of the Board of Directors. The order of business shall be as follows:
 - a. Calling of roll
 - b. Reading of minutes
 - c. Completion of unfinished business
 - d. Reading of reports of officers and committees
 - e. Approval of candidates for admission to membership
 - f. Transaction of new business
 - g. Appointment of committees
 - h. Adjournment
10. All the proceedings, actions and deliberations of the Board of Directors shall be considered secret and shall not be cited, commented upon or spoken of to any person whatsoever. The power of approving membership before presentation at a meeting of members being a trust delegated to the Board of Directors, it shall be the duty of the directors, before voting, to proceed to a discussion of the eligibility of the member proposed and in their action they shall be governed by consideration of the general welfare of the Club and not by any personal feeling and it shall be the duty of any director having any information relating to the eligibility of any candidate to state the same. No member of the Board of Directors shall be questioned or called to account in regard to his action in voting for candidates either at meetings of the Board or after its adjournment.
11. Neglect on the part of any director to attend two successive regular meetings of the Board shall be considered as a tender of his resignation from office, unless such absence is caused by illness or temporary absence from the city in which the house is located.
12. Any business may be transacted by the Board of Directors at any meeting at which every member of the Board is present although held without notice, upon waiver signed by every member.
13. In the absence of fraud or bad faith, the directors shall not be personally liable for the debts or obligations of the Club.
14. The Board of Directors, by an affirmative vote of a majority of the whole Board, may appoint from its members an Executive Committee of three members, a majority of which shall constitute a quorum; such committee may meet at stated times or on notice to all by any of their own number, during the intervals between the meetings of the Board, and shall consult with and advise the officers of the Club in the management of its business and shall exercise any and all powers of the Board of Directors which may be lawfully delegated to it by the Board of

Directors. Vacancies in the Executive Committee shall be filled by the Board of Directors at any regular or special meeting. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

ARTICLE XII - OFFICERS

1. The officers of the Club shall be a Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, and Historian, who shall be elected by ballot at the annual meeting of members and who shall hold office for one year and until their successors are elected and qualify. Any of said officers may be removed from office by action taken at any regular or special meeting of members.
2. The Club may have such other officers, agents and employees as shall be determined from time to time at any annual or special meeting of members, which officers, agents and employees shall be appointed by the Board of Directors, committees of members or such other official bodies or officers as shall be determined from time to time by resolution passed at any annual or special meeting of members.
3. All officers shall be regular members in good standing and with the exception of the Secretary, Treasurer and Historian, may not hold the same office more than two years in succession.
4. The Commodore, or in his absence the Vice Commodore, shall preside at all meetings of members and of the Board of Directors, and shall perform the duties usually devolving upon a presiding officer. The Commodore shall see that all orders and resolutions of the Board of Directors are carried into effect.
5. The Vice Commodore in the absence or disability of the Commodore may perform the duties and exercise the powers of the Commodore and shall perform such other duties as may be imposed upon him or her by resolution passed at any annual or special meeting of the members.
6. The Rear Commodore shall fulfill the duties of the Commodore and Vice Commodore in their absence. During the year he or she shall be charged with maintaining the inventory of the Club, interpreting and enforcing the by-laws, acting as procurement officer, and any other duties as may be imposed upon him or her by the Commodore, Board of Directors or membership.
7. The Secretary shall attend all meetings of the Board of Directors and all annual and special meetings of members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the Executive Committee of the Board of Directors. The Secretary shall cause to be given notice of all meetings of members or of the Board of Directors when notice is required by these by-laws and, if required by resolution at any annual or special meeting of members, shall give notice of meetings of committees of members or of the Executive Committee of the Board of Directors. The Secretary shall have custody of the original copy of the by-laws and all amendments thereof. The Secretary shall keep in safe custody, the seal of the Club, and when authorized by the Board of Directors or Executive Committee shall affix it to any instrument requiring a seal. The Secretary shall conduct the correspondence of the Club and shall execute all instruments as may be officially authorized. The Secretary will furthermore be responsible for keeping a list of members and assigning a seniority number to each member. All members associated with a given yacht will share the same seniority number.
8. The Treasurer shall have the custody of all funds and securities of the Club and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Club as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Commodore and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Club, give a bond in the sum and with one or more sureties satisfactory to the Board, conditioned upon the faithful performance of the duties of his office and for the restoration to the Club in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Club. The Treasurer shall prepare an operating budget at the close of the fiscal year and present it to the membership for approval at the annual meeting. If during the ensuing year, the expenses cannot be controlled within the budget allocation, the Treasurer shall present a revised budget to a special meeting of the membership for approval along with recommendations for any action which should be taken to obtain a balanced operation.
9. The Historian shall reasonably collect maintain all available historical records pertaining to the Club, archiving and digitizing as possible any documents and artifacts that result from the Club's activities. The Historian will maintain the details of the Terms in office of Officers, Directors and Chairs and contribute to the Club's Operating Guide.
10. If for any reason there shall be failure to elect all the members of the Board of Directors or any officer, the Board of Directors at its next regular meeting shall fill the same, and in case of a director, in the manner prescribed below for filling vacancies.
11. In case of the absence of any officer of the Club, the powers or duties of such officer may be delegated to any other officer or person for the time being by the body having originally the power to elect or appoint such officer.
12. Any director or other officer may resign his office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the body having the power to elect or appoint such officer. The acceptance of a resignation shall be required to make it effective.
13. Any officer elected at a meeting of the members may be removed at any special meeting of members; any officer or agent or employee appointed by the Board of Directors may be removed at any time by the Board of Directors.

