

# **NEWBURYPORT YACHT CLUB BYLAWS**

**(AMENDED) SEPTEMBER 13, 2014**

## **ARTICLE I**

### **Name and Location**

The name of the corporation is Newburyport Yacht Club, Inc. (hereinafter referred to as “the Club”). The principal office of the Club shall be located in the City of Newburyport, County of Essex, Commonwealth of Massachusetts.

The Board of Directors may, at its discretion, establish and maintain offices in ancillary locations.

## **ARTICLE II**

### **Purposes**

The purposes of the Club as set forth in the Articles of Organization are to support recreational boating activities among its members and to encourage and facilitate the interaction of its members through social events, educational programs and other activities related to boating.

## **ARTICLE III**

### **Powers of the Club**

*Section 1.* The Club, its Officers and Directors and all matters concerning the conduct and regulation of the Club’s business shall be subject to the provisions as set forth in the Club’s Articles of Organization as adopted and filed with the Secretary of the Commonwealth of Massachusetts pursuant to Chapter 180 of the Massachusetts General Laws.

*Section 2.* The Club may adopt and use a common seal.

## **ARTICLE IV**

### **Membership**

*Section 1. Numbers and Categories.* Membership in the Club shall be limited to such numbers and categories and shall be subject to such qualifications and conditions as the Board of Directors may from time to time determine.

No applicant for membership in the Club shall be denied on the basis of race, religion, creed, color, marital status, sexual orientation or country of national origin.

*Section 2. Membership Agreement.* As a condition of acceptance to membership in the Club, applicants shall execute a Membership Agreement, the form and content of which the Board of Directors may from time to time determine.

Upon acceptance to membership in the Club, individuals shall be entitled to exercise such rights and privileges and shall be subject to such terms and conditions as then set forth in the duly executed Membership Agreement appended to their Membership Application.

The Board of Directors may from time to time request a member or members to execute a new Membership Agreement but no member or members shall be obligated to do so.

*Section 3. Resignation.* Resignations from membership in the Club must be in the form of a written notice addressed to the Club Secretary and, in all other respects, in conformance with the terms and conditions set forth in the Membership Agreement. Until such time as the resignation is accepted, members shall remain liable for annual dues and any other outstanding indebtedness to the Club. No resignation will be accepted until all such outstanding indebtedness has been discharged.

*Section 4. Disciplinary Actions.* If any member is charged in writing by the Board of Directors or by any other member with conduct at variance with the Club's Membership Agreement, its policies or its Rules and Regulations or with conduct injurious to the interests of the Club or with conduct, which has a material adverse affect on the members' use and quiet enjoyment of the Club, the Board shall instruct the Secretary to send written notice of the charge or charges to the member.

The Board of Directors shall afford the member the opportunity to appear before it to address the charges. If the Board is satisfied of the truth of the charge or charges, it may issue a warning to the member, levy a fine against the member or solicit a resignation from the member.

In the event the Board of Directors votes to solicit a resignation from the member and the member declines to resign, the Board may proceed to expel the member from the Club. In the event the Board votes to expel a member, his or her membership rights, interests and obligations shall remain subject to the "Membership Redemption" provisions as then set forth in the Membership Agreement duly executed by the member.

The Secretary shall send written notice of the action taken by the Board within three days of said action. The notice shall be sent to the member's address of record via "Certified Mail, Return Receipt Requested."

The action of the Board shall be subject to review by the membership at a special meeting of the Club if a written request for said review is delivered to the Secretary within ten days of the date of the notice advising the member of the action taken by the Board.

In accordance with Article XII, Section 2 of the Bylaws, the request for a special meeting must be signed by at least twenty members, each of whom must be entitled to vote. A vote of three fourths of the members present and entitled to vote at the special meeting shall be required to overturn the action of the Board.

## ARTICLE V

### Fees, Dues and Assessments

*Section 1. Fees and Dues.* The Board of Directors shall from time to time establish and promulgate a schedule of fees and dues, which shall fund the expenses of operating the Club, including maintaining, repairing, replacing and insuring the Club facilities.

*Section 2. Assessments.* The Board of Directors may levy assessments on the members of the Club and determine the terms and conditions pertaining to payment of same.

## ARTICLE VI

### Flag Officers and Their Powers and Duties

*Section 1. Flag Officers.* The Flag Officers (“the Officers”) of the Club shall be members in good standing and shall comprise a Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

*Section 2. Commodore.* The Commodore shall preside over all meetings of the Club and the Board of Directors and shall have the powers and shall perform the duties customarily incident to that office. The Commodore shall appoint such committees as may be necessary to conduct the business of the Club. All such appointments shall be subject to the advice and consent of the Board of Directors.

