

## **BY-LAWS**

(as of April 15, 2007)

NORTH COVE YACHT CLUB, INC.  
Old Saybrook, Connecticut

### ARTICLE 1

Section 1.1. This Corporation shall be known as the NORTH COVE YACHT CLUB, INC. of Old Saybrook, Connecticut.

Section 1.2. The Corporate Seal shall be a two-line circle two (2) inches in diameter, enclosing "North Cove Yacht Club, Old Saybrook, Conn." inside of which is a circle enclosing "Incorporated 1969."

### ARTICLE 2

#### Object

The object of this Club shall be to encourage the sport of yachting, to promote the science of seamanship and navigation, and to provide and maintain a suitable Club House and other facilities for the recreation and use of its members.

### ARTICLE 3

#### Officers

Section 3.1. Elected Officers: The elected officers shall be a Commodore, Vice Commodore, Rear Commodore (each of whom shall be a yacht owner at the time of election), Secretary and Treasurer.

Section 3.2. Appointed Officers: Such other officers, including Measurer, Fleet Captain and Fleet Surgeon as the Commodore deems advisable shall be appointed by the Commodore, subject to approval by the Board of Governors, and shall hold office at the pleasure of the Board.

### ARTICLE 4

#### Officers' Duties

Section 4.1. Commodore: Commands the squadron, appoints a Fleet Captain, a Fleet Surgeon, and a Measurer, enforces the Laws and Regulations of the Club, and presides at all meetings of the Club.

Section 4.2. Vice Commodore: Assists the Commodore in the discharge of his/ her duties and officiates in the absence of the Commodore.

Section 4.3. Rear Commodore: Assists the Commodore and Vice Commodore in the discharge of their duties and officiates in their absence.

Section 4.4. Secretary: Keeps minutes of the meetings of the Club and of the Board of Governors in books provided for that purpose and maintains custody of all reports and documents connected with the proceedings of the Club.

4.4.1. Keeps a correct roll of the members with the dates of their election.

4.4.2. Notifies each member-elect of his/her election.

4.4.3. Keeps a correct list of the yachts enrolled in the Club.

4.4.4. Renders a statement of the affairs of the Club at the Annual Meeting.

4.4.5. Gives notice of all meetings and conducts the correspondence of the Club.

4.4.6. Notifies members of their election to office, their appointment to Committees and performs such other services as may be required.

Section 4.5. Treasurer: Receives funds due to the Club, pays Club bills and maintains financial records.

4.5.1. Deposits funds in the name of the Club in a depository or depositories approved by the Board of Governors.

4.5.2. Presents at each stated meeting and whenever so requested by the Board of Governors, a detailed account showing the financial condition of the Club, and files the same, with vouchers, with the Secretary.

4.5.3. The Treasurer shall be bonded in accordance with the requirements of the Board of Governors.

Section 4.6. Measurer: Measures yachts to give them rating and reports the data to the Secretary.

Section 4.7. Fleet Captain: Serves as the Executive Officer of the Commodore and holds office during his/her pleasure.

Section 4.8. Fleet Surgeon: Evaluates the sanitary condition of the fleet and performs such duties pertaining to his/her profession, as the Commodore shall direct.

## ARTICLE 5

### Board of Governors

Section 5.1. There shall be a Board of Governors not to exceed fifteen (15) in number, which shall consist of the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and nine (9) other elected Members and the immediate past Commodore.

Section 5.2. The Board of Governors shall organize within thirty (30) days after the annual election and the Commodore shall serve during the ensuing year as Chairman.

## ARTICLE 6

### Powers and Duties of the Board of Governors

Section 6.1. Has entire authority to manage the affairs and finances of the Club and shall have control of all its property.

Section 6.2. Makes rules as they deem proper respecting use of the Club House and grounds; prescribes rules for admission of non-members; gives penalties for offenses against the rules and makes rules for their own governance.

