WEST DENNIS YACHT CLUB

BY-LAWS

As of August 21, 2021

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ARTICLE I: Name and Distinctive Items

1.1 **Name and Headquarters:** The name of this corporation is: West Dennis Yacht Club, Inc. The headquarters of the Club is at 259 Loring Avenue, West Dennis, Massachusetts. The mailing address of the Club is: Post Office Box 422, West Dennis, Massachusetts, 02670-0422.

1.2 **Signal:** The signal of the Club is a triangular burgee, its width at the luff being two-thirds of its length at the point. The base color is red with a solid white silhouette of Cape Cod located in the left center of the triangle.

1.3 **Restrictions:** The Club's name, signal and other distinctive items may not be used for any business, advertising, or private purposes without the express consent of the Board of Directors.

ARTICLE II - Purposes

2.1 The Club is a non-profit corporation devoted to the encouragement of yachting, the establishment and maintenance of a club house for social meetings of its members and as headquarters for the conduct of regattas and other aquatic and athletic sports and the maintenance of wharves and docks for the benefit of its members; the acquisition and ownership of real estate and personal property for any of the foregoing purposes, and these purposes shall include the right to apply for a license to sell alcohol beverages.

ARTICLE III – Bond Issue

3.1 The Board of Directors may issue bonds to the membership for the purpose of financing capital projects or reducing debt.

Bonds of the corporation shall be signed by the Commodore and Treasurer, shall bear the seal of the corporation and shall contain such further statements as required by law. Bonds and the indebtedness, thereby, are not transferable.

ARTICLE IV - Membership

4.1 **Classes of Membership:** Membership in this club shall be in two classes as follows:

a. Voting

b. Non-Voting

4.2 **Voting:** Voting Members shall be comprised of four categories:

a. *Single Member:* A person of 18 years of age or older who has paid the initiation fee (see section 5.3), has paid his/her dues and is in good standing. A single person may be a widow, widower or divorced with no children under age 26. They are entitled to one vote.

b. *Married Members:* A married couple of 18 years of age or older who has paid the initiation fee (see section 5.3), has paid their dues and is in good standing. Together they are entitled to one vote and only one person may hold office as an Officer or Director at a time. Single persons with children under 26 are placed in this category (which is basically a family membership).

c. *Domestic Partners Members:* A couple of 18 years of age or older who live together and have shared a common domestic life for three years but are neither joined by marriage nor a civil union, and who has paid the initiation fee (see section 5.3), has paid their dues and is in good standing. Together they are entitled to one vote and only one person may hold office as an Officer or Director at a time

d. *Life Members:* Those members of the Club who meet the Life Membership requirements established in Article 5.1. If the members are married, the first spouse who reaches the minimum age requirement determines membership eligibility.

e. *Senior Members:* Those members of the club who meet the Senior Membership requirements established in Article 5.1. If the members are married, the first spouse who reaches the minimum age requirement determines membership eligibility.

4.3 **Non-Voting:** Non-voting members shall be comprised of five categories:

a. *Junior Member:* A Junior Member shall be the child of a voting member and be less than 18 years of age.

b. *Family Member:* A Family Member shall be a person of 18 years of age or older but younger than 26 years who is in the immediate family of a voting member, is unmarried and has not paid the initiation fee.

c. *Guest Member:* A Guest Member shall be a person of 18 years of age or older who has not paid the initiation fee and who has been voted Guest Membership privileges by the Board of Directors for a limited period. The extent of "privileges" granted to the Guest Member shall be established by the Board of Directors at the time of the vote.

d. *Junior Auxiliary Member*: A Junior Auxiliary Member shall be a person less than 19 years of age who has paid the yearly dues for Junior Auxiliary membership. Junior Auxiliary members' privileges will be limited to enrollment in the WDYC sailing program per the published yearly schedule of fees and certain social activities. The dues and extent of privileges granted to the Junior Auxiliary Member shall be established by the Board of Directors.

e. *Associate Member*: An Associate member shall be comprised of the following two categories and shall have the use of the club facilities between September 15 and June 15. All fees and extent of privileges granted to an Associate Member shall be established by the Board of Directors. An Associate Member may become a voting member, if such membership is available, by paying the difference between the initiation fee that the Associate Member paid at the time he/she joined the club and the initiation fee set at the time he/she applies for a voting membership and by paying the annual dues amount set at the time he she applies for a voting membership.

i. *Single Associate Member*: A person of 18 years of age or older who has paid the initiation fee (see section 5.3), has paid his/her dues and is in good standing. A single person may be a widow, widower or divorced with no children under age 26.

ii. *Married Associate Member*: A married couple of 18 years of age or older who has paid the initiation fee (see section 5.3), has paid their dues and is in good standing. Single persons with children under age 26 are placed in this category (which is basically a family membership).

4.4 **Children of Members**

a. Children who were 26 years or older, or were married at the time their parents joined the Club, may use the Club facilities on a guest basis, and may become Members of the Club through the regular initiation fee and election method.

b. Children who were younger than 26 years and unmarried at the time their parents joined the Club, may use the Club facilities as Members until they are married or reach the age of 26 years. In the Club year following marriage or attaining the age of 26 years, whichever first occurs, these children must become Members of the Club, or use the Club facilities on a Guest basis only. No initiation fee shall be required of these children for membership and they shall not be subject to any numerical membership restrictions.

