



Marblehead Yacht Club

Constitution and Bylaws

(Revised 11-21-2021)

CONSTITUTION

Article I, Name

The name of this Corporation shall be the Marblehead Yacht Club (The Club).

Article II, Purpose

The purpose of the Marblehead Yacht Club is to provide its members, for a reasonable fee, a facility which will provide them with a ready access to the waters of Marblehead Harbor. Another purpose is to provide its members, an opportunity to socialize with other members and to promote yachting and social events for the enjoyment of its members.

Article III, Membership

Section 1. The membership of this Club shall be comprised of Active Members and Associate Members. Membership shall be limited to persons age 21 or above. Active membership shall be comprised of members who own boats or charter, lease or have control of boats and would use the services of the launch. Associate membership shall be comprised of members who do not own or have control over boats and would not use the services of the waterfront. The total associate membership of the Club shall not exceed 30% of the total membership of the Club. If this percentage is exceeded due to a decline in the active membership, the number of associate memberships shall not be increased until the active membership increases such that the 30% limitation is in force. Active Members who have retired from boating may become associate members irrespective of a freeze on associate membership. All members may vote, hold office in accordance with the provisions of Article IV, and chair/serve on committees.

Section 2. Candidates for membership shall submit in writing an approved Marblehead Yacht Club application to the Secretary. The application shall be reviewed and approved by the Membership Committee. Denial of a membership application shall be subject to approval by the Board of Directors.

Section 3. All members and their families to remain in good standing must conform to the rules and regulations of the Club and ensure that they and their guests maintain an appropriate decorum in the Club that sustains the purpose of the Club stated in Article II.

Section 4. Members and their families shall be accepted irrespective of race, color, creed, sex, or national origin.

Article IV, Officers

Section 1. The officers of the Club shall consist of Commodore, Vice-Commodore, Rear-Commodore, Treasurer, and Secretary. The offices of Treasurer and Secretary may be held by one and the same person. Only Active Members may hold the office of Commodore, Vice-Commodore and Rear-Commodore.

Section 2. There shall also be a Board of Directors which shall consist of ten members: Namely, the Commodore, Vice-Commodore, Rear-Commodore, Secretary, Treasurer and five other members of the Club. The Board of Directors shall contain no more than two Associate Members.

Article V, Method of Electing Officers

Section 1. The Commodore, Vice-Commodore, Rear-Commodore, Treasurer and Secretary shall be elected at the annual meeting of the Club. They shall be elected by either a voice, hand or written ballot and shall hold office for one year or until their successors have been duly elected.

Section 2. Three members of the Board of Directors, other than the officer members, shall be elected by voice, hand or written ballot, one at each annual meeting of the Club, for a three-year term or until their successors have been duly elected. No member who has been thus elected for two consecutive terms of three years each shall be eligible for election or appointment to the board within the next three years other than as an officer of the Club. Two members of the Board of Directors, other than the officers, shall be elected by either voice, hand or written ballot at the Annual Meeting of the Club for a one-year term or until their successors have been duly elected. No member who has served on the Board during the previous five years shall be eligible to be nominated for such a one-year term on the Board.

Section 3. The Nominating Committee shall submit a list of nominations prior to each annual meeting; additional nominations may be made from the floor by any member.

Article VI, Duties of Officers

Section 1. The duties of the Commodore shall be (1) to take command of the squadron, (2) to preside at all meetings of the Club, (3) to serve as Chairman of the Board of Directors, (4)

to call special meetings of the Club or of the Board of Directors as he may deem necessary or as he shall be requested to call by five members, and (5) to ensure that all appropriate records of the previous year are properly filed in the Club's archives upon completion of his term in office.

Section 2. It shall be the duty of the Vice-Commodore to oversee the operation of the waterfront and the Waterfront Committee and to assist the Commodore in the discharge of his duties and to officiate in his absence.

Section 3. It shall be the duty of the Rear-Commodore to oversee the operation of the house and House Committee and to assist the Commodore and Vice-Commodore in the discharge of their duties and to officiate in their absence.

