

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**ARTICLE I**

**Name and Purpose**

**Section 1**

The name of this corporation is the BOOTHBAY HARBOR YACHT CLUB, located in Boothbay Harbor, Maine.

**Section 2**

The purpose of this club shall be to encourage and develop all aspects of yachting in the Boothbay Harbor Region and to carry on a program of activities that will increase enjoyment by its members through association with one another.

**ARTICLE II**

**Membership**

**Section 1 Regular Memberships**

**A. Individual Memberships.** Any individual age 40 or older who shall be unmarried, legally separated or widowed and with no dependent children to be involved in Club activities, shall be eligible for election to membership in this category and shall be entitled to one vote.

**B. Family Memberships.** A husband and wife, a single parent, or a couple consisting of two adult individuals who are living together and state that they are in a committed relationship, any of whom has attained 40 years of age shall be eligible for a Family Membership. This may be in the name of any one or two of the adult members of the Family Membership and shall entitle the single parent, both spouses, or both individuals of such couple, as well as all dependent children under the age of 25, to all privileges of the Club. However, the Family Membership shall be counted as one member for the purposes of determining the quorum and voting at any Club meeting and shall have only one Club account for which all adult members of the Family Membership shall be jointly and severally responsible.

**C. Junior Memberships.** An individual, single parent, husband and wife, or couple otherwise eligible for Regular Membership shall be entitled to elect Junior Membership so long as all are at least 21 years of age and under the age of 40, as of January 1st. A Junior Membership shall be counted as one member for the purposes of determining the quorum and voting at any Club meeting. Junior Memberships carry all the privileges and responsibilities of other Regular Memberships. When any individual junior member reaches the age of 40 or one of the adults in a family junior membership reaches the age of 40, the memberships become Individual or Family Memberships.

**D. Sustaining Membership.** Members in good standing may request, in writing by February 1st, permission of the Membership Committee to be placed in the category of "Sustaining Member" for a period of one year and only for good and sufficient reasons of circumstances beyond their control which would prevent them from utilizing the facilities and programs of the Club during a given season. The Membership Committee will consider the request and forward its recommendation to the Board of Directors for action. Sustaining Members' dues will be one-half of the then current and applicable dues, due and payable according to the standard membership dues schedule and requirements. Dining room minimums will be waived for Sustaining Members, but such members will be responsible for payment on any assessments levied. Sustaining Membership grants no membership privileges.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**Section 2      Special Memberships**

**A. Honorary Membership.** Whenever the Board of Directors shall determine that an individual or family member, or past member, is entitled to Honorary Membership by reasons of contributions to the Club, it may confer such status by two-thirds vote at any meeting. Honorary Members shall have all privileges of the Club and shall be exempt from dues, assessments, or other applicable fees. Honorary members shall not have the right to vote. Members in this category will not be counted against the membership limit set by the Board of Directors.

In the event an individual Honorary Member remarries, his or her spouse may apply for an Individual membership, without any initiation fee and without any wait in the event that membership is at full capacity.

**B. Senior Membership.** A member or former member may request to be placed in a Senior Membership category provided his or her age and the number of years as a member total 100 with a minimum age of 75. The age of the member and the qualifying years as a member must be achieved by December 31 of the year prior to the request. Only one member of a Family Membership need qualify. The Request for Senior Membership will be made through the Membership Committee and in such form as the Membership Committee may decide. This category has no voting rights and is not eligible for a season mooring. Members in this category will not be counted against the membership limit set by the Board of Directors. Dues and fees will be one-half the Family or Individual dues and dining room minimums. Assessments do not apply.

**Section 3      Membership Status Change**

It is the responsibility of each member to notify the Club Secretary in writing of any change in membership status when it occurs. Such notification will be acted upon according to guidelines set up by the Membership Committee.

In the event of a change in status, the surviving or remaining member(s) of a Family Membership shall re-apply, by letter of request, for the membership category appropriate to their qualifications and status. There shall be no application or initiation fee required.

