

NORTH EAST RIVER YACHT CLUB Inc



BY-LAWS OF THE NORTH EAST RIVER YACHT CLUB

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Revision	Date	Author	Reason for Change	Nature of Change (Major/Minor)
V.001	1939	Board of Governors	Original By-Laws Creation	New
V.002	Various	By-Laws Committees	Revisions as necessary	Minor
V.003	October 2009	VC, By-Laws Committee, Committee on Loose Ends (COLE)	Recommendations for additions and changes made to then current (2007 version) of By-Laws	Major
V.004	10/3/2010	By-Laws Committee	AGM approved revisions to existing By-Laws	Minor
V.004	10/3/2010	Club Administrator	AGM approved addition of Sail Camp Trial Membership	Major
V.005	12/17/2010	Club Administrator	Correction of omission in Article V11, 2 nd paragraph	Minor
V.006	10/7/2012	Club Administrator	AGM approved revision to Section 2 & 3	Minor
V.007	10/6/2013	Board of Governors	Committee name changes. Membership year to twelve (12) calendar months following the applicant's approval for membership. Allow for notices, etc. to be sent to members electronically and for telephonic meetings. Typos & other minor.	Major
V.008	10/6/2014	Board of Governors	AGM approved changes to existing By-Laws	Minor
V.009	10/4/2015	Board of Governors	Uniform reimbursement reduced to \$200. Jr. Membership age increased to 21. Honorary Membership excluded from having an interest in the Club's assets. Associate Membership dues set at 50% of Full Membership.	Minor
V.010	10/2/2016	Club Administrator	Consolidation of Management Team and Administration Committee to Management Committee. Refine Administrator's title and role. Create the IT Manager position.	Major
V.011	9/6/2018	Board of Governors	Added to Article VI: Section 8 and 9 that provides a new membership categories, "Full Single Membership" and "Young Adult Single Membership"	Major
V.012	10/6/2020	Board of Governors	Added to Article IX - Section 4. Piers & Moorings, added clarification to management of the marina.	Minor
V.013	10/1/2023	Board of Governors	<ol style="list-style-type: none"> 1. Changed all references to "Publicity Committee" to Marketing and Communications Committee 2. Updated all sections that apply to signing checks to authorize the Administrator to sign in the absence of the Treasurer, the Commodore, and the Vice Commodore. 3. Removed: Legacy Member, Winter Dining Member, and Associate Member • Changed Junior Member to Junior Member – <i>Sailing Only</i> 4. Removed Life Membership for those joining after October 1, 2023. 	Major <i>All Changes Highlighted in Yellow</i>

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North East River
Yacht Club, Inc.
80 Bayside Drive
North East, Maryland 21901

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NORTH EAST RIVER YACHT CLUB Inc

BY-LAWS
of the
NORTH EAST RIVER YACHT CLUB
ADOPTED 1930
REVISED OCTOBER 01, 2023

ARTICLE I

- Section 1. The name of the corporation shall be the NORTH EAST RIVER YACHT CLUB, INC. All subsequent references to the “North East River Yacht club, Inc.” or “club” mean the North East river Yacht club, Inc. and any other corporate entities owned or controlled by the North East River Yacht Club, Inc. the North East River yacht Club, Inc. is a Maryland non-stock corporation currently operation as a 501©(7) not-for-profit corporation.
- Section 2. The corporate seal of the club is one and on-half inches (1-1/2”) in diameter with the words “NORTH EAST RIVER YACHT CLUB, INC.” in one-eighth (1/8”) letters around the periphery, while in the center, in the form of arcs, are the words “CORPORATE” in three-thirty-second inch (3/32”) letter and “SEAL” in five-thirty-second inch (5/32”) letters.
- Section 3. Whenever the masculine gender is used throughout this document, it shall be deemed to include the feminine gender, and whenever the feminine gender is used, it shall be deemed to include the masculine gender. [\(RTOC\)](#)

ARTICLE II OBJECT

- Section 1. The object of the Club shall be to encourage the sport of yachting, to promote the science of seamanship and navigation, to provide a suitable Clubhouse, Anchorage and Piers for the use of its boating members and to provide facilities for the recreation and social activities of all its members, both boaters and non-boaters. [\(RTOC\)](#)

ARTICLE III OFFICERS

- Section 1. The Bridge Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, and Fleet Captain, with the Treasurer and Secretary being Flag Officers. Each shall be elected at the Annual Meeting from the Full and Life Members in good standing. The Commodore, Vice Commodore, Rear Commodore, and Fleet Captain shall be eligible for their respective offices for not more than two consecutive years. Any Full or Life Member in good standing is eligible to be elected to any of the offices. Each Committee chair shall be responsible to and report to a Bridge Officer as outlined herein. Officers are expected to support club Activities by their presence.

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A member, when first elected to a bridge office, is entitled to an 80% one-time reimbursement from the Club (up to a maximum of \$200) for the cost of his uniforms. That officer is expected to pay the costs involved in upgrading such uniforms as he proceeds up the chain of command. If, for any reason, he does not complete the chain through Commodore, he shall return the uniforms in good repair to the Club. [\(RTOC\)](#)

ARTICLE IV **DUTIES OF OFFICERS**

Commodore

Section 1. It shall be the duty of the Commodore to take command of the squadron and to preside at all meetings of the Club and the board of Governors. He shall, with the Board of Governors, supervise the overall operation of the Club.

The Commodore shall select and submit to the board of Governors for approval by the January meeting the Chairperson of the **Marketing and Communications Committee** and shall provide guidance, direction and support to the Chairpersons of the Administration Committee, the Finance Committee, the Membership committee, the Restaurant Committee, and the **Marketing and Communications Committee**. He shall have the authority to establish other committees that, in his judgement, may be required, and to select the Chairpersons of such Committees, submitting them to the Board of Governors for approval. He shall be an ex officio member of all committees, except the Nominating Committee.

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Commodore covering anticipated expenses and planned additional funding requirements. He shall also forward to the Finance Committee the budget forecasts from the Administration, Restaurant, Membership, **Marketing and Communications** Committees.

He shall also appoint and provide advice and guidance to CBYCA Delegate, the Club Chaplain, the Club Safety Officer, and the Club Parliamentarian, submitting their names to the Board of Governors for their information.

The commodore shall, with the secretary, sign all contracts and other legal obligations for the Club, and is authorized to sign checks in the absence of the Treasurer.

He may call a special meeting of the Board of Governors, in which case notice of such meeting shall be emailed to all members of the Board at least (5) days in advance. He shall call a special meeting of the General membership at the request of thirty (30) or more members with notice emailed to all members at least thirty (30) days in advance. If a member does not have an email address on file with the club, such notice will be sent via First class Mail. Members are responsible for providing the club Secretary with a current email address.

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The club will not be responsible for emails that are undeliverable due to an out-of-date address.

Four weeks prior to the annual Meeting, the Commodore shall send an email to the general voting membership announcing the date, time, and location of the meeting. Attached to this email will be the meeting agenda, the selections of the Nominating Committee for the Officers and Board members to be elected, along with a short biography of each candidate, and a copy of any and all By-laws changes approved by the Board of Governors. If a member does not have an email address on file with the club, such notice will be sent via First class Mail. Members are responsible for providing the club Secretary with a current email address. The club will not be responsible for emails that are undeliverable due to an out-of-date address.

The Commodore shall be responsible for reporting to the membership, at each Annual Meeting, the current estimated value of a “membership year” (see Distribution Plan) as determined by the Finance function.

For consistency, the following formula will be used for this estimate:

Annual Maryland real estate tax value of land and improvements + (plus) the book value of all other assets (as reported on the current tax return) + (plus) cash and cash equivalents – (minus) all outstanding liabilities.