Section 6.3. Makes appropriations of club funds except as otherwise specified in the by-laws.

Section 6.4. Authorizes an annual audit of the Treasurer's accounts.

Section 6.5. Limits indebtedness of a member to the Club.

Section 6.6. Elects to membership in the Club such candidates, as they consider eligible as hereinafter provided.

Section 6.7. May suspend or expel any member for violation of the by-laws, or for conduct which they shall deem improper or prejudicial to the Club, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 6.8. May reinstate to membership any former member whose resignation has been fully accepted as hereinafter provided.

Section 6.9. May, as hereinafter provided, drop from the roll any delinquent member, and also may reinstate such members, as hereinafter provided.

Section 6.10. Appoints all Standing Committees, with full authority over them, except as hereinafter provided and shall appoint such other Committees as deemed necessary.

Section 6.11. Makes appropriations for the clerical assistance of the Secretary and Treasurer.

Section 6.12. May remove any Governor with or without cause by the affirmative vote of twelve (12) Governors.

## ARTICLE 7

## Meetings

### Section 7.1. Board of Governors

7.1.1. The Board of Governors shall schedule, at a minimum, eleven (11) monthly meetings during the calendar year.

7.1.2. Eight (8) Board members shall constitute a quorum.

7.1.3. The Commodore may, or upon the written request of one third (1/3) of the total number of Governors shall call a special meeting of the Board of Governors. Such special meeting shall be held within ten (10) days after receipt of the request and written or oral notice shall be given at least one day prior to the meeting.

### Section 7.2. Annual Meeting and Special Meetings

7.2.1. The Annual Meeting shall be held during the month of November, and another stated meeting may be held during the months of March or April.

7.2.2. The Commodore may, or upon written request of ten (10) Regular Members or upon request of the Board of Governors shall call a special meeting of the members. This meeting shall be held within thirty (30) days after receipt of request.

7.2.3. Twenty-five (25) voting members shall constitute a quorum for the transaction of business at all annual and special meetings.

### Section 7.3. Notices

7.3.1. Notices shall be sent to every member of all meetings of the Club at least seven (7) days prior thereto. Notices of special meetings shall state the purpose for which they are called and no other business shall be in order at such meetings.

### Section 7.4. Rules of Order

7.4.1. Except as otherwise provided, all questions shall be determined by a majority vote.

7.4.2. All questions of parliamentary practice not herein provided for shall be determined in accordance with Roberts Rules of Order.

## ARTICLE 8

### Standing Committees

Section 8.1. The Standing Committees shall be: Membership Committee, House Committee, Grounds Committee, Race Committee, Mooring Committee, Activities Committee, Investment Committee, Long Range Planning Committee, Nominating Committee and such other committees as are appointed by the Commodore and approved by the Board of Governors. The Board of Governors shall appoint committee Chairs annually at the first regular meeting after the annual election.

Section 8.2. Membership Committee: Passes upon the qualification of all candidates for membership. The Committee consists of five (5) members. A majority shall constitute a quorum.

Section 8.3. House Committee: Provides management and control of the Club House facilities. They receive and redress complaints.

Section 8.4. Grounds Committee: Provides management and control of the grounds.

Section 8.5. Race Committee: Receives entries for all races, judges and in the event of the absence of any of them appoints a substitute or substitutes. Provides stake boats, appoints members to assist the Committee and has the direction and control of all races. All disputes are subject to their decision, which shall be based on the sailing rules and regulations, so far as they apply and when not, the ordinary rules of the sea prevail. They have full power to disqualify any yacht that has violated any rule of the Club or custom of the sea.

8.5.1. There shall be an annual regatta, unless suspended by the Board of Governors upon recommendation by the Race Committee.

8.5.2. The Race Committee shall keep a record of their proceedings and of all races, with full details, in a book provided for that purpose.

Section 8.6. Mooring Committee: Provides general management and control of the Club moorings and the waterfront, including docks and bulkheads.