4.5 **Application for Membership:** Application for membership must be made in writing to the Chairman of the Membership Committee and must bear the recommendation of a member in good standing and must be signed by the applicant. Upon receipt of the application, the Membership Committee shall review the application and report its recommendations. Election to membership shall require a vote of a majority of the Board of Directors. No applicant who has been rejected shall be again proposed within six (6) months after the date of rejection. The Board of Directors may waive any of their requirements relative to the application for membership specified above and may use e-mail communication to approve applicants between meetings of the Board.

4.6 **Leave of Absence:** Upon written request of a member, the Board of Directors may grant a leave of absence for one calendar year, but no leave shall be granted after April 1. All rights and privileges, including the right to vote, hold office, have a slip or mooring, and attend social functions as a guest of a member without prior approval of the Commodore, shall be suspended during a leave of absence. A member on leave of absence may resume active status at any time upon payment of regular membership dues. At the end of the year for which leave was granted, the member must return to active status or his/her membership shall be terminated. There will be a fee set by the Board of Directors which must be paid for full approval. Members on leave will receive Club newsletters and a dues bill will be sent the following year.

4.7 **Resignations:** Resignations must be made in writing to the Secretary on or before the first of March. No resignation need be accepted until all Club property is returned, and dues and other indebtedness to the Club are paid. Former members who have resigned in good standing may rejoin upon application in the usual manner, including the payment of a reinstatement fee as determined by the board. However, they will be given preference over other applications pending.

4.8 **Suspensions and Expulsions:** Any member of the Club may present to the Board of Directors written charges against any other member for unacceptable conduct likely to endanger the good order or welfare of the Club, or for disobedience of proper orders of the Officers, or for violation of the requirements of the By-Laws and Rules and Regulations. After the alleged violator has been notified and given an opportunity to be heard in answer to such charges, the Board of Directors may suspend such member for such period as they deem proper, or may revoke his/her membership, and shall notify said member of their action by letter. An appeal by the disciplined member from the decision of the Board of Directors may be taken to the Club membership by serving upon the Secretary a written notice of such

appeal within five (5) days after receipt of notice of said decision. For the consideration of an appeal case, a special meeting shall thereupon be called and a two-thirds (2/3) vote of Regular Members, present and voting by secret ballot at such meeting shall be necessary to reverse the decision of the Board of Directors. The Secretary shall notify the appealing member of the result of such vote by letter. Any member who has been dropped from membership and has not been reinstated, shall be denied all privileges and access to the Club, as a guest or a member or otherwise, except that under the supervision of an Officer of the Club, he/she may enter the premises solely for the purpose of promptly removing any personal property to which he/she is entitled.

ARTICLE V: Membership Dues, Fees and Assessments

5.1 Annual Dues: Funds for defraying the current expenses of the Club shall be raised by annual dues as established by the Board of Directors each year. Life Members need not pay annual dues and Senior Members shall pay one-half the annual dues. A Life Member shall be a person who is: (1) 62 years of age who is no longer actively employed and has been a member for a minimum of 20 consecutive years and who has paid the life membership fee, or (2) 65 years of age who is still fully or partially employed and has been a member for a minimum of 20 consecutive years and who has paid the life membership fee. The life membership fee shall be set by the Board of Directors each year. A Senior Member shall be a person of 72 years of age who has been a member for a minimum of 20 consecutive years. Notwithstanding the foregoing, however, any member who joined the Club prior to October 1, 2006 shall be eligible for life membership and senior membership after 15 consecutive years provided the other requirements of this paragraph 5.1 are met. For the purposes of determining eligibility for a Life or Senior membership, the age requirement shall be deemed met if the member has reached the required age during the calendar year in which the annual dues are owed and payable.

5.2 Late Fees and Membership Termination: If the full dues of any member remain unpaid as of the 1st of March, the member shall be subject to an additional 10% late penalty fee. If dues remain unpaid as of the 15th of April, it shall be presumed that the person(s) no longer desires to be a member of the club and the member shall be contacted by a Membership Committee member or a Club Officer to ascertain the intent of the member. If dues remain unpaid by the 1st of May, the Board shall terminate the membership. Written notice of such termination shall be mailed to the terminated member and the name(s) shall be stricken from the membership roster. In the event a member is unable to pay dues in a timely manner as a result of an unforeseen temporary hardship, the member may petition the Board of Directors, explaining the circumstances. The Board may establish an acceptable payment plan that provides for full payment, including any late penalty fees, to be paid in full within sixty (60) days. Any member whose membership has terminated because of failure to pay the annual dues may apply for reinstatement upon payment of the dues for the current year plus a 20% reinstatement

fee and any outstanding balances owed to the club. However, in the event that memberships have been limited, such application for reinstatement shall not be given preference for membership over applications pending at the time the request for reinstatement was received.

5.3 **Initiation Fees:** Initiation and application fees shall be set by the Board of Directors. These fees shall be set at the time that the annual dues are established by the Board and may not be changed until the following year. Initiation fees for a child and his/her spouse of present members shall be waived. Dues for such members shall be fifty percent of the annual dues until the year following his/her thirtieth birthday. Also, see age restrictions noted in section 4.4.

5.4 **Slip and Mooring Fees:** Slip and mooring maintenance fees along with annual dues must be paid by March 1.