The Commodore shall sign on behalf of the Club all deeds and formal instruments and shall perform such other duties as may from time to time be determined by the Board of Directors.

*Section 3. Vice Commodore.* The Vice Commodore shall assist the Commodore and shall have all the powers and shall perform all the duties of the Commodore in the absence of the Commodore or during the Commodore’s inability to act.

*Section 4. Rear Commodore.* The Rear Commodore shall assist the Vice Commodore and shall have all the powers and shall perform all the duties of the Commodore and Vice Commodore in their absence or during their inability to act.

*Section 5. Secretary.* The Secretary shall have charge of and responsibility for all Club documents and records, which shall be kept at a place designated by the Board of Directors. The Secretary shall be responsible for the Club’s correspondence and for ensuring that the minutes of all meetings of the Board of Directors and of the membership are properly recorded and approved. The Secretary shall further be responsible for ensuring that a current listing of the names and addresses of Club Officers, Directors and members is properly maintained.

The Secretary shall be exempt from the payment of annual dues. The amount of said exemption shall be equal to and not greater than the dues obligation established for individuals holding a single membership interest in the Club.

*Section 6. Treasurer.* The Treasurer shall have charge of and responsibility for all Club financial documents and records, which shall be kept at a place designated by the Board of Directors. The Treasurer shall have charge of and responsibility for payment and collection of all accounts and for full and accurate accounting and recording of all receipts and disbursements.

The Treasurer shall present a financial statement setting forth the condition of the Club following the fiscal year of the Club and shall provide such other accounting and financial information as may be requested by the Board of Directors from time to time.

The Treasurer may be bonded for such sums as the Board of Directors may determine and the Club shall bear the cost of such bond.

The Treasurer shall be exempt from the payment of annual dues. The amount of said exemption shall be equal to and not greater than the dues obligation established for individuals holding a single membership interest in the Club.

## ARTICLE VII

### Board of Directors and Its Powers and Duties

*Section 1. Board of Directors.* The Board of Directors of the Club shall comprise the five Flag Officers and at least two other members. Those members of the Board of Directors who are not serving as Flag Officers shall hold the title of Director. All members of the Board of Directors must be in good standing.

*Section 2. Powers.* All powers of the Club shall be vested in the Board of Directors. Subject only to the provisions of these Bylaws and to any vote of the members at a meeting of the Club, the Board shall determine and execute the policies of the Club, control all of the Club's property and funds and manage all of the Club's business affairs. The Board shall make and promulgate rules and regulations for the government of the Club and its members.

The Board of Directors shall have the authority to take any action it deems necessary in addressing the Club's legal obligations, to issue the Club's promissory notes and other evidences of indebtedness and to mortgage assets or any part of the Club's property.

*Section 3. Resignation.* Any Officer or Director may resign at any time by giving written notice of such resignation to the Secretary.

*Section 4. Vacancy.* In the event a vacancy occurs on the Board of Directors, the Board may, at its discretion, take action to fill the vacancy until the next annual election of Officers and Directors.

*Section 5. Committees.* The Board of Directors may organize from among its own members an Executive Committee, which shall have the authority to act for the Board in all matters the Board authorizes excepting the sale or mortgaging of corporate assets.

*Section 6. Enlargement.* In the event the Board of Directors determines that the interests of the Club will be served by enlarging its number, the Commodore shall so advise the Nominating Committee and the Nominating Committee shall prepare its slate of Directors accordingly.

## **ARTICLE VIII**

### **Removal from Office**

Any Officer or Director may be removed from office with or without cause by vote of a majority of the members of the Board of Directors then in office at any meeting thereof.

Any Officer or Director may be removed from office for cause by vote of a majority of Club members entitled to vote at any meeting thereof.

For the purposes hereof, "cause" shall constitute any violation of the Club's Membership Agreement as duly executed by the Officer or Director, or of its policies or its Rules and Regulations or such other actions, which have a material adverse affect on the safety of Club members or their use and quiet enjoyment of the Club facilities.

The Officer or Director shall be advised in writing of the proposed action and shall be afforded the opportunity to be heard by the body proposing said action.

## **ARTICLE IX \***

### **Nominations, Elections and Terms of Flag Officers and Directors**

*Section 1. Nominating Committee* - At a meeting of the Board of Directors and not less than 90 days prior to the annual meeting of the Club, the Commodore shall appoint a committee to nominate Officers and Directors to be elected at the annual meeting.

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In accordance with Article VI, Section 2 of the Bylaws, said appointment shall be subject to the advice and consent of the Board of Directors.