Section 8.7. Activities Committee: Provides and takes charge of all social and educational activities given by the Club.

Section 8.8. Investment Committee: Invests those capital funds as defined in Article 14.

Section 8.9. Long Range Planning Committee: Investigates and considers those club projects and concerns beyond the general scope of the Board of Governors. The committee will consist of at least five (5) members, none of whom will be a member of the Board of Governors. The committee will meet on an "as required" basis, but will report conclusions and recommendations to the Board of Governors at least annually.

Section 8.10. Nominating Committee: Recommends candidates for all elective offices.

## ARTICLE 9

### Nominations

Section 9.1. The Nominating Committee shall consist of five (5) members. Three (3) new members will be appointed annually. A majority defines a quorum. No member shall serve more than two (2) years. No members of the Nominating Committee shall be eligible for election.

Section 9.2. The Nominating Committee shall be chaired by the immediate Past Commodore and hold its initial meeting by the end of the second quarter.

Section 9.3. The Nominating Committee shall nominate candidates for all elective offices to be filled at the next annual meeting and shall cause the names of such candidates, with the offices for which they are nominated, to be posted on the Club House bulletin board or sent to the members at least three (3) weeks prior to the annual meeting.

Section 9.4. Any ten (10) members in good standing may nominate candidates for any office by notifying the Secretary of such candidates, with the offices for which they are nominated, at least two (2) weeks prior to the annual meeting. Such nominations shall be subscribed by the members nominating. The Secretary will post such nominations to the membership prior to the meeting.

Section 9.5. No candidate shall be elected to any office unless he/she shall have been nominated as herein before provided.

## ARTICLE 10

### Elections

Section 10.1. The Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and any required Governors shall be elected at the Annual Meeting of the Club. Flag Officers shall serve for two (2) years maximum elected annually, Treasurer and Secretary for three (3) years maximum elected annually. The Governors shall hold office for three (3) years on a staggered basis with three (3) members being elected to the Board each year. Governors who have served a term of three (3) years shall be ineligible for one (1) year to be re-elected to the Board.

Section 10.2. Voting shall be by ballot and a majority of the votes cast shall be necessary to elect.

Section 10.3. All vacancies shall be filled by the Board of Governors for their unexpired term.

## ARTICLE 11

### Classes of Membership

Section 11.1. There shall be five (5) specific classes of Membership:

Regular Members: Current dues-paying members who are at least twenty-one (21) years of age on January first of the year when elected to membership. The term "member" may include individual or husband and wife.

Junior Members: Current dues-paying members who are between eighteen (18) and twenty-five (25) years of age on January first of the year when elected to membership. The term "member" may include individual or husband and wife.

Supporting Members: Members who have resigned and have assigned their bonds to the Club.

Founding Members: Any Founding Member who has assigned his bond to the Club. The founders are: Everett A. Cooper, J. Whittier Anderson, Robert B. Wright and Edward W. Hildreth.

Honorary Members: Members so elected at any meeting of the Club after recommendation by the Board of Governors. Any of the above who became members at the Club organization meeting, March 15, 1969, are also designated as Charter Members.

Section 11.2. Regular members shall pay annual dues as delineated in Article 13, shall be entitled to vote at meetings of the Club, and shall be the only members eligible to hold elective office. Each Household (individual or husband and wife) shall have one (1) vote. Regular members shall be entitled to all the privileges of the Club. Children under twenty one (21) years of age of such members shall be entitled to all the privileges of the Club except holding office or voting.

Section 11.3. Regular members may become Supporting Members by releasing in writing the Club's indebtedness for the members' bonds upon separation from the Club. After their separation they will be exempt from dues and assessments, but will receive all correspondence. They shall not vote or hold office, but may have limited social privileges of the Club by contacting a Flag Officer.

Section 11.4. Junior members shall pay annual dues as delineated in Article 13, shall be entitled to all the privileges of the Club, and shall be eligible to vote but may not hold elective office. They shall automatically become Regular members on January first of the year following their attainment of twenty-six (26) years of age.