Use of slips in the Marina is limited to members who have paid the current year's slip rental fees, membership dues and any assessments levied by the Board of Directors and as set forth under the By-Laws of the Club as published under Article V of the said By-Laws.

Slip assignments are made by the Chairman of the Waterfront Committee. Prior year assignments will be honored in a succeeding year to the extent possible. The Club reserves the right to reassign slip assignments on the basis of safety, orderly execution of operation, size of vessel and maneuverability. Notice of any reassignment of slip assignments will be transmitted to affected individual members by the most effective means, that being either verbal or written notice.

5.5 **Assessments:** The Board of Directors may levy assessments on all members in one or more classes of membership. The total assessments on any member in any calendar year shall not exceed the amount equal to the annual dues. The Board of Directors shall set the due date for payment of such assessment.

ARTICLE VI: Meeting of the Members

6.1 **Annual Meeting:** The members shall hold their annual meeting on the third Saturday of August at the headquarters of the club in each year to receive reports covering the current year from the Club's Officers and Committee Chairpersons, elect the Officers and Directors of the Club for the ensuing year, and transact such other business as may come before the meeting. Written notice of said meeting shall be issued in accordance with Article 6.5 at least ten (10) days before the time set for the meeting. Voting at such meetings shall be only by voting members.

6.2 **Special Meetings:** Special meetings of the members shall be held at the headquarters of the club when called by the Commodore, or when requested in writing addressed to the Board of Directors by at least fifteen (15) voting members. In both cases, notice of the special meeting shall be issued in

accordance with Article 6.5 at least ten (10) days prior to the date selected for the meeting. The notice shall state the purpose of the meeting.

6.3 **May Meeting:** A meeting shall be held on the Saturday morning of the Memorial Day weekend to receive reports covering the current year from the Club's Officers and Committee Chairpersons and transact such other business as may come before the meeting. Written notice of said meeting shall be issued in accordance with Article 6.5 at least ten (10) days before the time set for the meeting. Voting at such meetings shall be only by voting members.

6.4 **Quorum:** At all meetings of the members, a quorum shall consist of at least Fifteen (15) percent of the total voting membership, and all the decisions and resolutions must be adopted by a majority of those voting members present at the meeting.

6.5 **Notice to the Membership**: Assuring the issuance of written notice to the membership shall be the ultimate responsibility of the club Secretary and shall be deemed adequate when said notice and any required additional information is: (1) mailed or emailed to the last known mailing address or email address on file in the club records and (2) posted in the club on the club's bulletin board and (3) posted on the club's web site. If a member desires notification by means of regular mail, such member shall, on an annual basis, submit a written request for such notification to both the Club Secretary and the Club Manager.

ARTICLE VII: Board of Directors

7.1 **Composition:** There shall be a Board of Directors of this corporation consisting of not less than eleven (11) nor more than fifteen (15) * members.

(* eff. For 2020 Annual meeting)

7.2 **Vacancies:** In the event of any vacancy in the Board of Directors created by death, resignation or removal, the Board of Directors may, by majority vote, elect or appoint a successor to fill the vacancy until the next general election at which time a candidate will be elected to fill the remainder of the unexpired term.

7.3 **Meetings:** The Board of Directors shall hold a meeting at the headquarters of the Club immediately after the August Annual meeting of the members and shall hold such additional regular meetings, preferably scheduled for the year in advance, as determined by the Commodore, in consultation with the elected club officers as referenced in Article 8.1. Special meetings of the Board of Directors shall be held when requested by the Commodore or by four (4) Directors to address such special matters stated in the Notice of the Special Meeting. The Secretary shall assure that any meeting of the Board shall be e-mailed to the Directors at least (7) seven days prior to the time of said meeting and shall include an Agenda, including the items that the Commodore reasonably anticipates will be discussed at the meeting. Emergency meetings of the Board of Directors may be requested by the Commodore. When such request is considered necessary, notice must be given to

the Directors by e-mail at least two (2) days prior to the time of said meeting. Written notice of meetings of the Board of Directors shall also be e-mailed to the members, posted in the "member's area" of the club web site and on the club bulletin board. Any voting member may attend such meetings. However, the ability of such member to participate during such meeting may be limited to a particular portion of the meeting dedicated to member comment or input or as otherwise allowed by the presiding Officer, to assist the Board during the meeting.

7.4 **Quorum:** A quorum at any meeting of the Board of Directors shall be a majority of the current membership of the Board, except as otherwise specified within these By-Laws.

7.5 **Responsibilities:** The Board shall have full charge of the financial management of the Club and, as such, shall be responsible for ensuring that the financial books of the Club are reviewed by a committee appointed by the Board of Directors once each year and shall be done before the budget committee is appointed by the Board of Directors in August. They shall determine all policies of the Club affecting its relations with outside interests and, in general, shall exercise such authority as is not otherwise specifically provided for in these By-Laws. They may make or authorize necessary contracts in the discharge of their duties. Without, in any manner, limiting the general powers otherwise conferred, it is hereby expressly declared that the Board of Directors are empowered:

a. (i) To buy or otherwise acquire property, to mortgage, sell, lease or otherwise dispose of any property of the corporation, on such terms and conditions, as it deems proper, for the benefit of the corporation. However, the foregoing powers may be exercised with regard to real property only after receipt and review of financial impact and analysis reports from the Finance Committee and The Long-Range Planning Committee and by a vote of approval by at least three-quarters of the Directors. The committee reports shall also be made available and electronically distributed by email to the club membership no less than 30 days prior to any vote of the Directors required by this section.

