

# **SANDY BAY YACHT CLUB**



**ROCKPORT, MASSACHUSETTS**

**FOUNDED  
1885**

**CONSTITUTION  
and  
BYLAWS**

**8<sup>th</sup>  
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**CONSTITUTION and BYLAWS  
of the  
SANDY BAY YACHT CLUB**

**ARTICLE 1  
NAME AND PURPOSE**

**Section 1. NAME AND PURPOSE.**

The name of this corporation shall be "Sandy Bay Yacht Club, Incorporated." Its purpose shall be the promotion of yachting, athletic and social activities for both Senior and Junior members. The headquarters of the Club shall be at Rockport, Massachusetts.

**Section 2. CLUB FLAG.**

The club flag shall be a pointed burgee, its hoist being two-thirds its length. It shall be a red pennant with a six-pointed white star in the center thereon.

**Section 3. SEAL.**

The Seal of the Club shall be circular in form, bearing the inscription "SANDY BAY YACHT CLUB INC. 1930 ROCKPORT, MASS."

**Section 4. FISCAL YEAR.**

The Fiscal Year of the Club shall start January 1<sup>st</sup>.

**ARTICLE 2  
MEETINGS**

**Section 1. MEETINGS.**

The Annual Meeting of the Club shall be held on a date during the last fourteen days of August or in September before Labor Day at Rockport, Mass. The meeting shall be noticed by posting at the Club or by sending notice to each member and sent to him/her by postage prepaid mail or left with him/her or at his/her usual place of business or residence no less than two weeks before such meeting.

Special meetings of the Club shall be called by the Secretary at the direction of the Commodore, or three Senior yacht owners, or two members of the Board of Governors.

In the case of the death, absence or inability, neglect, or refusal of the Secretary to give notice of any meeting as provided by these Bylaws, such notice may be given by the Commodore, three Senior yacht owners, or two members of the Board of Governors posted on the Bulletin Board in the Clubhouse two weeks prior to the meeting.

Any business within the power of the Club may be transacted at the Annual Meeting. Officers and Governors shall be elected only at the Annual Meeting.

At a special meeting, no business shall be transacted other than that specified in the notice of same.

A notice stating generally the purpose of any meeting of the Club shall be addressed to each member and sent to him/her by postage prepaid mail or left with him/her or at his/her usual place of business or residence no less than two weeks before such meeting.

In the event of the Annual Meeting, by mistake or otherwise, not being called and held as herein prescribed, the Board of Governors shall order a special meeting to be called and held in lieu of, and for the purposes of, the Annual Meeting.

Upon questions directly affecting Racing Rules and the government of yachts and regattas, only Senior members in whose names boats have been registered with the Club Secretary at least two weeks before any meeting called for these purposes shall vote.

At the election of Officers and Governors, and upon all other matters, each Senior member present shall have one vote, subject to the qualifications in the preceding paragraph.

At any meeting of the Club, no business, except to organize and adjourn to a specified time, shall be transacted unless there are present fifteen (15) Senior Members of whom eight (8) shall be Senior boat owners with yachts registered in their names with the Club Secretary at least two weeks before the meeting.

### **ARTICLE 3** **OFFICERS AND GOVERNORS**

#### **Section 1. OFFICERS AND GOVERNORS.**

(1) The Officers of the Club shall be a Commodore, Vice Commodore, Secretary and Treasurer. The Commodore and Vice Commodore shall be Senior members in good standing, shall be yacht owners at the time of election and may not serve more than two consecutive terms in each position. The positions of the Treasurer and Secretary shall not be restricted as to consecutive terms. The new officers shall hold Office for one year starting with the first day of November.

(2) The Board of Governors shall consist of seven (7) members, four (4) of whom shall be yacht owners, the Commodore and the Vice Commodore, and in addition the retiring Commodore until the next Annual Meeting after his/her retirement.

(3) Vacancies on the Board of Governors shall be filled as prescribed in Article 5, Section 6, and Article 3, Sections 7 and 8. Each Governor so elected shall hold Office for a period of three years starting with the first day of November. S/he may not serve more than two consecutive terms as Governor.

(4) Notwithstanding any other provisions of this Constitution and Bylaws, any Officer or Governor whose successor shall not have been elected and qualified on or before the date of expiration of his/her term of Office, shall continue to hold Office until his/her successor shall be chosen and qualified in his/her stead.