**Section 4      Application for Regular Membership**

Application must be made in writing on the form provided for that purpose. It shall be accompanied by a non-refundable application fee and be submitted to the Membership Committee. The application must be signed by the applicant. The application must bear the recommendations of two regular voting members in good standing who have personally known the applicant for at least six months. Each voting member of the Boothbay Harbor Yacht Club shall be limited to sponsoring two applicants per year. A member may be a secondary sponsor of any number of applicants during one year. A sponsoring member shall not be a member of the Membership Committee.

The names of applicants and their sponsors shall be mailed or electronically communicated to every member of the Club at least 14 days before action shall be taken on their election. While the Clubhouse is open, the same information shall be posted in the Clubhouse for the same period. Any communication supporting or opposing any candidate for membership by any member of the Club shall be made to the Membership Committee within 21 days of the postmark date or date of posting in the Clubhouse. All communications and deliberations shall be held strictly confidential by the committee.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**Section 5**

The Membership Committee shall elect Regular Members by a two-thirds vote of those present and voting; or at its option may bring applications to the Board of Directors to be acted upon by a similar vote of that body including by letter or electronically communicated ballot. The applicant must have been met by a majority of the committee. No applicant who has been rejected shall be proposed again for at least 12 months.

**Section 6**

Limits to total number of Regular Memberships may be set from time to time by the Board of Directors.

**Section 7      Returning Members**

Members in good standing who have resigned during the current calendar year may be reinstated upon payment of applicable dues and late fees.

Prior members in good standing who resigned before the current calendar year may apply for membership. Application will be made through the Membership Committee; neither sponsorship nor attendance at a prospective members' event will be required. Payment of the applicable dues and initiation fee will be required unless the initiation fee is waived by the Board of Directors for a specific calendar year.

**ARTICLE III**

**Board of Directors**

**Section 1**

There shall be a Board of Directors consisting of the Commodore (who shall be Chair), Vice Commodore, Rear Commodore, Secretary, Treasurer, Chair of the Finance Committee, and twelve directors, all of whom must be members in good standing, four of whom shall be elected by majority vote at each Annual Meeting. Each director will serve a single three-year term and will not be eligible for re-election to the Board for one year thereafter. Upon completion of the term of office, the retiring Commodore will be a member of the Board of Directors for one year only. In case of a tie vote by those who are eligible to vote, the Commodore's vote will be decisive.

**Section 2**

A majority of the members of the Board shall constitute a quorum for the transaction of business.

**Section 3**

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of all members of the Board. Consent of action may also be obtained by poll of the members of the Board provided that a majority of all members of the Board concur. The details of such action and consent shall be reported by the Commodore at the next meeting of the Board and recorded in the minutes of that meeting. Attendance at any meeting of the Board may be conducted via any electronic method in which each participant may communicate with all of the other participants at the meeting.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**Section 4**

There shall be at least four meetings of the Board held annually that are called by notice to each member at least seven (7) days prior to the date of such meeting. The Commodore may call a meeting of the Directors at any time, and shall do so at the request of three other members of the Board of Directors.

**Section 5**

The Board of Directors shall insure minutes of its meetings and proceedings are kept.

**Section 6**

The Board of Directors shall have full charge of the general business management of the Club, and shall have general control of the property belonging to the Club. The Board of Directors shall annually approve or modify and approve an operating and capital expenditure budget, and subsequently any modifications made thereto, for each fiscal year of the Club's operation.

**Section 7**

The Board of Directors shall make or authorize all necessary contracts. It shall have no power, however, to make the Club liable for debt that exceeds in total at any time an amount which could, if the need should arise, be liquidated by an assessment on each member equal to the annual dues applicable to that membership.

**Section 8**

The Board of Directors has the power to make such regulations and rules for the governing of the Club as it deems expedient, and generally to do all things which may be necessary for the proper management of the Club's affairs; but any rule or regulation established by the Board of Directors may be rescinded by a two-thirds vote of members present at any duly constituted meeting of the Club.

