

## AMENDED BY-LAWS OF THE ROCKPORT BOAT CLUB

*September 13, 2019*

### ARTICLE I NAME, PURPOSE, NATURE AND LOCATION

**Section 1. Name.** The name of the organization is the Rockport Boat Club (hereinafter "RBC," the "Club," or the "Corporation").

**Section 2. Purpose.** The Club is a nonprofit corporation organized under the Laws of the State of Maine, Title 13-B, Maine Revised Statutes Annotated (M.R.S.A.), as a "mutual benefit corporation" for the purpose of sponsoring and promoting sailing, boating and other marine-related activities, with particular emphasis on educational and training opportunities for children and adults from the community, and for such other purposes as permitted by law. In doing so, the Club is organized exclusively to promote social welfare.

**Section 3. Nature and Location.** The Corporation was incorporated on July 26, 1948, and shall continue to be operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and the regulations issued thereunder. The principal office of the Club is located in Rockport, Maine.

### ARTICLE II MEMBERSHIP

**Section 1. Number/Composition of Members.** The Board of Directors shall annually determine the number of Members.

**Section 2. Membership.** Membership in the Club shall be available to any individual 18 years or older, or a family which includes a spouse or domestic partner and any dependent children (hereinafter "Member" or "Membership"). The Club does not discriminate against any person on the basis of race, creed, color, origin, age, gender, or sexual orientation. The Club shall make available, through a Handbook, electronic or other means, the policies and procedures of the Club, including those that pertain to the application process.

**Section 3. Admission/Initiation Fees.** The Board of Directors shall determine whether to impose Admission and/or Initiation Fees for new Members and fix the amount of such fees. Any such fees assessed shall be immediately due upon receipt of notification of acceptance as a new Member.

**Section 4. Amount of Annual Dues.** The Board of Directors shall determine, prior to January 1<sup>st</sup> of each year, the amount of Annual Dues to be billed to Members for the following year. Annual Dues and Admission/Initiation Fees may be used as general operating funds or capital reserves pursuant to a budget adopted annually by the Board of Directors.

**Section 5. Annual Dues.** Members' dues shall be billed by the Treasurer, at the address or email address in the Club records, no later than January 15th of each year and shall be payable in full by February 15th of the same year. The Treasurer shall send a second notice to members with dues that remain unpaid as of February 15. Annual Dues for new Members shall be immediately due upon receipt of notification of acceptance.

**Section 6. Failure to Pay: Loss of Membership.** Members with dues unpaid by March 15 shall be notified by the Treasurer that their membership will cease as of April 15 of that year if dues remain unpaid. If dues are not received on or before April 15 that member shall be deemed to have resigned.

**Section 7. Special Assessments.** No Special Assessment for any purpose shall be made except upon written notice sent by mail or email to each Member. Any Special Assessment must be approved by two-thirds (2/3) of the Board of Directors. Special Assessment funds collected from the Membership shall be used only for the purpose for which the assessment is levied. The payment dates for Special Assessments shall be determined by the Board of Directors, with notice, payment dates and the imposition of late payment fines in the same manner and at the same time intervals as applicable to the payment of Annual Dues under Section 5 of this Article. Failure to pay Special Assessments shall be subject to a loss of membership as provided in Section 6 of this Article.

**Section 8. Good Standing.** A Member is in Good Standing with the Club to the extent that the Member is current on all financial obligations to the Club, including: Annual Dues, Special Assessments and Late Payment Fines, if any. A Member not in Good Standing shall not be entitled to vote on any Club matter, hold or retain any Club office or Director position, serve on any Club Committee, or otherwise enjoy any benefits of Club Membership.

**Section 9. Termination of Membership.** Members may resign from the Club at any time by providing written notice to the Commodore or the Treasurer. A letter of resignation or termination of Membership for any other reason does not eliminate any outstanding financial obligation to the Club and no proration of dues shall be required.