The Nominating Committee shall comprise no fewer than three members, none of whom shall be members of the Board of Directors. The Secretary shall post at the Club House the names of the committee members so appointed not less than 75 days prior to the annual meeting. Members of the Nominating Committee shall not be eligible for nomination to any office.

The Chairman of the Nominating Committee shall post at the Club House the names of the persons nominated to serve as Officers and Directors and their terms of office not less than 45 days prior to the annual meeting. The Secretary shall be responsible for ensuring adherence to this Bylaw provision.

*Section 2 - Alternative Nominations.* Any 20 or more members entitled to vote may make nominations for Officers and Directors. Said nomination(s) must include the same number of Officers and Directors listed in the proposed Nominating Committee slate. The alternate slate

shall be submitted in writing, signed by each member making the nomination(s) and delivered to the Secretary not less than 21 days prior to the annual meeting. The alternate slate must be signed by each member proposing the nominations, and each member listed on the alternate slate. The Secretary shall post the alternative slate at the Club House not less than 14 days prior to the annual meeting.

For the sole purpose of continuity, in the event that an entirely new board is elected, the present Commodore and Treasurer will stay on through the transition period until such time as the new slate is approved by the Secretary of the State of Massachusetts and all signatory responsibilities are transferred. The previous commodore and treasurer will have no voting privileges at Board of Director's meetings.

No member shall be a candidate for election to office at the annual meeting unless nominated in accordance with the provisions set forth in Article IX, Sections 1 or 2 of these Bylaws.

*Section 3. Elections.* The Officers and Directors shall be elected at the annual meeting by a majority of the members present and entitled to vote. Officers and Directors shall be elected for terms of one year.

*Section 4. Term Limits.* No member shall hold the office of Commodore, Vice Commodore or Rear Commodore for more than two successive terms. No member shall hold the office of Director for more than three successive terms.

Officers and Directors shall hold office until their successors are duly elected or appointed in accordance with the Bylaw provisions pertaining to same.

## ARTICLE X

### Meetings of the Board of Directors

*Section 1. Regular Meetings.* Regular meetings shall be held in accordance with a schedule to be determined by the Board of Directors from time to time. No notice need be given of regular meetings held on days and at times so fixed.

*Section 2. Special Meetings.* Special meetings of the Board of Directors shall be called upon request of the Commodore or upon request of any two members of the Board. Each member of the Board must be given reasonable notice of all such special meetings.

*Section 3. Quorum.* A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business.

*Section 4. Voting.* A majority vote among those Officers and Directors present and voting shall be sufficient to the resolution of any question brought before the meeting unless the Bylaws require a greater number.

*Section 5. Action Without a Meeting.* Subject only to the written consent of a majority of Directors then in office, the Board of Directors may take action without a meeting. A majority vote among the Directors then in office shall be sufficient to the resolution of any question brought before the Board.

A written record of any action so taken shall be filed with the minutes of the meetings of the Board of Directors and such action shall be considered for all purposes as a vote of the Directors at a meeting.

The Secretary shall have responsibility for ensuring that said action is in conformance with this Bylaw provision.

## ARTICLE XI

### Membership Voting Rights

Each properly executed Membership Agreement shall represent the right to cast one vote and one vote only at a meeting of the Club. In the event a Membership Agreement has been executed by two or more signatories, said signatories shall designate one from their number to exercise said voting rights and the member so designated shall notify the Secretary in advance of the meeting of said designation.

In order to exercise a right to vote, all signatories to a Membership Agreement must be members in good standing. There shall be no voting by proxy.

## ARTICLE XII

### Meetings of the Membership

*Section 1. Annual Meeting.* The annual meeting of the Club shall be held in the month of September on a day and at a time to be determined by the Board of Directors. The Secretary shall send written notice of the day, time and location of the annual meeting to all members at least ten days prior to the meeting.

*Section 2. Special Meetings.* Special meetings of the Club may be called upon request of the Commodore or of a majority of the Board of Directors. Special meetings of the Club shall be called by the Secretary upon receipt of written application of twenty or more members entitled to vote stating the purpose or purposes for requesting said meeting.

The Secretary shall send separate notices of special meetings of the Club to all members at least ten days in advance thereof and shall specify the business to be acted upon. No business other than that so specified or business incident thereto shall be transacted at such meetings.

*Section 3. Quorum.* Forty members entitled to vote shall constitute a quorum at all meetings of the Club. In the event a quorum is not present, a meeting may be adjourned until such time as the Secretary declares a quorum. At such time as a quorum is declared, any business may be transacted, which might have been transacted at the meeting as originally called.

