

BY-LAWS OF THE CHAUTAUQUA LAKE YACHT CLUB

ARTICLE I

Object

The objects of the Club are to promote and encourage yachting on Chautauqua Lake, to conduct races, and to promote adherence to rules of safety.

ARTICLE II

Burgee

The distinguishing Club flag or burgee shall be a pointed pennant in width two-thirds of its length with a red field adjacent to the hoist and a blue field at the fly. The two fields shall be divided in the mid-section by a white chevron pointing toward the hoist. There shall be a white star in the corner of the blue field.

ARTICLE III

Members

Section I. The Membership - The members shall be composed of full, single, associate, affiliate, junior, sailing associate, honorary, and life memberships.

Section II. Full Member - The full members shall be all members whose ages are 21 years and over, except hereinafter provided. The voting franchise shall rest in the full, single, life, and associate (Sect. 3, Para. C) members; only full, single, voting associate, and life members will have the right to hold office. Termination of membership for any cause shall operate as a release of all right and title to the property and assets of the Club.

When one spouse in a family is a full member the other spouse shall automatically be a full member if over the age of 21 years. They each shall have full voting and other membership privileges except that either spouse, but not both simultaneously, may hold officer positions and positions on the Board of Directors.

Section III. Single Member - A member will qualify for a single membership if they are over the age of 30 and single and without children living with them. The single member will have voting privileges and be able to hold office on the board of directors.

Section IV. Associate Member - This member may be elected at the discretion of the Board of Directors after having qualified under one of the following conditions:

- A. An individual aged 21 - 30;
- B. A student at school, college, or university, but not over age 30;
- C. **Voting Associate** - a past full member age 65 or over having had 15 years of prior full membership and who has made written application to the board for change in membership status.
- D. **Sailing Associate** - an individual of at least 21 years of age, sponsored by a full active sailing member who is the skipper of his/her own yacht, for the purpose of crewing thereon for a one (1) year period. Such member may not vote or hold office, nor may he/she have charging or boat storage privileges. Members in this category must move into another membership category after one year.

Except for sailing associate, all associate members in the categories above may attend meetings and have the right to the boat storage.

Associate members who qualify through Paragraphs A and B shall not vote or hold elective office; an associate member who qualifies under paragraph C shall have the privilege of voting and holding elective office.

Section V. Affiliate Member - An affiliate member may be elected at the discretion of the board provided he qualifies under one of the following conditions:

- A. An individual having no permanent or summer residence in the vicinity of Chautauqua Lake, lives outside Chautauqua County and not within a 30 mile radius of the club.
- B. A member aged 21 or over of the Chautauqua Yacht Club.

Affiliate members may speak at all meetings; however, they shall not vote, hold elective office, or have boat storage privileges.

Section VI. Junior Member - A junior member shall be less than 21 years of age and applications for membership shall be proposed in the same form as for other classes of members except that the applicant shall state age and birth date, and the head of the family of the junior member shall consent in writing to the application of the junior member, thereby agreeing to be responsible for all financial obligations to the Club incurred by the junior member and agreeing to a full and complete release from any and all liability which may arise from the said junior membership in the Club, whether through negligent action on the part of the Club or otherwise. Junior members may attend all meetings of the Club but shall not be privileged to speak unless specifically called upon by the presiding officer nor to vote or hold elective office.

Section VII. Honorary Member - Honorary members may be elected at any meeting of the Club after prior recommendation of one week by the Board of Directors. They shall be exempt from dues and assessments. They may speak at all meetings but may not hold office or vote.

Section VIII. Life Member - Life members may be elected at any meeting of the Club after prior recommendation of one week by the Board of Directors. They shall have the full powers of full membership with the right to vote and hold office.

