

# **JAMESTOWN YACHT CLUB**

## **BYLAWS**

**Amended 10/21/2022**

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### **ARTICLE I Name**

1. The name of this club shall be the Jamestown Yacht Club, hereinafter referred to as the Club.
  2. The fiscal year of the Club shall be January 1<sup>st</sup> to December 31st.
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### **ARTICLE II Purpose & Objective**

The purpose of the Club is to enhance the freedom its members seek through boating. No rules shall be promulgated which shall corrupt that freedom, within the bounds of safety and courtesy. The Jamestown Yacht Club shall promote boating, shall encourage the exchange of ideas and information among boaters and shall seek to provide an atmosphere for camaraderie among people who believe that time upon the water is an essential part of a free life. To that end, it shall be an intent of the Club to use the waters and shores wisely. A further intent of the Club shall be to not acquire any real estate that is not functional and which does not contribute to its purpose. It shall be the Club's stated intent to promote and enhance boating and entertainment facilities existing in Jamestown wherever possible rather than to compete with them in what is a limited market area.

The Club is formed under the law governing not-for-profit corporations in the State of Rhode Island and under Section 501(c)(7) of the Internal Revenue Code. The fiscal year of the Club shall be January 1<sup>st</sup> to December 31st.

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### **ARTICLE III Burgee**

The Burgee of the Jamestown Yacht Club shall be a white triangle with a white field and blue crossbars with a fouled anchor in the upper left of the field.

### **ARTICLE IV Interpretation**

1. Equality.

At no time in the reading of these bylaws shall the use of a male pronoun be construed to designate that the referred to officer must be a male. Male pronouns

Enacted October 21, 2022

in this document are used as the legal reference to the office and not the gender of the person.

2. Difference.

Any differences among committees or members of the Club in carrying out assigned duties shall be resolved by the judgment of the Commodore, which shall be final.

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## **ARTICLE V Membership**

Membership in the Club shall be open to persons who express an interest in furthering the purpose of the Club. We recognize diversity, equity and inclusion (DEI) as essential to achieving our mission. We are committed to achieving greater DEI throughout the sport and fostering an environment that is welcoming to all sailors regardless of sex, gender, race, religion, national origin or sexual orientation. Individuals may make application for membership on forms as determined by the Board of Directors. Dues amounts shall be designated by the Board of Directors and ratified by the membership.

1. Charter Members.

Any person or recognized family group (hereinafter defined as at least one adult head of household with or without dependent children) may join the Club as a Charter Member up to midnight December 31, 1977, for dues of \$25.00. In a family group, the adult joint heads of household shall each be entitled to full voting privileges and may hold any office for which qualified and to which elected or appointed.

2. Regular Members.

After January 1, 1978, any person or family group may join the Club with the signed recommendations of two current members, both of whom may not be in the same family group. Once the signed application is received, it will be brought to the Board of Directors at the next meeting for review/approval. New members will be notified of their member status within 48 hours of the meeting and become a member upon the payment of an initiation fee and annual dues. The same voting privileges and right to hold office which apply to Charter Members shall apply to Regular Members. The spouse, or domestic partner, of a regular family member, hereafter denoted as “spouse” or “partner”, shall be considered a Regular Member and will be entitled to all the privileges of the Club without payment of additional dues or fees. In the event of the death of one of the partners, membership goes to the surviving partner. In the event of dissolution of the partnership, the two partners decide which partner retains the membership and informs the Club Secretary or Membership Chairperson.

### 3. Junior Members.

All dependents of Regular Members who are neither emancipated nor over the age of 24 at the start of a calendar year shall be considered Junior Members with no additional membership fees charged. In addition, persons under the age of 24 years at the start of a calendar year whose parents do not belong to the Club, may become Junior Members with sponsorship of any two members, both of whom may not be of the same family group. Once the signed application is received, it will be brought to the Board of Directors at the next meeting for review/approval. New Junior Members whose parents do not belong to the Club will be notified of their member status within 48 hours of the meeting and become a Junior Member upon payment of a fee to be designated by the Board of Directors and ratified by the membership. Junior Members shall not have voting privileges or be eligible to be officers. Any Junior Member upon being emancipated, or reaching the age of 24, whichever occurs first, may become a Regular Member of the Club upon timely payment of the annual dues for the next calendar year.

