



Southport Yacht Club

By-Laws

**As Amended
August 15, 2009**

P.O. Box 57
Southport, Maine 04576
207-633-5767

By-Laws

Article I-Name

The name of this corporation shall be Southport Yacht Club.

Article II-Location

The center of the Club's activities shall be in that part of Southport, Maine, known as West Southport (presently Southport).

Article III-Purpose

The purposes of the Club are to help the yachting interests of Southport, Maine and to keep the name of Southport high among its neighbors; and to promote its local and social welfare.

Article IV-Members & Associate Members

Sec. 1. Any person of good repute, not less than 21 years of age, who spends, or who within the two most recent calendar years has spent, not less than seven calendar days in any one calendar year within a radius of twenty statute miles from any part of the Town of Southport shall be eligible to become an active member. Effective January 1, 2010, persons between the ages of 20-25, who are the child of a member in good standing, are entitled to maintain membership as Associate members of the Club, with the rights and privileges afforded to members. Persons between the age of 20-25 not eligible as a child of an active member, may apply for Associate Membership at a reduced membership fee as may be established annually by the board. Only active members, (defined as meeting the requirements for membership as defined in Article IV and who have current on payment of dues for the year and/or associate members as defined above) shall have the right to vote at any meeting of the Club or to serve as officers or directors.

Sec. 2. The Board of Directors (the Board) may grant a non-resident membership to any person upon such terms as it may from time to time determine.

Sec. 3. Application for membership shall be made in writing on forms (written or electronic) provided for that purpose and shall be accompanied by a recommendation of at least one member in good-standing, the admission fee, if any, and the annual dues for the year in which the application is made.

Sec. 4. Application for membership must be signed by the applicant and must be accompanied by the recommendation of two active members in good standing, neither of who is then a member of the Membership Committee.

Sec. 5. The Board of Directors may present to the Club for election as an honorary member any person, whether or not eligible for active membership, who has distinguished himself in the management of yacht building or in naval architecture or engineering, or who had rendered to the Club outstanding services of benefits. To be thus elected, not less than two-thirds of those voting at any meeting must vote in favor of such election. Honorary members shall be exempt from payment of the admission fee, if any, and from dues.

Sec. 6. The Board of Directors may, with the approval of the Club, establish from time to time other classes of membership upon such terms as they shall recommend and the Club shall approve.

Sec. 7. The Board may prescribe the method of election to and termination of membership.

Article V-Officers, Directors and Standing Committees

Sec. 1. The officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary, a Treasurer, and a Fleet Captain.

Sec. 2. In addition to the officers, there shall be a Board of Directors that shall consist of the officers and most recent ex-Commodore as ex officio¹ members together with six Directors. The elected Directors shall be divided into three classes with their respective tenures so arranged that the term of office of one class will expire each year.

Sec. 3. The Standing Committees of the Club shall comprise: a Membership Committee, a Finance Committee, a Long Range Planning Committee, a Race and Regatta Committee, a Building and Grounds Committee, a Social Committee and a Nominating Committee. Except for the Nominating Committee, each Standing committee shall be chaired by a member of the board.

Sec. 4. The Board of Directors from time to time may appoint a Measurer, a Legal Advisor, a Chaplain, an Auditor and a Steward and may prescribe the powers and duties appurtenant to each position. Neither the Auditor nor the Steward, if appointed, shall be an officer or director of the Club or a member of the Nominating Committee.

Sec. 5. The officers and two of the six directors shall be elected by ballot at each annual meeting and shall hold office for a two (2) year term from the Labor Day next succeeding the annual meeting at which they are elected until the Labor Day of the second succeeding calendar year or until their respective successors have been elected and have qualified.

Sec. 6. Except in case of a contest, election may be by ballot cast by the Secretary upon the affirmative vote of a majority of the active members present and voting at any annual meeting.

Sec. 7. No active member shall serve more than three successive annual terms in any one office other than as secretary or treasurer, not more than two successive two-year terms as a director. A portion of any such term shall not be considered a successive term within the meaning of this section.

Article VI-Powers and Duties of Officers

¹ Ex officio as used in this document means by virtue of office held and intends that the individual has the same rights in that capacity as any regularly elected or appointed member, including the right to vote.

Sec. 1. Commodore. The Commodore shall preside at all meetings of the Club and of the Board of Directors, and shall enforce all rules and regulations of the Club. The Commodore shall take command of the squadron when under way. They shall, with the approval of the Board of Directors, appoint the members and designate the chairman of each of the Standing Committees. The Commodore shall have such other powers and duties which are prescribed from time to time by the Board of Directors.