(ii) In the event that the corporate action involves the sale, lease, exchange or other disposition of all or substantially all of the corporation's property and assets, a vote of two-thirds of the members entitled to vote thereon, at a meeting duly called for the purpose, with notice given as required, shall also be required, except that no such vote shall be required if the transaction does not involve or will not result in a material change in the nature of the activities conducted by the corporation." (as per M.G.L. c. 180, s.8A(a))

b. To determine who shall be authorized in behalf of the corporation to draw, make, sign, accept, endorse, deal, execute, discount, issue and deliver promissory notes, checks, drafts, and other evidence of debt.

c. To designate depositories for the funds and other valuables of the corporation from time to time.

d. To determine who shall be authorized in behalf of the corporation to make, sign, seal, deliver and otherwise execute any contract or instrument which it deems in the corporate interest.

e. To authorize the Commodore, in advance, to take necessary action and incur reasonable costs relating to the necessary repair, replacement, maintenance or protection of any club property when, in the best judgment of the Commodore, the failure to take such action could result in greater expense, harm or inconvenience to the club. The Commodore shall, when practicable, consult with the Treasurer and at least one other club Officer prior to taking such action.

7.6 C**lub Investment Policy:** In managing the monetary assets of the Club, the Board and the Finance Committee shall adhere to the following policy directive:

1. Preserve Club harmony in dealing with investments by maintaining membership trust and confidence that the Board and Finance Committee are carrying out their duties in a prudent manner.

2. Preserve Club assets and avoid losses of core capital assets.

3. Increase Club assets by investing in a manner that is prudent, conservative and mindful of the first two goals and fiduciary obligations.

4. The specific investment strategy shall be as follows:

   a. At least 50 % of investments shall be in interest bearing cash accounts such as money market or CD's, and

   b. The Board of Directors and the members of the Finance Committee shall not involve themselves in the activity of selecting or directing funds into any particular or individual stock, equity or bond investment, and

   c. The Board shall make stock or bond investments only through the selection of diversified mutual funds or exchange traded funds. The Board may carry out this investment activity through third-party professional money manager(s), as long as said third party manger(s) adhere to this Investment Policy.

ARTICLE VIII: Officers

8.1 **Composition:** The elected Officers of the Club shall be and rank as follows:

- Commodore
- Vice-Commodore, who shall be Commodore-Elect
- Rear-Commodore
- Secretary, who shall be Clerk of the Corporation
- Treasurer
- Fleet Captain

These Officers shall be Directors during their tenure of office, and the Commodore shall serve as member of the Board of Directors for the following year.

8.2 **Election:** The Officers of this Club shall be elected at the Annual Meeting of the Club.

8.3 **Term:** Except when these By-Laws provide a different term of Officer for any Officer or committee, persons elected at the Annual Meeting shall take office immediately following the meeting and hold office for one year or until their successors are elected.

8.4 **Vacancies:** Unless these By-Laws provide that a vacancy shall or may be filled in a different manner, a vacancy in any position may be filled by majority vote of the Board of Directors.

8.5 **Indemnification of Officers, Directors and Others:**

(i) The corporation shall, to the extent legally permissible, indemnify every (a) officer, (b) director, (c) employee, (d) committee member and/or (e) club member providing a service or hosting or supervising a club event under a delegation of authority by the Board of Directors or a duly authorized club officer against all losses, costs, and expenses, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed civil or criminal action, suit, claim or proceeding in which he or she may become involved by reason of his or her current or prior service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not interested parties to the proceeding.

(ii) In the event the corporation deems the amount of such expense, judgment, money decree, fine or penalty to be unreasonable, it shall, nevertheless, indemnify as provided herein and shall be subrogated to the right, if any, of the indemnitee to refuse to pay any amount in excess of a reasonable amount or to recover any such excess payment or to take any other similar action including, without limitation, moving to alter or amend any such judgment or taking and pursuing an appeal therefrom, and the indemnitee shall execute such documents and take such other action as the corporation shall require to enable it to exercise such rights. Expenses incurred of the character described above may, with approval of the Board of Directors, be advanced by the corporation pending final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an agreement and undertaking by the recipient to repay all such advances in the event the recipient is not entitled to indemnification hereunder.

(iii) Indemnification shall not apply to any act, as defined by state law, which results in a conviction for: (a) crimes of violence, (b) hate crimes, (c) sexual offenses, (d) violations of state or federal civil rights law, or (e) alcohol or drug offenses. Indemnification shall also not apply to claims arising from the operation of a motor vehicle, vessel, or aircraft for which either a license or insurance is required under state law, unless approved by a majority vote of a quorum of directors who are not interested parties to the claim.

(iv.) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

(v.) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

(vi.) The corporation may purchase and maintain insurance on behalf of any person who is or was indemnified against any liability incurred in any such capacity, or arising out of his or her current status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

ARTICLE IX: Duties of Officers

9.1 **Commodore:** The Commodore shall be the presiding Officer of the Club, the Chairman of the Board of Directors and an ex-officio member of all committees. He/she shall be responsible for the operation of the Club as a whole. He/she shall perform any other duties assigned to him/her by these By-Laws. He/she shall have authority over all property and affairs of the Club subject to the approval of the Board of Directors. He/she may appoint and dissolve special committees and define their authority and duties; such authority and duties shall not conflict with the authority and duties of elected Officers, Directors and committees as provided in the By-Laws.