Section IX - Each candidate for membership must be sponsored by two members either in writing or email to the Secretary. Application for membership must be subscribed by the candidate starting name, address, occupation, boat ownership, and including agreement to comply with the by-laws. The Secretary, upon receipt of the application will refer it to the membership committee. Upon review of the application, the membership committee reserves the right to interview the applicant, but it is not required. If approved by the membership committee, the Secretary will propose the applicant to the board by email or at the Board of Directors meeting for board approval. The names of all candidates, with their proposers, must be emailed and posted on the bulletin board at least one week before action is taken thereon. Members may object to any application so posted on the bulletin board, but their objections must be in writing to the Board of Directors. They must state the reason for the objections and they must be signed by the member. All proceedings of the Board of Directors upon any proposal for membership, except final action thereon, and all communications to them or to the membership committee shall be confidential.

Section X - Full, associate, affiliate, honorary and life memberships shall extend the privileges of the Club to that part of the immediate family considered as permanently residing with that member, excepting married children whose spouse also resides with the member and children over the age of 21 years.

Section XI - Any member in arrears for dues or other indebtedness for a period of one month shall be notified by mail by the Treasurer at the member's last known address and the member's name, together with the amount due, with any additional indebtedness, shall be posted on the bulletin board as delinquent. If the amount posted is not paid within 15 days thereafter, the name of the delinquent member shall be reported by the Treasurer to the board at its next meeting. The board may drop from the roll the name of such delinquent who shall thereafter be excluded from the Club property and activities. The member dropped from the roll for non-payment of indebtedness may, at the discretion of the board, be reinstated on payment of such indebtedness.

Section XII - No member in arrears for dues or other indebtedness shall be eligible to hold office, entitled to vote, nor enter any race.

Section XIII - Any member not in arrears for dues or other indebtedness, may tender a written resignation of membership to the Secretary who shall report the same to the Board of Directors at the next meeting for action.

Section XIV - Any member of the Club may present to the Board of Directors written charges against any other member for creating a disturbance or for conduct likely to endanger the good order and welfare of the Club, or for violation of any provisions of the by-laws or rules of the Club, and after the member shall have been notified and given the opportunity to be heard in answer to such charges, the member may be first suspended from rights and privileges of membership for a limited time, or may be expelled from membership of the Club.

ARTICLE IV

Election of Officers and Directors

Section I - The flag officers shall be Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain, and Measurer. The Board of Directors shall consist of eleven members. The first five officers above shall be members of the Board of Directors.

Section II - The election of directors shall be conducted the day of the annual meeting. The polls shall be open for four hours from two hours before the announced time of the annual meeting to two hours after that time. Two inspectors of elections shall be appointed by the Commodore. They shall guard the polls and count the votes. Final vote tallies shall be certified and recorded by the Secretary. Voting shall be as set forth in Article IX, Section VI.

Section III - Members of the Board of Directors shall be elected for two year terms; six members and five members being elected alternate years. Should a vacancy occur, this shall be filled by appointment by the Board of Directors, and the term of the member so chosen shall expire at the succeeding annual election. In case, by reason of vacancy or vacancies, more than the six or five of the members provided for above are to be chosen, members receiving the highest number of votes corresponding to the number required for full term shall be considered elected for two years and the remaining members thus elected shall fill out the unexpired or one year term. Ties shall be settled by lot.

Section IV - Vacancies in the Board of Directors and officers elected by the board shall be filled by election conducted by the remaining members of the board at the meeting the vacancy becomes effective.

Section V - At least thirty days prior to the annual election, the Commodore shall appoint a nominating committee who shall nominate a slate comprising at least the number and names required to fill all vacancies to the Board of Directors, plus not less than two more, to be existing by reason of expiration of term, resignation, or other reason, which slate shall be duly posted on the bulletin board and emailed to the voting membership at least fifteen days prior to the annual meeting of the Club.

Section VI - Any ten members of the Club may place in nomination any other candidate or candidates by submitting the names of such candidates to the Secretary at least five days prior to the annual election. The Secretary shall add these names to the nomination made by the committee and shall submit them on the same ballot to the membership at the regular election. The names of the candidates thus nominated, together with the names of their sponsors, shall be immediately posted on the bulletin board following their receipt by the Secretary.