(5) Any vacancy among the Officers or on the Board of Governors due to death, resignation, or incapacity to perform duties shall be filled by the Board at its next regular meeting, or at any special meeting called for the purpose, and any Officer or Governor so appointed shall hold office for the unexpired portion of the term of office vacated, or for such shorter period as the Board of Governors shall determine.

(6) If one or more of the elected Officers shall be a member who by prior election would be serving as a Governor during the period of his/her term as an Officer, his/her election as an Officer shall automatically end his/her term as a Governor.

(7) The number of vacancies on the Board of Governors shall be determined and announced at the Annual Meeting after the election of the Commodore and Vice Commodore and shall be that number required to create a Board of Governors consisting of the seven (7) Senior members in addition to the Commodore and Vice Commodore.

(8) The nomination and election of each Officer (except the Secretary and Treasurer who will be appointed by the Commodore) and each Governor shall be conducted separately at the Annual Meeting. After nominations for one Office or vacancy have been received and accepted as being qualified in compliance with Paragraphs 1 and 2 of this section, and if there is more than one nominee, a written vote shall be taken from the Senior members present. If a candidate has received more than one-half the total number of votes cast, s/he shall be declared elected. If not, a second vote shall be taken after omitting from the ballot all but the two candidates who on the first vote received the largest number of votes. On this second vote, the candidate receiving the greater number of votes shall be declared elected. Each office or vacancy shall be voted upon, as a separate entity, and the foregoing procedure shall be repeated until all Offices and vacancies have been filled. A candidate whose name has been deleted from an earlier ballot because of insufficient votes is not disqualified from nomination to an Office or vacancy subsequently to be voted upon. Providing there are no nominations from the floor and there is no objection from the members attending the Annual Meeting, they may vote to override this paragraph (8) and vote the slate as presented.

**ARTICLE 4**  
**DUTIES OF OFFICERS**

**Section 1. COMMODORE.**

The Commodore shall command the squadron and preside at all meetings of the Club and of the Board of Governors and shall perform all other duties required of him/her by law and this Constitution and Bylaws. S/he will serve for one year starting the first day of November following election and may not serve more than two consecutive terms.

The Commodore shall be ex-officio a member of all committees.

The Commodore shall appoint a Fleet Captain and Committee Chairs and define their duties. Such appointees shall hold office at the pleasure of the Commodore, but not to exceed his/her term of office.

The Commodore shall use proper discretion in making decisions when it is not practical to consult with the Board of Governors.

The Commodore shall keep the common seal of the Club. S/he shall sign, on behalf of the Club, in regular course, all contracts, leases, releases, deeds, bills of sale, and all other papers requiring official seal of the Club unless another Officer or Officers of the Club are authorized and directed so to do by vote of the Board of Governors.

**Section 2. VICE COMMODORE.**

The Vice Commodore shall assist the Commodore in the discharge of his/her duties, and in case of the absence of the Commodore or a vacancy in that Office, shall act as Commodore until the vacancy is filled by the Board of Governors. In case of the absence of both the Commodore and Vice Commodore, a chairman pro tempore shall be chosen by the Board of Governors to preside at the meeting.

The Vice Commodore will serve for one year starting the first day of November following election and may not serve more than two consecutive terms.

**Section 3. SECRETARY.**

The Secretary shall serve as Clerk of the Corporation and as member ex-officio without vote on the Board of Governors.

The Secretary shall:

Give notice of the meetings of the members of the Board in accordance with Article 2, Section 1, and of the Board of Governors, and shall call special meetings of the Board when requested to do so by the Commodore or a majority of the Board.

Keep the records of membership enrollment.

Keep the minutes of Club and Board of Governors meetings.

Maintain yacht listings.

Handle all general correspondence.

Perform all other duties especially required of such Officer by law and the Constitution and Bylaws and as the Board of Governors may from time to time prescribe.

In the absence of the Commodore and Vice Commodore at any legal meeting of either the members or the Board of Governors, s/he shall call the meeting to order and preside until a chairman pro tempore is chosen.

S/he shall have the custody of agreements and evidence of property belonging to the Club and all other business papers.

#### **Section 4. TREASURER.**

The Treasurer shall serve as member ex-officio without vote on the Board of Governors and have general supervision of the financial affairs of the Club under the direction of the Finance and Audit Committee. S/he shall collect all monies payable to the Club and pay all bills contracted by the Club and all other expenses of the Club. All bills and expenses so paid shall, as required by the Treasurer, be certified as correct by two members of the Finance and Audit committee or by the Chairman of any committee which has contracted for any such expense by virtue of an appropriation of the Board of Governors. The Treasurer shall have the custody of the cash funds, notes, and bonds.