9.2 **Vice-Commodore:** The Vice-Commodore shall assist the Commodore in performing his/her duties and shall serve as Acting Commodore when the Commodore is unavailable or incapacitated. In the case of death or resignation of the Commodore, the Vice-Commodore shall become Commodore. He/she shall serve as Commodore-Elect, and as Commodore for the following year. Additionally, he/she shall serve as the Chairman of the Lounge Committee.

9.3 **Rear-Commodore***:* The Rear-Commodore shall assist the Commodore and the Vice-Commodore in performing their duties and shall serve as Acting Commodore when they are unavailable or incapacitated. When serving as Acting Commodore, he/she shall have the same duties and authority as the Commodore. In the case of death or resignation of the Commodore or Vice-Commodore, he/she shall become Vice-Commodore, but not Commodore-Elect. In the case of death or resignation of both the Commodore and the Vice-Commodore, he/she shall become Acting Commodore until such time as a Commodore is elected by the General Membership. He/she shall also serve as the Chairman of the Junior Advisory Committee. The Rear Commodore shall have the responsibility of establishing and administering the Junior Auxiliary Membership and all Junior Auxiliary Membership activities.

9.4 **Secretary:** The Secretary shall:

a. Keep a true record of all meetings of the Club in a book provided for that purpose.

d. Be secretary of the Board of Directors. Notify each member of the Board as to the time, place and agenda (if available) of the Board meetings and issue meeting minutes on a timely basis

e. Notify each Club member as to the time and place of the annual meeting and any special meeting.

f. In case of inability to attend a meeting, cause the necessary books to be conveyed to the meeting.

e. Furnish voting members with copies of the minutes of Board of Directors meetings in a timely fashion, upon written request.

9.5 **Treasurer:** The Treasurer shall:

a. Collect all moneys payable to the Club and shall expend same under the direction of the Board of Directors.

b. Set aside, in a special account, sufficient money annually for the payment of taxes, insurance, interest on loans, water, rent, and payments of such items shall have priority over any other Club expenditure.

c. Present a written report at each regular meeting of the Club or at any special meeting when required to do so, giving the state of the Club's finances during the year, consisting of cash receipts, expenditures, outstanding bills and accounts receivable. Expenses shall be itemized under separate headings.

d. Present a written, mid-year financial report at the annual meeting in sufficient detail to clearly and accurately reflect the financial status of the Club.

g. Provide a preliminary end-of-year financial report to the Board of Directors not later than February 1, and a final end-of-year report to the voting members at the special meeting held in May.

h. Maintain close liaison with the newly elected Treasurer until such time as the current fiscal year is closed out.

i. Work with the Club Manager and other Fleet Officers to improve the administrative functions of the Club

h. Sign checks for disbursement.

i. Invest club accounts only by permission of the Board of Directors.

9.6 **Fleet Captain:** The Fleet Captain shall be responsible for communicating with members of the Club Squadron and coordinating activities on the waterfront. He/She shall also be responsible for the conduct of sailing instruction for both juniors and adults and make arrangements for special Club regattas and sailing events. Additionally, he/she shall serve as chairperson of the Sailing Committee and is responsible for all Club sailing boats. Additionally, He/She shall serve as the Commodore's Executive Officer in the conduct of formal Club ceremonies and as the Club's representative at regattas conducted by other Clubs. He/She shall, at a date set by the Commodore, submit to the Budget Committee an estimate of the amount or amounts he/she deems necessary to maintain the sailing program.

ARTICLE X: Removal of Officers and Board Members

10.1 **Procedure:** Officers and Board Members may be removed for cause by a vote of two-thirds (2/3) of the voting Members who are present and voting at a special meeting called for that purpose.

ARTICLE XI: Committees

11.1 **Standing Committees:** The Standing Committees shall be: Membership Committee, House Committee, Entertainment Committee, Budget Committee, Waterfront Committee, Racing Committee, Lounge Committee, Junior Advisory Committee, Nominating Committee, Long Range Planning Committee, By-Laws Committee, Sailing Committee, Finance Committee and Food Advisory Committee. The Standing Committees and a Chairman shall be appointed annually, unless otherwise provided for in these By-Laws, by the Commodore at the Annual Meeting of the Board of Directors after the Annual Election. All Committees shall report directly to the Commodore unless the committee is chaired by an Officer of the Club or specifically designated in these By-Laws to report to a Club Officer.

11.2 **Membership Committee:** The Membership Committee shall consist of at least three (3) voting members. The role of the committee is to promote membership retention by conducting activities which encourage membership interaction through participation in club activities. The committee will elicit feedback to promote two-way communication between the committee and the membership. The committee shall develop and submit annually to the Commodore and the WDYC Board of Directors their plans and goals for membership appreciation and retention prior to the Annual Budget Meeting. They shall review and pass upon the qualifications of all candidates for membership and report their conclusions to the Commodore and the Board of Directors.

11.3 **House Committee:** The House Committee shall consist of at least five (5) voting members. They shall be responsible for the general management and control of the house and grounds of the Club. They shall receive and redress complaints pertaining thereto. They shall, at the date set by the Commodore, submit to the Budget Committee of the Club, an estimate of the amount or amounts they may deem necessary to maintain properly the Club property for the coming season. The amount appropriated by the Board of Directors for the Committee's use shall not be exceeded by the Committee, except with the consent of the Board of Directors.

