

BY - LAWS
of the
NORTH EAST RIVER YACHT CLUB
ADOPTED 1930
REVISED OCTOBER 2009
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 operating as a 501(c)(7) not-for-profit corporation.

Section 2. The corporate seal of the club is one and one-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") letters 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.

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.

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.

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 \$400) 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.

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 Publicity 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 Publicity Committee. He shall have the authority to establish other committees that, in his judgment, 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, Publicity & or Marketing Committees.

He shall also appoint and provide advice and guidance to the CBYCA Delegate, the Club Chaplain, the E-mail Net Coordinator, the Internet Web Master, the Club Safety Officer and the Ship's Store Chair, 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 postmarked at least five (5) days in advance. He shall call a special meeting of the General Membership at the written request of thirty (30) or more members, with notice postmarked at least thirty (30) days in advance.

Four weeks prior to the Annual Meeting, the Commodore shall send a mailing to the general voting membership announcing the date, time and location of the meeting. This mailing shall also include the meeting agenda, the selections of the Nominating Committee for the Officers and the Board Members to be elected, together with a short biography of each, and a copy of any By-Laws changes approved by the Board of Governors.

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 MD real estate tax value of land and improvements + the book value of all other assets (as reported on the current tax return) + cash and cash equivalents - 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 the assistance of the Chairperson of the Publicity & or Marketing Committee or appoint an assistant Editor in accomplishing this duty.

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 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 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.

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, the Roster Committee and to the Dockmaster (Piers and Moorings Committee).

He shall submit to the Finance Committee a detailed annual budget forecast for the Office of Rear 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 Piers and Moorings (Dockmaster) Committees.

He may be assigned additional specific duties by the Commodore.

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 Chairpersons of the Race Committee and the Novice Sail 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 Sail Race and the Novice Sailing Committees.

He shall be responsible for the reception of, and providing assistance to, visiting fleets or 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 sail boat fleet to serve as Assistant Fleet Captain. Conversely, if the Fleet Captain is a member of the sail boat 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.

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 Finance 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 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.

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. 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 the members of record no later than the month of December prior to the January 1st due date, and that all dues invoices are accompanied by a notice that the dues are payable on January 1st of the dues year or as designated by the Board of Governors. He shall be responsible for the receipt of and accurate recording of all dues and other payments made to the 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.

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.

The Immediate Past Commodore shall be the Parliamentarian, responsible for interpreting the By-Laws, the House Rules and Robert's Rules of Order during all meetings.

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.

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 Race Committee. These Board Members shall stand election each year. Four additional Members shall be the Chairpersons of the Administration Committee, the Buildings and Grounds Committee, the Restaurant Committee, and the Dockmaster (Piers and Moorings Committee). These four comprise the Management Team 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. 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.

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 9 members of the entire Board after written charges shall have been presented and a reasonable opportunity given the member to present his defenses, 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 9 member vote of the entire Board of Governors, reinstate such member upon such terms and conditions as said Board of Governors

may prescribe. 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, unless waived by his/her absence?

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.

ARTICLE VI MEMBERSHIP

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

- a. Full Member
- b. Junior Member
- c. Legacy Member
- d. Life Member
- e. Honorary Member
- f. Winter Dining Member

All members, regardless of class, shall be assigned a membership number and account. The total membership of all classes is limited to five hundred (500) membership numbers. The distribution of the number of each class of member shall be set by the Board of Governors. Said Board shall also establish dues and other fees for each class of membership and slip and mooring rental rates no later than the September Board meeting. The membership year shall be from January 1st to December 31st and dues delinquency shall be calculated from January 1st. Dues for new applicants will be reduced on a pro-rata straight line basis. Former members who have resigned within the past two years are not eligible for the pro-rata reduction.

Section 2. Full Member

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. H

Upon approval, such Membership shall extend all privileges of membership to any dependent children under the age of twenty-one (21) except voting privileges at all meetings of the Corporation on all matters requiring member approval, and the privilege of holding office in the Club.

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).

Section 3. Junior Member

Any person of good moral character within the ages of twenty-one (21) through thirty (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, 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, sponsor and interviewer, it will be submitted to the Board by the Membership Chairperson for its action.

The privileges of a Junior 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 covered under Full Membership with the exception of: (1) voting privileges at all meetings of the Corporation on all matters requiring member approval; and (2) the privilege of holding office in the Club. Upon approval, such Membership shall extend all privileges of membership detailed here to any dependent children under the age of twenty-one (21).