Section 4. The duties of the Treasurer shall be (1) to collect and receive all moneys due the Club and to pay all bills contracted by it, (2) to keep a correct account of receipts and expenditures in books provided for that purpose, (3) to make a detailed report of such receipts and expenditures at each annual meeting of the Club and at such other meetings as the Board of Directors shall request, (4) to render annually to each member of the Club a statement of his dues and fees for the current year, (5) to sign, under seal, all deeds, bonds, or other instruments requiring the signature of the Corporation and (6) to provide to the Finance Committee information requested by that Committee.

Section 5. The duties of the Secretary shall be (1) to keep a record, in books provided for that purpose, of the proceedings at all meetings of the Club and of the Board of Directors, (2) to keep a correct roll of members, (3) to file all documents, records, reports, and communications connected with the business of the Club unless otherwise specified, (4) to notify members-elect of their election, (5) to notify each member of the Club no later than 10 days prior to each general membership meeting and including in the notification of the annual meeting the slate of candidates for elective office (6) taking and distributing to the Board of Directors notes at the meetings of the Board of Directors and keeping same, (7) be intimately familiar with the current Constitution and Bylaws, have a copy of such at every meeting of the Board and general membership and advise the Board of issues pertaining to the Constitution and Bylaws.

Section 6. The duties of the Board of Directors shall be (1) to take general charge of the operation of the Club, (2) to take charge of all property, real and personal, belonging to the Club, (3) to authorize all expenditures of the Club, (4) to approve or disapprove the acts and regulations of the several Committees of the Club, (5) to appoint all employees of the Club whose appointment is not otherwise reserved to the Club, (6) to fill vacancies in its own membership until the next annual meeting, (7) to keep a full record of its official acts.

Section 7. It shall be the duty of the Board of Directors to uphold and enforce the Constitution and Bylaws, the rules and regulations of the Club, and maintain an appropriate decorum in the Club. Accordingly, the Board of Directors shall adjudicate infractions of the rules of the Club, disputes involving Club business, unacceptable behavior of members, their families and their guests and all other contentious issues not specifically reserved for the general membership to resolve at a meeting of the Club. Such adjudication may result in a no-finding, a warning, a fine, a suspension or an expulsion. Fines exceeding \$100, suspensions exceeding 7 days or expulsion shall require a two-thirds majority vote of all Board members.

Article VII, Committees

Section 1. There shall be a Membership Committee, a Nominating Committee, a House Committee, a Waterfront Committee, an Entertainment Committee, a Finance Committee and such other committees as the Board of Directors may see fit to establish. All committee members and chairmen shall be appointed by the Commodore unless otherwise provided.

Section 2. The Membership Committee shall consist of the Board of Directors or such other members as the Board of Directors shall designate. This Committee shall approve or disapprove applications which are submitted to it by the Secretary.

Section 3. A Nominating Committee, to consist of one member of the Board of Directors and two members of the Club who are not at the time holding office (does not restrict those serving on committees) shall be appointed by the Board of Directors prior to the annual meeting. This Committee shall prepare a list of nominations for the officers to be elected at the annual meeting and shall submit this list to the Secretary no later than 15 days prior to the annual meeting. No more than one Associate Member shall be on the Nominating Committee.

Section 4. There shall be a House Committee consisting of three or more members of the Club who shall be appointed annually by the Commodore. It shall be the duty of the Committee to recommend rules and regulations for approval to the Board of Directors and enforce such rules and regulations as it shall deem necessary for the proper government of the Club and its property, and post them in some conspicuous place thereon.

Section 5. A Waterfront Committee, to consist of three or more members of the Club shall be appointed by the Commodore. This Committee shall screen and appoint launch operators, formulate rules pertaining to the usage and maintenance of all Club launches, tenders and floats.

Section 6. An Entertainment Committee, to consist of three or more members, shall be appointed by the Commodore. This committee shall plan and conduct all social affairs.

