

**KITTERY POINT YACHT CLUB CONSTITUTION AND BY-LAWS**  
JANUARY 2000

**ARTICLE 1**

The name of the Corporation shall be "Kittery Point Yacht Club." Its purpose shall be to encourage amateur boating and yachting, and to this end, it may own, lease, and operate real estate and appropriate facilities. The headquarters shall be at 328 Portsmouth Avenue, New Castle, New Hampshire.

**ARTICLE 2**

The Corporate burgee shall be: a red pennant on which is superimposed a blue symmetrical letter "K", the vertical member of which extends along the hoist, and with a white star in the angle formed by the other two members of the "K" . The Corporate seal shall be an embossed seal and affixed to an appropriate instrument.

**ARTICLE 3**

The Officers of the Corporation shall be as follows: Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one person. The Officers shall be elected by the Board of Directors at the first meeting after the annual election of Directors and shall hold office for one year, or until their successors are chosen.

**ARTICLE 4**

There shall be a governing body of nine Directors. Each Director shall be elected to serve a three-year term, except in the case of an election to an unexpired term. If a vacancy shall occur in the Board of Directors, such vacancy may be filled by the Board of Directors until the next Annual meeting. Three Directors shall be elected annually. The immediate Past Commodore shall be an advisory member of the Board of Directors, By mid-August the Commodore shall appoint three Club members as a nominating Committee. Said Committee shall report to the Board of Directors at the regular September meeting with its recommended slate of Directors. The election of Directors shall be at the Annual meeting in October. Nominations will be accepted from the floor. The Directors shall not be able to succeed themselves, except that those filling partial terms may be reelected for one three-year term.

**ARTICLE 5**

It shall be the duty of the Commodore to preside at all meetings of the Corporation and Board of Directors. The Commodore shall, at the request of seven members in good standing, call a special meeting of the Corporation.

**ARTICLE 6**

It shall be the duty of the Vice Commodore to assist the Commodore, and in the Commodore's absence to assume all duties of the office.

**ARTICLE 7**

It shall be the duty of the Rear Commodore, in the absence of the Commodore and Vice Commodore, to assume all their duties. The Rear Commodore shall be chairman of the Race Committee.

**ARTICLE 8**

The Fleet Captain shall be the chairman of the educational program.

**ARTICLE 9**

The Secretary shall keep the minutes of all the meetings, keep such other records as directed by the Board of Directors, and attend to all necessary correspondence of the Corporation and Board of Directors.

**ARTICLE 10**

It shall be the duty of the Treasurer to collect all money for dues, assessments, and other sums owed the Corporation, and deposit the same in the name of the Corporation in a bank or trust company approved by the Board of Directors. The Treasurer shall notify all members whose dues or assessments are in arrears that their names will be brought before the Board of Directors for action. The Treasurer shall pay all bills properly approved by the Directors and he shall keep a correct account of the money received and paid out in a book provided for that purpose. He shall report at each annual meeting the actual financial condition of the Corporation, and at such annual meeting present and file with the Secretary a detailed written report of the receipts and disbursements for the year.

**ARTICLE 11**

A. The entire management and control of the affairs of the Corporation, subject in all respects to such instructions and limitations as may from time to time be prescribed by the Corporation, shall be in the hands of the Board of Directors except as herein provided. The Directors shall hold meetings every month and six (6) shall constitute a quorum. Any member of the Board of Directors missing three (3) consecutive meetings, without an acceptable excuse, may be voted out as a Director by two-thirds vote of the entire Board of Directors.

B. The Board of Directors shall call two (2) meetings each year; one in October to elect new members to the Board of Directors and award trophies and the other in January to set the dues and Share value, to change By-Laws, and to transact any other business which may come before the membership.

C. Special meetings may be called by the Board of Directors as deemed necessary. Ten (10) days notice shall be given to each member for such Special Meetings.

D. General proxy votes will not be accepted Absentee ballots may be provided to each member prior to any Corporate meeting.

E. The fiscal year of the Corporation shall be from January 1 to December 31.

F. Dues notices shall be mailed the first week in February. A late fee may be set by the Board of Directors for delinquent dues and/or assessments.