The privileges of Junior Membership also do not include a share or interest in the Club's assets, until and when the Junior Membership is converted to a Full Membership in the year following the calendar year in which the Junior Member reaches the age of 30. At that time, each calendar year of Junior Membership shall be counted the equivalent of one-half year of Full Membership (provided that all years were consecutive) for the purposes of determining the years of "continuous membership", as defined in the Distribution Plan.

It is also provided that any unmarried Junior 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).

Section 4. Legacy Member

Any person of good moral character within the ages of twenty-one (21) through thirty (30), who is the child or grandchild of a Full Member in good standing, who shall agree in writing, upon the Legacy Member 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 50% of the current full membership prorated dues shall be eligible for Legacy Membership. When such Application is properly signed by the applicant, it will be submitted to the Board by the Membership Chairperson for its action..

The privileges of a Legacy Membership 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 covered under Full Membership with the exception of: (1) voting privileges at all meetings of the Corporation on all matters requiring member approval, and (2) the privilege of holding office in the Club. 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. A Legacy Membership must convert to a Full Membership in the following calendar year that the member attains the age of 30. Upon approval, such Membership shall extend all privileges of membership detailed above to any dependent children under the age of twenty-one (21).

The privileges of Legacy membership also do not include a share or interest in the club assets until and when the Legacy Membership is converted to a Full Membership in the year following the calendar year in which the Legacy Member reaches the age of 30.

At that time, each calendar year of Legacy Membership shall be counted the equivalent of one-half year of Full Membership (provided that all years were consecutive) for the purposes of determining the years of "continuous membership,; as defined in the Distribution Plan."

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

Section 5. Life Member

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 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.

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.

Section 6. Honorary Member

The Board of Governors, by a vote of 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: (1) pay no dues or fees; (2) have no voting privileges at meetings of the Corporation on matters requiring member approval; (3) may not hold any Club office; and (4) may not rent a slip or mooring. The Board of Governors may define any other limitations on this class of membership.

Section 7. Winter Dining Member

The Board of Governors, at its discretion, may establish a Winter Dining Membership Class for the winter months of any year. If established, the following shall apply.

Any person of good moral character age 21 and over, who shall agree in writing upon the Winter Dining Application Form, 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 Winter Dining Membership. When such Application is properly signed by the applicant, it will be submitted to the Board by the Membership Chairperson for action.

The Winter Dining Membership shall be limited to the period November 1 through March 31. The privileges of this membership are extended to both members of a married couple and are limited solely to the use of the Restaurant and Bar Facilities.

A Winter Dining Member may apply for conversion to Full or Junior Member status by submitting the appropriate Application Form accompanied by the proper fees and pro-rated dues.

Section 8. 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.

Section 9. 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.

ARTICLE VII DUES AND FEES

Section 1. The dues level for the various classes of members for the coming year, pro-rata schedule on dues and fees and slip and mooring rental fees will 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.

Section 2. Dues shall be considered delinquent if not paid by January 31. However, January 1 shall be the date used in determining the extent of delinquency in any case involving late payment of dues. A member shall be considered in good standing if their dues are current and indebtedness to the Club does not exceed sixty (60) days from the date of first billing.

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 February 28, where no other amounts are due and owing to the Club, shall result in an automatic resignation of his membership, with no formal suspension or expulsion being necessary or required, unless such member shall initiate special payment arrangements in advance with the Treasurer and those arrangements are approved by the Board of Governors. 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 pro-rated dues for that year.

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 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 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.

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.

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 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.

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 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.

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.

BOARD OF GOVERNORS COMMITTEES

Section 1. Management Team

The Management Team shall be made up of four elected members of the Board of Governors: the Chairpersons of the Administration Committee, the Buildings and Grounds Committee, the Restaurant Committee, and the Piers and Moorings Committee (Dockmaster). Each member shall serve for a two year term staggered so that two are elected each year.

The specific purpose of the Management Team and its Committee Chairpersons is to provide the continuous day-to-day operational management of the Club business. As such, the

members should meet certain additional qualifications not necessarily required of Officers or other Committee Chairpersons.

Qualifications for the positions of Management Team Committee Chairpersons 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 the positions.

Must have operational and/or business management experience commensurate with the particular Committee.

Each must have a sufficient knowledge of other Team Member's responsibilities to provide emergency short-term support when a Team Member is not available.