In the event of dissolution of the Club, a more formal method of calculating the residual value of a membership year is described in the Distribution Plan.

The Commodore shall be the editor of the Club newsletter, the Waterline, and may request assistance of the Chairperson of the **Marketing and Communications Committee** or appoint an assistant Editor in accomplishing this duty. [\(RTOC\)](#)

Vice Commodore

Section 2. It shall be the duty of the Vice commodore to assist the Commodore in the discharge of his duties and in his absence to officiate in his stead. He shall have the authority to sign checks in the absence of the Treasurer and the Commodore.

The Vice Commodore shall be the Chairperson of the House Committee and the Legal Committee and shall select other members of these committees, submitting them to the Board of Governors for their information. He shall select and submit to the Board of Governors for approval by the January meeting the name of the Legal Resident Agent, who shall be responsible for accepting on behalf of the North East River Yacht club the Service of Process of any legal documents submitted to the Club. The Vice Commodore shall provide guidance, direction and support to the Chairpersons of the Buildings and Grounds Committee, the Insurance Committee, and the Legal Resident Agent. He shall annually review and update

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as necessary the House rules, submitting recommended changes to the Board of Governors for approval.

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Vice Commodore covering anticipated expenses and planned additional funding requirements. He shall also forward to the Finance Committee the budget forecasts from the buildings and Grounds, House, Insurance and Legal committees.

He may be assigned additional specific duties by the Commodore. ([RTOC](#))

Rear Commodore

Section 3. It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties, and in their absence officiate in their stead. The Rear Commodore shall be Chairperson of the Activities Committee and shall select other members of the Committee, submitting them to the Board of Governors for their information. He shall provide guidance, direction and support to the Chairpersons of the Entertainment Committee, Sail Program Committee, the Roster Committee, and the Ship's Store Supply Officer.

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Commodore covering anticipated expenses and planned additional funding requirements. He shall also forward to the Finance Committee the budget forecasts from the Activities, Entertainment, Roster, and Ship's Store.

He may be assigned additional specific duties by the Commodore. ([RTOC](#))

Fleet Captain

Section 4. It shall be the duty of the Fleet Captain to organize, plan and direct the boating activities that are under the auspices of the Club. During Club cruises, he shall assist Club boats with slip assignments, help take lines of Club boats as they enter slips and organize activities for each port of call.

The Fleet Captain shall provide guidance, direction, and support to the Dockmaster (Piers and Moorings Committee).

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Fleet Captain covering anticipated expenses and planned additional funding requirements. He shall also forward to the Finance Committee the budget forecasts from the Dockmaster (Piers and Moorings Committee).

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He shall be responsible for the reception of, and providing assistance to, visiting fleets of representatives of other yacht clubs.

The Fleet Captain shall select an Assistant Fleet Captain, submitting his name to the Board of Governors for approval. If the Fleet Captain is a member of the power boat fleet, he shall preferably select a member of the sailboat fleet to serve as Assistant Fleet Captain. Conversely, if the Fleet Captain is a member of the sailboat fleet, he shall preferably select a member of the power boat fleet to serve as Assistant Fleet Captain.

The Fleet Captain may select an Assistant Fleet Captain submitting his name to the Board of Governors for approval.

He may be assigned additional specific duties by the Commodore. [\(RTOC\)](#)

Secretary

Section 5 It shall be the duty of the Secretary to prepare the minutes of the meetings of the Club and the Board of Governors; to maintain the current By-Laws, Rules and other written Club policies, practices, and procedures; to have custody of the Club Seal, of all trophies, and of all reports and documents connected with the business of the Club. He shall post a copy of all Board meeting minutes on the Club Bulletin Board. All records shall be maintained in the Club offices. The minutes of all Board of Governors meetings shall include a listing of those Board members present as well as those absent.

He shall execute all papers, along with the Commodore, or in his absence the Vice Commodore, or in their absence the Rear Commodore, required to be executed by the Corporation, when authorized to do so by the Board of Governors. When necessary, the Secretary shall affix the Seal of the Corporation to such papers.

The Secretary shall be responsible for notifying members in writing of any breach or impending breach of any portion of their Member Agreement, as reported by the Chair of the Committee and/or as agreed by the Board.

Further, he shall provide the Chairperson of the Restaurant Committee with a written list of the names and members numbers of all new members and all suspended or expelled members immediately upon action of the Board, such that coordination can be made with the Restaurant Committee Chairperson.

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Secretary covering anticipated expenses and planned additional funding requirements.

The Secretary shall be responsible for the administration of the Club's Document Retention

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Policy. He will also be responsible for an annual review, and certification, of the Club's compliance with all relevant corporate regulatory requirements for the recording and maintenance of corporate records and filings.

He may be assigned additional specific duties by the Commodore. [\(ROTC\)](#)

Treasurer

Section 6. It shall be the duty of the Treasurer to have charge of the funds of the Club and to keep accurate records of all receipts and disbursements, to receive all moneys collected for the Club by any agent of the Club, to give receipt therefore, and to render a monthly financial statement, at all regular meetings of the Board of Governors and at the Annual Meeting. These financial statements shall detail assets, liabilities, income and expenses. The Treasurer shall serve as a member of the Finance Committee.

It shall be the responsibility of the Treasurer to open all bank accounts in the name of the North East River Yacht Club, Inc., and to close those accounts no longer necessary, subject to the approval of the Board of Governors. He shall be the custodian of those funds and be the primary person authorized to disburse funds for properly approved bills.

All checks issued by the Treasurer may be signed by the Commodore in his absence or by the Vice Commodore in their absence **or by the Administrator in their absence**. The Treasurer, along with the Commodore, Vice Commodore and others designated to handle Club funds, shall be bonded in such sum as the Board of Governors may elect, but not less than \$50,000, with the expense borne by the Club.

The Treasurer shall be responsible for seeing that all dues invoices are sent to members of record no later than the first day of the month preceding their anniversary month. A notice shall accompany all invoices stating that dues are due and payable on the first day of the members' anniversary month. He shall be responsible for the receipt of and accurate recording of all dues and other payments made to club by members.

The Treasurer shall report monthly to the Secretary and to the Board of Governors the names of all members whose dues or other indebtedness to the Club are delinquent over 60 days, 90 days and 120 days from the date of first billing, together with the amounts owed.

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Treasurer covering anticipated expenses and planned additional funding requirements.

He may be assigned additional specific duties by the Commodore. [\(RTOC\)](#)

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Immediate Past Commodore

Section 7. The Immediate Past Commodore shall be a voting member of the Board of Governors.

It shall be the responsibility of the Immediate Past Commodore to serve as the Chairperson of the Long-Range Planning Committee, the By-Laws Committee, the Procedures Committee and the Nominating Committee.

Based upon his many years of experience as a Bridge Officer, the Immediate Past Commodore shall provide advice and guidance to the current Officers and Board Members as requested.

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Immediate Past Commodore covering anticipated expenses and planned additional funding requirements. He shall also forward to the Finance Committee the budget forecasts from the By- Laws, Long Range Planning and Nominating Committees. [\(RTOC\)](#)

ARTICLE V **BOARD OF GOVERNORS**

Section 1. The affairs of the Corporation shall be managed by the Board of Governors consisting of Fourteen Voting Members. Nine members of the Board are elected each year at the Annual Meeting and shall serve for one year, or until their successors are duly elected. They are the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Treasurer, Secretary, and the Chairpersons of the Finance Committee, the Membership Committee, and the Sail Program Committee. These Board Members shall stand for election each year. Four additional Members shall be the Chairpersons of the Buildings and Grounds Committee, the Restaurant Committee, the Dockmaster (Piers and Moorings Committee) and the Administrator. These four shall be the standing members of the Management Committee, should meet the requirements for membership of that Committee, and shall be elected at the Annual Meeting to serve two year terms, staggered so that two are elected each year. The other member of the Board shall be the Immediate Past Commodore. All other Past Commodores shall retain a non-voting Membership on the Board. Any Full or Life Member in good standing is eligible to serve on the Board.