**ARTICLE 12**

A. New members shall be admitted in the following manner:

(1) The prospective member should have an active interest in boating or yachting.

(2) Prospective members must be sponsored by two (2) current members from any membership category, but not of the same household. The privilege of sponsorship will become effective after six (6) months of membership.

(3) The prospective member shall complete a membership application, have their two sponsors complete the testimonial sections and sign the application, the completed application should be forwarded to the Club and marked to the Secretary's attention. The first year's dues shall be submitted with every application for membership. The amount submitted shall be in accordance with the following schedule expressed as a percentage of the regularly established annual dues amount and dependent on what monthly Board meeting the application will be considered:

<u>Monthly Board Meeting</u>	<u>Percentage</u>
January through July	100
August	75
September and October	50
November and December	25

(4) The Commodore shall, at the next scheduled Board of Directors meeting, read the application, including the sponsors testimonies, the application shall then be discussed in open session. At the end of all discussions regarding all applications, the Board of Directors shall meet in Executive Session to further discuss the applications pending, and to vote. Voting shall be by a show of hands or, at the request of any

Director, by secret ballot. Membership approval shall require an affirmative vote of six (6) Directors. Approval of a membership application shall gain the applicant "Probationary Member" status.

(5) The Commodore shall direct the Newsletter Editor to publish Probationary Members names in the next Club newsletter, and direct the Secretary to post the names on the Club bulletin board. A KPYC member in good standing who wishes to comment on the full admission to "Regular Member" status of a Probationary Member shall do so in writing to the Commodore. Receipt of a negative comment by the Commodore, requesting a Board of Directors review of full admission to Regular Member status, shall be considered sufficient to create an automatic Hold on the natural advancement of the Probationary member to Regular Member status described elsewhere in these Bylaws. In this event, the Probationary Member will remain at Probationary status until the Board of Directors can meet to discuss the written comments. The Board of Directors shall again meet in Executive Session for this discussion. Advancement of the Probationary Member to Regular Member status shall happen only by an affirmative vote of six (6) Directors.

(6) Successful applicants shall be directed to purchase their share and to pay any assessments to the Treasurer. No member will be considered to be in good standing until all current outstanding payments have been made. The amount of any current assessments shall not be reduced for any reason.

(7) Membership shall be limited to two hundred (200) regular memberships.

B. Any member whose dues and/or assessments have not been paid by March 30 of any membership year shall not be considered a member in good standing of this Corporation. No later than April 10 of any membership year a letter shall be sent by Certified Mail by the Treasurer stating:

(1.) Dues and/or assessments are past due and a late fee is being assessed.

(2) The member's name will be brought before the Board of Directors at their next regularly scheduled meeting for action if dues, late fee, and/or assessments are not paid by that date.

(3) A member whose membership has lapsed because of non-payment of yearly dues and assessments by the due date shall, upon majority vote of the full Board of Directors, forfeit his/her Share.

(4) A member not in good standing shall not be permitted to resign except that outstanding dues and/or assessments shall be deducted from the member's Share and the balance returned to the member.

C. The Board of Directors, with the approval of the members, is permitted to set up dues categories for members as follows:

(1) Honorary Life Membership: May be bestowed upon individual members, who, upon recommendation of the Board of Directors, and two-thirds vote of the membership, have earned such designation through long and meritorious service to the Club. Honorary Life Members are exempt from further dues and assessments and may vote as regular members.

(2) Honorary Membership: May be granted on a one-year basis to an individual, who in the opinion of, and by two-thirds vote of the Directors, has performed unselfishly and/or provided unusual services to the Club without remuneration. Honorary Members may enjoy all benefits available to Club members except for racing awards and voting privileges. Honorary members are exempt from dues.

(3) Regular Membership: An individual, who meets the necessary requirements as set forth elsewhere in the By-Laws may become a "Regular" member of the Club. Included in such membership shall be the spouse and children under 18 who are part of the member's immediate household. A Regular member, and family as described above, are entitled to all privileges and facilities of the Club and hold one (1) vote in all Corporate proceedings. All Regular members shall begin their membership as Probationary members, they shall remain at Probationary status until the Board of Directors meeting immediately following the one at which their application was originally voted on, at the end of this period, they shall automatically advance to Regular Member status unless the Hold described elsewhere in these Bylaws is automatically enacted. Probationary Members shall enjoy the same benefits of Club membership as Regular Members. If a Probationary member does not automatically become a Regular member and if they are not voted Regular member status by the Board of Directors, any and all payments made to the Club for dues, assessments, and Share purchase shall be refunded by the Treasurer within 10 days of the last Board vote.