**Section 9**

The Board of Directors shall appoint a Nominating Committee of five members, including its Chair. At least two of the members shall be current or former directors or former officers. At the first Board meeting following the Annual Meeting, the incoming Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer shall submit to the Board of Directors the names of candidates for appointment to the Nominating Committee for terms of two years. Two members shall be appointed in each of even-numbered year and three members shall be appointed in each odd-numbered year.

**Section 10**

The Board of Directors may fill any vacancies in elective positions created by death or resignation for the remainder of the unexpired term, and shall consider the recommendations of the Nominating Committee.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**ARTICLE IV**  
**Officers and Officials**

**Section 1**

The Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer. Officers shall be elected for a term of one year. The Commodore, Vice Commodore and Rear Commodore shall be boat owners or former boat owners.

**Section 2      Duty of the Commodore**

It shall be the duty of the Commodore to take command of the fleet, to preside at all meetings, to enforce all rules and regulations of the Club, and to manage the operations of the Club as authorized and delegated by the Board of Directors. The Commodore shall appoint a Fleet Captain, a Fleet Surgeon, a Measurer, and shall appoint, except as otherwise provided, the chairs and members of such committees as are specified herein. The Commodore shall appoint such other chairs and committees as may be deemed necessary to carry out the purposes of the Club and shall serve as an ex-officio member of all committees of the Club except the Nominating Committee.

**Section 3      Duty of Vice Commodore**

It shall be the duty of the Vice Commodore to appoint and supervise committees assigned by the Commodore or the Board of Directors, and, in the absence of the Commodore, to officiate at any meeting or function of the Club.

**Section 4      Duty of the Rear Commodore**

It shall be the duty of the Rear Commodore to appoint and supervise committees assigned by the Commodore, Vice Commodore, or Board of Directors, and, in the absence of the Commodore and Vice Commodore, to officiate at any meeting or function of the Club.

**Section 5      Duty of the Secretary**

It shall be the duty of the Secretary to keep a true record of the proceedings of every meeting of the Board of Directors and the Club and, in the absence of the Commodore, Vice Commodore, and Rear Commodore, officiate in their stead. It shall also be the duty of the Secretary to assure that a correct roll of all the members is kept; to assure that a correct list of the names, dimensions and ownership of each yacht enrolled in the Club is kept; to file all documents, records, proxies, reports, and communications of the Club, and to maintain them for inspection by any member; and to notify members of each general membership meeting. In case of inability to attend any meeting, the Secretary shall cause the necessary books and papers to be conveyed to the place of the meeting.

**Section 6      Duty of the Treasurer**

It shall be the duty of the Treasurer to collect all monies due to the Club, pay all bills contracted by it, subject to the direction and control of the Board of Directors, keeping proper vouchers and records of the same. It shall also be the duty of the Treasurer to make a report to the Club at each Annual Meeting, or whenever called for by the Board of Directors or by vote of the Club. The Treasurer shall have the custody of the general funds of the Club, depositing the same to the credit of the Club in a bank designated by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for faithful service in such sum and with such surety as the Board of Directors shall

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

determine. The Treasurer shall co-sign all checks with the Club member or employee chosen by the Commodore and approved by the Board of Directors, except those checks in the impressed payroll account. In the absence of the Treasurer, checks may be co-signed by the Finance Committee Chairman, Commodore, Vice-Commodore, or Rear Commodore.

**Section 7      Duty of Fleet Captain**

It shall be the duty of the Fleet Captain to communicate, on behalf of the Commodore, with the officers and members of the fleet, and to assist the Commodore in the planning and execution of all fleet events.

**Section 8      Duty of Fleet Surgeon**

It shall be the duty of the Fleet Surgeon to communicate, on behalf of the Commodore, with the officers, Fleet Captain, and members of the fleet matters of a medical and safety nature relating to the well being of the members.

**Section 9      Duty of Measurer**

It shall be the duty of the Measurer to approve the measurements of all yachts taking part in regattas and racing events of the Club, and to make determinations of compliance with class boat standards.