Sec. 2. Vice Commodore and Rear Commodore. The Vice Commodore and Rear Commodore shall assist the Commodore in the discharge of their duties and, in the Commodore's absence, shall, in order named, officiate in stead.

Sec. 3. Secretary. The Secretary shall keep a true record of the proceedings at each meeting of the Club and of the Board of Directors; shall ensure that a correct roll is kept of all the members; that a correct list of the names, dimensions, rig and ownership of each yacht enrolled in the Club is kept; and maintain on file all documents, records, reports and communications received by or connected to the Club. The Secretary shall notify each member, as hereinafter provided, of all meetings of the Club. If unable to attend any meeting of the Club or the Board of Directors, the Secretary shall cause the necessary books, records and papers to be conveyed to the place of the meeting.

Sec. 4. Treasurer. The Treasurer shall collect all moneys due the Club; shall pay all bills for expenditures authorized by the Board of Directors and keep a true and accurate record of the same; shall report regarding the finances of the Club at each annual meeting and whenever requested to do so by the Board of Directors; and shall have custody of all funds of the Club, depositing the same to the credit and for the account of the Club in some bank approved by the Board of Directors for such purpose.

Sec. 5. Fleet Captain The Fleet Captain shall communicate on behalf of the Commodore with the other officers and members of the squadron and shall interact with the Board and Junior Sailing Program staff to ensure proper registrations, maintenance and storage of SYC boats, trailers and mooring, to see that the squadron is in proper order when underway, and shall report to the Commodore all delinquencies or non-observance of orders.

Article VII-Powers and Duties of Board of Directors

Sec. 1. The Board of Directors shall have full charge of the general business management of the Club and shall have general control of the property belonging to the Club. It may make or authorize all necessary contracts or repairs but shall have no power to render the Club liable for any debt exceeding the amount which shall, at the time of contracting such debt, be in the Club's treasury and not needed for the discharge of prior debts or liabilities of the Club. It shall from time to time establish the annual dues and admissions fee, if any, and make such rules and regulations for the government of the Club as it may deem expedient, and generally do all things which may be necessary or desirable for the proper management of the Club's affairs provided, however, that any rule or regulation or amount of dues or admission fee, if any, established by it may be modified or rescinded by the affirmative vote of not less than two-thirds of the active members present at any meeting.

Sec. 2. The Board shall fill all vacancies in its number until the next annual meeting.

Sec. 3. The Board shall meet at the call of the Commodore whenever he may deem advisable or at the request in writing of three other members. The Board shall meet at least twice between annual meetings.

Sec. 4. Notice of each meeting of the Board shall be given by the Secretary of the Officers and Directors at least three days before the meeting is called to order, unless such notice is waived by all members of the Board.

Sec. 5. The Board shall cause minutes of its meetings to be kept and shall report thereon to the Club from time of time.

Sec. 6. Six members of the Board shall constitute a quorum at any meeting thereof.

Article VIII-Powers and Duties of Standing Committees

Sec. 1. The Membership Committee shall consist of five (5) active members. It shall pass upon all the applications for membership and authorize removal of members for reasons of non-compliance with the Club By-Laws and/or non-payment of dues. It may determine from time to time the procedures incident to election, subject to the approval of the Board of Directors. It may recommend from time to time to the Board of Directors the establishment of additional categories of memberships upon terms and conditions subject to the approval of the Board. It shall oversee and have charge of all such activities, subject to the approval of the Board, including planning and executions of plans for recruitment and it shall ensure the annually publishing of the membership roster.

Sec. 2. The Finance Committee shall consist of not less than three (3) nor more than five (5) active members, one of whom shall be the Treasurer. It shall prepare each year an operating budget consistent with funds reasonably anticipated to be available. It may from time to time make such suggestions or recommendations, to the Board of Directors, or to the Treasurer as it may see fit, (including recommendations regarding needed or recommended improvements in the Club's property) and methods for financing same. It may recommend to the Board of Directors revisions in then existing amounts of dues or admission fees.

Sec. 3. The Long Range Planning Committee shall consist of not less than four (4) nor more than seven (7) active members, including at least one member each from the Membership, Finance and Building & Grounds committees as well as up to two (2) other board members and up to two (2) other members from the general memberships. It shall be primarily concerned with the future direction, growth and sustainability of the Club. It shall review the Club's policies at least annually and the By-Laws, no less frequently than every five (5) years and report its findings and recommendations to the Board of Directors at or before the July meeting.