11.4 **Entertainment Committee:** The Entertainment Committee shall consist of at least three (3) voting members. They shall arrange and conduct the social activities of the Club. They shall, at the date set by the Commodore submit to the Budget Committee, an estimate of the amount or amounts they deem necessary to carry on the social activities of the year. The amount to be appropriated for

their use shall not be exceeded, except with the consent of the Board of Directors. They shall notify the House Committee of the need of any Club facility.

11.5 **Budget Committee:** The Budget Committee shall consist of five (5) voting members. They shall prepare a budget for the ensuing year and present it to the Board of Directors for approval at the date set by the Commodore. As a part of the budget, they shall recommend the annual dues and fee structure. Additionally, they shall be responsible for monitoring the execution of the current budget and for conducting special financial studies.

11.6 **Waterfront Committee:** The Waterfront Committee shall consist of at least three (3) voting members who shall be responsible for the management of the waterfront facilities including the hauling and maintenance of ramps, floats, piers, and pilings;; maintaining and repairing the waterfront bulkhead; maintaining and storing of non-sailing boats owned by the Club; and, posting a current marina slip not later than May 15 of each year. They shall, at a date set by the Commodore submit to the Budget Committee of the Club, an estimate of the amount or amounts they deem necessary to maintain properly the waterfront for the coming season.

11.7 **Racing Committee:** The Racing Committee shall consist of at least three (3) voting members who shall determine the rules of eligibility in competing for Club racing trophies, organize and conduct all Club-sponsored sailing regattas not otherwise conducted by the Sailing Committee, and when requested by the Commodore, represent the Club in officially recognized sailing associations.

11.8 **Lounge Committee:** The Lounge Committee shall consist of the Vice-Commodore, and at least three (3) other voting members, who shall be responsible for the lounge operations and its contents. The Committee shall recommend prices for sale of goods to the Budge Committee. All stocks of liquor and beer will be kept secured at all times. They shall at a date set by the Commodore submit to the Budget Committee an estimate of the amount or amounts they deem necessary to carry on the functions of the lounge.

11.9 **Junior Advisory Committee:** The Junior Advisory Committee shall consist of the Rear Commodore and at least four (4) other voting members. The Junior Advisory Committee shall have general supervision over the Junior members and shall recommend to the Board of Directors such rules and regulations for their conduct while on the Club premises, or under the jurisdiction of its Officers, to promote the best interest of the Club. They shall post such rules and regulations on the Club bulletin board and shall determine and enforce such penalties for their violation as they deem necessary. They shall work and cooperate with the Officers and Committees, so that the Junior Members will not only reflect credit on the Club, but will become better members when they qualify for active membership. They shall notify the House Committee of their need for any Club facility. They shall, at a date set by the Commodore, submit to the Budget Committee an estimate of the amount or amounts they deem necessary to carry on their activities for the year.

11.10 **The Nominating Committee:** The Nominating Committee shall consist of (5) voting members who are neither a spouse nor domestic partner of a current Club Officer or Board of Director. One member shall be appointed by the Vice Commodore and four members shall be elected by a majority vote of the Board of Directors after the Board's meeting in August, but in no event later than January 1st. Once determined, the members of the Committee shall be announced by posting, forthwith, the names on the Club bulletin board. A member of the Nominating Committee shall not be a board member or a flag officer and shall serve not more than three consecutive years. The Committee shall elect a chair and establish methods to assist in the search for voting members in good standing who are best suited to serve the club as a flag officers or board of directors The Nominating Committee shall name one or more voting members in good standing for the offices of Commodore, (in the event that the present Vice Commodore is unable to serve) Vice-Commodore, Rear-Commodore, Secretary, Treasurer, Fleet Captain, and Directors respectively, when nominations are required under Article XII. XII. A Nominating Committee member is not precluded from accepting a nomination as a Club Officer or Board Member. However, they shall recuse themselves from participation in Committee deliberations and vote if the nomination involves him/herself, a spouse or domestic partner. The Nominating Committee shall also indicate that the Vice-Commodore is Commodore-Elect in accordance with Article IX.

11.11 **Long Range Planning Committee:** The Long-Range Planning Committee shall consist of (5) voting members with terms of five years. In the initial year, members will be appointed for one-through five-year terms. At least one member of the Committee shall be a member of the Board of Directors. The Long-Range Planing Committee shall make recommendations to the Board of Directors regarding the future social and physical development of the West Dennis Yacht Club, Inc.

11.12 **Sailing Committee:** The Sailing Committee shall consist of at least four (4) voting members, three (3) of whom shall be appointed for staggered terms of three (3) years each. The Committee shall report to the Fleet Captain and shall be responsible for maintaining and storing of sail boats owned by the Club, assisting the Fleet Captain in establishing a program of sailing instruction, conducting certain sailing events, and participate in intra-club and outside organizational and educational sailing programs.

11.13 **Financial Reporting:** It shall be the duty of the Chairman of each Committee to certify and forward to the Treasurer, the original bills or vouchers for all expenditures within seven (7) days after the date of their contraction. However, no expenditure shall be made which in any way represents a deviation from the approved budget without approval of the Board of Directors. All financial reports, with bills and vouchers, shall be filed in the permanent records of the Club by the Treasurer.