The Management Team Committee Chairpersons shall have the responsibility for managing the day-to-day operations of the Club as follows:

- a) Administration and Supervision of the Club Office
- b) Operation and Maintenance of the Club Buildings and Grounds
- c) Administration of the Bar and Restaurant Operation.
- d) Operation and Maintenance of the Club Piers, Moorings and Beach Areas

Section 2. Administration Committee

The Chairperson of the Administration 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 Commodore, shall be a member of the Management Team and shall meet those qualifications. The cycle of selection and term shall be as stated under the Management Team. 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 manage the Club Office, and, acting as the Secretary's agent, shall organize all official Club files, correspondence, mail, licenses and permits, and leases and records of rental properties. He shall receive, review and distribute new member applications and notify applicants of the Board's action. He shall maintain the official Club Calendar and shall also have responsibility for the supervision of full or part-time clerical employees.

Acting as the Treasurer's agent, the Chairperson shall prepare for payment all vendor's and contractor's bills after proper approval has been received. He shall prepare and mail member's monthly statements, receive and post member's account payments, and handle and deposit daily cash accounts.

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 Administration Operations to the Board of Governors at their regular meeting.

Section 3. 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 Team and shall meet those qualifications. The cycle of selection and term shall be as stated under the Management Team. 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 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.

Section 4. 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 year term. He shall report to and be responsible to the Commodore, shall be a member of the Management Team and shall meet those qualifications. The cycle of selection and term shall be as stated under the Management Team. 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.

In order to preclude any misunderstandings, the Chairperson shall supervise menu content, general pricing, hours of operation, etc., and submit it to the Board of Governors for approval. The Chairperson shall periodically review the entire Restaurant/Bar Operation in cooperation with the Restaurant staff with a view toward improvement, implementation of new ideas, etc. Suggested changes shall be presented to the Board of Governors for approval.

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.

Section 5. Piers and Moorings Committee

The Chairperson of the Piers and Moorings Committee shall known as the "Dockmaster", shall be a member of the Board of Governors and shall be elected at the Annual Meeting at serve a two year term. He shall report to and be responsible to the Rear Commodore, shall be a member of the Management Team 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 Team. 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 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, the 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.

Section 6. 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 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.

Section 7. 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 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 Team and shall make a monthly report of the Membership Status to the Board of Governors at their regular meeting.

Section 8. Sail Race Committee

The Chairperson of the Sail Race 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 Fleet Captain.

It shall be the responsibility of the Chairperson to:

1. Appoint at least two other NERYC members to serve with him on the Sail Race 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 pre-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 Publicity & or Marketing 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 Race Committee or other volunteering NERYC members as available.

STANDING COMMITTEES

Section 9. 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 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.

Section 10. 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.

Section 11. 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 Race 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.

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.

Section 12. 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.

Section 13. 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.

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.

Section 14. 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.

Section 15. 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 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.

Section 16. 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.

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

Commodore	Administration Committee Chair *
Vice Commodore	Buildings & Grounds Comm. Chair *
Rear Commodore	Restaurant Committee Chair *
Fleet Captain	Piers & Moorings Comm (Dockmaster) *
Secretary	Finance Committee Chair
Treasurer	Membership Committee Chair

Sail Race Committee Chair

* = Member of the Management Team – 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.

Section 17. Junior Sailing Committee

The Chairperson of the Junior Sailing Committee shall be selected by the Sail/Race Chairperson and submitted to the Board of Governors for approval. He shall report to and be responsible to the Sail/Race 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/Race 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/Race 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.

Section 18. Procedures Committee

The Chairperson of the Procedures Committee shall be the Club 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 up-dating 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

Dock Area Rules

Slip/Mooring Leasing Policy

House Rules

Cottage Rental and Waiting List Policy

Slip/Mooring Sub-Leasing Policy

Current Dues Levels and Policy
Authorized Spending Limits
Officer's Guidelines
Sail Fleet Racing Season Guide
Death or Illness of Member or Family
Club History and Traditions

Current Slip and Mooring Fees
Officer's Allowances
Check Request Procedure
Waterline Publication Policy
Ship's Store Policy

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.

Section 19. Marketing Committee

The Chairperson of the Marketing 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 copy 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.

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.

Section 20. 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.

A set of mailing labels shall be prepared monthly for distribution of the Waterline and additional labels shall be prepared as requested by any Officer or Committee Chairperson.

The Chairperson shall be responsible for the design, formatting, preparation, editing and publication of the Club Member's Manual by April 1st of each year.

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.

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 1 and November 30. 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".

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 will be mailed by the Commodore to the voting members in the announcement of the Annual Meeting, and posted on the Bulletin Board in the Clubhouse four (4) weeks prior to the Annual Meeting. The mailed 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. There shall be notice of such Special Meetings postmarked at least thirty (30) days in advance.

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:

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

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.

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.

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.

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.

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 over-ride this restriction.

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.