(4) Other Memberships (i.e. Junior): The full Board of Directors, by a two-thirds majority vote, shall be empowered to create a "dues paying" membership other than (3) above, for the purpose of accommodating special circumstances deemed beneficial to the Club. Such memberships, and the scope of benefits attached thereto, shall be considered on an individual basis, and reviewed by the Board on an annual basis.

D. Any member in good standing leaving the geographic area may submit a request for a leave of absence to the Board of Directors for their action. The Board of Directors shall review all requests annually. Any member granted a leave of absence shall not be liable for annual dues, but shall be responsible for all present and future assessments.

Payment for assessments may be made annually or, at the option of the member, deferred until they return. Members who resign while on leave of absence will have any outstanding assessments deducted from their Share and the balance returned to them in accordance with Article 19, Section D. It shall be the responsibility of the member granted a leave of absence to inform the Board of Directors of the member's current

address.

Members on leave of absence shall not be required to, and will not be allowed to vote at any Corporation meeting occurring during the fiscal year of their leave of absence, except that they may vote upon payment of their full dues for that fiscal year.

Requests for leaves of absence must be made for a specific duration. Such requests shall be submitted by March 30 of the year for which the request is sought. Should a member on leave of absence desire to extend that leave beyond the original period, the member shall do so in writing to be received by the Secretary by March 30.

### **ARTICLE 13**

This Corporation shall not be dissolved except by two-thirds majority vote of the full membership at an annual or special general membership meeting of the Corporation. One month previous notice by certified mail shall be given to each member of the purpose of said meeting. In the event of the liquidation of the Club itself, the net proceeds arising from the disposal of the Club properties shall be distributed equally among the shareholders.

### **ARTICLE 14**

A. Members shall be responsible for the actions of their family members who are included in their membership and the member's guests while on the Corporation premises and in the use of Corporation Equipment.

B. All members, their families, and guests shall abide by the Corporation By-Laws, Board of Directors Polices, and House Rules as posted.

C. The Board of Directors shall have the authority and duty to discipline members for infractions of the items listed in B. above, up to and including expulsion from the Club and forfeiture of their Share, Expulsion and/or forfeiture will require an affirmative vote by six (6) members of the Board of Directors.

### **ARTICLE 15**

The By-Laws may be amended or repealed by a majority vote at any regular meeting or special meeting called for that purpose. The proposed amendment shall have been posted upon the Corporation bulletin board at least ten (10) days before the meeting at which time the amendment is to be considered. Each member of the Corporation shall have been notified in writing by the Secretary what amendments are to be considered at such meeting, at least ten (10) days in advance of said meeting.

## **ARTICLE 16**

The Club facilities shall not be used for commercial purposes. Members may rent the facilities for private functions provided that the member renting same is the bona fide sponsor of the function. The Board of Directors shall enforce these provisions and also provide guidelines to further limit such use so as to provide reasonable access for Club functions.

## **ARTICLE 17**

There shall be seven standing committees: House, Race, Social, Junior Activities, Education, Membership, and Auditing. Other committees may be appointed by the Commodore, with the consent of the Board of Directors, to serve for special assignments. All committees shall carry out the policies and instructions of the Board of Directors within the respective areas of responsibility set forth below and within financial limits prescribed by the Board of Directors. The Chairmen of all committees shall be appointed by the Board of Directors. Officers of the Corporation may serve as Chairmen. The Chairmen shall select their own committee members and submit their names to the Board of Directors for approval before appointments become effective. The Chairman of each committee shall be responsible for the employment of staff necessary to conduct the business of said committee subject to the approval of the Board of Directors. A majority of committee members, but in no case less than three, shall constitute a quorum for conducting committee business in all committees .

Membership Committee: Shall be responsible for recruiting new members as needed and submitting recommendations to the Board of Directors.