11.14 **By-Laws Committee:** The By-Laws Committee shall consist of five (5) voting members who shall be appointed for staggered terms of five (5) years. In the initial year, members will be appointed for one-through five-year terms. The Committee shall review the By-Laws annually and present proposed revisions to the membership at the annual or May meetings. The By-Laws Committee may make non-substantive or grammatical corrections to the By-Laws subject to the approval of the Board of Directors.

11.15 **Finance Committee:** The Finance Committee shall consist of (5) voting members who shall be appointed for staggered terms of five (5) years. In the initial year, members shall be appointed for one-through five-year terms. At least one, but no more than two members, shall be a member of the Board of Directors. The Financial Committee shall make recommendations to the Board of Directors regarding the financial aspects of the club, including but not limited, to the prudent investment of club accounts and the mortgaging of club assets. The Board of Directors shall, upon request of the Committee, make available copies of all club financial records and legal documents to assist the Committee in carrying out its function.

11.16 **Food Advisory Committee**:

The Food Advisory Committee shall consist of the Vice-Commodore, who shall be the chairperson, and four (4) voting members who shall be appointed for staggered terms of four (4) years. In the initial year, members shall be appointed for one-through four-year terms. The Committee shall be responsible for making recommendations to the Board regarding all kitchen operations, including supplies, equipment, cost estimates and the selection of the caterer(s). They shall also, at a date set by the Commodore, submit to the Budget Committee an estimate of reasonable costs associated with the operation of the kitchen facility.

ARTICLE XII: Terms and Election of Officers and Directors

12.1 **Terms:** Each office shall be for a term of one (1) year, except for Directors who are not Officers, who will be elected for a term of three (3) years. The term of office for Directors who are not Officers will be staggered in a cycle of three (3) years.

12.2 **Election Procedures:** The election of Officers and Directors shall take place at the August annual meeting held in accordance with Article 6.1. Nominations and election of Officers and Directors shall be in accordance with the following procedure:

a. No later than the last Saturday in July, the Nominating Committee shall present to the Secretary a written slate of nominees consisting of one or more candidates for each office to be filled.

b. The Secretary, upon receipt, shall forthwith notify the membership of the nominating committee's slate in accordance with Article 6.5 Said notice shall also include a list of all vacancies in the positions of Officers and Directors to be filled

by vote at the annual meeting and a statement that additional nominations for any one or more vacancies must be received by the Secretary of the Club no later than the first Saturday in August. Such additional nominations shall be in writing, signed by at least five (5) members in good standing and shall contain a statement that the nominee has accepted the nomination.

c. The notice of the August Annual Meeting shall be issued in accordance with Article 6.5, and shall contain a list of the vacancies in the positions of Officers and Directors to be filled by vote at the annual meeting and shall contain the slate of candidates that have been submitted by the nominating committee and any additional nominations submitted in accordance with paragraph (b).

d. At the annual meeting and immediately prior to the election of Officers and Directors, the meeting Chairperson shall announce the nominated candidates as indicated on the notice of meeting and shall allow each candidate to make a brief statement of no more than 2 minutes in length. No nominations shall be permitted from the floor or otherwise, unless permitted by a vote of 2/3 of the members present.

e. In the event that there are two or more candidates for an office, a secret ballot shall be taken until a candidate receives a majority of the votes cast.

f. The Chairperson shall appoint a Teller Committee made up of three (3) members in good standing, to count the ballots and report to the Chairman in open meeting, the names of the candidates elected to each office.

ARTICLE XIII: Club Manager

13.1 **Appointments:** The Board of Directors shall appoint a Club Manager, who shall carry out such duties as assigned by the Board of Directors.

13.2 **Duties:** The Club Manager shall assist the Officers and committees of the Club in their duties. To this end, he/she shall have charge of the total day-to-day operations of the Club, as defined in a job description adopted and approved by the Board.

13.3 **Salary:** The salary for the Club Manager shall be established annually by the Board of Directors.

ARTICLE XIV: Fiscal Year

14.1 **Definition:** The fiscal year of the Club shall be from January 1 through December 31 of each year.

ARTICLE XV: Amendment of By-Laws

15.1 **Procedure:** These By-Laws may be amended by a two-thirds (2/3) vote at any annual or May or special meetings of the members, when there is a quorum as provided in Article VI, provided that the proposed amendment or amendments be stated in full in the notice of the meeting. All By-Law amendments shall come before the general membership via the Board of Directors, the By-Laws Committee, or presented by a minimum 15 voting members.

ARTICLE XVI: Conflict of Interest

16.1 Members of the Board, Club Officers, and Committee members shall disclose to the Board any possible conflict of interest relating to any matter before the Board. A conflict of interest shall be defined as: a direct personal or pecuniary interest not common to other Board members, Officers or Committee members. If the Board determines that a conflict of interest exists, the conflicted person shall not be allowed to vote or otherwise participate on the matter which presents the conflict. The Board may adopt additional rules and forms to implement a formal conflict of interest policy for the club consistent with the provisions of this paragraph.

ARTICLE XVII: Miscellaneous Provisions

17.1 **Rules and Regulations:** The Board of Directors shall augment these By-Laws with a published set of Rules and Regulations pertaining to the general operation of the Club. Rules and Regulations adopted by the Board shall remain in effect until amended or rescinded.