### 4. Life Members.

Life membership may be granted to any Regular Member or applicant upon payment of a life membership fee which shall be set by the Board of Directors and ratified by the membership. Regular members may apply for Life Membership after 10 years in good standing. Charter Members may apply at any time at 20 times the annual current dues. The same voting privileges and right to hold office which apply to Charter Members shall apply to Life Members.

### 5. Honorary Members.

Any person who renders the Club and/or boating extraordinary service may be designated an Honorary Member. Proposals for honorary membership will be forwarded to the Board of Directors via the Membership Committee. The designation of a person as an Honorary Member and the term of such membership shall be determined by the Board of Directors and ratified by the membership on an individual basis. There shall be no annual dues for Honorary Members. Honorary Members shall not have voting privileges or be entitled to hold office.

### 6. Active Military Members.

Any military personnel with active-duty orders for at least 1 year from the date of their application for this membership may apply for Active Military Membership. For this temporary membership, running concurrent with the member's active-duty orders, but not longer than a maximum term of 2 years, there will be no initiation fee, and dues will be the same as the regular annual fee in effect during each year of the term of this temporary membership. Active Military Members shall have voting privileges, but shall not be entitled to hold office during the term of this temporary membership. This temporary membership can be converted at any time to a Regular membership upon payment of the initiation fee, should the member(s) choose to continue membership beyond the term of their orders or 2 years, whichever comes first.

7. Racing Members.

All boat owners registering for racing events sponsored by the Club shall be considered Racing Members for the duration of the racing season. The racing season shall commence with the opening of racing registration and end with the Installation and Awards Banquet, if held, or the final race of the calendar year. The rights of Racing Members are limited to participation in racing events and racing-related social events.

8. Inactive Members.

Any member may submit a request to the Membership Chairperson, or the Club Secretary, to become an Inactive Member. Inactive membership status shall not be granted for more than two consecutive years. Members moving from Inactive to Regular Member status must pay the annual dues for the current year for reinstatement. Inactive Members have no rights or privileges except reinstatement as provided for in this paragraph.

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**ARTICLE VI Officers**

1. Offices.

The officers of the Club shall be and rank as follows:

Commodore  
Vice-Commodore  
Rear-Commodore  
Secretary  
Treasurer

All of the above named shall be considered the Flag Officers. The Commodore, Vice-Commodore, and Rear-Commodore shall be the owner or joint-owner of a boat and shall have been a member in good standing for at least two years.

2. Terms.

Terms of office shall be for one year, commencing on January 1 of the year following the election meeting. The Commodore, Vice-Commodore, and Rear-Commodore may be elected to the same office for no more than two consecutive terms.

3. Appointed Officers.

The Commodore shall appoint a Fleet Captain to hold office concurrent with his own. The Fleet Captain shall be a Flag Officer.

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## **ARTICLE VII Duties of the Officers**

### **1. Commodore.**

It shall be the duty of the Commodore to command the Fleet; to preside over all meetings of the Club and the Board\_of Directors; to call special\_meetings; to see that any rules and regulations of the Club are enforced and to discipline officers and members as hereinafter provided. The Commodore shall fill temporarily any vacancy of a Flag position by appointment until a meeting can be called to elect a new officer. The Commodore can appoint chairperson(s) of committees and additional Members-At-Large. The Commodore may at his pleasure appoint at the Annual\_Meeting a Master of Arms of the Club to keep order and decorum at meetings, whose term shall be concurrent with the Commodore's. All position appointments by the Commodore, whether listed in this paragraph or not, shall require approval by a majority of the Flag officers. The Commodore shall be an ex-officio member of all committees except the nominating\_committee.

### **2. Vice-Commodore.**

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties, and in his absence or in case of a vacancy to act as Commodore. The Vice-Commodore shall be the Chairperson of the Finance Committee and is an ex-officio member of Racing, Cruising, and Education/Safety committees

### **3. Rear-Commodore.**

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 to act as Commodore. The Rear-Commodore shall be an ex-officio member of the Membership, Social, House and Communications committees.

### **4. Secretary.**

It shall be the duty of the Secretary to be custodian of the Club Seal, to keep a true record of all the proceedings of all the regular and special\_meetings of the Club and of the Board\_of Directors to keep a correct roll of all members; to file all documents, records, reports and communications connected with Club business; to notify each member elected of his election; to convey the minutes to the Board of Directors, at least two days prior to the next meeting; to notify each member of all meetings and special meetings of the Club; to record all correspondence of the Club, and to perform such other duties of the Club as may from time to time be assigned by the Commodore or the Board of Directors. In the case of his inability to attend any meetings, to cause the necessary books and papers to be conveyed to the place of the meeting. The Secretary, with the Board of Directors shall establish/maintain a club archive to be kept in a designated safe location.