The Treasurer shall keep or cause to be kept a regular set of books containing the accounts of the Club showing all monies received and disbursed. The Treasurer shall keep a separate account as Treasurer of the Club in such bank or banks as the Finance and Audit Committee shall designate, and shall deposit in the name of the Club in such bank or banks all monies of the Club, which shall not be drawn out except for the use of said Club. Said books and accounts shall be open at all times to the inspection of the Board of Governors.

The Treasurer shall prepare all returns and certificates required by law, and perform all other duties pertaining to the office of Treasurer.

The Treasurer shall prepare an annual account of expenditures and receipts for the year to date to be laid before the Club at its Annual Meeting and at other times when requested to do so by the Finance and Audit Committee, and shall submit a detailed statement of the financial conditions of the Club to the Board of Governors within thirty (30) days after the close of the fiscal year.

All notes of the Club shall be signed by the Treasurer if and when authorized by the Finance and Audit Committee.

Checks and notes shall only be drawn on regular blanks bound in book form with a stub upon which shall be retained a copy of said checks and notes. Except as aforesaid, or by express authorization by the Board of Governors, the Treasurer shall not make or endorse any checks, drafts, or notes, or draw, accept or endorse any drafts or bills of exchange.

The Treasurer shall review all insurance as required or at least annually and shall inform the Finance and Audit Committee of the coverage, and advise recommended changes for adequate protection.

#### **Section 5. BOARD OF GOVERNORS.**

The Board of Governors shall have responsibility for the management of the affairs and property of the Club, subject to any special instructions voted at Club meetings. It shall have all of the powers required to fulfill this duty, and it may delegate these powers at its discretion. Without in any way being limited to the following particular powers, it may:

Maintain or close banking accounts, manage Club investments;

Acquire, purchase, lease, mortgage, pledge, sell or otherwise dispose of real and personal property;

Authorize, make or cause to be made such contracts and agreements on behalf of the Club as it may deem needful or convenient for the purpose of the Club;

Waive individual fees, dues or charges in whole or in part;

Suspend or expel any member; remove any Officer or Committee member; fill vacancies, or revoke any duties or powers previously delegated to others; and

In general manage, control, and direct the affairs of the Club and it is vested with all powers which the Club itself has, not incompatible with the provisions of this Constitution and Bylaws and the laws of the Commonwealth.

Members of the Board of Governors will serve three years (unless filling an unexpired term). Their term of Office to begin the first day of November. They may not serve more than two consecutive terms as Governor.

#### **Section 6. MEASURER.**

Whenever the Club requires the services of a measurer, s/he shall be appointed by the Commodore.



## ARTICLE 5 **COMMITTEES**

### **Section 1. BOARD OF GOVERNORS.**

The Board of Governors shall consist of the seven (7) regular elected members, the Commodore and Vice Commodore, and the retiring Commodore for one year following retirement. In addition, the Secretary and Treasurer shall be on the Board ex-officio without vote.

The meetings of the Board of Governors shall be called by a written or printed notice thereof being left with each member of the Board, or at his/her usual place of business or residence, or deposited in the post office addressed to him/her at his/her usual place of residence or business, postpaid; the same to be done at least seven (7) days before such meeting; but such notice may be waived by such members of the Board, and whenever all the members of the Board shall be present at any meeting or represented by proxy, such notice shall be considered as thereby waived.

A majority of members of the Board shall constitute a quorum for the transaction of business. The Board shall meet at such time and at such place as they may vote, or as may be designated by the Commodore or Secretary in the notice calling such meeting.

### **Section 2. FINANCE AND AUDIT COMMITTEE.**

The Commodore appoints the Finance Committee Chair. The term for the Finance Committee Chair coincides with the Club's fiscal year. The Finance Committee consists of the Chair, Treasurer, and Club Manager. The Finance Committee Chair may use Club member volunteers or contract personnel, as necessary, to augment the Committee. The Finance Committee reports to the Board or Governors.

The Finance Committee is responsible for the following:

- Preparing current and pro forma capital and operational budgets;

- Treasury functions (receipts and disbursements);

- Reporting the financial status of the club to the Board and at Club members' meetings (financial statements);

- Risk Management (insurance, compliance with regulatory and legal requirements, leases and policies);

- Obtaining an annual external audit of its activities;

- Overseeing capital campaigns and planned giving;

- Coordinating strategic planning;

Maintaining an inventory of the Club's property; and

Performing other duties consistent with business-like operations.