Section 7. A Finance Committee, to consist of three or more members appointed by the Commodore, shall review profit/loss statements, updated balance sheets and budget to actual reports monthly; identify problem areas on an ongoing basis and when appropriate make recommendations to the Board.

Article VIII, Amendments

Amendments to the Constitution may be proposed by any member. The Constitution may be amended or repealed at any meeting of the Club by a three-fourths vote of its members present, provided that the full text of the proposed amendment, with reasons given therefore, shall be delivered to the Secretary no later than 30 days prior to the meeting at which a vote on the proposed amendment will be taken. Proposed amendments shall be mailed to each member at least ten days prior to the proposed meeting.

Article IX, Procedure

Section 1. The operations of the Club, including meetings of the membership, the Board of Directors and all Committees, shall be governed in accordance with the current edition of "*Robert's Rules of Order*", unless otherwise specified in the Constitution or Bylaws.

Section 2. At meetings of the Board of Directors, five or more members shall constitute a quorum for the transaction of any business and a majority vote of those present shall be required to carry any motion.

Section 3. At any general membership meeting of the Club, five percent of the membership of the Club, as determined by the roll of members, shall constitute a quorum.

BYLAWS

1. Burgee

Section 1.1 The Club burgee shall consist of a red triangle on which is placed a white M and a five-pointed white star.

Section 1.2 The proportions of the burgee shall be as follows: When the length of the longitudinal axis (tip to center of luff) is 12 inches, the length of the luff shall be 9 inches; the outer legs of the M shall extend $6\frac{1}{4}$ inches from the luff along the upper end and lower edges of the burgee; the foot of the two inner legs shall be one inch wide at the point of contact with the luff; the width of each leg shall be one inch; the star shall be $1\frac{7}{8}$ inch in diameter and its center shall lie at the intersection of the longitudinal axis of the burgee and a line joining the tips of the M and one tip of the star shall lie on the upper half of this line.

2. Dues and Fees

Section 2.1 The annual active membership dues and initiation fee shall be determined each

year by a majority vote of the membership at the annual meeting. Associate membership dues shall be 50% of Active Membership dues and the Associate Membership initiation fee shall be 33% of the active membership initiation fee.

Section 2.2 A statement of dues shall be rendered annually to each member within thirty days of the date of the annual meeting.

Section 2.3 Any member not paying his/her dues by March 1 will be subject to late fees as specified by the Board of Directors.

If the member's dues remain unpaid after May 15 and the member has not provided Notification of Resignation to the Board of Directors, the member's status is resigned and not in good standing with the Club and the member is not permitted on the premises while this status remains in effect. Any such member who desires to be reinstated must apply for a new membership in the prescribed manner and, if reinstated, must pay an initiation fee, the required late fees and unpaid assessments, if any.

Section 2.4 Any member may resign in good standing. A member whose status is Resigned in Good Standing may rejoin the Club without paying another initiation fee if he rejoins the Club within two years of his resignation. The resignation must be presented to the Board of Directors in writing no later than March 1. Prior to rejoining the Club members are responsible for any assessments during their absence and any late fees incurred prior to their resignation.

Section 2.5 There will be no refunds of dues, assessments or other fees for letters of resignation received after March 1 unless the Board of Directors determines that extenuating circumstances warrant an exception to Club policy.

Section 2.6 An assessment, in addition to dues, may be levied by the Board of Directors in an amount not exceeding one hundred dollars annually to meet emergencies.

Section 2.7 Life members are Active Members and shall pay all fees and assessments as do Active Members. The addition of life members shall be for extenuating circumstances only and approved by a two-thirds vote of the general membership at the annual meeting.

Section 2.8 Both active and associate members who do not live in Marblehead shall pay a fee as specified by the town of Marblehead.

Section 2.9 Not used.

Section 2.10 Except as specifically identified herein, miscellaneous fees and charges shall be set by the Board of Directors.

3. Membership

Section 3.1 The maximum total membership of the Club shall be determined by the annual meeting.