**Section 10. Actions Against Members.** A Member may receive an appropriate sanction at the discretion of the Board of Directors for failure to comply with the Bylaws or rules of the Club, or for repeated conduct/behavior that is inappropriate or disruptive to other Members' enjoyment of the Club. A Member sanction must be approved by at least two-thirds (2/3) of the Board of Directors. The Board of Directors shall provide the Member with a written notification of the sanction and the basis for the Board's action. The sanctioned Member shall have the right to a hearing

before the Board of Directors if such hearing is requested, in writing, within 30 days of the date of the sanction. Sanctions may include a temporary suspension or termination of Membership.

**Section 11. Notice to Members.** Notice to Members sent pursuant to these Bylaws shall be by mail or email to the Member's address on file with the Club. Any Notice sent to a Member shall be deemed given if sent to the address or the email address that the Club has on record. Notice is deemed given when placed in the U.S. Mail, or in the case of email, when transmitted.

### **ARTICLE III MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** The Annual Meeting shall be held at a time each year as designated by the Board of Directors, and shall be chaired by the Commodore. The meeting shall be held in or in close proximity to Rockport, Maine.

**Section 2. Special Meetings.** A Special Meeting of Members may be called at any time by the Commodore and shall be called if requested by a majority of the Board of Directors. The Secretary shall call a Special Meeting of Members upon the written request of at least 20 Members.

**Section 3. Notice.** The Secretary shall arrange for Notice of Annual and Special Meetings of Members to be sent to each Member at least 10 days before the date of the meeting. The time and date of the meeting shall also be posted at the Clubhouse and on the Club's website at least 10 days before the meeting. In the case of a Special Meeting of Members, the Notice shall set forth the purpose of the meeting.

**Section 4. Notice of an Adjourned Meeting.** When a meeting of the Membership is adjourned, for whatever reason, for 30 days or more, Notice of the adjourned meeting shall be given in accordance with Section 3 of this Article. Notice of a meeting adjourned for less than 30 days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Club may transact any business that might have been transacted at the meeting at which the adjournment was taken.

**Section 5. Quorum.** Twenty-five (25) Club Members attending in person, or by proxy, shall constitute a quorum of the Membership for purposes of an Annual or Special Meeting of Members. In case no quorum is present, those in attendance shall have the power to adjourn until a quorum is present.

**Section 6. Voting.** Each Member, whether an individual or a family Membership, shall be entitled to one vote on all Club matters on which the Membership is entitled to vote at an Annual Meeting or Special Meeting of Members, as long as such Member is in Good Standing.

**Section 7. Voting by Proxy.** A Member entitled to vote may vote in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

#### **ARTICLE IV DIRECTORS AND OFFICERS**

**Section 1. Officers/Directors.** The Officers of the Corporation, who shall also be Directors, shall include: President/Commodore; Vice President/Vice Commodore; Secretary; and Treasurer.

**Section 2. Election and Terms.** The Officers shall be elected by the Membership at the Annual Meeting. The term of office for each Officer shall be three (3) years, or until their successors have been duly elected and accepted office.

**Section 3. Duties/Authority of Officers.** The duties and authority of the Officers of the Corporation shall be as follows, subject to amendment and further detail as set forth in a resolution of the Board of Directors:

*President/Commodore* – The President/Commodore (also referred to as “Commodore”) shall be the Chief Executive Officer of the Corporation, and, in general, shall supervise and direct the business and affairs of the Club. The Commodore may sign, pursuant to restrictions established by the Board, any contracts or other instruments or documents that the Board of Directors has authorized to be executed. The Commodore shall: convene and preside over regularly scheduled Board meetings, appoint Chairs of the Club’s Committees, and serve as an ex-officio (non-voting) member of all Club committees. The Commodore shall be the Chair of the Board of Directors.

*Vice President/Vice Commodore* – The Vice President/Vice Commodore (also referred to as “Vice Commodore”) shall chair committees on special subjects as designated by the Board and shall have the authority and duties of the Commodore in the absence of or as delegated by the Commodore.

