



# **BAY SHORE YACHT CLUB CONSTITUTION AND BY-LAWS**

## **ARTICLE I**

### **Name**

This organization shall be known as the  
Bay Shore Yacht Club, Inc.

## **ARTICLE II**

### **Object**

The object of this organization shall be to establish a family program in yachting and to provide adequate facilities for the fuller enjoyment of the sport.

## **ARTICLE III**

### **Burgee**

The Club Burgee shall be a pointed flag, the length to be one and one-half the hoist. The three colors, red, white and blue, shall be arranged as follows: The red at the head, and the blue at the tip, shall be separated by the white chevron, in width one-third the hoist of the flag, with its inner edge beginning at a distance of one-third the hoist from the head along the top and bottom edges and extending to its vertex located at a distance of one-half the hoist from the head on an imaginary horizontal line drawn through the center of the flag.

## **ARTICLE IV**

### **Officers**

The officers of this organization shall be Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

## **ARTICLES V**

### **Duties of Officers**

1. *Commodore* - It shall be the duty of the Commodore:
    - A. To preside at all meetings and to enforce the laws and regulations of the Club.
    - B. Subject to the approval of the Board of Governors, the Commodore shall appoint annually a Fleet Captain, a Fleet Surgeon, a Master at Arms, a Delegate to the GSBYRA, and a Chairperson for each of the Standing Committees. The Commodore may from time to time appoint such other committees as may be deemed appropriate.
    - C. He shall be ex-officio a member of all committees except the Nominating Committee.
  2. *Vice Commodore* - It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of the Commodore's duties and in his absence to officiate in the Commodore's place.
  3. *Rear Commodore* - It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties and in their absence to officiate in their place.
  4. *Secretary* - It shall be the duty of the Secretary:
    - A. To keep the minutes in a book for that purpose and to have custody of all reports and documents of the Club.
    - B. To keep a corrected roll of all members, together with the date of their election.
    - C. To give notice of all meetings of the Club, and in case of a special meeting to designate the purpose of the meeting.
    - D. To notify members of their election to office and their appointment to serve on committees.
-



5. *Treasurer* - It shall be the duty of the Treasurer:
  - A. To collect and receive all dues and other money due to the Club and deposit the same in the bank to be approved by the Board of Governors in the name of the Club.
  - B. To pay all bills contracted by the Club.
  - C. To endorse for deposit to the Club's account all bills of exchange, checks and orders for the payment of money, and to draw and sign checks upon the said account.
  - D. To keep a correct account of all money received and paid.
  - E. To make a report on the finances of the Club at each meeting thereof.
  - F. To issue and to sign all bonds, debentures or other instruments of indebtedness of the Club which may be authorized by the Board of Governors.

## **ARTICLE VI Board of Governors**

1. The Board of Governors shall consist of nine elected members, the Officers and the Chairpersons of the Standing Committees. In addition, the past Commodores shall be honorary members of the Board with the four most immediate past Commodores who retain Regular Membership having the right to vote.
2. It shall have entire authority in the management of the affairs and of the finances of the Club and shall have general control of all its property. All rights and powers connected therewith shall be vested in it.
3. It shall have general authority over all committees.
4. It shall make rules as it deems proper respecting the use of the Clubhouse and grounds not inconsistent with the Certificate of Incorporation, the New York State Not-for-Profit Corporation Law and the Constitution and By-Laws.
5. At such times as the Board of Governors by resolution shall determine, or when called by the Commodore or any three Governors, the members of the Board shall hold their meetings, regular and special.
6. The Board shall elect to membership of the Club such candidates, as it considers desirable. Three negative votes shall reject a candidate for membership. When three or more negative votes are cast with no prior objections from the membership, the negative voters are required to contact one of the flag officers within 48 hours with an explanation or the negative vote shall be deemed an abstention. The details of any such contact shall remain confidential.
7. Any Governor other than an Honorary Governor who shall be absent from two consecutive meetings without making sufficient excuse to the Board shall be deemed to have resigned therefrom.
8. In the event of a vacancy in any office or on the Board of Governors, the Board shall appoint a successor to fill the unexpired term.
9. No Governor, by virtue of holding more than one position, shall have more than one vote.

## **ARTICLE VII Standing Committees**

1. The *Finance Committee* shall advise and assist the Board of Governors and the Treasurer in the handling of the finances of the Club including taxes, insurance and permits.