Section VII - Within ten days after the annual meeting, the newly elected directors, together with those directors whose terms of office do not expire until the following January 1st, shall organize and elect by written ballot the following officers of the Club whose terms of office shall begin the following January 1st and continue through the balance of that calendar year. They shall elect a Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer, all of whom shall be members of the Board of Directors. They shall also elect the Fleet Captain and a Measurer, both of whom must be full, single, voting associate, or life members at the time of their election.

Section VIII - The terms of directors shall be for two years or until their successors are elected, except as hereinafter provided. Terms of all other offices shall be one year or until their successors are elected.

Section IX - With the exception of the Measurer, Secretary, and Treasurer, no officer may be elected to the same office for a third consecutive term.

ARTICLE V

Board of Directors

Section I - All past Commodores shall be members of the board ex officio.

Section II - A regular meeting of the board shall be held at least once a month.

Section III - Six directors shall constitute a quorum. No quorum may be constituted or voting permitted by proxy.

Section IV - The directors shall have entire authority in the management and control of the affairs, funds and property of the Club.

Section V - All rights and power therein shall be vested in them. They shall make the rules as they deem proper for the government, that of committees, and of members and guests.

Section VI - All appropriations of the Club shall be made by the board.

Section VII - They shall have the power to limit the indebtedness of any club member.

Section VIII - They shall elect to membership in the Club as herein before provided, such candidates as they consider desirable. Such election must be by ballot at a meeting of the board and three negative votes shall reject. No rejected candidate shall be eligible to membership within six months after rejection except by unanimous vote.

Section IX - They shall have the power to suspend or expel any member for violation of the by-laws or rules of the Club for conduct which they shall deem improper and prejudicial to the best interests of the Club; but no member shall be suspended or expelled without reasonable opportunity for hearing.

Section X - They may, as heretofore provided, drop from the roll any delinquent member and also reinstate such members as provided.

Section XI - They may readmit to membership without payment of a second initiation fee any former member whose resignation has been accepted. Such readmission must be made through the regular channels for admission to membership. They may direct the payment of a readmission fee by such former member.

Section XII - They shall appoint all representatives to associations of which this Club is a member.

Section XIII - They shall confirm the appointment of all committees with full authority over them and may discharge such committees at any time by a vote of at least six members to discharge.

Section XIV - Notice of regular meetings of the board may be mailed by the Secretary at least four days prior to the meeting and shall state any transactions of any special meeting to be confirmed at the regular meeting. Otherwise, notice of regular meetings may be given by telephone or in any manner agreed upon by the board.

Section XV - Special meetings of the board may be called by the ranking flag officer present. Any action taken at a special meeting of the board must be confirmed at the next regular meeting of the board.

Section XVI - Missing three consecutive regular meetings of the board by a director shall be considered equivalent to a tender of resignation from the board and must be voted upon by the directors at the following regular meeting.

Section XVII - The officers of the Club are responsible to the board and may be removed from office by a vote of eight members of the board after a reasonable opportunity for hearing.

Section XVII - Directors may be removed from office by a two-thirds vote of those present at a regular meeting or special meeting of the Club.

Section XIX - Directors shall take office the January 1st following the annual meeting at which they were elected.

Section XX - Should a Director or Officer resign their office, be removed from office, or otherwise cease to serve in their elected or appointed capacity, all accounts, records, papers, books, and other materials pertaining to the execution of the office or business of the club shall be turned over to the succeeding officer or Commodore within 10 days.

ARTICLE VI

Duties of Officers

Section I - The Commodore shall be the commanding officer of the Club and the fleet. It shall be the Commodore's duty to carry out the instructions of the Board of Directors, enforce the rules and regulations of the Club, appoint all committees, and to preside at all meetings of the Club and of the Board of Directors. The Commodore shall make an annual report to the Club at the annual meeting.

Section II - It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of the Commodore's duties and to officiate in their absence.

Section III - It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of the

duties and to officiate in their absence.

