

BYLAWS of the KINGSTON Mass. YACHT CLUB Established 1895 Amended 5/9/2021

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ARTICLE I: NAME

This Club shall be known as the Kingston Yacht Club.

ARTICLE II: PURPOSE

The Club is formed for the express purpose of:

- Promoting interest and activity in yachting, boating, navigation, and other maritime activities.
- Providing an active and enjoyable family-oriented social environment, which members and their families will support, and in which they can participate, with pride and enthusiasm.
- Providing a meeting place for members.
- Exchange and courtesies with other clubs and associations.
- Promote its historical heritage.

ARTICLE III: CLUB BURGEE

The Club burgee shall be triangular, the width at the hoist being two-thirds the length. The device shall consist of a red and blue triangle with a white letter K upon the burgee. All boats owned or exclusively controlled by Club members may fly the Club burgee. The Club burgee shall be displayed at the Clubhouse and as the Board of Directors may direct.

ARTICLE IV: MEMBERSHIP

There shall be no requirements for membership in the Club, either formal or informal, that shall serve to restrict from membership any qualified applicant because of the applicant's race, religion, sex, or national origin. The Board of Directors may at any time limit the number of members the Club shall have. Members shall be 18 years of age or more who have paid full initiation fees and dues. Each new membership application shall be given immediately to the

Membership Director and Treasurer who shall upon approval of the Board of Directors, update the Club membership rolls to include the new members name, address, etc. Each membership shall be considered a family membership and has one vote. If the family membership cannot decide on a vote, that vote is null and void. More than one family member may join the Club as a Regular Member thus making each eligible to vote.

ARTICLE V: INITIATION FEES, DUES AND ASSESSMENTS

Initiation fees, dues, and payment schedules for all members shall be established by an approval of two-thirds of the Board of Directors and may be changed by them from time to time as the needs and the best interests of the Club shall require; provided, however, that the membership be notified in writing of any increase in dues no less than three months in advance of any such increase. The assessment of extra fees and dues, upon recommendation of the Board of Directors, may be made only by a majority vote of the members of the Club present and entitled to vote at a duly called regular or special meeting. The Annual Dues are \$150.00. A senior membership discount of \$25.00 is to be deducted from annual Dues upon request when requested prior to the annual meeting at age 70. Upon request, a Commodore who has served a complete term of two years is exempt from Annual Dues for his/her remaining lifetime with the club. A junior membership, 18 and under prior to the annual meeting, will be \$25.00 with a one time waiver of dues upon completion of a USCG approved boating safety course.

ARTICLE VI: RIGHTS AND PRIVILEGES OF MEMBERS

Only Regular Members shall have voting rights and the privilege of holding elective office. The terms and conditions applicable to all classes of membership shall be fixed from time to time by the Board of Directors, except as otherwise specifically provided in these By- Laws. Membership in the Club shall commence upon election by the Board of Directors and shall terminate, except as otherwise specifically provided herein, upon acceptance by the Board of Directors of any written notice of resignation.

ARTICLE VII: SUSPENSION AND REINSTATEMENT OF MEMBERSHIP

A member whose dues or assessments are unpaid two (2) months after the period for which they are due (annual) shall not be considered in good standing and shall have no vote in the meetings of the Club. He/she shall be notified of delinquency. If dues remain unpaid an additional thirty (30) days his/her name shall be dropped from the membership roll. A Member that is terminated for non-payment of dues may be. Reinstated to good standing upon application to the Board of Directors. The application must be accompanied by payment of delinquent dues plus the initiation fee. The Board of Directors may grant a leave of absence to any member with good cause. During the granted time period the member will be relieved of membership dues or assessment requirements. Members in Leave-Of-Absence status shall have no vote in the meetings of the club and are not eligible to hold elective office in the club.

ARTICLE VIII: DISCIPLINE

A member may be expelled from the Club for the violation of Club By-Laws, rules or conduct detrimental to the good of the Club. Upon written request from any member, or acting on its own discretion, the Board of Directors shall conduct an investigation to gather information pertaining to charges warranting expulsion made against a Club member. The Board of Directors shall send a copy of the

charges made to the concerned member not less than ten (10) days before its meeting on the charges and said member may present his/her defense at the time. If the Board of Directors finds probable ground for expulsion, the Board shall submit a full report of charges made, results of the investigation and the Board's recommendation to the membership at the first general meeting after which this information is compiled. An affirmative vote of two-thirds (2/3) of a quorum present at any general meeting of the Club shall be required to expel a member from the Club. A member of the Club having been expelled or dropped from the roll for any cause shall at once be notified by the Secretary of that fact together with a statement of the reasons therefore and he/she shall thereupon forfeit all rights and privileges of membership.