**ARTICLE V  
Committees**

**Section 1**

There shall be standing committees of the Club as set forth in this Article. Chairs and members of these Committees will serve at the pleasure of the Commodore with the exception of those committee members whose selection is otherwise stated in these sections.

**Section 2      Quorum**

If not otherwise stated, a quorum for any committee meeting shall be a majority of its members.

**Section 3      Finance Committee**

This committee shall consist of five members. The Chair of the Finance Committee and its other members shall be elected by vote at the Annual Meeting to a two (2) year term. Two members shall be elected in each even-numbered year and three members shall be elected in each odd-numbered year. A member may serve two two-year terms and will not be eligible for re-election to the committee for one year thereafter.

It shall be the duty of the Finance Committee to collect budget requests annually from committee chairs, staff members, officers and others and to prepare capital and operating budgets showing amounts requested and the recommendation to the Finance Committee. The budgets will be presented for review and approval to the Board of Directors not less than 5 days prior to the fall Board meeting.

The Finance Committee shall advise the Flag Officers and Board of Directors on Club financial matters as requested or as it deems necessary.

The Finance Committee shall review the Club's insurance policies from time to time to ascertain that they are in the best interests of the Club.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

The Finance Committee shall throughout the year monitor progress against budgets through meetings with staff, committee chairs and officers and will report to the Board of Directors at each Board meeting the End of Year Estimates versus Budget, along with the recommendations for any remedial actions.

**Section 4      Membership Committee**

This committee shall consist of not less than nine members selected three per year for three year terms. The members must have been active in Club activities for at least five years and their appointment to the committee must be approved by the Board of Directors. The committee shall correspond not less than once every three months and shall meet at the call of the chair. The committee shall develop appropriate application forms, shall investigate all applications for membership and shall elect Regular members in accordance with the procedures outlined in Article II Section 5 of the Club Constitution. The Membership Committee Chair will be elected by the Committee members.

**Section 5      Building and Grounds Committee**

This committee shall consist of not less than three members. This committee shall make recommendations to the Club Manager and Officers on all matters pertaining to the Club House, grounds and other physical property. This committee shall also from time to time recommend to the Board of Directors such policies and regulations as it deems necessary for administration of the Club properties.

**Section 6      Entertainment Committee**

This committee shall consist of not less than three members. It is to have charge of the entertainment that may be provided by or for the Club, consistent with the policies of the Club.

**Section 7      Waterfront Committee**

This committee shall consist of not less than three members and shall make recommendations to the Club Manager and Officers on all matters pertaining to the installation, operation, and storage of docks, floats, launches, and moorings belonging to or rented by the Club. The Committee shall assist in carrying out these activities as needed.

**Section 8      Dining Room Committee**

This committee shall consist of not less than three members and shall make recommendations to the Club Manager and Officers on all aspects of the Club's dining room and bar operations.

**Section 9      Junior Program Committee**

This committee shall make recommendations to the Club Manager and Officers on all aspects of the programs and the equipment of junior instruction for both tennis and sailing and assist in carrying out these programs as needed. The committee shall assist in running all races or contests for Junior Program participants as needed.

**Section 10     Tennis Committee**

This committee shall make recommendations to the Club Manager and Officers on all events and programs associated with tennis and assist in carrying out these programs as needed.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**Section 11 Sailing & Racing Committee**

This committee shall have the responsibility for the operation of all adult sailing activities with the support of the Club Manager and staff as needed.

**Section 12 Race Committee**

This committee shall have the responsibility for planning and running all local races held under the auspices of the Club except for Junior Program races.

**Section 13 Long Range Planning Committee**

This committee shall consist of the Vice Commodore; the Rear Commodore, serving as Secretary; the Treasurer; the Chairs of the Finance, Buildings and Grounds, Waterfront, Dining Room, Membership, Nominating and Junior Program Committees; and two or more members at large appointed by the Commodore, each of which shall be appointed for a term of three years. It shall have the responsibility for developing and maintaining long range plans relating to all aspects of the Club's facilities, administration, and operations, in such a manner as to protect and enhance its assets and success. The Commodore shall appoint the Chair, chosen from the members at large, for a term of three years.