### **5. Treasurer.**

It shall be the duty of the Treasurer to keep an accurate account of all receipts and disbursements of the Club and all monies due it and bills contracted by it; to

arrange for the safe keeping of all cash and securities; to make a report at least quarterly and at the Annual meeting of the receipts, expenditures and financial condition of the Club. He shall be responsible for paying bills presented that are supported by a proper voucher. Any disbursements from the Club's checking or other accounts in excess of \$5,000 must be approved by a majority of the Board of Directors. He is responsible for filing all required tax forms, and other associated government reports. He shall submit his accounts to an audit at any time at the direction of the Board of Directors.

6. Fleet Captain.

The Fleet Captain position is appointed by the Commodore and shall act as Executive Officer to the Commodore. He shall keep a correct list of yachts of the Club Fleet with the general descriptions of measurements, and also, the names of owners; and keep the Membership Chair posted of any changes as they occur. In addition, he shall be the Race Committee Chairperson, as designated by the Commodore. The Commodore will appoint a qualified club member to chair the Cruising committee.

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## **ARTICLE VIII Board of Directors**

There will be a Board of Directors that shall consist of the Flag Officers, the immediate past Commodore, the Chairpersons of the Membership Committee, the Social Committee, the Cruise Committee, the Education/Safety Committee, the Communication Committee, and the House Committee and at least one Member-At-Large who shall be elected at the Annual Meeting. The holders of 50% of the offices of the Board of Directors, which must include at least three Flag Officers, shall constitute a quorum. If a Flag Officer holds a committee chair position, or if the same person holds multiple committee chairs, they only get one vote during Board of Director meetings.

The Board of Directors shall have full charge of the general management of the Club and shall have general control of the property that belongs to the Club. It shall have authority to propose for ratification to the Club members, an increase or decrease of annual dues and/or initiation fee, or the imposition of special assessments as necessity warrants. The Directors may audit the books or examine the books and accounts of the Club Treasurer at any time they deem it necessary, and they shall approve the committees' annual budgets to be finalized no later than 15 March of each year. The Board of Directors may purchase, or contract for, out of the Club general fund, all necessary materials and services for the ordinary maintenance of the Club property and the general management of the Club, except as hereinafter provided. The Board shall drop from the rolls any financially delinquent member as hereinafter provided.

The Board of Directors shall make all rules that they deem necessary and not in violation of the purpose of the Club and shall post the same on the Club website or otherwise inform the members. The Board of Directors shall investigate all alleged violations of these Bylaws, or any occurrence detrimental to the Club, and shall take such disciplinary action as is deemed necessary as hereinafter provided.

The Board of Directors shall hold meetings at least quarterly at a time determined by the Board of Directors and shall hold special meetings at the call of the Commodore or upon the request of three of its members. Meetings of the Board of Directors may be held by means of a telephone or other electronic means which shall constitute presence at such meeting.

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## **ARTICLE IX Standing Committees**

### **1. Standing Committees.**

The Standing Committees shall be a Membership Committee, a Social Committee, Race Committee, Education Committee, Cruise Committee, Communication Committee, House Committee and a Finance Committee, and any other committee deemed appropriate by the Commodore, the Board or the General Membership. The Commodore shall appoint the Chairmen of the Standing Committees, except the Finance Committee, immediately after being elected to office. All Standing Committees will be comprised of the committee chair and at least one additional Club member.

### **2. Finance Committee.**

The Flag Officers shall constitute the Finance Committee, with the Vice-Commodore as Chairperson, which shall meet as necessary, or at the discretion of the Board of Directors, to estimate all receipts and allocate them in general categories for the promotion and support of the Club's purposes. Committee Chairmen shall be consulted in the preparation of the budget, but the Finance Committee's decisions shall be final. Any donation of tangible property valued in excess of \$5,000 shall be subject to ratification of 2/3rds of membership present and voting at the Annual Meeting.