2. The *Regatta Committee* shall arrange and conduct competitive yacht races.
3. The *Sailing Instruction Committee* shall arrange and conduct a program of sailing instruction for the Club. It shall have general control and management of the sailing instructors. Sailing instructors may not be children or next of kin to Club members.
4. The *House Committee* shall have general management and control of the Clubhouse, grounds and employees of the Club, excluding the sailing instructors. Employees may not be children or next of kin to Club members.
5. The *Entertainment Committee* shall arrange and conduct a program of entertainment for the Club.
6. The *Membership Committee* shall inquire into the character and general qualifications of all proposed candidates for membership and report its findings to the Board of Governors. It shall notify new members of their election and resigned members of the acceptance of their resignation by the Board of Governors. It shall also notify the Secretary and Treasurer of the election of new members.
7. The *Long Range Planning Committee* shall formulate and recommend to the Commodore and the Board of Governors a long-range financial plan for the maintenance and improvement of the Clubhouse, grounds and fleet. It shall also make recommendations concerning the future development of Club facilities, programs, policy and all other activities which may be deemed vital to the Club's continued well being.

#### **ARTICLE VIII Elections and Quorum**

1. The number of elected Governors of the Club shall be nine. They shall be elected at the annual meeting by Regular voting members, each Regular member to cast one vote. Their term of office shall be three years, beginning January 1<sup>st</sup>, with the terms staggered so that the terms of three Governors expire each year. At the expiration of a three-year term, any Governor may be re-elected but can serve only for two consecutive terms.
2. At the regular meeting of the Board of Governors two months prior to the annual meeting of the Club, the Commodore shall appoint a Nominating Committee consisting of five members whose duty it shall be to nominate candidates for Governors to be elected at the annual meeting. The committee shall consist of the immediate past Commodore as Chairman; one elected Governor whose term is not about to expire, and three other Regular Members who have been members for at least five years. Either spouse holding a Family Membership, but not both, may serve on the Nominating Committee. This committee shall notify the Secretary in writing at least 30 days before the date of the annual meeting of the names of such candidates, and the Secretary shall post said names up on the Club bulletin board or shall mail a copy thereof to the members entitled to vote thereon at least 15 days prior to the date of said annual meeting. Independent nominations for Governors may also be made, endorsed with the names of not less than 10% of the Regular voting members, if forwarded to the Secretary at least five days prior to said annual meeting. No nominations may be made from the floor.
3. The elected Governors shall serve as a nominating Committee for the officers, with the senior flag member as chairman. They shall notify the Secretary in writing at least 30 days before the date of the annual meeting of the names of such candidates, and the Secretary shall post said names up on the Club bulletin board and shall mail a copy thereof to the members entitled to vote thereon at least 15 days prior to the date of said annual meeting. Independent nominations for officers may also be made, endorsed with the names of not less than 10% of the Regular voting members, if forwarded to the Secretary at least five days prior to said



annual meeting. No nominations may be made from the floor. The officers shall serve for a term of one year, beginning January 1<sup>st</sup>.

4. A quorum at all regular or special meetings of the Club shall consist of 25 Regular members, and at all regular or special meetings of the Board of Governors shall consist of the majority of Governors.
5. All votes shall require a majority of those present in person or by proxy to elect a Governor or an officer.

#### **ARTICLE IX Meetings and Order of Business**

1. The annual meeting of the Club shall be held on the last Wednesday of September.
2. Special meetings may be called by the Commodore or must be called by the Secretary at the written request of 10% of the Regular voting members.
3. The order of Business at the regular meetings of the Club and the Board of Governors shall be:
  - A. Reading of Minutes
  - B. Reports of Officers
  - C. Reports of Committees
  - D. Reports of Delegate to the GSBYRA
  - E. Unfinished Business
  - F. New Business
  - G. Elections
  - H. Adjournment
4. All meetings of the Club and the Board of Governors shall be conducted in accordance with *Robert's Rules of Order* when not inconsistent with this Constitution and By-Laws.

#### **ARTICLE X Membership**

1. Classes of membership shall be:
  - A. **Regular membership** - There shall be two categories of Regular Membership:
    - 1.) *Family Membership* - is available to all married couples, and entitles such members to the facilities of the Club for the spouses and their unmarried children, if any, under the age of twenty-one years, including the right to vote and hold office. For purposes of voting, the Family Membership shall be considered one membership, entitled to one vote. Each family shall designate one of the members as its proxy to cast its vote and otherwise represent both of the family members at any annual or special meeting of the members;
    - 2.) *Single Membership* - is available to all unmarried individuals, and entitles such member to the facilities of the Club for himself or herself and his or her unmarried children, if any, under the age of twenty-one years, including the right to vote and hold office;
    - 3.) Upon the death of a Family Member, the surviving spouse shall be a Single Member. Upon the divorce of Family Members, one spouse or both spouses shall become Single Members, upon



written notice to the Secretary of the Club, signed by both Family Members. Failure to give such notice shall be reported to the Board of Governors for action, which may be suspension.