**Section 14 Audit Committee**

This committee shall consist of not less than three members nominated by the Commodore and approved by the Board of Directors. It shall have the responsibility for auditing, or causing to be audited, the accounts of the Treasurer each year and to make a report of such audit at each Annual Meeting.

**Section 15 Marketing Committee**

This committee shall consist of one or more members. It shall have the responsibility for community outreach and programming to enhance recruitment efforts.

**Section 16 Flower Committee**

This committee shall consist of not less than two members. It shall have the responsibility for obtaining and maintaining indoor and outdoor floral decorations and plantings designed to enhance the appearance of the Club and its facilities.

**Section 17 Cruise Committee**

This committee shall consist of not less than three members and shall be chaired by the Fleet Captain. It shall have the responsibility to assist the Fleet Captain in planning and carrying out all non-racing fleet activities.

**Section 18 Nominating Committee**

It shall be the duty of this committee, on behalf of the Board of Directors, to bring before the Annual Meeting or any other meeting at which vacancies in elected positions are to be filled, the name of any member or members it wishes to recommend to the membership or Board of Directors as candidates for each position. This shall include vacancies created by death or resignation. The Nominating Committee shall cause to be posted in the Club House at least five (5) days before the date set for a meeting at which elections or appointments are scheduled, the names of all persons it will recommend

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

as candidates, and shall cause copies of this list to be mailed, electronically communicated, or delivered to each member of the Board of Directors on or before the day of posting at the Club House.

**Section 19      Constitution and Bylaws Committee**

This committee shall consist of nine (9) members. The Chair of the committee and its other members shall be elected by vote at the Annual Meeting to a three (3) year term. The initial committee shall consist of six (6) members from the 2009 Constitution and Bylaws Committee, of whom three (3) will serve a one year term and three (3) will serve a two year term, and three (3) members elected to a three year term. A member may serve two three-year terms and will not be eligible for re-election to the committee for one year thereafter.

It shall be the duty of the Constitution and Bylaws Committee to review requests for amendments to the Constitution and Bylaws, to annually review the Constitution and Bylaws for relevancy, and to make recommendations to the Board of Directors for amendments five (5) days prior to the July Board meeting. At such meeting, the Board of Directors shall consider each such recommended amendment, and may vote to approve, amend or modify, or resubmit such proposed amendment to the Committee for further review. Upon final approval by the Board of Directors, a proposed amendment shall be submitted for the vote of the Members at their next meeting following such approval.

The Committee shall meet in person at least once prior to making its recommendations to the Board.

**ARTICLE VI**

**Election of Directors, Officers and Committee Members**

**Section 1**

Officers, the Board of Directors and the members of the Finance and Constitution and Bylaws Committees shall be elected by vote at the Annual Meeting in accordance with this Constitution. The term of all Officers and elected offices shall take effect October 1st and they will hold office until their successors are elected and take office as provided herein.

**Section 2**

No member may serve in the office of Commodore, Vice Commodore or Rear Commodore for more than two terms in succession.

**Section 3**

All Directors, Officers and the members of the Finance, Constitution and Bylaws and Membership Committees must hold Regular Memberships.

**Section 4**

Any Regular Member may be nominated from the floor for any elective office.

**ARTICLE VII**

**Fees, Dues, Assessments and Other Indebtedness**

**Section 1**

All fees applicable to all memberships shall be determined by the Board of Directors subject to approval by the membership at any duly constituted meeting. Notification of any change in fees must

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

be contained in the written notice of the meeting at which the approval of the membership will be asked.

**Section 2**

Up to a 20% per year adjustment in dues for all memberships may be determined by the Board of Directors. The procedure in Section 1 will be followed for a change greater than 20% per year.

**Section 3**

All annual dues and dining room minimums shall be payable 30 days from billing or March 1 whichever is later, and payment thereof shall be accompanied by all applicable fees. Overdue bills will be re-billed and will include a 15% penalty for additional processing.