The Board shall have the power to replace any Officer or Board Member who is not actively performing their responsibilities as stated in these By-Laws. The Board shall also have the power to fill any vacancy that may occur in its membership. Both actions require a majority vote of the entire Board.

Section 2 Nine (9) voting members of the entire Board of Governors shall be sufficient to constitute a quorum to transact the business of the Corporation at any meeting of said Board. Proxies are not allowed. In the event a quorum cannot be established, or in the opinion of the Commodore, there is pending business of the Corporation that requires urgent attention, members may

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attend the meeting via electronic communication. A speakerphone or other such device that permits all members to hear everything that is communicated at the same time shall be utilized. The requirement of nine (9) voting members participating remains.

Section 3. Consistent with the Member Agreement, the Board of Governors shall at all times have full power to suspend or expel any member for good cause by a vote of nine (9) members of the entire Board after written charges shall have been presented and a reasonable opportunity given the member to present his defense, unless waived by his or her absence. The Board of Governors shall have the right to reconsider the suspension or expulsion of any member for any cause at any time and may, with a nine (9) member vote of the entire Board of Governors, reinstate such member upon such terms and conditions as said Board of Governors may prescribe. Both resignation, revocation and/or expulsion from the Club shall result in forfeiture of the member's share in the Club's net assets (see Distribution Plan), unless the member rejoins or is re-instated within a calendar year. When a member is so re-instated, the temporary resignation or expulsion shall have no effect on the calculation of the member's years of continuous membership.

Section 4. The Board of Governors shall hold regular monthly meetings. Special Board meetings may be called by the Commodore or may be called at the request of three (3) Members of the Board. Notice of such meetings, made and received at least five (5) days in advance, shall be sent to all Board Members and shall state the purpose, time and place of such meeting. The Secretary shall prepare the minutes of all Board meetings. The minutes of all meetings shall include a listing of those Board members present as well as those absent.

Section 5. The Board shall have the power to adopt such rules and regulations governing the Club and its members, as may be found necessary from time to time, not in conflict with these By-Laws. When so adopted, said rules shall have the same force and effect as if herein contained.

All rules heretofore adopted by the Board shall be recorded verbatim by the Secretary in the Minutes of the Corporation. They shall also be recorded in an appropriate document and properly displayed.

The Board shall also have the power to rescind any rules or regulations governing the Club and its members, which in its judgment is in the best interest of the Club, providing such rescission is not in conflict with these By-Laws.

Section 6. The Commodore, or in his absence, the Vice Commodore, or in their absence, the Rear Commodore, and the Secretary shall execute all papers required to be executed by this Corporation when authorized to do so by the vote of the Board of Governors. Whenever necessary, the Secretary shall affix the Seal of the Corporation to any such papers. [\(RTOC\)](#)

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ARTICLE VI MEMBERSHIP

Section 1. The membership shall consist of the following classes of Members:

1. Full Membership
2. Full Single Membership
3. Young Adult Single Membership
4. Junior Member – Sailing Only
5. Life Membership
6. Honorary Membership

All members, regardless of class, shall be assigned a membership number and account. The Board of Governors shall establish dues and fees for each class of membership and slip and mooring rental rates for the coming year no later than the September BOG meeting. The membership year shall run for 12 consecutive months from the month the membership is approved by the Board. Dues delinquency shall be calculated from the first day of the members' anniversary month. This provision shall be retroactive for all new memberships effective on or after January 1, 2013. All members of record on December 31, 2012, will retain a January to December membership year. [\(RTOC\)](#)

Section 2. Full Membership

Any person of good moral character age 21 or over, who shall agree in writing upon the regular Application Form of the Club, to abide by its By-Laws, Rules and Regulations as then in force, or later amended, who shall accompany such Application with the required fees and dues, shall be eligible for Full Membership. When such Application is properly signed by the applicant, sponsor and interviewer, it will be submitted to the Board by the Membership Chairperson for its action.

The privileges of Full Membership are extended equally to both spouses of a married couple (or to a couple who share a bank account and common address) including the use of any and all facilities, the participation in any and all Club social functions, the privilege of holding office in the Club, except that the membership may cast only one vote at meetings of the corporation on matters requiring member approval, may hold only one share in the net assets of the corporation (subject to the limits and conditions set forth in the Member Agreement and Distribution Plan, may have only one representative on the Club's Board of Governors, and may rent only one slip in the Club Marina unless authorized by the board of governors.

Upon approval, such Membership shall extend all privileges of membership to any dependent children up to and including those age 25 and who are claimed by their parent as dependent on their Federal Tax Return. At age 26 Legacy Membership Category is applicable. Voting privileges at all meetings of the Corporation on all matters requiring member approval, and the privilege of holding office in the Club are excluded privileges.

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It is also provided that any unmarried Full Member in good standing may upon marriage inform the Club in writing and thereby extend the privileges detailed above to his new spouse and dependent children under the age of twenty-one (21). ([RTOC](#))

Section 3 Full Single Membership

Any person of good moral character over age 30, who shall agree in writing upon the regular Application Form of the Club, to abide by its By-Laws, Rules, and Regulations as then in force, or later amended, who shall accompany such Application with the required fees and dues, shall be eligible for Full Single Membership. When such Application is properly signed by the applicant, sponsor and interviewer, it will be submitted to the Board by the Membership Chairperson for its action. The qualifications for the Full Single Membership class shall be reevaluated each year on the anniversary date.

The privilege of Full Single Membership is applicable to a Single person, not to a couple, Married or not, who reside at the same address. The privileges include the use of any and all facilities, the participation in any and all Club social functions, the privilege of holding office in the Club, and may rent only one slip in the Club Marina unless authorized by the board of governors.

Upon approval, such Membership shall extend all privileges of membership to any dependent children up to and including those age 25 and who are claimed by their parent as dependent on their Federal Tax Return. At age 26 Legacy Membership Category is applicable to these formerly dependent children.

Section 9. Young Adult Single Membership

Any person of good moral character age 30 and under, who shall agree in writing upon the regular Application Form of the Club, to abide by its By-Laws, Rules, and Regulations as then in force, or later amended, who shall accompany such Application with the required fees and dues, shall be eligible for Young Adult Membership. When such Application is properly signed by the applicant, sponsor, and interviewer, it will be submitted to the Board by the Membership Chairperson for its action. The qualifications for the Young Adult Single Membership class shall be reevaluated each year on the anniversary date.

The privileges of Young Adult Membership are applicable to a Single person and not to a couple who resides at the same address (married or not). The privileges include the use of any and all facilities, the participation in any and all Club social functions and may rent only one slip in the Club Marina unless authorized by the board of governors.

The privileges of a Young Adult Single Membership do not include a share or interest in the Club assets or any voting privileges at any meetings of the Corporation on matters requiring

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member approval. The membership is not subject to special assessments or other fees that may be approved by the Board of Governors for other classes of membership.

Section 3. Junior Membership– **Sailing Only**

Any person of good moral character within the ages of seven (7) through twenty-one (21), who shall agree in writing, upon the regular Application Form of the Club, to abide by its By-Laws, Rules and Regulations as then in force, or later amended, and who shall accompany such Application with the required fees and dues, shall be eligible for Junior Membership. When such Application is properly signed by the applicant and their parent/guardian, it will be submitted to the Board by the Membership Chairperson for its action.