The Board of Governors approves the Club's capital and operational budgets, external audits, and risk management activities.

The fiscal year ends on the last day of December.

The outgoing Finance Committee Chair is responsible for submitting audited financial statements to the incoming Finance and Audit Committee Chair by January 31<sup>st</sup> of the following fiscal year.

Committee Chairs submit budget requests for the current fiscal year in writing to the Club Manager prior to January 15<sup>th</sup>.

The Club Manager prepares operational and capital budgets and pro forma cash flow statements.

The Finance Committee Chair presents the budgets to the Board of Governors for approval.

Committee Chairs submit written requests for further or special appropriations through the Treasurer or Club Manager to the Finance and Audit Committee. The Board of Governors approves, disapproves or partially approves the request. The Board of Governors notifies the Committee Chair of the results of the request for further or special appropriations. Prior to the Board of Governors' approval of special appropriations, the Commodore or Vice Commodore may approve required interim expenditures.

The Finance Committee will include the extraordinary expenditures in the new budget.

No Committees shall obligate the Club for an amount in excess of that allowed in their respective budgets.

At the end of the fiscal year, the Board of Governors appoints one or more competent people to audit the Finance Committee activities. The auditors will submit their examination to the Board of Governors within thirty (30) days of the end of the fiscal year, or such extended time as agreed to by the Board of Governors to allow time for the audits.

### **Section 3. HOUSE COMMITTEE.**

The Commodore appoints the House Committee Chair. The term for the House Committee Chair coincides with the Club's fiscal year. The House Committee consists of the Chair, Club Manager, and member volunteers. Contract personnel may augment the Committee. The House Committee reports to the Board of Governors.

The House Committee is responsible for Club premises and property.

The House Committee is responsible for the assignment of locker space.

The House Committee purchases supplies and articles for use in the Club not within the jurisdiction of any Officer or other Committee.

The House Committee is responsible for the Safety Committee, Snack Bar and the Gift Shop. The House Committee Chair appoints members of the Club to the Safety Committee and the Gift Shop. The House Committee Chair appoints the Safety Committee Chair.

The House Committee specifies the duties and responsibilities of employees, supervises personnel employed by the Club, engages contract personnel, and engages contracted services. The House Committee is responsible for maintaining an employee manual that defines the roles and responsibilities for each of the paid full and part-time positions that serve the operations of the Club. Those positions include, but are not limited to, the Club manager, stewards, and launch operators.

The House Committee submits a proposed budget for the current fiscal year by January 15th.

The House Committee controls its expenditures within the approved budget.

#### **Section 4. RACE COMMITTEE.**

The Race Committee, Chairman and members, shall be appointed by the Commodore who will designate the Chairman.

It shall be the duty of the Race Committee to schedule all races and regattas and to make arrangements for and to take charge of, and appoint judges for all races held by or under the authority of the Club. It will keep tally sheets, select and award prizes and keep all records on permanent trophies.

It will arrange for boards of review to rule on protests in conformity with the current Racing Rules of Sailing. It will postpone any race or order it to be re-contested. It may appoint, in the absence of one or more members of its committee, a member or members of the Club to act in his/her/their place. It will record all protests filed with them, together with their decisions upon the same, and to place on file with the Secretary a copy of the annual report of the Committee.

By January 1st it shall prepare a proposed budget for the current fiscal year and control its expenses within its budget as approved by the Board of Governors.

#### **Section 5. SOCIAL COMMITTEE.**

The Social Committee, Chairman and members, shall be appointed by the Commodore who will designate the Chairman.

The Social Committee shall arrange all Senior social functions and chowders approved by the Club, conducting these functions with the approval of the Board of Governors.

By January 1st it shall prepare a proposed budget for the current fiscal year and control its expenses within its budget as approved by the Board of Governors.

#### **Section 6. NOMINATING COMMITTEE.**

The Nominating Committee, Chairman and members, shall be appointed by the Commodore who will designate the Chairman, and shall consist of six (6) members, at least four (4) of whom shall be Senior members whose yachts have been registered in their names and representing a fair cross-section of the membership. The names of the members of the Nominating Committee shall be posted on the bulletin board in the Clubhouse at least one month prior to the Annual Meeting.