Sec. 4. The Race and Regatta Committee shall consist of a minimum of three (3) active members. It shall arrange for and take charge of all races and regattas held under the auspices of the Club. It shall receive all entries for races, act as or appoint judges thereof, provide stake

boats if needed, appoint members to assist the Committee and direct all matters connected therewith. The racing rules of the United States Sailing Association (US Sailing) shall govern the settlement of any disputes. If there are no such rules then in effect, the ordinary custom of the sea shall prevail. The Committee shall keep a record of each race including the name, ownership, sailing time, etc. of each yacht, and shall made a report of the same to the Club at each annual meeting and to the Board of Directors whenever requested.

Sec. 5. The Building and Grounds Committee shall consist of three (3) to not more than seven (7) active members. It shall recommend to the board policies for the direction and control of all matters pertaining to the Club House. It shall be responsible to the Board for recommending strategy and policy for optimizing the use of all of the Club's building(s) and grounds. It shall review, evaluate and make recommendations to the Board with respect to building and infrastructure needs and priorities including, but not limited to preventative maintenance, preservation and construction. It shall also be responsible for ensuring activities of ad hoc committees charged with oversight of specific building and grounds initiatives (including renovations and new construction) are coordinated with club policies and capital planning. It shall also have direction and control of all matters pertaining to the Club wharf(s) and float(s) and shall enforce all Club rules and regulations relating to the same. [Reference also Amendment to Article VII – Sec. 5 (formerly Sec. 4.) pertaining to the serving and consumption of Alcoholic beverages].

Sec. 6. The Social Committee shall consist of not more than fifteen (15) members. It shall arrange for and have charge of all programs sponsored by and entertainments which may be held by the Club. It shall take proper steps to promote yachting and social activities among younger people in the community who are not eligible in age for active membership; to facilitate multi-generational participation in club yachting and social activities; and generally encourage life-long association with yachting through the Club

Sec. 7. The Nominating Committee shall consist of not less than three (3) nor more than five (5) active members, no one of who is an officer or a director of the Club. It shall be appointed not later than July 15 of each year. It shall bring before the annual meeting next following its appointment nominations for officers and directors to be acted upon thereat.

Article IX-Meeting, Notice, Quorum, etc.

Sec. 1. There shall be two regular meetings of the Club each year, one during period between the last seven days of June and the first fifteen days of July; and the other during the month of August, the latter being the annual meeting. Each of said meetings shall be held on a day and at a time determined by the Board of Directors. These meetings shall be held in the Club House unless otherwise determined by the Board of Directors and stated in the notice.

Sec. 2. Special meetings may be called by the Commodore and shall be called on the written request of not less than five (5) active members.

Sec. 3. Notice of the time and place of any meeting shall be mailed or delivered to each active member not less than five (5) days before the day of the meeting.

Sec. 4. Ten (10) active members shall constitute a quorum for the transaction of business at any meeting.

Sec. 5. Voting by proxy shall not be permitted at any meeting; provided, however, that if a husband or wife is an active member and is unable to attend any meeting, his or her spouse, as the case may be, if present in person, may vote in his or her stead. [See Amendment dated July 1975]

Article X-Officers and Directors to Serve Without Compensation

No officer, director or chairman of a Standing Committee shall receive any compensation for his/her services as such.

Article XI-Distribution or Dissolution

In the event of a dissolution of the corporation, only those persons who have been active members in good standing for the five (5) years preceding the date of dissolution and who on said date would be then geographically eligible for election to active membership shall be entitled to share in the assets. Each such person whose current dues on said date have been paid shall share equally with every other such person.

Article XII-Amendments

Amendment to Article IX, Sec.5
Passed July 1975

At the Special Meeting of the SYC on July, 1975, the amendment to the By-Laws concerning absentee ballots was passed; 29 in favor and 7 not in favor. The By-Laws now read as follows:

These By-Laws may be amended by a vote of not less than two-thirds of the votes received from the active membership. This vote may be cast in person at any regular or special meeting, or by absentee ballot (which subject to review and approval by the Board may be in authorized written or electronic form) and received by the Secretary no later than two hours prior to the meeting, provided the notice of such meeting shall have notified the active members of the nature of the proposed change therein.

Amendment to Article VIII-Sec. 5 (Formerly Section 4)
Passed August 9, 1975

Alcoholic beverages may be consumed on the SYC premises on certain occasions with prior consent of the Commodore who at their discretion may seek the advice and consent of the Board of Directors.

Any member serving alcoholic beverages or permitting them to be served by a guest without the express permission of the Commodore may be suspended or expelled from the SYC. In no case shall such beverages be served, sold, or consumed by minors on said premises. In addition, no alcoholic beverages may be left on Club property overnight

Amendment to By-Laws

Proposes for Vote on August 15, 2009

Comprehensive update and re-formatting of By-Laws, copies of pre-August 15, 2009 documents and amended By-Law document on file with the Club Secretary