The privileges of a Junior Member allow participation in NERYC Junior Sailing races and other select youth appropriate Club activities, including the use of a Club boat if they don't have one of their own, Travel Team participation (if qualified), access to the Restaurant and Club bathroom facilities by the Junior Member and their family during Junior Sailing events and other youth-specific activities, member pricing for activities such as Sail Camp, clinics, etc., and other Club privileges as determined by the Junior Sailing Committee and Board of Governors.

The privileges of a Junior membership do not include a share or interest in the Club assets or any voting privileges at any meetings of the Corporation on matters requiring member approval. The membership is not subject to special assessments or other fees that may be approved by the Board of Governors for other classes of membership. ([ROTC](#))

Section 5. Life Membership

There are two types of Life Members in the Club: All Past Commodores and their spouses who were awarded individual Life Memberships prior to the 1985 Annual Meeting and those members who joined the club prior to October 1, 2023, and have maintained twenty-five (25) years of continuous membership through the prompt payment of each year's dues. The clock shall start over for a member who rejoins after expulsion or resignation (either in writing or through nonpayment of renewal dues).

The privileges of a Life Member are extended equally to both spouses of a married couple (*or to a couple who share a bank account and common address*) and include all Club privileges and exceptions covered under Full Membership. Upon the demise of either spouse, the Lifetime Membership Number applies to the surviving spouse. This does not apply to Past Commodores and their spouses who were both awarded individual Life Memberships prior to 1985.

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Life Members are not required to pay dues. However, in order to maintain their Life Member status, they must pay special assessments or other fees that may be approved by the Board of Governors for all members. [\(RTOC\)](#)

Section 6. Honorary Membership

The Board of Governors, by a vote of nine (9) members, may elect to Honorary Membership, on an annual basis, such persons as they deem to have rendered important service or benefits to the Club, or who for any reason, they may see fit to thus honor. Any member in good standing may submit in writing to the Board of Governors at the December meeting the names of persons proposed for Honorary Membership. Such proposal shall include the reason or justification. The Chairperson of the Membership Committee shall present to the Board of Governors at the December meeting the names of any Honorary Members elected the previous year for review and consideration for the coming year.

Honorary Members are extended all Club privileges covered under Full Membership. However, Honorary Members:

- a. pay no dues or fees.
- b. have no voting privileges at meetings of the Corporation on matters requiring member approval.
- c. may not hold any Club office.
- d. may not rent a slip or mooring.
- e. do not include a share or interest in the Club's assets.

The Board of Governors may define any other limitations on this class of membership. [\(RTOC\)](#)

Section 10. Other Classes of Membership

The Board of Governors, at its discretion, may establish additional classes of membership. When established, the Board shall describe in writing and publicize the membership class, including all privileges and limitations. [\(RTOC\)](#)

Section 11. Election of Members

The election of members shall be by vote of the Board of Governors at their regular monthly meetings providing a quorum is present. The vote shall be by secret ballot at the request of any one (1) member of the Board. Two (2) negative ballots shall reject such applicant. No rejected applicant shall be proposed again within one (1) year thereafter. [\(RTOC\)](#)

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Section 12. Sail Camp Trial Membership

Any person of good moral character age 21 or over, who shall agree in writing upon the Sailing Camp Event Registration Form, to abide by its By-Laws, Rules and Regulations as then in force, or later amended, who shall accompany such Registration with the required Trial Membership Fee as established for the current year by the Board of Governors, shall be eligible for a Trial Membership for a period equal to the duration of the camping sessions applied for and attended, beginning with the date of application signature or event date.

The privileges of a Sail Camp Trial Membership are extended equally to both spouses of a married couple (*or to a couple who share a bank account and common address*) or the attendee's legal guardian(s) and shall be limited to only the use of any and all facilities and the participation in any and all Club social functions for the duration of the trial period.

Such Sail Camp Trial Membership shall extend these same privileges of membership to any dependent children under the age of twenty-one (21).

It is also provided that any unmarried Trial Member in good standing may, upon marriage, inform the Club in writing and thereby extend the privileges detailed above to their new spouse and dependent children under the age of twenty-one (21).

During, or at the end of, the Sail Camp Trial Membership period, the Trial Member(s) may convert their Sail Camp Trial Membership to a Full Membership by completion of the NERYC Membership Application Form submitted to the Board of Governors for approval. Upon approval, any and all required fees and dues applicable at the time of conversion will be due. All fees and dues payable must be submitted upon notification of approval to complete the conversion and become a Club member in good standing. ([RTOC](#))

ARTICLE VII **DUES AND FEES**

Section 1. The dues, slip, and mooring rental fees for the coming year shall be set by the Board of Governors no later than the September Board meeting. Assessments may be set by the Board of Governors at any time during the year; however, the membership will be given thirty (30) days' notice of such action, the reason for that action, and the effective date of any such assessment shall not be less than thirty (30) days from the date of approval by the Board of Governors. Assessments or other fees shall not be applied to any single class of membership only. New members (within 12 months of application date) are not liable for assessments.

Section 2 Dues shall be considered delinquent if not paid by 30 days past invoice date. The first day of the member's anniversary month shall be the date used in determining the extent of delinquency in any case involving late payment of dues. A member shall be considered

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in good standing if their dues are current and other indebtedness to the Club does not exceed sixty (60) days from the date of first billing. [\(RTOC\)](#)

ARTICLE VIII **RESIGNATIONS, SUSPENSIONS AND EXPULSIONS**

Section 1. Resignation

A membership is continuous from year to year, providing the member is in good standing, until a resignation is received in writing. Resignation by a member shall be sent to the Secretary along with the payment of any outstanding indebtedness to the Club. The Roster Committee Chairperson shall update the Club records to reflect the change in status. Upon resignation, all rights, and privileges as a member of the Club shall cease with the termination of the membership. Resignations will be acted upon by the Board of Governors at the next monthly meeting after receipt.

A failure of a member to pay annual renewal dues by sixty (60) days past invoice date shall result in an automatic resignation of membership, with no formal suspension or expulsion being necessary or required, unless such member has initiated special payment arrangements in advance with the Treasurer and the Administrator. Members who have resigned through nonpayment of renewal dues shall have no different status than any other member of the Club who has resigned his membership. A letter shall be written by the Secretary informing the member of his resigned status and his loss of Club privileges. If a resigned member wishes to rejoin the Club within one year of resignation, he shall be responsible for payment of any late payment fees in force as well as the full annual dues. After one year, he shall be responsible for any initiation fees in force and the full dues for that year. [\(RTOC\)](#)

Section 2. Charges

Any member of the Club may present to the Board of Governors a written Statement of Charges against any other member for: conduct unbecoming a member; conduct likely to endanger the good order and welfare of the Club; repeated insubordination or disobedience of officers when acting in their official capacity or when in squadron; or violation of the By-Laws or Club rules, where such violation is materially adverse to the Club or repeated after written warning.

Upon hearing such Statement of Charges in a regular or properly called special meeting of the Board, the Board may, by majority vote (a) determine what action is appropriate and proposed for the Charges, and (b) send a letter of notification to the member of the Charges and the proposed action. After he shall have been notified in writing and given an opportunity to be heard and to present evidence at a time mutually convenient, the Board of Governors shall vote to take appropriate action. Such action may include, but

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is not limited to, a letter of reprimand, or a warning of suspension or expulsion, which action shall require a majority vote of the Board.