House Committee: Shall be responsible for the administration and maintenance of and improvement to the physical properties of the Corporation, including floats and boat and for the general discipline of all persons using the facilities.

Race Committee: Shall be responsible for conducting the regularly scheduled races and others which may be assigned to it. The Rear Commodore shall be the Chairman of this Committee.

Social Committee: Shall be responsible for all social functions, whether Corporation or Private functions, which take place on Corporation premises, and for any other social functions which the Corporation sponsors elsewhere.

Junior Activities Committee: Shall be responsible for arranging Junior activities, whether organized or not, of children and minors under the age of eighteen years of age when using the Corporation properties. It may conduct special races and social functions.

Education Committee: Shall be responsible for maintaining an educational program at the Club, for the betterment and greater enjoyment of the membership and the boating community as a whole. The Committee shall utilize the Club facilities for this purpose, as well

as coordinating with other Committees. The Fleet Captain shall be the Chairman of this Committee.

Auditing Committee: Shall audit the financial records of the Corporation, and make a report of their findings at the annual meeting. This committee shall consist of three (3) members, not Directors, and shall be appointed by the Commodore, with the consent of the Board of Directors.

#### **ARTICLE 18**

If no quorum is present at any meetings of the Corporation, the presiding officer may adjourn the meeting from week to week until a quorum is present. Twenty percent (20%) of the membership shall constitute a quorum (except as provided by Articles 11, 13, and 17)

#### **ARTICLE 19**

A. Each Regular Membership shall be required to purchase and retain one (1) and only one (1) Share.

B. The value of said Share shall be set by the Board of Directors with the approval of all voting members at the Annual Meeting or a special meeting planned for that purpose. The value so determined shall not be less than \$300.00 per Share, nor may the value of the Shares be such that the total, when multiplied by the total number of Shareholders, exceeds the equity of the Club's real property as determined by a competent appraiser selected by the Board of Directors.

C. Proceeds arising from the sale of Shares shall be applied only to such capital needs of the Club as the Board of Directors may from time to time define and the membership approve.

D. Any member resigning from the Club may sell his/her Share to an immediate member of his/her family with Board approval, or to the Club. The selling price shall be the current value as defined in Section B of this Article. The resigning member's Share will be sold to the next individual admitted to Regular Membership, and the resigning member reimbursed at that time, or at the discretion of the Board of Directors, after considering the financial condition of the Club, may purchase the resigning member's Share at the current value.

E. In the event of the death of a Regular Member, his/her family may continue his/her membership and the Share shall be reissued in the name of the surviving spouse, or he/she may request that the Club purchase the deceased member's Share at the current value as defined in Section B of this Article.

F. A member whose membership has lapsed because of non-payment of yearly dues and assessments by the due date shall, upon majority vote of the full Board of Directors forfeit his/her Share.

**ARTICLE 20**

The Board Director's shall establish and develop an endowment fund, separate from the club's other accounts, for the purpose of generating interest and/or dividend revenues for support of Kittery Point Yacht Club .

It is intended that the principal be allowed to grow and not be used for operations or capital expenditures. Investment returns may be reinvested into the fund and shall then be treated as additional principal. The fund principal shall not be liquidated or spent except by a favorable vote of the entire membership, taken at a regularly scheduled annual business membership meeting of the club . The fund may only be liquidated at the time of the liquidation of the club and at such time, shall be in accordance with the procedures established in Article 13 of the club's Constitution and By-Laws. The fund shall not be pledged as collateral for any loan, nor shall the fund make any loans.

The fund shall be managed by the Board of Director's, or their designee, and the board shall have full investment discretion, though it shall invest in as safe an investment(s) as a prudent person would.

Annually, the board shall report the result of the fund and its holdings to the membership.

**ARTICLE 21**

The Club shall, to the full extent of its power to do so provided by law, defend, indemnify, and hold harmless any and all present and former officers, directors, employees, and committee members of the Club against expenses, including attorneys fees, judgements, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of their being or having been officers, directors, employees, or committee members of the Club; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the best interest of the Club, or, with respect to any criminal action or proceeding, where such person is finally adjudged by a court of competent jurisdiction to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made as provided by law. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any other bylaw, agreement or otherwise.

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