### **3. Membership Committee.**

The Membership Committee shall consist of a Chairperson appointed by the Commodore and other members as needed. It shall promote membership in the Club to all interested persons. The Committee shall be a source of information about the Club and shall supply membership forms and/or direction to online membership applications to interested persons. The Committee shall provide membership forms and/or notification of expiring membership and direction to online membership renewal to all members. Memberships received by the Committee shall be maintained in a database or in a spreadsheet in a format to allow uploading into a database. Any fees directly provided to the Membership Committee shall be forwarded to the Treasurer. The Membership Committee Chairperson will be present at executive board meetings. He shall report the names of members in arrears for dues to the Board of Directors for action.

### **4. Social Committee.**

The Social Committee shall consist of a Chairperson appointed by the Commodore and other members as needed. It shall organize and supervise all

entertainments sponsored by the Club. The Committee shall have the power to make necessary purchases for the sponsored activities and to set a charge for entertainment with the approval of the Board of Directors per the agreed to annual budget. They shall turn over all expenses and receipts from the activities to the Treasurer. The Social Committee Chairperson will be present at executive board meetings.

5. Race Committee.

The Race Committee shall have the responsibility to coordinate and oversee all Club-sponsored races. It will further be their responsibility to oversee purchasing awards per the agreed to annual budget and to turn over all expenses and receipts from fees, collections or any other monies to the Treasurer. The Race Committee shall be responsible for the maintenance of Race Committee equipment including, but not limited to, signal flags, marks, ground tackle, timing equipment, radios, and JYC dock box. The Race Committee Chairperson will be present at executive board meetings.

The Committee shall appoint protest committees as required.

6. Cruising Committee.

It will be the responsibility of the Cruising Committee Chairperson to coordinate and oversee all Club-sponsored cruises. It will further be their responsibility to oversee purchasing awards per the agreed to annual budget. The cruising committee Chairperson will report directly to the Commodore on all related matters and be present at executive board meetings.

The Cruise Committee Chair may appoint Cruise Captains to manage and direct individual cruises.

7. House Committee.

The Chairperson of the House Committee will maintain a list of all current Club property either owned or leased and the whereabouts of same. The Chairperson will also be responsible for gathering information on any other future property acquisitions as deemed necessary by the Commodore and be present at executive board meetings. The Chairperson of the House Committee shall turn over all monies and expenses and receipts to the Treasurer.

8. Education & Safety Committee.

The Education & Safety Committee Chairperson is responsible for the instruction, training, and education programs for the Club, per the agreed to annual budget.

The Education & Safety Committee Chairperson will be present at executive board meetings. The Chairperson of the Education & Safety Committee shall turn over all monies and expenses and receipts to the Treasurer.

9. Communications Committee.

It will be the responsibility of the Communications Committee Chairperson to coordinate and oversee the Club-sponsored website, coordinate newsletter publication, maintain an email listing of all members to support the Commodore's



communications with the members. The Chairperson will also be responsible for gathering information on any website or communications applications as deemed necessary by the Commodore and be present at executive board meetings.

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## **ARTICLE X Nominating Committee**

The Commodore shall prior to August 1 of each year appoint a Chairman who is to appoint at least two other members prior to August 15 of the year, none of whom shall be currently on the Board of Directors, to the Nominating Committee. They shall meet as often as necessary prior to the third Friday of September of the year to perform such interviews and other tasks as may be required to present a slate of officers to the Secretary of the Club as Nominations of the Nominating Committee at least three weeks prior to the Annual Meeting. The Nominations shall be communicated to the general membership at least two weeks prior to the Annual Meeting.

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## **ARTICLE XI Elections and Voting**

### 1. Elections.

Officers, excluding the Appointed Flag Officer, and at least one Member-At-Large shall be elected at the Annual Meeting by a majority of those present and voting. The report of the Nominating Committee shall be presented and shall not require a second.

Nominations may also be made from the general membership present. A written ballot shall be taken when more than one person is nominated for any office or when a nomination is made from the general membership. The officers shall begin their term of office at their installation and no later than January 1st. Vacancies shall be filled as soon as possible after they occur at either a regular meeting or a special meeting called for that purpose.

### 2. Voting.

Only Charter, Life, and Regular Members in good standing are entitled to vote in elections or at Club meetings.

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## **ARTICLE XII Dues and Assessments**

The dues of the respective memberships shall be determined from time to time by the Board of Directors and ratified by the General Membership. A single member's dues may be established at an amount less than family's membership dues. The Board may be authorized to fix any other charges necessary to the proper support of the Club's purposes. Inactive Members who are away from the area for a period of a year or more may be absolved of an annual dues' obligation during that time.