If the action to be taken is suspension or expulsion, the member may request that a Committee of three members be chosen, none of whom are members of the Board: one shall be chosen by the Board, one by the charged member, and the third by agreement of the other two Committee members. This third member shall be the Committee Chair. The Committee shall investigate the charges and make a majority recommendation to the Board as to the appropriateness of suspension or expulsion. If such recommendation is against such suspension or expulsion, the final action shall be a written warning delivered to the member; if such recommendation is for suspension or expulsion, the Board may then proceed with a vote to suspend or expel, which must be by a vote of nine (9) members of the entire Board. No accused officer or member shall be allowed to preside at or vote in such proceedings. Upon request of any one member of the Board, the vote shall be by secret ballot. [\(RTOC\)](#)

Section 3. Suspension

A member whose indebtedness to the Club (except renewal dues) is in arrears for over sixty (60) days from the date of first billing shall be automatically suspended by the Board of Governors unless such member shall initiate special payment arrangements in advance with the Treasurer and those arrangements are approved by the Board of Governors. Further, a member may be suspended by the Board of Governors as the result of acting upon a Statement of Charges (See Section 2). A suspended member shall be denied all privileges and access to the Clubhouse or Grounds even if accompanied by a member in good standing, unless specifically authorized by the Board of Governors.

In the case of Club indebtedness, a letter shall be written by the Secretary informing the suspended member of his suspension and that full payment of all indebtedness must be made immediately to reinstate the member's privileges. Where a suspension is the result of a Statement of Charges, the letter shall state the reason for the suspension and the length of such suspension.

A copy of the applicable Sections of the By-Laws shall be included, along with a reminder that the member agreed to abide by the Club By-Laws, Rules and Regulations when he joined. [\(RTOC\)](#)

Section 4. Expulsion

A member whose indebtedness to the Club (except renewal dues) is in arrears for over ninety (90) days from the date of first billing shall be automatically expelled by the Board of Governors unless such member shall initiate special payment arrangements in advance with the Treasurer and those arrangements are approved by the Board of Governors. Further, a member may be expelled by the Board of Governors as the result of acting upon a Statement of Charges (See Section 2). An expelled member shall be denied all privileges and access to the Club property and will not be permitted to visit the Clubhouse or

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Grounds even if accompanied by a member in good standing.

In the case of Club indebtedness (except renewal dues), a letter shall be written by the Secretary informing the member of his expulsion and that full payment of all indebtedness must be made immediately. Further, if payment is not forthcoming, legal action shall be initiated. Where an expulsion is the result of a Statement of Charges, the letter shall state the reason for such expulsion. A copy of the applicable Sections of the By-Laws shall be included, along with a reminder that the member agreed to abide by the Club By-Laws, Rules and Regulations when he joined. [\(RTOC\)](#)

Section 5. Reinstatement

Any member expelled for non-payment of indebtedness to the Club or expelled as the result of a Statement of Charges may be reinstated by a vote of nine (9) members of the entire Board of Governors upon such terms as the Board shall prescribe, but in no case shall they be reinstated without payment in full of all indebtedness to the Club. [\(RTOC\)](#)

ARTICLE IX **DUTIES OF COMMITTEES**

General

There shall be two groups of Committees required by these By-Laws: 1) those Committees whose Chairpersons are Members of the Board of Governors, and 2) those Committees known as Standing Committees.

The Commodore shall select the Chairpersons of the standing committees listed below, unless a specific assignment is made by these By-Laws, and submit their names to the Board of Governors for their approval by the January meeting. All Chairpersons of these standing committees shall select the members of their committee and submit their names to the Board of Governors for the Board's information, or their approval when required by these By-Laws. [\(RTOC\)](#)

BOARD OF GOVERNORS COMMITTEES

Section 1. Management Committee

The Chairperson of the Management Committee shall be a member of the Board of Governors, shall be known as the Administrator, and shall be elected at the Annual Meeting to serve a two- year term. He shall report to and be responsible to the Commodore.

The Management Committee's standing members shall be the following four elected members of the Board of Governors: The Administrator, the Buildings and Grounds Committee

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Chairperson, the Restaurant Committee Chairperson, and the Piers and Moorings Committee Chairperson (Dockmaster). The Administrator shall select other members of the Committee, as appropriate or necessary, and submit them to the Board of Governors for their information.

The specific purpose of the Management Committee and its members is to provide for the continuous day-to-day operational management of the Club's business. As such, the standing members of the Management Committee must meet certain additional qualifications not necessarily required of Officers or other Committee Chairpersons.

These are:

- Must be able and willing to devote the necessary time and effort to ensure the management of Club operations and adequately fulfill the responsibilities of their position.
- Must have operational and/or business management experience commensurate with their particular Committee.
- Must have sufficient knowledge of the other Management Committee member's responsibilities to provide emergency, short-term support when another committee member is not available.

It shall be the responsibility of the Administrator to manage the Club Office. And, acting as the Secretary's agent, he shall organize all official Club files, correspondence, mail, licenses, permits, and leases and records of rental properties. He shall be responsible for the supervision of any full or part-time clerical employees of the Club.

The Administrator shall appoint an Information Technology Manager from the membership. The Information Technology Manager shall be responsible for maintaining the Club's information infrastructure, contracts and content; including but not limited to the Club's computers, website, Wi-Fi, telephone, dining, point of sale, audio, cable and camera systems.

The Administrator shall appoint from the BOG an Email Net Coordinator who may be the IT Manager if the IT Manager is a member of the BOG.

Acting as the Treasurer's agent, the Administrator shall be responsible for preparing payment of all vendor's and contractor's bills after proper approval has been received. He shall be responsible for preparing and mailing members' statements, receiving and posting member account payments, and handling and depositing daily cash accounts. **The Administrator shall have the authority to sign checks in the absence of the Treasurer and the Commodore and the Vice Commodore.**

The Administrator shall submit to the Finance Committee through the Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Administrator shall make a monthly report of the Club's administrative operations to

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the Board of Governors at their regular meeting. [\(RTOC\)](#)

Section 2. Buildings and Grounds Committee

The Chairperson of the Buildings and Grounds Committee shall be a member of the Board of Governors and shall be elected at the Annual Meeting to serve a two-year term. He shall report to and be responsible to the Vice Commodore, shall be a member of the Management Committee and shall meet those qualifications. The cycle of selection and term shall be as stated under the Management Committee. The Chairperson shall select other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to inspect the condition of the Clubhouse and Grounds and develop and implement a plan to ensure that they are maintained in the best and safest condition, within the limits of prudent management, so they may serve the members as they are intended. The buildings, grounds and equipment must comply with all local, county, state, and federal regulatory and licensing authorities. A list of recommended and experienced contractors shall be maintained, together with procedures for contacting in case of emergency. The Chairperson shall prepare a budget for inclusion in the Annual Budget covering regular expenses for the proper operation of the buildings, equipment and ground maintenance and a contingency fund based upon experience. Improvements and maintenance items involving capital expense beyond the normal budget shall be presented to the Board of Governors for individual approval.

The Chairperson shall be responsible for arranging for the lease of the Club's two cottages. In this capacity, he shall be responsible for administering the Cottage Rental and Waiting List Policy, and annually reviewing this Policy for updating as necessary, submitting recommended changes to the Board of Governors for approval. He shall maintain and administer a Cottage Rental Waiting List as required by the Policy.

The Chairperson shall submit to the Finance Committee through the Vice Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Chairperson shall make a monthly report of the Buildings and Grounds Operations to the Board of Governors at their regular meeting. [\(RTOC\)](#)

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Section 3. Restaurant Committee

The Chairperson of the Restaurant Committee shall be a member of the Board of Governors and shall be elected at the Annual Meeting to serve a two- y e a r term. He shall report to and be responsible to the Commodore, shall be a member of the Management Committee and shall meet those qualifications. The cycle of selection and term shall be as stated under the Management Committee. The Chairperson shall select at least two other members of the Committee and submit them to the Board of Governors for their information.

He shall be the primary interface between the Board of Governors and the Restaurant staff and the two should meet at least monthly. The areas of responsibility are: (1) the menus and prices; (2) the quality of food and service; (3) the condition and appearance of the Commodore's Dining Room, the Bridge Lounge and Dance Floor, the Burgee Lounge, and the restroom/shower facilities; and (4) the condition and cleanliness of the kitchen and its equipment.