ARTICLE IX: MEETINGS

Quarterly meetings of the members shall be held or as otherwise set by the Board of Directors with at least thirty days notice. The Board of Directors shall submit at the general meeting of the members a report upon the affairs of the Club with such recommendations as the Board deems necessary. There may be special meetings of the members called by the Board of Directors. At any meeting of the members, a quorum shall consist of 25% of the voting membership. Unless otherwise provided therein, the members at a duly called meeting may pass upon any matter by a vote of the majority of the members-in-good-standing present and entitled to vote, provided a quorum is present. There shall be no voting by proxy. At any meeting of the membership, if a quorum is not established, the meeting may be postponed until a later date. Upon proper notification, the second meeting can be held not less than 14 days later than the first meeting. The members-in-good-standing present at the second meeting shall constitute a quorum. Unless otherwise prescribed by the Chair, the order of the meeting shall be as follows: Roll call and introduction of guests; Reading of previous minutes; Report of officers; Report of committees; Unfinished business; New business; Miscellaneous; Adjournment. Except where inconsistent with these By-Laws, Roberts Rules of Order shall govern the conduct of all Club meetings.

ARTICLE X: OFFICERS AND DIRECTORS OF THE CLUB

The Officers and Directors of the Club shall be such as are elected by the members. The elective Officers of the Club shall be:

- A COMMODORE
- A VICE COMMODORE
- A SECRETARY
- A TREASURER
- A FLEET CAPTAIN
- A SOCIAL CAPTAIN
- & TWO MEMBERS AT LARGE

The Directors will include the appointed Chairs of Committees. The Commodore, with the approval of the Board of Directors, may appoint such standing committees with such titles and duties, as the Board of Directors shall determine. The elective Officers and Directors of the Club shall hold office for two years, commencing December 1st.

ARTICLE XI: BOARD OF DIRECTORS

The government of the Club shall be vested in a Board of Directors consisting of the elected Officers and Directors of the Club.

The Board of Directors shall manage the affairs of the Club, control its property, and enforce the preservation of order and obedience to its By-Laws, rules and regulations. All appropriations of the funds of the Club shall be made by or under the direction of the Board of Directors and all disbursements of Club funds shall be made in accordance with directions prescribed by the Board of Directors. The Board of Directors shall meet at least quarterly for the transaction of business. At any duly called meeting of the Board, matters requiring Board attention may be passed by majority vote of Directors present. Any member of the Board of Directors who shall absent himself/herself from three (3) consecutive meetings of the Board without rendering a sufficient reason for such action shall forfeit his/her office. It shall be the duty of the Secretary to report to the Chair upon the absence of any Director from three (3) consecutive meetings. In the event of the resignation or removal of a Director, the Commodore may, at his/her discretion, call a special meeting, or open the next general meeting for election of a new Board member to fill the vacancy for the unexpired term.

ARTICLE XII: DUTIES OF THE OFFICERS AND DIRECTORS

The Commodore shall act as Chair of the Board of Directors. It shall be the duty of the Chair of the Board to act as Chief Executive of the Club. He/she shall, when present, preside at all meetings of the Board of Directors. He/she shall have the power to call special meetings of the Board of Directors for any purpose or purposes, to make and sign contracts and agreements in the name and on the behalf of the Club with the approval of the Board of Directors, and while the Directors are not in session, he/she shall have general management and control of the business affairs of the Club.

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his/her duties and in his/her absence or in case of vacancy of the office of Commodore, to act as Commodore. It shall be the duty of the Commodore and Vice Commodore oversee the following, which may be designated as committee activities (Race Management. Youth Sailing. Education. Social Programs, and Membership).

It shall be the duty of the Secretary to Have custody of the Club's seal; Keep a minute record of the proceedings of the Club; Keep a list of members of the Club with a copy thereof posted on the bulletin board of the Club. File all documents, records, reports, and communications connected with the business of the Club; AND, Oversee the periodic publishing of the Club's newsletter and website.