**Section 4**

Any member who shall fail to pay overdue bills by April 1<sup>st</sup> shall not be listed in the Club Roster and shall be debarred from all Club privileges until such bills and penalties are paid in full. Newly elected members shall be given 10 days from the date of their election to pay their bills in full.

**Section 5**

The Board of Directors, by the affirmative vote of two-thirds of its members, may dismiss from the Club any member who fails to pay a bill within 14 days of the sending of a second overdue billing notice by certified mail.

**Section 6**

Assessments shall be levied on the members of the Club only by vote of two-thirds of the members voting at any meeting, the notice of which included notice of action to be taken with respect to the assessment and the amount and purpose thereof. Assessments may be voted in different amounts applicable to different types of memberships.

**Section 7**

Any person who has been dropped from the rolls under Section 5 may within three months, upon application to the Board of Directors accompanied by remittance for indebtedness at the time of being dropped, be reinstated at the sole discretion of the Board.

**Section 8**

No resignation shall be accepted from any member in arrears, except for the period from April 1st to the club commissioning date.

**ARTICLE VIII**

**Meetings of the Membership**

**Section 1**

The Annual Meeting shall be held in the Club House on the fourth Saturday in August.

**Section 2**

Special meetings of the membership may be called by the Commodore, and shall be called at the written request of not less than five percent of the Regular Memberships.

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

**Section 3**

Meetings shall be called only on written or email notice to each member at the address that appears on the roll of the Club. Notice shall be sent not less than ten days prior to the day set for a meeting but, in the case of a meeting called for the purpose of amending this Constitution, notice shall be sent not less than twenty days prior to the day set. The purpose or purposes for which any meeting is called shall be stated in the notice, together with the details of any action intended or proposed as called for by this Constitution or by statute.

**Section 4**

A member may, by written proxy executed not more than thirty days previously, designate the Secretary to exercise the member's vote at any meeting.

**Section 5**

Ten percent of the total regular membership in person or by proxy shall be necessary for the transaction of business.

**Section 6**

In the absence of the Commodore, Vice Commodore, Rear Commodore, and Secretary, any member in good standing may be chosen to preside.

**Section 7**

At all meetings, a quorum being present, the order of business shall be as follows:

- Reading of all minutes of the last meeting
- Report of Officers according to rank
- Reports of Committees
- Election of Officers
- Unfinished Business
- New Business
- Adjournment

**Section 8**

In case of dispute as to order, "Robert's Rules of Order" shall govern.

**ARTICLE IX**

**Disciplinary Proceedings**

If any member of the Club is charged in writing by another member with breaking the rules and regulations of the Club or with conduct injurious to the character or welfare of the Club, the Board of Directors shall cause a statement of such charge, together with notice of not less than ten days of the time and place where the Board shall meet for the consideration thereof, to be mailed to the member charged at the address that appears on the roll of the Club.

At the time and place specified in the notice, the Board shall consider the charge. An opportunity to be heard shall be given to the member charged. If the Board is satisfied that the conduct as charged is injurious to the character or welfare of the Club, the member may, by a vote of two-thirds of the directors present at the meeting, be censured, suspended for a period not exceeding one year, or

CONSTITUTION OF BOOTHBAY HARBOR YACHT CLUB  
AS REVISED AUGUST 28, 2010

expelled, except that no member may be suspended or expelled unless at least ten directors vote in favor of such suspension or expulsion.

Any member expelled may apply for reinstatement to membership at the Annual Meeting of the Club next following expulsion. Such member shall be reinstated upon affirmative vote of three-fourths of the members present at the meeting.

Any member expelled or suspended hereunder shall pay full dues for the year in which expelled or for the period of such suspension.

**ARTICLE X**  
**Amendment**

**Section 1**

The Constitution may be amended by two-thirds vote of the members voting at any meeting provided the proposed amendment was printed in the notice of that meeting.

**Section 2**

There shall be no suspension of the Constitution.