The Chairperson shall supervise menu content, general pricing policy, hours of operation, etc. and review these regularly with the Board.

Further, the Chairperson shall forward to the Restaurant Manager a written list, as provided by the Membership Chairperson, of the names and member numbers of all new members and all suspended or expelled members immediately upon action of the Board.

The Chairperson shall submit to the Finance Committee through the Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Chairperson shall make a monthly report of the Restaurant Operations to the Board of Governors at their regular meeting. [\(RTOC\)](#)

Section 4. Piers and Moorings Committee

The Chairperson of the Piers and Moorings Committee shall be known as the "Dockmaster", shall be a member of the Board of Governors and shall be elected at the Annual Meeting to serve a two-year term. He shall report to and be responsible to the Fleet Captain, shall be a member of the Management Committee and shall meet those qualifications. In addition, it is required that a candidate for this position must moor his boat at the Club in order to be available to resolve slip and mooring holder questions and problems on a continuing basis. The cycle of selection and term shall be as stated under the Management Committee. The Dockmaster shall select other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Dockmaster to plan and organize the operation and maintenance of the piers, moorings and beach areas. He shall determine the condition of

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the facilities and see that they are maintained in the proper condition to ensure an established number of slips and moorings for Club members' boats, and that the waterfront grounds and facilities are protected from water, ice and storm damage.

The Dockmaster shall be responsible for arranging for the lease of the Club's slips and moorings. In this capacity, he shall be responsible for administering the Dock Area Rules, and the Slip and Mooring Policy, and annually reviewing these Rules and Policies for updating as necessary, submitting recommended changes to the Board of Governors for approval. He shall maintain and administer a Slip and Mooring Waiting List as required by the Policies.

The Dockmaster shall recommend to the Board rental rates for the slips and moorings which will, as a minimum, provide an adequate income to cover all waterfront operational expenses, loan payments, insurance, and adequate reserves to cover anticipated future expenses. The waterfront facilities must comply with State and Federal laws covering marina operations.

The Dockmaster shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Dockmaster shall make a monthly report of the Piers and Moorings Operations to the Board of Governors at their regular meeting.

In addition to the established slip and mooring remit assigned to the Piers and Moorings committee the complete marina area will fall under their remit for supervision and management as outlined in the by-law and marina policy. ([RTOC](#))

Section 5. Finance Committee

The Chairperson of the Finance Committee shall be a member of the Board of Governors and shall be elected at the Annual Meeting and shall report to and be responsible to the Commodore. The Treasurer shall serve as a member of this Committee and the Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for information.

It shall be the responsibility of the Chairperson to act as the financial advisor to the Board of Governors and to the Long-Range Planning Committee, and should therefore have a financial management background.

Each month, the Chair of the Finance Committee shall review the status of each member's compliance with the requirements of the Member Agreement. He shall bring any member's breach or default to the Board's attention for action as defined in the Agreement.

The Chairperson of each Committee shall submit to the Finance Committee an annual budget forecast for their respective Committees. With the assistance of the Treasurer, the Finance Chairperson shall prepare and submit to the Board of Governors at the December

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meeting a detailed Annual Budget recommending the allocation of funds to the various Committees on the basis of their budget forecasts and the anticipated revenue of the Club. He shall provide monthly updates at the regular Board meetings.

The Chairperson shall arrange for an Annual Audit of the Club's finances by an outside licensed accountant or by qualified Club members, but in no case shall a member of the Board of Governors be directly involved in making this Audit. The results of the Audit shall be presented to the Board of Governors for their review and approval. [\(RTOC\)](#)

Section 6. Membership Committee

The Chairperson of the Membership Committee shall be a member of the Board of Governors and shall be elected at the Annual Meeting. He shall report to and be responsible to the Commodore. The Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

The Chairperson shall, with the cooperation of the Marketing and Communications Committee Chairperson, devise and implement an annual program for the purpose of attracting new membership in the Club. He shall also devise and implement an annual program for the purpose of retaining current members, presenting these programs, together with any costs involved, to the Board of Governors for approval.

All Applications for Membership shall be turned over to the Chairperson who will ensure that the Application is properly completed and that all necessary fees are attached. The Chairperson shall then submit all Applications together with his recommendation to the Board of Governors for action. No applicant will be refused membership on the basis of sex, race, religion or national origin.

The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements. The Chairperson shall be part of the Marketing **and Communications** Committee and shall make a monthly report of the Membership Status to the Board of Governors at their regular meeting. [\(RTOC\)](#)

Section 7. Sail Program Committee

The Chairperson of the Sail Program Committee shall be a member of the Board of Governors and shall be elected at the Annual Meeting. He shall report to and be responsible to the Rear Commodore.

It shall be the responsibility of the Chairperson to:

1. Appoint at least two other NERYC members to serve with him on the Sail Program

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Committee and chair that committee in its governing of the NERYC racing program. Consult with the committee on major policy matters regarding the program.

2. Make, subject to the general oversight of the Board of Governors, all major decisions regarding the racing program, and take appropriate measures to delineate and enforce rules to ensure, to the greatest degree possible, fair racing within the recognized rules, harmony and good sportsmanship among the competitors, and the greatest possible safety of the vessels and their crews.
3. Determine the schedule for the sail racing season and supply it to the Fleet Captain on a timely basis to be included in the NERYC Calendar for the ensuing year.
4. Create, and submit for approval, a budget for the season's racing program, identifying revenue from entry fees and other sources, and expenses for equipment, trophies and other tokens of appreciation, and after-race social hours. The budget shall clearly identify the amount requested to be paid from NERYC general funds. An overall statement of the scope of the coming year's program shall accompany the budget.
5. Take custody of the racing equipment of the Club, and make adequate arrangements for its safekeeping, general good condition, and replacement if necessary.
6. Make a monthly report to the Board of Governors summarizing the status of the racing program. In addition, he co-ordinates with the **Marketing and Communications Committee** Chairman and other Club Officers to provide information on race results for publicizing the clubs racing activities.
7. Plan and organize the Sail Awards dinner, and/or any other function arising directly out of the racing program.
8. Determine, at his discretion, the delegation of any of these duties except #1 or #2 to the other members of the Sail Program Committee or other volunteering NERYC members as available. ([RTOC](#))

STANDING COMMITTEES

Section 8. Activities Committee

The Chairperson of the Activities Committee shall be the Rear Commodore. He shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to plan, organize, schedule, and supervise the Social and Educational Activities of the Club. The Committee shall coordinate the preparation

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of the official Club Calendar with each of the Flag Officers and submit it to the Board of Governors at the January meeting.

The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Chairperson shall make a monthly report on the Committee's actions to the Board of Governors, describing the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 9. By-Laws Committee

The Chairperson of the By-Laws Committee shall be the Immediate Past Commodore. He shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to ensure that the By-Laws reflect the operational needs of the Club and that they are followed by the Officers, the Board of Governors and the membership. The By-Laws should be reviewed annually. If changes are necessary, the proposed changes must first be submitted to the Board of Governors for approval and then to the membership for final approval in accordance with Article XIV (Amendments).

The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Chairperson shall make a monthly report on the Committee's actions to the Board of Governors, describing the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 10. Entertainment Committee

The Chairperson of the Entertainment Committee shall be selected by the Rear Commodore and submitted to the Board of Governors for approval. He shall report to and be responsible to the Rear Commodore. The Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to research, select, negotiate with and contract for the entertainment (bands, DJ's, etc.) for all Club functions where such entertainment is desired (Birthdays Nights, Opening Day, Past Commodore's/New Member's Night, Commodore's Ball, Sail Program Awards Banquet, etc.) He shall coordinate such selections with the Activities Committee Chairperson and with each event chairperson.