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## **ARTICLE XIII Meetings**

### 1. The Annual Meeting.

The Annual Meeting shall be held on the third Friday of October. Ten members, one of whom must be a Flag Officer, shall constitute a quorum.

### 2. Special Meetings.

Special meetings of the Club shall be called at the discretion of the Commodore, on the request of three (3) members of the Board of Directors, at the request of ten members in good standing, or at the request of the majority of the members of any Standing Committee.

### 43. Procedures.

All notices of Annual and Special meetings shall be communicated to the members at least seven days prior to the meeting and shall state the purpose of the meeting. Robert's Rules of Order shall be the authority in all parliamentary discussions.

### 4. Nature of Meetings and Attendance.

All meetings authorized or required under these Bylaws may be held in person, telephonically, via conference calling systems, via computer conferencing systems, or any other suitable technology generally accessible to the participant pool provided appropriate notice is provided as required elsewhere herein. A member or officer shall be considered to be in attendance if they join the meeting either in person or using any such technology to attend remotely, as verified by the Secretary of the meeting and so recorded in the minutes thereof. Voting shall take place under the rules set forth herein, as further specified by the parliamentarian for the meeting in order to accommodate the technologies by which attendees join the meeting.

### 5. Notices.

All notices authorized or required under these Bylaws may be transmitted using any suitable technology generally accessible to the participant pool.

### 6. Written Ballots.

All written ballots authorized or required under these Bylaws may be transmitted using any suitable technology generally accessible to the participant pool.

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## **ARTICLE XIV Resignations, Suspensions, Terminations & Expulsions**

### 1. Resignations.

Any member may resign from the Club by submitting his/her statement of resignation to the Secretary or Membership Chairperson. The Board of Directors.

will honor any resignation except that of a member in arrears on dues and fees or any other legally incurred costs shall not have his/her resignation accepted until his/her obligations have been honored.

2. Suspensions.

Any member who is 60 days in arrears in his dues and fees shall be suspended from all Club activities until such time as he is current in all his obligations.

3. Terminations.

Any member who refuses to meet his financial obligations to the Club after being notified that he/she is more than 90 days in arrears shall be terminated from membership, provided that the Board may use its discretion in hardship cases (where the Board has been informed in writing by the member of his/her financial hardship) and if it is deemed by the Board that the member fully intends to meet his/her obligations when he/she is financially able to do so.

4. Expulsions.

Any member guilty of improper conduct tending to endanger the welfare, interest or character of the club, or of malversation in office, or use of abusive provoking language toward others present in club activities, may be suspended or expelled at any meeting of the Board by 2/3rds of the board members then in office. At least ten days' notice of such meeting and of charges against the member shall first be given to the accused. The accused shall be allowed to provide a written rebuttal to the charges. Any reinstatement of an expelled or suspended member shall be only by approval of a majority of the Board members then in office.

5. Relinquishment.

Resignation, termination or expulsion from the Club shall be relinquishment of all rights, title and interest in and to the Club property. Members terminated or expelled from the Club may not enjoy or attend any functions (social, racing, cruising, etc.) of the Club as a guest of a Club member.

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**ARTICLE XV Reinstatement**

1. Resignations.

Any member in good standing who may have resigned from the Club shall be reinstated to membership on written request and upon payment of all dues for the current year.

2. Suspensions

Any member who may have been suspended from membership for non-payment of dues and fees shall be reinstated upon payment of all obligations together with the payment of dues for the current year.

### 3. Terminations/Expulsions

Any member who may have been terminated or expelled from the Club may, after 2 years and payment of any outstanding dues and fees or any other legally incurred costs, petition the Board for reinstatement. The inactive member may be reinstated to membership on a 2/3rds vote of the Board and upon payment of the Club initiation fee and dues for the year.

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### **ARTICLE XVI Guests**

Visiting members of other clubs and personal guests of the members in good standing may be extended the courtesies of the Club. Members introducing visitors/guests shall be responsible for the debts and behavior of their guests.

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### **ARTICLE XVII Amendments**

These Bylaws, or any part of it, may be amended or repealed by the affirmative vote of 2/3rds of all the voting members of the Club at any meeting called for that purpose or, by the affirmative vote of a majority of the members present at any two consecutive meetings provided the amendment or resolution of repeal, in writing, be posted on the Club website and conveyed to the members at least one (1) week prior to the final vote.

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