Section 11.5. Honorary members may be elected at any meeting of the Club after recommendation by the Board of Governors, but three (3) negative votes shall reject. They shall be exempt from dues and assessments, they may speak at all meetings, but shall not vote or hold office.

## ARTICLE 12

### Membership

Section 12.1. Candidates for membership should be actively involved in yachting, either as owners, crewmembers, or charterers. Boat ownership is not a requisite, but is preferred. However, a demonstrated and current interest and participation in yachting is required.

Section 12.2. Each candidate for Regular or Junior Membership shall be proposed by a member in good standing to whom the candidate is personally known. The Proposer will provide a proposing letter to accompany the application. In addition, the candidate's letters from at least three (3) other members must support the application. Candidates must attend at least one (1) club function and be introduced by the Proposer to at least two (2) members of both the Membership Committee and Board of Governors. The names of those four (4) members shall be shown on the application form. The Proposer shall forward the completed and signed application with the letters from the Proposer and supporters to the chairperson of the Membership Committee.

12.2.1. The Proposer shall insure that the candidate is made aware of the act that he or she will be expected to contribute time annually to assist in the maintenance and/or operation of the Club and its activities.

12.2.2. Upon consideration of each application by the Membership Committee, the Membership Chairperson will present the application with the Committee's recommendations to the Board of Governors.

12.2.3. If approved by the Board of Governors they shall request the Newsletter Editor to post the name and address of each applicant in the next newsletter, stating that any input concerning the applicant should be addressed to a member of the Board of Governors. At the next board meeting, not less than twenty one (21) days after the posting, the Board of Governors will proceed with the election to membership. Such election must be by ballot at a regular meeting of the Board of Governors and two (2) negative votes shall reject. No rejected candidate shall be eligible for membership within six (6) months after rejection.

12.2.4. All deliberations and communications concerning the application for membership shall be considered confidential except for the posting and announcement of those elected to membership. If disapproved, the Board of Governors will notify the Proposer to allow for an appeal.

Section 12.3. No member in arrears for dues, or other indebtedness, shall be eligible to hold office, or be entitled to vote or to enter in any race; nor shall the Corporation be obligated to redeem his/her bond.

Section 12.4. Any member in good standing who has resigned from membership and whose bond has not been redeemed, or, if applicable, initiation fees and dues have been paid to the day of his/her written letter of resignation, may, upon written application to the Board of Governors, be readmitted to membership upon election by the Board of Governors. The process to reinstate must be by ballot, and two (2) negative votes shall reject. No rejected candidate shall again be proposed for reinstatement within six (6) months after rejection. Original bond-holding members who have redeemed their bonds must pay the current initiation fee in addition to the current dues. Other former members are required to pay only the current dues. The Board of Governors may also allow the re-applied member to be readmitted ahead of any applicants currently awaiting membership.

Section 12.5. Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club House and grounds at their request.

Section 12.6. All newly elected Regular members, and those passing from Junior to Regular membership, shall pay an initiation fee as delineated in Article 13.

Section 12.7. Bonds will be redeemed by the Corporation at their face value of \$1000 in strict order of a Regular member's separation only upon payment of \$1000 or the prescribed initiation fee (whichever is less) by a replacement member. However, members who separated before November 17, 1991 will have their bonds redeemed after payment of the initiation fee, or first installment thereof, by a replacement member. In the event a separating Regular member elects to surrender his/her bond and donate the proceeds to the Corporation, the Corporation will be the recipient of that money in the same manner and sequential order as other separated Regular members.

Section 12.8. The membership rolls may be closed or re-opened upon approval of at least two-thirds of the Regular members present at a meeting, providing the notice of closing or opening of the rolls has been given in the notice of the meeting. The Secretary shall give notice of any proposed change in the membership rolls in the call of the meeting. Proposals to close or reopen the membership rolls shall be submitted in writing to the Board of Governors and signed by at least two (2) Regular members.