The Chairperson shall submit to the Finance Committee through the Rear Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

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While the Chairperson shall make a monthly report on the Committee's actions to the Rear Commodore for inclusion in his report to the Board of Governors, the Chairperson may request of the Commodore that he be placed on the agenda of any Board meeting in order to personally describe the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 11. House Committee

The Chairperson of the House Committee shall be the Vice Commodore. He shall select at least two other members of the Committee and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to review, update as necessary, and enforce the House Rules. Any proposed changes shall be submitted to the Board of Governors for approval. The House Rules, with date of adoption, shall be included in the Member's Manual and displayed prominently in the Clubhouse.

The House Committee shall be responsible for selecting the décor in the Clubhouse interior, including pictures, displays and furnishings. They shall coordinate their plans with the Restaurant Committee chair. The plan, including cost and financing recommendations, shall be submitted to the Board of Governors for their review and approval. Members wishing to donate pictures and furnishings must submit them to the House Committee for their review and approval.

The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Chairperson shall make a monthly report on the Committee's actions to the Board of Governors, describing the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 12. Insurance Committee

The Chairperson of the Insurance Committee shall be selected by the Vice Commodore and submitted to the Board of Governors for approval. He shall report to and be responsible to the Vice Commodore. The Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to act as the Risk Manager for the Club and should therefore have a background in the insurance field. He shall review the existing insurance program annually to ensure that risks to the Club assets and members are minimized within the cost limitations of prudent management. Recommendations for changes to the program, should they be required, shall be made to the Board of Governors together with the rationale for such changes, six months prior to the renewal date for insurance policies.

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The Chairperson shall arrange for the bonding of the Treasurer, the Bridge Officers and any agent of the Club duly authorized to receive or disburse Club funds. The amount of such bond shall be determined by the Board of Governors, but shall not be less than \$50,000, with the expense being borne by the Club.

While the Committee may seek bids from both outside insurance agents and agents who are Club members, no member of the Committee may submit bids or be in any way connected to a company seeking to do business with, or doing business with, the Club. The Chairperson shall submit to the Finance Committee through the Vice Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

While the Chairperson shall make a monthly report on the status of the Committee's actions to the Vice Commodore for inclusion in his report to the Board of Governors, the Chairperson may request of the Commodore that he be placed on the agenda of any Board meeting in order to personally describe the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 13. Legal Committee

The Chairperson of the Legal Committee shall be the Vice Commodore. It shall be his responsibility to provide legal review of documents, letters and any official Club responses to municipal, county, state or federal government correspondence where the Club's position must be stated. It shall also be the sole responsibility of the Chairperson, with the approval of the Board of Governors, to engage an attorney who is a Member of the Bar in the State of Maryland and licensed to practice in Cecil County when professional legal advice or representation is prudent or required.

Further, if a situation dictates, the Chairperson shall select a person to serve as Resident Agent, submitting such name to the Board of Governors for approval. Such approval shall be in the form of a separate written document signed by the Commodore and the Secretary, per Article V, Section 6. The responsibility of the Resident Agent is to accept on behalf of the North East River Yacht Club the Service of Process of any legal documents submitted to the Club.

The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

The Chairperson shall make a monthly report on the Committee's actions to the Board of Governors, describing the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 14. Long Range Planning Committee

The Chairperson of the Long-Range Planning Committee shall be the Immediate Past Commodore. The Committee shall also include the Commodore, the Vice Commodore, the Rear Commodore, the Fleet Captain, and the Chairpersons of the Finance, Administration, Building and Grounds, Restaurant, and Piers and Moorings (Dockmaster) Committees. In addition, the

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Committee shall include two Past Commodores and two members-at-large who are not Board members. These last four shall be selected by the Chairperson and submitted to the Board of Governors for their information.

The Committee may call upon other members of the Club, or non-members, who have special expertise that may be useful to the Committee in developing their plans.

The Committee is advisory, and its purpose is to update the existing Club Long Range Plan to cover the next two to six years. The plan itself should provide guidance for the Board of Governors in developing their operational plans for the following year. The Committee should meet at least quarterly or as needed to update the long-range plan document.

The Plan should generally cover:

Membership: The size, makeup, and types of membership

Operation: The services to be provided to the membership

Facilities: The facilities required to provide the membership services

Management: The method of managing the Club

Financial: The method of providing operating funds for the services and facilities planned.

The Committee shall provide a copy of its update of the Long-Range Plan to each Board member for review in August.

The Committee shall then present its update to the Board of Governors at the September Board meeting for review and approval.

The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements. [\(RTOC\)](#)

Section 15. Nominating Committee

The Chairperson of the Nominating Committee shall be the Immediate Past Commodore, or his replacement. In addition to the Chairperson, the Committee shall consist of four members who are elected by the General Membership at the Annual Meeting for a two-year term, two to be elected each year. The two new Committee members for the coming year shall be nominated from the floor by the General Membership at the Annual Meeting. No existing member of the Committee shall be eligible for nomination by the membership.

In the event of a vacancy on the Committee, the Chairperson shall select a replacement and submit that name to the Board of Governors for approval. Said replacement shall serve only until the next General Meeting, at which time a permanent replacement shall be elected.

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It shall be the responsibility of the Nominating Committee to nominate thirteen persons to serve the Club in the positions of:

Commodore	Administrator*
Vice Commodore	Buildings & Grounds Committee Chair*
Rear Commodore	Restaurant Committee Chair*
Fleet Captain	Piers & Moorings Committee (Dockmaster)*
Secretary	Finance Committee Chair
Treasurer	Membership Committee Chair
Sail Program Committee Chair	

* = Member of the Management Committee – Staggered two-year terms

The Committee shall meet as often as necessary to allow sufficient time to post the names of the Nominees and to notify the General Membership of the nominated slate four weeks before the Annual Meeting. The Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements. [\(RTOC\)](#)

Section 16. Junior Sailing Committee

The Chairperson of the Junior Sailing Committee shall be selected by the Sail Program Chairperson and submitted to the Board of Governors for approval. He shall report to and be responsible to the Sail Program Chairperson. The Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to develop, coordinate and enhance a program of instruction in basic sailing, seamanship, and boating safety with the purpose of introducing new boaters, both young and old, to the world of sailing. The goal of this program is to broaden the activities available to Club members and their families, and to attract prospective new members.

The Committee shall plan for, procure, and maintain a fleet of small sailboats for the specific use of providing instruction to those enrolled in the program.

The Chairperson shall submit to the Finance Committee through the Sail Program Chairperson, a detailed annual budget forecast covering anticipated expenses as well as any planned Additional funding requirements.

While the Chairperson shall make a monthly report on the Committee's actions to the Sail Program Chairperson for inclusion in his report to the Board of Governors, the Chairperson may request of the Commodore that he be placed on the agenda of any Board meeting in order to personally describe the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

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Section 17. Procedures Committee

The Chairperson of the Procedures Committee shall be the Administrator. He shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information. He shall be responsible for the preparation, revision and updating as needed of the Club Procedures Manual, submitting changes to the Board of Governors for approval. A copy of the Manual shall be provided to each Board Member upon assuming office. As a minimum, the Club Procedures Manual shall include:

Current By-Laws	House Rules
Dock Area Rules	Cottage Rental and Waiting List Policy
Slip/Mooring Leasing Policy	Slip/Mooring Sub-Leasing Policy
Current Dues Levels and Policy	Current Slip and Mooring Fees
Authorized Spending Limits	Officer's Allowances
Officer's Guidelines	Check Request Procedure
Sail Fleet Racing Season Guide	Waterline Publication Policy
Death or Illness of Member or Family	Ship's Store Policy
Club History and Traditions	

Chairperson shall submit to the Finance Committee a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements. The Chairperson shall make a monthly report on the Committee's actions to the Board of Governors, describing the Committee's goals, problems, request for funding, etc. [\(RTOC\)](#)

Section 18. Marketing and Communications Committee

The Chairperson of the Marketing and Communications Committee shall be selected by the Commodore and submitted to the Board of Governors for approval. He shall report to and be responsible to the Commodore. The Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to supervise, edit and review all copies pertaining to Club matters which may be prepared for publication in newspapers, magazines, brochures, and other publications for public dissemination.