*Section 4. Action at Meeting.* A majority vote among those present and entitled to vote shall be sufficient to the resolution of any question brought before the meeting unless the Bylaws require a greater number. No matters shall be subject to a written ballot unless such a vote is called for by the presiding officer or by a majority of those present and entitled to vote.

*Section 5. Location.* All meetings shall be held at the principal office of the Club unless an alternative location within Essex County, Commonwealth of Massachusetts is specified in the notice of the meeting.

## ARTICLE XIII

### Bylaw Amendments

*Section 1. Amendments.* These Bylaws may be amended by a two thirds vote of the members present and eligible to vote at any meeting of the Club, provided it is stated in the notice calling the meeting that an amendment is to be placed before the members for adoption.



## **ARTICLE XIV**

### **Inspection of Records**

Books, accounts, documents and records of the Club shall be open to inspection by any Officer or Director during usual hours of business.

The original, or attested copies, of the Articles of Organization, Bylaws and records of all meetings of the incorporators, the Board of Directors and the membership as well as the names of all members and their record addresses, shall be kept at the principal office of the Club or at an office of the Secretary or resident agent, if any, of the Club.

Said copies and records also shall be available during usual hours of business for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for purpose other than in the interest of the applicant, as a member, relative to the affairs of the Club.

## **ARTICLE XV**

### **Checks, Notes, Drafts and Other Instruments**

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Club may be signed by any person or persons so authorized by the Board of Directors and subject to such stipulations as the Board may from time to time determine.

## **ARTICLE XVI**

### **Conflict of Interest, Good Faith Responsibility**

*Section 1. Conflict of Interest.* All Officers, Directors, agents and employees shall adhere to such policies on conflicts of interest as may be adopted from time to time by the Board of Directors.

*Section 2. Good Faith Responsibility.* Every Officer and Director of the Club shall exercise and discharge the powers and duties of his or her office in good faith with that degree of diligence, care and skill that a prudent person in any like position would ordinarily apply in similar circumstances.

In so acting, every such Officer and Director may rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by

(a) one or more Officers or Directors or employees of the Club whom the Officer or Director reasonably believes to be reliable and competent in the matters presented, (b) counsel, public accountants or other persons as to matters the Officer or Director reasonably believes to be within such person's professional or expert competence, or (c) a committee duly designated in accordance these Bylaws, as to matters within its designated authority, which committee the Officer or Director reasonably believes to merit confidence. However, he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that causes such reliance to be unwarranted.

## ARTICLE XVII

### Personal Liability, Liability Insurance

*Section 1. Personal Liability.* The Officers and Directors of the Club shall not be personally liable for any debt or obligation of the Club. Persons or entities extending credit to, contracting with, or having any claim against the Club may look only to the funds and property of the Club for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or for any money that may otherwise become due or payable to them from the Club.

*Section 2. Liability Insurance.* The Club shall have power to purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee or other agent of the Club or who is or was serving at the request of the Club as an Officer, Director, employee or agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Club would have the power to indemnify him or her against such liability.

## ARTICLE XVIII

### Indemnification

The Club shall indemnify and hold harmless each person who heretofore has served, is currently serving or hereafter serves:

- (a) as an Officer, Director, agent or employee of the Club; or (b) at the request of the Club, as an Officer or Director of another organization from and against any and all claims and liabilities to which such person may be or become subject to by reason of such service (including, without limitation, by reason of such person's alleged acts or omissions in the course of such service), and shall indemnify and reimburse each such person against and for any and all legal and other expenses reasonably incurred by such person in connection with any such claims and liabilities, actual or threatened, whether or not at or prior to the time when so indemnified, held harmless and reimbursed, such person has ceased to serve in such capacity, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Club.

Provided, however, that prior to such final adjudication, the Club may compromise and settle any such claims and liabilities and pay such expenses, if such settlement or payment or both appears, in the judgment of a majority of those members of the Board of Directors who are not involved in such matters, to be in the best interest of the Club as evidenced by a resolution to that effect adopted after receipt by the Club of a written opinion of counsel for the Club, that, based on the facts available to such counsel, such person has not been guilty of acting in a manner that would prohibit indemnification.

Such indemnification may include payment by the Club of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification

under this Article XVI of the Bylaws, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification herein provided shall be in addition to and not exclusive of any other rights to which any such person may otherwise be lawfully entitled. As used in this Article XVIII of the Bylaws, all references to persons who are to be indemnified shall include their respective heirs, executors and administrators.

## **ARTICLE XIX**

### **Dissolution**

The Club may be dissolved by a majority vote of the members of the Club entitled to vote in the manner provided by the Articles of Organization and Chapter 180 of the Massachusetts General Laws.