Section IV - It shall be the duty of the Secretary:

1. to keep the minutes of the meetings of the Club and of the Board of Directors in books provided for that purpose and to have the custody of all reports and documents connected with the proceedings of the Club;
2. to keep a correct roll of the members together with the dates of their elections;
3. to receive applications for membership, to transmit the same to the membership committee and to post the same to the membership committee and to post a list thereof on the bulletin board;
4. to notify each member-elect of election;
5. to keep a correct list of the boats enrolled in the Club together with a list of their racing crews;
6. to have custody of the Club seal and all the trophies;
7. to render a statement of the affairs of the Club at each stated meeting of the Club;
8. to conduct the correspondence of the Club and to give notice of all meetings of the Club and in the case of special meetings, to state the business intended, to notify members of their election to office and of their appointment to serve on committee, and to perform such other services as may be required by the Club, by the board, or as may hereinafter be set forth; and
9. to make an annual report at the annual meeting.

Section V - It shall be the duty of the Treasurer:

1. to have charge of the funds of the Club, and to keep correct accounts of all monies received and paid out, in books provided for that purpose and under the direction of the Board of Directors to disburse funds;
2. to deposit funds in the name of the Club in a depository or depositories approved by the board of directors.;
3. to present at each stated meeting of the Club and whenever so requested by the Board of Directors, a detailed account showing the financial condition of the Club and file the same with vouchers with the Secretary;
4. to collect all monies due;
5. to make a report at the annual meeting and to submit an annual report to the membership in writing at the close of the fiscal year.

Section VI - It shall be the duty of the Fleet Captain to act as the executive officer of the Commodore. The fleet captain shall officiate in the absence or inability of the Commodore, Vice Commodore or Rear Commodore. The fleet captain shall locate the moorings of all boats and shall organize captains of the various classes of boats and work with them in the solution of their problems. The Fleet Captain shall organize the Race Committee.

Section VII - It shall be the duty of the Measurer to measure boats, calculate racing lengths and report the same to the Secretary. The Measurer shall cooperate with the measurers of racing associations with which this Club is affiliated. The Measurer shall assign racing numbers.

Section VIII - Enforcement of the rules and regulations of the Club shall be the flag officers or the duly appointed committees.

ARTICLE VII

Committees

Section I - Standing committees shall consist of House, Financial, Entertainment, Membership, Docks and Yards, Race, Pool, and Publicity Committees. They and all other committees shall be appointed annually from the membership by the Commodore and confirmed by the Board of Directors after the annual election and shall serve until their successors are duly appointed. The Board of Directors may discharge any committee by a vote of at least six members in the affirmative.

Section II - The House Committee shall have the general management and control of the house and employees of the Club. It shall receive and redress complaints, make rules and enforce discipline on the property of the Club except as otherwise provided herein.

Section III - The Docks and Yards Committee shall have charge of the grounds, keeping them in presentable condition at all times; the break wall, keeping it in good repair; and the docks. The committee is charged with a continuous program of upkeep in the preservation of these facilities.

ARTICLE VIII

Fees and Dues

Section I - The Board of Directors shall be responsible for establishing fees and dues for all levels of membership.

Section II - The initiation fee for full membership shall accompany the application for membership and shall be returned in case the applicant is not accepted. Upon the request and at the discretion of the Board of Directors, the initiation fee may be paid in equal amounts over a period not to exceed five consecutive years.

Section III - The Board of Directors at its discretion may provide for payment of the foregoing dues, one-half as stated above, and the remainder within forty-five days thereafter. The Board of Directors may remit such proposition of the dues as it may elect to new members elected subsequent to August 1st in each year. Further, The Board of Directors may alter the said initiation fee and dues from year to year at its discretion for the best interests of the Club, provided always that the dues of each member in the respective classes shall always be the same as those of all other members of the same class.

Section IV - Assessments may be levied from time to time by the Board of Directors. These must be ratified at a special or annual meeting of the membership before becoming effective.

ARTICLE IX

Meetings of the Membership

Section I - The annual meeting shall be held at a pre-announced time during the month of November.

Section II - The Secretary shall call special meetings at the discretion of the Commodore or at the written request of ten members.