The Chairperson shall cooperate with and assist the Membership Committee Chairperson in devising and implementing an annual program for the purpose of attracting new members in the Club.

He shall assist the Commodore when requested in the editing and publishing of the Club monthly newsletter, The Waterline.

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The Chairperson shall submit to the Finance Committee through the Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

While the Chairperson shall make a monthly report on the Committee's actions to the Commodore for inclusion in his report to the Board of Governors, the Chairperson may request of the Commodore that he be placed on the agenda of any Board meeting in order to personally describe the Committee's goals, problems, request for funding, etc. ([RTOC](#))

Section 19. Roster Committee

The Chairperson of the Roster Committee shall be selected by the Rear Commodore and submitted to the Board of Governors for approval. He shall report to and be responsible to the Rear Commodore. The Chairperson shall select the other members of the Committee, if necessary, and submit them to the Board of Governors for their information.

It shall be the responsibility of the Chairperson to maintain an accurate and current computer database of the entire membership to include all pertinent data on each member. The Chairperson should therefore have a working knowledge of computers and database programming. He shall support the Club Officers and other Committee Chairpersons by providing special reports, lists and data for studies or analysis to meet their particular needs.

A list of those members having birthdays or anniversaries shall be prepared each month and distributed to the Waterline publisher, the Membership Chairperson, all Bridge Officers, and shall be posted on the Club Bulletin Board. A list of new members shall also be included.

The Chairperson shall submit to the Finance Committee through the Rear Commodore a detailed annual budget forecast covering anticipated expenses as well as any planned additional funding requirements.

While the Chairperson shall make a monthly report on the Committee's actions to the Rear Commodore for inclusion in his report to the Board of Governors, the Chairperson may request of the Commodore that he be placed on the agenda of any Board meeting in order to personally describe the Committee's goals, problems, request for funding, etc. ([RTOC](#))

ARTICLE X **MEETINGS**

Section 1 The Annual Meeting of the Club shall be held on the first Sunday of October in each year at the Clubhouse, for the election of Officers, and the transaction of such other business as may properly come before said meeting. The Officers so elected shall be formally installed at the Commodore's Ball which shall take place at some time between November and November They shall take their respective offices at the first Board of Governors meeting following the Commodore's Ball when the outgoing Commodore calls for "New Business".

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Each Full and Life Member in good standing, representing a single Membership Number, shall be entitled to one vote in the election of the candidates for the offices submitted by the Nominating Committee and those submitted from the floor, and in all matters pertaining to the real property of the Club, where the Board determines that the membership should be involved.

The selections of the Nominating Committee for Officers and Board Members to be elected shall be emailed by the Commodore to the voting members in the announcement of the Annual Meeting. This list shall also be posted on the Bulletin Board in the Clubhouse four (4) weeks prior to the Annual Meeting. The emailed announcement shall include a short biography of each candidate. Additional candidates will be considered for election only by petition of at least ten (10) members in good standing filed with the Secretary at least ten (10) days prior to the Annual Meeting. No candidate shall be considered for election unless he shall have agreed to serve and is in good standing.

Section 2 Special Meetings may be called by the Commodore at any time and shall be called at the written request of members in good standing representing thirty (30) or more Membership Numbers, providing the business of the meeting is stated in the notification. At all such meetings, a quorum being present, only the special business for which the meeting was called may be considered. Notice of such meetings shall be sent via email at least thirty (30) days in advance. If a member does not have an email address on file with the club, such notice will be sent via First Class Mail. Members are responsible for providing the club Secretary with a current email address. The club will not be responsible for emails that are undeliverable due to an out-of-date address.

Section 3 A quorum of all regular and special Club meetings will consist of members in good standing representing not less than thirty (30) Membership Numbers. A member shall be considered in good standing if their dues are current and Club indebtedness does not exceed ninety (90) days from the date of first billing. Only Full Members and Life Members in good standing may vote at any Club meeting and all voting must be in person; no proxies are allowed.

Section 4 At the Annual Meeting, a quorum being present, the Order of Business shall be as follows:

1. Pledge of Allegiance
2. Minutes of the previous meeting
3. Treasurer's Report
4. Officer's Reports
5. Committee Reports
6. Nominating Committee Report
7. Election
8. Unfinished Business
9. New Business
10. Adjournment

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Robert's "Rules of Order" shall be the standard for procedure at all meetings and will be followed unless in conflict with these By-Laws, which shall prevail.

Section 5 The Secretary is responsible for taking the minutes of all meetings of the Corporation. He shall also have an accurate list of all Full and Life Members in good standing. In the absence of the Secretary, the Commodore, or presiding officer, will designate an Acting Secretary for the meeting. [\(RTOC\)](#)

ARTICLE XI **COLORS AND PENNANTS**

Section 1. The Club Burgee shall be triangular in shape with a white circle on a navy-blue field. Within the white circle will be the four cardinal points and four inter-cardinal points of the compass with the needle pointing appropriately to the point bearing the letters "N E", all in white on the navy field.

Section 2. The Commodore's pennant shall be rectangular in shape with a Fouled Anchor encircled by thirteen five-pointed stars in white on a blue field.

Section 3 The Vice Commodore's pennant shall be the same as the Commodore's, except on a red field.

Section 4. The Rear Commodore's pennant shall be the same as the Commodore's, except the Anchor and Stars are red on a white field.

Section 5. The Fleet Captain's pennant shall be rectangular in shape with a Fouled Anchor in navy blue on a white field.

Section 6. The Past Commodore's pennant shall be rectangular in shape with a Fouled Anchor and three five-pointed stars arranged vertically, all in white on a blue field.

Section 7. All members of the Club shall adhere to the prevailing Yacht Etiquette. [\(RTOC\)](#)

ARTICLE XII **LIABILITY**

Section 1. NORTH EAST RIVER YACHT CLUB, INC., shall forever indemnify and hold harmless any and all members of its Board of Governors, duly elected and in good standing at the time of the event in question, from any and all claims, demands and lawsuits for occurrences on or about the Club, except for their own individual willful misconduct or bad faith and shall, at the request of a Board Member, provide counsel and other appropriate resources sufficient to properly, adequately and completely address and defend against such claims, demands and lawsuits, notwithstanding the maintenance of Director's and Officer's Liability or any other insurance.

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This indemnification also covers Members and Employees acting for the Club, or at the Board's request, under the same limits applicable to the Board Members. [\(RTOC\)](#)

ARTICLE XIII **PAID EMPLOYEES**

Section 1. Under normal circumstances, no Club member or persons related by blood or marriage to a Club member shall be hired as a paid employee of the Club. At its discretion, however, and for clearly stated reasons, the Board of Governors may override this restriction. [\(RTOC\)](#)

ARTICLE XIV **AMENDMENTS**

Section 1. Amendments to these By-Laws shall be submitted in writing first to the Board of Governors and upon its approval shall be submitted for approval to the general membership. Such amendments shall become effective upon receiving an affirmative vote of two-thirds (2/3) of the members present and entitled to vote at any Club meeting.

Section 2. All amendments shall contain language requiring that, if approved, the Bylaws be conformed to reflect the impact of the amendment in all applicable areas, and the Conformed Copy shall replace the existing Bylaws in its entirety. A historical record of approved amendments and conformed Bylaws shall be maintained in the archives by the Secretary. [\(RTOC\)](#)