ARTICLE XIII - VACANCIES

1. If the office of any director or any officer becomes vacant for any reason, such vacancy shall be filled by the body having the power to elect such director or officer. If a vacancy in the office of director shall not be filled within six months after it occurs, or if, by reason of absence, illness or other inability of one or more of the remaining directors, a quorum of the Board of Directors cannot be obtained, the remaining directors, or a majority of them, may appoint a member of the Club to fill such vacancy and a certificate of such appointment, signed by such directors, or a majority of them, filed in the office of the clerk of the county in which the principal place of activities is located, shall constitute such person as a director of the Club, until the next annual election of directors.

ARTICLE XIV - COMPENSATION OF DIRECTORS AND OFFICERS

1. No director shall receive directly or indirectly any salary, compensation or emolument from the Club, but by resolution passed at any annual or special meeting of members, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting. None of the officers of the Club shall receive any salary, compensation or emolument from the Club.

ARTICLE XV - CONTRACTS

1. No contracts relating to the operations conducted by the Club or for furnishing supplies to the Club shall be invalidated by reason of the fact that any director or officer of the Club is interested therein either as party to the contract or as member of any firm, partnership or stockholder in a corporation which is a party to such contract.

ARTICLE XVI - SEAL

1. The seal of the Club shall be circular in form and shall bear the name of the Club, the words "New York" and the year of its incorporation.

ARTICLE XVII - CHECKS

1. All checks or demands for money and notes of the Club shall be signed by such officer or officers as the Board of Directors from time to time designate.

ARTICLE XVIII - AMENDMENTS

1. These by-laws or any article of them, may be altered, amended or repealed at any annual special or regular meeting of members by affirmative vote of at least a majority of the members entitled to vote, either in person or by proxy, provided notice of intention to amend the by-laws shall have been distributed to all regular members at least 30 days preceding such meeting.
2. A by-law committee shall be established to continually review the by-laws and suggest changes when practicable.
3. Suggested changes to the by-laws must be reviewed by the Board of Directors prior to their submittal to the membership for approval. The Commodore may perform the duties and exercise the powers of the Commodore and shall perform such other duties as may be imposed upon him or her by resolution passed at any annual or special meeting of the members.

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