Section III - Notices of annual and special meetings shall be announced by email or mailed to every member at least five days in advance thereof and shall be posted on the bulletin board.

Section IV - Ten members shall constitute a quorum for the transaction of business.

Section V - No business shall be transacted at a special meeting except that for which notice was given.

Section XV - Any action taken at a special meeting must be confirmed at the next regular meeting of the board.

Section VI - Voting by proxy shall not be permitted. Voting shall be by written ballot cast in person or by absentee ballot. Absentee ballot shall be done by an electronic process approved by the Board. Absentee ballots will be required to disclose their name and certify they are casting their own vote and only one vote.

ARTICLE X

Guests

Section I - All members may have as many guests of the Club as they desire except as hereinafter provided. All guests and sponsor members shall sign the register provided at the Club for that purpose.

Section II - No person shall be a guest of the Club more than five (5) times in any one year unless granted special permission by a flag officer for each additional visit. The Board of Directors may specify such times during which the Club shall be open to invited guests without these restrictions.

Section III - A guest may race in a yacht in any of the Club races.

Section IV - At no time shall any yacht be entered in a race if said yacht is not registered in the Chautauqua Lake Yacht Club or a yacht Club officially recognized by the Board of Directors, except by permission of the Board of Directors.

Section V - Significant Other/Extended Guest: A significant other or extended guest may be granted blanket permission for unlimited visits if requested in writing by the sponsoring member to the Board of Directors and with board approval. Both agree to the following stipulations:

1. The privilege must be renewed each membership year by the member with board approval.
2. That this privilege be limited to Full, Voting Associate and Associate members only. Single members would be required to become Full members to add a long-term guest to their membership.
3. There would be no additional dues or fees for Associate or Voting Associate members.

4. The sponsors of these guest members would be solely responsible for charges made at the Club with acceptance in writing.
5. The guest must be accompanied by the sponsoring member at some point during each visit; they are not granted unaccompanied access to the club and its facilities.
6. The guest is not permitted to invite other nonmembers to the club.
7. The member is allowed to name more than 1 individual per season, but limited to 1 at a time.
8. The member may withdraw the invitation at any time.
9. The guest does not have voting privileges at the Club.

ARTICLE XI

Indemnification to the Extent Permitted by Law

Section I - The Club shall indemnify any person made a party to any action or proceeding by or in the right of the Club to procure a judgment in its favor, by reason of the fact that he, his testator or intestate, is or was a director or officer or employee of the Club, against reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action or proceeding, or in connection with any appeal therein, except in relation to matters as to which such person is adjudged to have breached his duty to the Club.

Section II - The Club shall indemnify any person made, or threatened to be made, a party to any action or proceeding other than one by and in the right to the Club to procure a judgment in its favor, whether civil or criminal by reason of the fact that he, his testator or intestate, was a director or officer or employee of the Club against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in the best interest of the Club, and in criminal actions or proceedings, if he had no reasonable cause to believe that his conduct was unlawful

ARTICLE XII

Miscellaneous

Section I - The use of the Club and its privileges for commercial purposes is prohibited.

Section II - A copy of these by-laws shall be given to each new member upon election to membership.

Section III - A copy of the sailing rules shall be given to every sailboat owner upon election to membership.

Section IV - At regular meetings of the Club, the following order of business shall be observed:

1. establishment of a quorum;
2. approval of minutes of previous meeting providing they were sent out in advance for review;
3. reports of officers;
4. reports of committees;
5. unfinished business;
6. new business; and
7. adjournment.

Section V - Robert's Rules of Order shall be observed at every meeting of the Club.

Section VI - The fiscal year of the Club shall coincide with the calendar year.

Article XIII

Amendments

These by-laws may be amended at any annual meeting or at any special meeting of the Club by a vote of three-fourths (3/4) of all members present. Any proposed amendment must be subscribed to by at least two (2) full and/or life members, presented to the Secretary and caused by the Secretary to be posted for at least ten (10) days on the bulletin board, and notice thereof sent to all full and life members of the Club at least five (5) days prior to the voting.