Section 12.9. Should the parties to a husband/wife membership become legally separated or divorced, each may continue as an individual member by payment of one half (1/2) the initiation fee previously paid, or if membership was held through a bond, of a \$1000 fee from the non-bond holder only. These fees are payable within the calendar year following the year of legal separation or divorce. Limits on membership rolls are temporarily waived for the above purpose.

## ARTICLE 13

### Dues, Fees and Assessments

- Section 13.1. The dues and initiation fees for Regular members shall be proposed by the Board of Governors and presented to the membership in the call of the Annual Meeting for vote by the membership.
- Section 13.2. A new Regular membership will take effect when the member-elect has paid the prescribed initiation fee, or first installment thereof, and the dues. The initiation fee may be paid in two (2) installments, one third (1/3) upon election, and the balance not to exceed twelve (12) months from the date of election. The first installment and the dues must be paid within thirty (30) days of the date of election of the new member.
- Section 13.3. The dues for Junior Members shall be fifty (50) percent of those established for Regular members. Junior members shall not be assessed the initiation fee, however, when a Junior member becomes a Regular member, he or she shall be assessed the then current initiation fee, less a credit equal to one half (1/2) of the cumulative annual dues paid as a Junior member. This reduced initiation fee shall be payable per the schedule for Regular members.
- Section 13.4. Dues are payable within thirty (30) days of the date of invoice (normally January 1). Dues unpaid after thirty (30) days of the date of invoice will accrue interest from the date of invoice at a rate set by the Board of Governors.
- Section 13.5. Dues for new members will be adjusted during the first year of membership according to the month of election as follows:
- |                       |      |
|-----------------------|------|
| January through June  | 100% |
| July and August       | 75%  |
| September and October | 45%  |
| November and December | 15%  |
- Section 13.6. Any member in arrears for dues, or other indebtedness, for a period of three (3) months, shall be notified by certified mail return receipt requested by the Secretary at his/her last known address and his/her name, with the amount due, with any additional indebtedness, and shall be posted on the Club House bulletin board as delinquent. If the amount posted is not paid in full within one (1) month from the date of notice, the Secretary shall report the name of the delinquent to the Board of Governors at their next meeting. The Board of Governors may drop from membership the name of such delinquent, who shall thereafter be excluded from the Club House and grounds. A member dropped from the roll for non-payment of dues, or other indebtedness, may upon payment of the same, at the discretion of the Board of Governors, be reinstated to full membership.
- Section 13.7. An assessment for a specified purpose may be imposed by majority vote of the members present at the Annual Meeting or a Special Meeting.

## ARTICLE 14

### Capital Assets

- Section 14.1. A separate account designated the Capital Assets Fund that may be expended only for physical assets for Club use shall be maintained. All monies derived from the purchase of bonds or from initiation fees and such special assessments as are designated for improvement or acquisition of physical assets shall be placed in the Capital Assets Fund. Interest derived on said fund shall be considered a part thereof. Other monies such as excess of operating income over expenses or interest on other Club funds may be deposited in the Capital Assets Fund if approved at a membership meeting.

Section 14.2. The Capital Assets Fund may, at the discretion of the Board of Governors, be invested in such classes of mortgages or securities as are designated by the State of Connecticut as suitable for investment by savings banks.

Section 14.3. Expenditures of the Capital Assets Fund will be only at the specific direction of the membership by vote at a stated or special meeting except that up to \$10,000.00 of said fund may be expended in any one (1) year for physical assets for Club use at the discretion of the Board of Governors without prior specific approval of the membership.

Section 14.4. The Treasurer shall be authorized to borrow from the Capital Assets Fund, with the approval of the Board of Governors, an amount sufficient to meet an annual operating expense deficit, but such amount is not to exceed \$5,000.00. Such borrowed amounts are to be repaid to the Capital Assets Fund by the end of the current fiscal year.