*Secretary* – The Secretary shall be responsible for keeping records of Board actions, including the taking of minutes at all Board meetings, providing notice of meetings, distributing copies of meeting minutes and the Board agenda to each Board member and as otherwise appropriate. The minutes of Board meetings shall be available to any Member requesting them. The Secretary shall retain the seal of the Corporation, if any, and affix it to documents as authorized By the Board.

*Treasurer* – The Treasurer shall serve as the Chief Fiscal Officer and be responsible for all funds of the Club. The Treasurer shall make a report at each Board meeting

concerning the status of the Club's finances and chair the finance committee, if any. The Treasurer shall have the responsibility for preparation of the budget, in consultation with other Officers and Committees, help develop fundraising plans and make financial information available to the Board, the Members, and to others as appropriate. The Treasurer shall file any required annual or other reports with Federal, State and Local authorities.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The Board of Directors shall have the general authority to manage and control the affairs and property of the Corporation, and shall have the full power, by majority vote (except where a greater number is required by law or by these Bylaws), to adopt rules and regulations governing the actions of the Board of Directors. The Board shall consist of an odd number of no less than 3 and no more than 15 Members, which shall include the Officers, identified in Article IV and may include other Members in Good Standing. The number of Directors may be increased by a vote of the Membership at any Annual or Special Meeting of Members.

**Section 2. Election and Terms.** Directors shall be elected by the Membership at the Annual Meeting. The newly elected individuals shall begin their terms at the close of the Annual Meeting and each shall serve until his/her successor is elected and accepts office.

In order to provide for a continuity of experience by establishing a system of staggered terms of office, at the first Board meeting subsequent to the first election after the adoption of these Bylaws, the Board shall designate one-half (1/2) of the number of Directors for 3-year terms and the remaining number of Directors for 2-year terms. To the extent that a Director is not able or willing to complete the entire designated term, the vacancy will be filled for the unexpired term pursuant to Article VIII, Section 3. Thereafter, all Directors shall be elected to 3-year terms.

**Section 3. Regular Meetings of the Board of Directors.** The Board of Directors shall meet in accordance with a schedule established by the Board, or pursuant to a meeting called by the Commodore. Meetings shall be open to the Membership, who may request to speak on specific topics. Notice of such meetings shall be provided on the Club's website but individual notice to Members is not required. Directors may meet by conference call, which shall constitute in-person attendance.

**Section 4. Special Meetings of the Board of Directors.** Special Meetings of the Board may be called by the Commodore or upon written request of two-thirds (2/3) of the Directors. Notices of Special Board Meetings shall be sent to each Board member, via email, at least 72 hours in advance, unless all Board members waive the requirement of advanced notice. Attendance at a Special Board Meeting shall constitute waiver of notice of such meeting, except where the Director attends the meeting for the express

purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5. Quorum.** A majority of the Directors shall constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. In case no quorum is present, those in attendance shall have the power to adjourn until a quorum is present.

**Section 6. Effect of Board Action.** The act of a majority of the Directors present at a meeting, in person or by conference call, shall be the act of the Board of Directors, unless a greater number is required by law or by these Bylaws.

**Section 7. Unanimous Consent.** Any action which may be taken at a meeting of the Directors or of a Committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the Committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of the meeting and shall have the same effect as a unanimous vote.

**Section 8. Informal Action.** Action taken without a meeting by agreement of a majority of Directors, or a greater number as required by law or by these Bylaws, shall be deemed action of the Board of Directors if: (a) all Members know of the action taken and no Member makes prompt objection to such action; or (b) the Directors take informal action pursuant to a custom of the Club known generally to its Members and all Directors know of the action and no Director objects.

**Section 9. Compensation.** No Officer or Director shall receive any compensation for the performance of his/her services as Officer or Director. Notwithstanding the foregoing, Officers and Directors shall be entitled to reimbursement for reasonable expenses incurred in the performance of their duties as an Officer or Director for which the Board has approved reimbursement. Nothing herein shall be construed to preclude any Officer or Director from serving the Club in any other capacity and receiving compensation for that service as long as such action is consistent with the Conflict of Interest Policy.