It shall be the duty of the Treasurer to Receive all monies belonging to the Club and disburse the same under the direction of the Board of Directors; Make a report at each meeting of the Board of Directors, or whenever called upon by the Board, of receipts and disbursements with a statement of the amount of money then in his or her custody, with proper vouchers; Have custody of all funds of the Club, which he or she shall deposit and keep to the credit of the Club with a bank or banks designated by the Board of Directors, and in such separate accounts as they may from time to time prescribe; Make such investment of the Club's funds, and effect the sale,

transfer, or exchange of such securities owned by the Club, as may from time to time be the Board of Directors a authorized by the Board; Prepare annually and submit to tentative budget for the ensuing fiscal year; Prepare and submit to the members at the annual meeting a report on the financial condition of the Club; AND, Perform such other duties as may from time to time be assigned to him/her by the Board of Directors.

ARTICLE XIII: ACCOUNTS AND FUNDS

The Board of Directors as a whole shall constitute the Finance Committee of the Club. They shall designate the bank or banks wherein its funds shall be deposited and shall be responsible for the Club's funds and financial affairs. The Board of Directors shall appoint an accountant to audit the books and accounts of the Club at the end of each fiscal year (December 31st) or at the end of the Treasurer's term of office if he/she does not complete a full term of office. Said audit shall be completed and reported to the Board not later than sixty (60) days after the close of the fiscal year. If the Treasurer does not complete a full term of office, said audit shall be completed and reported to the Board not later than sixty (60) days from the date the auditor is appointed by the Board of Directors.

All checks drawn on the treasury of this Club for more than \$1,000.00 or such limit as determined by the Board of Directors shall be signed by any two of the following:

1. The Commodore
2. The Vice Commodore
3. The Secretary
4. The Treasurer.

The Club's fiscal year shall begin on January 1st of each year.

ARTICLE XIV: ELECTION OF OFFICERS AND DIRECTORS

At the January BOD Meeting the Board shall appoint a Nominating Committee (two incumbent Board members and two members at large). The Nominating Committee shall nominate, at least, one regular member for each Board position. It shall require a majority vote of the Committee to nominate and the Committee members who concur therein shall sign their report. The Nominating Committee shall present its report at a duly called meeting of the ANNUAL membership meeting in May. Regular members may make additional nominations from the floor providing the nomination has at least seven (7) seconds. and made from the floor. After the nominations are presented to the general membership and no nominations from the floor are uncontested, then a formal vote of the membership present will be held. If a formal ballot mailing is deemed unnecessary then the nominees may be elected by a vote of the voting membership present and entitled to vote. The nominee receiving the largest number of votes for a position shall be declared elected to that position. In event of a tie vote, a second ballot containing only the positions involved in the tie shall be prepared. This ballot shall contain the names of the two nominees receiving the highest number of votes and shall be mailed to all regular members. The names of all elected officers and directors shall be posted on the Clubhouse bulletin board and in the Club web site.

ARTICLE XV: COMMITTEES

With the approval of the Board of Directors, the Commodore may appoint such standing and special committees, as he or she may deem necessary and advisable.

ARTICLE XVI: REGULATIONS

The Board of Directors shall have the power to adopt Club regulations not inconsistent with these By-Laws for the purpose of providing ways and means for the proper government and conduct of the business and affairs of the Club and shall likewise have the right and power to change the same from time to time.

ARTICLE XVII: DISSOLUTION

The property of this corporation is irrevocably dedicated to recreational purpose and upon abandonment, liquidation, or dissolution of this Club. Upon the Clubs dissolution, the Board of Directors shall distribute its assets to the Town of Kingston for supporting waterfront recreational needs. No part of the net earnings of this corporation shall inure to the benefit of any individual.

ARTICLE XVIII: AMENDMENTS

These By-Laws may be repealed: amended, and additional provisions added thereto at any regular or special meeting of the members, at which at least a two-thirds (2/3) majority of all members present in a quorum, vote in favor of said repeal, amendment, or addition, but no repeal, amendment or addition to the By-Laws shall be voted upon at any given meeting of the members unless fourteen (14) days notice has been given by mailing a copy thereof together with a notice of the meeting to each member.