- B. *Honorary Membership* - Any person may be elected to Honorary Membership in the Club by the Board of Governors. Honorary Membership entitles such member to the facilities of the club but not the right to vote or hold office.
  - C. *Intermediate Membership* - Intermediate Membership is open to any individual, single and between the ages of 21 and 26 years, whose parent is a Regular Member, and entitles such member to the facilities of the Club but not the right to vote or to hold office.
  - D. *Nonresident Membership* - is available to Regular Members in good standing, on moving outside of a 100-mile radius of the Club. Nonresident Membership entitles such member to receive all publications of the Club, attend any Club function and participate in regattas as a Club member when in the area. Nonresident Members may not vote or hold office.
  - E. *Sailing Membership* - is available to any person who has attained the age of 18 years but not yet 24 years by January 1<sup>st</sup> of the year in which application is made. A Sailing Member shall be entitled to represent the Bay Shore Yacht Club in any and all regattas, sailing events and sailing activities sanctioned by the Club, the GSBYRA, the USSA or any sailing Class Association. Sailing Members may not vote or hold office. Sailing Members shall not have any social or house privileges, except for social events designated by the Board of Governors as directly related to sailing. Sailing Membership must be renewed annually by application and will not be automatically renewed.
2. The Board of Governors may establish and discontinue other special classes of membership from time to time.
  3. The application of each candidate for membership must be submitted in writing and signed by two regular members. This application, together with letters of recommendation written by both the proposer and seconder, must be sent to the Chairman of the Membership Committee.

## **ARTICLE XI Dues and Initiation Fees**

1. Dues and initiation fees shall be as follows:
  - A. Regular members shall pay such initiation fee, dues and assessments in amounts to be determined by the Board of Governors.
  - B. Honorary members shall pay no initiation fee and no dues.
  - C. Intermediate Members shall pay no initiation fee but shall pay dues in amount to be determined by the Board of Governors. Intermediate Members will receive a credit of 1/5<sup>th</sup> of initiation fee toward active membership for every year of Junior dues payment.



- D. Nonresident Members shall pay dues in amount to be determined by the Board of Governors.
- E. Sailing Members shall pay dues in amount to be determined by the Board of Governors.
2. Annual dues shall be payable to the Treasurer on or before the first day of February of each year or upon election. If after March 1<sup>st</sup> any member shall have failed to pay his dues, such member's name shall be reported to the Board of Governors for action, which may be suspension, and if such dues remain unpaid by **April 1<sup>st</sup>**, such name shall be reported to the Board of Governors for action, which may be expulsion. No member or Governor may vote if delinquent with current dues and assessments.
  3. A member elect shall have twenty-one days from date of notification of his or her election to membership in which to pay his initiation fee and dues, and assessments, and if not paid by this time such membership shall become void.
  4. Members elected on or after August 1<sup>st</sup>, shall pay one-half the annual dues for the current year and one-half the assessments for the current year, but members elected on or after October 1<sup>st</sup> shall pay no dues and no assessments for the current year. However, full initiation fees must be paid regardless of date of election.
  5. A former member who had resigned when in good standing may be re-elected to membership without the repayment of an initiation fee or assessments. In this event his seniority shall be determined from his date of re-election. For reinstatement, the regular procedures for applications for membership shall be followed (except that letters of recommendation are not required) and any unpaid assessments shall be paid.

## **ARTICLE XII Resignations**

1. Resignations must be made in writing and delivered to the Secretary.
2. Any member whose current annual dues are unpaid or who is in any way indebted to the Club may not resign.
3. The resignation of a member shall not be effective until it shall be accepted by the Board of Governors.
4. A member in good standing who resigns before June 1<sup>st</sup> shall be refunded one-half the annual dues and one-half the assessments for the current year.

## **ARTICLE XIII Discipline**

Any member guilty of conduct injurious to the character or welfare of the Club may be suspended for a period of time or expelled by a vote of the Board of Governors.



#### **ARTICLE XIV Amendments**

The Constitution and By-Laws shall be subject to alteration, amendment or repeal, and a new Constitution and By-Laws may be made by the affirmative vote of two-thirds of the Regular voting members present in person or by proxy at any meeting of the Club, a quorum being present; provided that notice of the proposal to so alter, amend or repeal the Constitution and By-Laws be included in the notice of such meeting.