**Section 10. Loans to Directors and Officers Prohibited.** The Club shall make no loans to any Director or Officer.

## ARTICLE VI COMMITTEES

**Section 1. General.** The Club's success is dependent upon the willingness of Members to volunteer for programs and Committees. All Members are expected to fulfill their

part in the Club's operations. The Club assigns specific duties to Committees in order to implement these programs and to achieve the goals and mission of the Club.

**Section 2.** Appointment and Duties of Committees. The Commodore shall appoint Committee Chairs. The Committee Chair shall appoint Committee members after appropriate consultation with the Commodore and/or the Board of Directors. The Board of Directors shall approve the duties and authority of the various Committees. Committees may meet by conference call, which shall constitute in-person attendance.

## **ARTICLE VII CONDUCT OF CLUB LEADERSHIP**

**Section 1.** Conflict of Interest. The Officers and Directors of the Club, and others appointed to leadership positions (collectively "Club Leaders"), are expected to perform their duties in an ethical and professional manner. This includes acknowledging and agreeing in writing to the Club's Conflict of Interest Policy.

**Section 2.** Impartiality. When discussing issues with Members, Club Leaders must maintain an impartial stance, and shall not share confidential information without permission of the Member(s) involved. Confidential internal discussions among the Officers and Directors are not to be shared outside the Board of Directors. Individual preferences and views on an issue are always secondary to the interests of the Club as a whole.

## **ARTICLE VIII RESIGNATION, REMOVALS AND VACANCIES**

**Section 1.** Resignation. Any Officer, Director or Member serving on a Committee may resign at any time by providing written notice to the Commodore, or in the case of the resignation of the Commodore, to the Board of Directors. The effective date may be specified in the written resignation or may be advanced by the Commodore or the Board of Directors. No formal acceptance of the resignation is required.

**Section 2.** Removal. At a Special Meeting of Members called expressly for that purpose, the entire Board of Directors or any individual Director or Officer may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Members entitled to vote for Directors and Officers. If any or all Directors or Officers are removed at such meeting of the Members, new Directors or Officers may be elected at the same meeting without express notice being given of such election.

**Section 3.** Vacancies. The Commodore, with approval of the Board of Directors, may fill a vacancy of an Officer or a Director to serve for the remainder of the unexpired term. The Commodore shall fill the vacancy of a Chairperson of a Committee. The Commodore and/or the Committee Chairperson may fill vacancies in any Committee.

## ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify any person who is or was a member of the Board of Directors or an Officer, Committee Chair, Committee member or a volunteer, who was serving in a capacity on behalf of the Club, to the extent authorized by law, specifically MRS Title 13-B, § 714.

## ARTICLE X GENERAL PROVISIONS

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 2. Titles/Headings.** The titles of Articles and headings of Sections in these Bylaws are intended to aid the reader and shall not be interpreted as having any substantive meaning.

**Section 3. Severability.** In the event that any provision(s) of these Bylaws is deemed to be invalid or unenforceable for any reason, the remaining provisions shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

**Section 4. Dissolution.** Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation, after all debts have been satisfied, shall be distributed and paid over as the Board may determine or as determined by a court of competent jurisdiction, exclusively to such organization(s) which qualify under the provisions of Section 501c(4) of the Internal Revenue Code.

## ARTICLE XI RBC BURGEE

**Section 1. Signal.** The signal of the Club is a pointed burgee, its width being two-thirds (2/3) of its length and having a vertical division at four-ninths (4/9) of its length. The luff is white and the tail red. A blue lighthouse shall be in the center of the white.

**Section 2. Display of Burgee.** Any Member in Good Standing may fly the burgee according to the rules of the New York Yacht Club and International Rules.

## ARTICLE XII AMENDMENTS TO BY-LAWS

Amendments to these By-laws may be requested by either a majority of the Board of Directors or by written request of 10 or more Members. These By-laws may be amended upon a two-thirds (2/3) vote of the Board of Directors and by a majority vote of 25 Members present in person or by proxy at an Annual or Special Meeting of the Membership.