It shall be the duty of the Nominating Committee to nominate the Commodore, Vice Commodore, and members to fill regular vacancies on the Board of Governors and the Membership Committee, all to be elected at the Annual Meeting. The Nominating Committee may not nominate one of its members for election. The proposed slate of Officers shall be posted on the bulletin board at the Clubhouse at least ten (10) days prior to the Annual Meeting.

The above procedure shall not exclude nomination from the floor of other candidates whose willingness to serve, if elected, has been ascertained by the nominator.

The Officers shall serve for one year. Members of the Board of Governors and the six (6) elected members of the Membership Committee will serve three years (unless filling an unexpired term). All terms of office begin the first day of November. The terms of office will be staggered to provide continuity.

#### **Section 7. SAILING PROGRAM COMMITTEE.**

The Sailing Program Committee, Chairman and members, shall be appointed by the Commodore who will designate the Chairman.

It shall be the duty of this Committee to direct and administer the Club's program of sailing instruction, including the hiring of the necessary personnel (the chief sailing instructor should be approved by the Board of Governors before hiring). By January 31st, it shall prepare a proposed budget for the current fiscal year and control its expenses within its budget as approved by the Board of Governors.

#### **Section 8. JUNIOR ACTIVITIES COMMITTEE.**

The Junior Activities Committee, Chairman and members, shall be appointed by the Commodore who will designate the Chairman.

It shall be the duty of this committee to:

Work with the Junior Yacht Club organization, giving them assistance in supervising Junior Yacht Races and social functions;

Be the clearinghouse for all questions and approvals requested by the Junior Yacht Club; and

See that the Junior Yacht Club is organized in accordance with their Constitution and Bylaws, and assist in encouraging their activities.

### **Section 9. MEMBERSHIP COMMITTEE.**

The Membership Committee shall consist of seven (7) members, at least three (3) of whom shall be Senior members whose yachts have been registered with the Club. Six (6) members of the Membership Committee are elected as outlined in Article 5, Section 6 of the Bylaws. The seventh member of the Membership Committee shall be appointed by the Commodore from the Board of Governors and shall serve as Chairman.

It shall be the duty of the Membership Committee to consider and determine the qualifications and fitness of all applicants for membership and to elect to membership in the Club such applicants as the Committee deems fit. A majority vote of the Committee shall be required to elect to membership in the Club.

A quorum shall consist of a majority of the Committee.

### **Section 10. SBYC FLEET CAPTAIN.**

The SBYC Fleet Captain is responsible for implementing the Dock Space and Hurricane Policies.

The SBYC Fleet Captain conducts the dock space lottery with the respective Fleet captains. The SBYC Fleet Captain is responsible for notifying the Club Manager about the results of the lottery and indicating the boats from each fleet that will use the dock during the sailing season.

The SBYC Fleet Captain is also responsible for coordinating the after fleet race social gatherings.

## **ARTICLE 6** **MEMBERSHIP**

### **Section 1. NUMBER AND CLASSES OF MEMBERS.**

The classes of memberships shall be: (1) Senior A, (2) Senior B, (3) Family, (4) Junior, (5) Honorary, (6) Temporary, and (7) Long-Term.

Senior A members must be 30 years of age or older; Senior B members must be between 21 and 29 years of age.

A Long-Term membership is valid for the term of the lease between the Town of Rockport and the Sandy Bay Yacht Club, Inc. and for any extension thereof. The number of Long-Term memberships available in any year shall be determined by the Board of Governors.

A Family membership is for a husband and wife and all their children who qualify as Junior members.

Any person who has reached eight (8) years of age and who has not reached twenty-one (21) years of age on May 31 of any year shall be eligible for Junior membership for that year. Upon termination of Junior membership by reason of age, s/he shall be eligible for Senior membership without necessity of proposal and election as provided for in Article 6, Section 3. A Junior member may not vote or hold Office in the Club.

Any person may become an Honorary member of the Club upon recommendation of the Membership Committee and be so designated by the unanimous vote of the members present at the meeting during which the name is submitted. Honorary members shall have all the privileges of the Club except voting and holding Office.

A Temporary membership may be arranged for a guest through a Senior member. Such membership shall not exceed fourteen (14) days and shall entitle the Temporary member to all facilities of the Club.

## **Section 2. DUES.**

The dues for the various classes of membership in the Club and other fees shall be regulated and fixed from time to time by the Board of Governors. The Board shall have full authority over all matters connected with the billing and payment of annual dues and other charges and the posting of members for delinquency, and action consequent thereon.