Section 3.2 Memberships may not be transferred except under the following circumstances:

1. A member dies and the family wishes to retain membership. The family shall notify the Secretary of their intent and designate a family member to whom the membership shall be transferred. The person to whom the membership is transferred must meet the requirements for membership specified elsewhere in the Club Constitution and Bylaws.
2. A member wishes to resign from membership, but a member of his/her family wishes to continue membership. The family shall notify the Secretary of their intent. The person to whom the membership is transferred must meet the requirements for membership specified elsewhere in the Club Constitution and Bylaws.

In the event of the death of a member in good standing and at the discretion of the Board, the spouse/domestic partner and family may continue the privileges of said member until the close of that season.

Section 3.3 Families of members shall be afforded the privileges of that member except the right to vote and hold office. Families shall consist of the current spouse or domestic partner of the member and children of the member, current spouse or domestic partner under the age of 22, all living in the same household. Spouses or Domestic Partners may chair/serve on committees as allowed in Article VII and may vote at those committee meetings.

Section 3.4 Subject to Article III of the Constitution and 3.1 of the Bylaws, The Club shall accept as a member any resident of Marblehead over the age of 21 subject to the terms, conditions and restrictions of the Club's Constitution and Bylaws. Once becoming a member, that member shall be subject to all the rules of the Club including expulsion.

4. Business Use of Club Property and Facilities

Section 4.1 No member or employee shall use the Club or its waterfront facilities in conducting any business for his own personal gain. This would include such activities as fishing, yacht sales, boat rentals, harbor excursion, transportation for hire, etc.

Section 4.2 The clubhouse and house facilities may be rented by members for specific activities subject to board approval.

5. Fiscal Year and Spending Authorization

Section 5.1 The Fiscal Year of the Club shall end on the last day of February.

Section 5.2 The Board is responsible for managing the budgets of the Club. There shall be two budgets from which Club spending occurs: Operating budget and Capital budget. The budgets for the upcoming boating year shall be presented to the membership for approval at the Annual Meeting or at special meetings and included by the Secretary in the notice of these meetings. The Board shall not authorize expenditures which exceed the budgets approved by the membership.

Section 5.3 Notwithstanding the provisions of section 5.2 of the Bylaws, the Board may, by a two-thirds majority vote, authorize expenditures that exceed the approved annual budgets if such expenditures are necessary to provide the services of the Club.

6. Annual and Special Meetings

Section 6.1 The Annual Meeting shall be held not later than the last day of November.

Section 6.2 A Special Meeting may be called at any time by the Commodore, the Board of Directors, or by petition by the membership. The petition shall state the specific purpose of the meeting, be signed by at least five members and be presented to the Secretary. The Special Meeting shall be held no later than 30 days after the presentation of the petition to the Secretary. Members must be notified of special meetings involving the entire membership no less than 10 days in advance of such meeting.

7. Amendment of the Bylaws

Section 7.1 Amendments to the Bylaws may be proposed by any member. The Bylaws may be amended by a two thirds majority vote of the membership in attendance at the annual and/or a special meeting, provided that notice of the said amended language has been delivered to the Secretary no later than 30 days prior to the meeting at which a vote on the proposed amendment will be taken. Proposed amendments shall be mailed to the membership no later than 10 days in advance of the meeting. The Board of Directors may institute a "Provisional Bylaw" in the event of an emergency and for the good of the Club. A vote of two thirds of the total membership of the Board is required for a "Provisional Bylaw". The "Provisional Bylaw" shall lapse at the next annual or special meeting where the "Bylaw" is expected to be properly presented to the membership and either ratified or defeated by the membership. No "Provisional Bylaw" shall be instituted on the same issues that were addressed in a lapsed "Provisional Bylaw" or a defeated proposed Bylaw amendment.

Section 7.2 Section 7 (Amendment of the Bylaws) and Section 6.2 (Special Meetings) are not subject to changes under a Provisional Bylaw and may be amended only by the members at a meeting of the Club.