Section 14.5. The Capital Assets of the Club may not be pledged as collateral on any loan except as approved by vote of the membership.

## ARTICLE 15

### Discipline

Section 15.1. Any member or members having a complaint against another member for the infraction of any law or rule, other than sailing rules, or for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Governors. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any.

Section 15.2. After receiving such complaint, a meeting of the Board of Governors shall be held as soon as practicable to investigate the same. Of such meeting, the complainant or complainants, and the member complained of shall receive at least five (5) days notice and may be heard with their witnesses. The statements and evidence shall be reduced to writing, and filed with the Secretary.

Section 15.3. The Governors shall have the right and power to suspend or expel a member thus complained of, or impose other penalty. The decision of the Governors shall be filed with the Secretary and he/she shall mail copies thereof to the complainant or complainants and to the member complained of. An appeal from the decision of the Governors may be taken to the Club within five (5) days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a two-thirds vote shall be necessary to reverse the decision of the Board of Governors.

## ARTICLE 16

### Burgee, Flags, and Night Signal

Section 16.1. The Burgee, Flags, and Night Signal shall be:

Burgee: blue and yellow as filed with the Secretary.

Commodore's flag: blue, rectangular, with a fouled anchor in white surrounded by thirteen (13) white five-pointed stars.

Vice-Commodore's flag: red, rectangular, with a fouled anchor in white, surrounded by thirteen (13) white five-pointed stars.

Rear-Commodore's flag: white, rectangular, with a fouled anchor in red, surrounded by thirteen (13) red five-pointed stars.

Fleet Captain's flag: white, rectangular, with a blue fouled anchor.

Race Committee flag: rectangular, with a red vertical anchor supported by the two (2) letters R.C. in white on a blue field.

Night Signal: three (3) vertical lights, yellow over blue over yellow.

## ARTICLE 17

### Yacht Squadron

Yachts owned wholly or in part by a member of the Club shall become enrolled in the squadron upon filing with the Secretary a description thereof, stating the name, ownership, dimensions, and rig, and when known, the name of the builder.

## ARTICLE 18

### Care of Yachts

Members shall be responsible for the proper mooring of their yachts, and neither the Club nor its employees shall be responsible for any damage which may occur from the slipping, breaking away from, or dragging their anchor, but in case of accident reasonable effort will be made to protect the property of members.

## ARTICLE 19

### Amendments and Suspensions

These by-laws, or any of them, may be suspended at any meeting, but for such meeting only, by the consent of four-fifths of the voting membership present. These by-laws may be amended or repealed by a vote of two-thirds of the voting members present at any meeting, provided notice of the proposed amendment or repeal shall be given in the notice of the meeting. The Secretary shall give notice of any such proposed amendment or repeal in the written notice of any meeting, which meeting may be called upon the written request of ten (10) voting members in good standing, and provided further that the proposed amendment or repeal has been recommended by the Board of Governors.

## ARTICLE 20

### Indemnity of Governors and Officers

Section 20.1. Treasurer's Bond: A bond shall be required of the Treasurer, provided the cost of such bond shall be paid by the Corporation.

Section 20.2. Indemnification: Every person who is, or has been a Governor or Officer of the Corporation shall be indemnified and held harmless by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceedings to which he/she may be made a party by reason of his/her being or having been a Governor or Officer of the Corporation, except in relation to such matters as to which he/she shall be finally adjudicated in such action, suit or proceedings, to have acted negligently or to have been liable by reason of misconduct in the performance of his/her duty as such Governor or Officer. "Costs and Expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

## ARTICLE 21

### Corporate Assets and Activities

Section 21.1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Governors, Officers, or other private persons and the Corporation shall not have or issue shares of stock or pay dividends, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

Section 21.2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 21.3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (7) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 21.4. Upon dissolution of the Corporation, the Board of Governors shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Governors shall determine. Any such asset not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.