No member may compete in Club-sponsored races or use the Club until his/her dues are paid and boats registered.

## **Section 3. ELECTION OF MEMBERS.**

Every candidate for membership in the Club shall be proposed by two members over their signatures on blanks provided for that purpose. The proposers should be unrelated to each other, although one may be related to the candidate for membership. The Secretary of the Membership Committee shall immediately cause the application to be posted on the bulletin board in the Clubhouse for at least seven (7) days prior to the meeting of the Membership Committee at which action on the application is to be taken.

#### **Section 4. GUESTS.**

At the request of a Senior member, the Membership Committee may extend the privileges of the Club for a period not exceeding fourteen (14) days to a person as a guest not residing within Rockport or Gloucester, nor having his/her place of business within that territory. The intent of this provision is to extend courtesy to the houseguest of a member. If the guest has his/her own boat and uses Club launching facilities, s/he should then take out a "Temporary Membership".

A guest shall not receive the privileges of the Club more than once a year.

Members introducing guests shall be responsible for their conduct and for any debts incurred by them to the Club.

The privileges of a guest may be withdrawn at any time by action of the Membership Committee.

Guest privileges will be extended to visiting yachtsmen and yachtswomen who are members of other Yacht Clubs. It is not intended that these guests should be entitled to dry sailing or the use of the hoist except when participating in a Club recognized regatta.

#### **Section 5. VISITORS.**

A resident of Rockport or Gloucester may be introduced to the Club for one day or a fraction thereof when accompanied by a Senior member. A visitor may stay in the Clubhouse only during the time his/her sponsor is present, and the same visitor shall not be introduced to the Club more than once in thirty (30) days. Any person having his/her residence or place of business within Rockport or Gloucester for one month of the year shall be regarded as a resident for the purposes of this Section. Members introducing visitors shall be responsible for their conduct. The privileges of visitors may be withdrawn at any time by action of the Membership Committee.

The provisions of this section do not apply to Junior Members.

#### **Section 6. DISCIPLINE.**

If any member shall be charged in writing, respecting any occurrence injurious to the welfare of the Club, or of a violation of any provisions of the Constitution and Bylaws or Rules, the Board of Governors shall thereupon cause a statement of such charge, together with a notice of not less than five (5) days of the time and place where they will meet for consideration thereof, to be served on the person making the charge and the person so charged. The Board of Governors shall make the necessary rules respecting its hearing. At the time and place specified in the notice, the Board shall hear and consider the evidence offered by both parties. If the Board shall be satisfied of the truth of the charge, they may censure or suspend such member for a period not to exceed twelve (12) months, from any or all privileges, as they deem proper. Their decision shall be final.

Should a majority of the Board, however, deem that such discipline would be inadequate, they shall make a report in writing of their findings and recommendations and submit the same, together with the evidence taken, to the next general meeting or any special meeting called for that purpose, for any action the Club may desire to take in respect thereto, and they may in like manner suspend such member pending the determination of the matter in the Club.

## **ARTICLE 7** **YACHT OWNERSHIP**

### **Section 1. YACHT OWNERSHIP.**

The yachts and skiffs of all members must be duly enrolled upon the records of the Club and must be registered with the Club Secretary before July 1st of each year or within one week after yacht is acquired. In the case of Racing Yachts, they must be registered with the Club Secretary in order to be eligible for racing in club-sponsored races.

## **ARTICLE 8** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **Section 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

To the extent permitted by applicable law now or hereafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was at any time a director or officer of the Club shall be indemnified by the Club for judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with or as a result of such action, suit or proceeding. Indemnification hereunder shall continue as to a person who has ceased to be a director or officer of the Club and shall inure to the benefit of the heirs, executors and administration of such a person.

## **ARTICLE 9** **ALTERATION OF CONSTITUTION AND BYLAWS**

### **Section 1. ALTERATION OF CONSTITUTION AND BYLAWS.**

No section of this Constitution and Bylaws shall be repealed, amended, or added to except at the Annual Meeting or at a special meeting duly called for the purpose. Thirty (30) Senior members shall constitute a quorum and by a vote of two-thirds of Senior members present the proposed change shall be made.

No motion to change the Constitution and Bylaws shall be made or voted upon unless notice of the intent of the proposed change is contained in the notice for the meeting in which the vote occurs. Such notice to be sent to all Senior members and posted on the bulletin board in the Clubhouse at least two (2) weeks prior to such meeting.