17.2 **Interpretation:** Any notice required to be sent to a member under these By-Laws may be sent by regular mail, postage prepaid, the last known address of such person as furnished by him/her to the Secretary.

17.3 **Parliamentary Authority:** The rules contained in the latest available edition of Robert's Rules of Order shall govern all meetings of the Club whenever such rules are applicable and not inconsistent with these By-Laws.

17.4 **E-Mail:** Official notification of meetings and dispersal of official information shall be done through e-mails to those members who have furnished the club with their e-mail address.

17.5 **Meetings By Means Of Electronic Technology**

a. **Flag Officers and Committees:** Club Flag Officers and Club Committees may use electronic means, such as telephone, e-mail, text or video conference, to reach group decisions.

b. **Board of Directors Meetings:** It is preferred that all meetings of the Board of Directors be conducted in person and at a single location. However, the Board may

allow board members who are located remotely due to unforeseen circumstances or great distance, to participate in a board meeting by electronic means, such as telephone or video conferencing, on condition that all of the participants have the ability to clearly hear each other at the same time during the meeting. A remote member participant shall be considered present for purposes of establishing a quorum. When remote electronic participation is employed, the board shall provide a means to allow voting club members to attend the meeting via electronic means. The Board of Directors is authorized to use e-mail communication between meetings to decide matters of a routine nature, such as the approval of membership applications and the modification of schedules or events. However, the ability to use this e-mail process shall only be used to determine specific matters as may pre-authorized by the board or as otherwise allowed by the Bylaws.

c. **Membership Meetings:** Except as otherwise provided herein, all club membership meetings shall be conducted in person. However, if the Commodore, in consultation with the Flag Officers, determines that the physical attendance of club members at a meeting could present a reasonable danger to the health or safety of the attendees, a member meeting may be conducted solely by remote technology on condition that all of the participants have the ability to clearly hear each other at the same time during the meeting. The members shall be notified of such determination as soon as possible prior to the meeting to avoid unnecessary travel to the meeting location. In such event, all remote voting members shall be considered present for the purposes of establishing a quorum.

d. **Additional Provisions for Electronic Meetings and Remote Participation:** Unless the Club has implemented electronic means to calculate votes by secret ballot, a remote participant may not vote if a matter is determined by secret ballot. Club Directors or members may not participate at any meeting via proxy or by write-in vote. In the event of technical difficulties or equipment failure of any kind, all participants shall use genuine best efforts to correct the problem. However, if such issues cannot be corrected it is the intent to proceed with the meeting without the participation of the remote participant. The Board, by Special Rule, may develop additional procedures to implement remote technology meeting participation consistent with these bylaws.

Amendment History

Re-codified and Adopted: August 31, 1984

Revised: August 29, 1986

Revised: May 26, 1990 (Long Range Planning Committee added)

Revised: May 30, 1992 (Sailing Committee added and other general changes)

Revised: August 26, 1995 (General changes)

Revised: April 14, 1999 (4.2, 4.4, 4.5, 4.6, 4.7, 5.1, 5.2, 5.3, 9.4, 11.2, 11.6, Article XIII and Note)

Revised: May 25, 2002 (Junior Auxiliary Membership added to 4.3, 9.3, 12.1 amended)

Revised: August 28, 2004: amended Articles 1.1; 4.2a. and b.; 4.3d.; 4.5; 5.3; 5.4; 5.5; 6.1; 6.2; 7.1; 7.3; 7.5; 9.1; 9.4; 9.5; 9.6; 11.1; 11.2; 11.3; 11.4; 11.5; 11.6; 11.8; 11.9; 11.10; 11.11; 11.12; 15.1; added 6.3: *May Meeting;* renumbered 6.4; added 11.14: *By-Laws Committee*; added 16.4: *E-mail.*

Revised: August 26, 2006: amended Articles 1.1; 4.2; 5.1; 5.3; 6.1; 6.4; 11.11;11.14;

added 4.2 c and d (Life and Senior Members); 4.3e.(Associate Member);

Revised: March 14, 2007: The Board approved certain non-substantive edits pursuant to Article 11.14.

Revised: August 18, 2007: amended Article 12.1 (date of election of Officers)

Revised: August 21, 2010: amended 5.1,7.3, 11.1 and added 7.6, 9.5 (i.) 11.15, 11.16

Revised: May 26, 2012: amended Article 4.2 by adding Domestic Partners Membership

Revised: August 18, 2012: amended Article 7.3 by adding e-mail notification to members of Board meeting

Revised: August 17, 2013: amended Article 4.5 BOD e-mail voting for membership Article 4.7 eliminates initiation fee for returning members. Article 7.3 allows remote participation of board members under limited circumstances. Article 7.5 expanding Board responsibilities Article 11.6 removing mooring reference to Waterfront responsibilities

Revised: August 5, 2015; Technical amendments to 6.1, 6.2, 6.3 regarding membership meeting notice requirements; Add a new section 6.5 regarding membership meeting notice requirements; Amendment to 9.2 regarding duties of the Vice Commodore; Amended 11.2 regarding duties of Membership Committee; Amended 11.10 regarding composition and procedures of the Nominating Committee; Amendments to 12.1 which re-wrote procedures for election of Officers and Directors.

Revised: August 19, 20177: Article 11.10 Extends term limit of Nominating Committee member from two years to three years; Article 12.2 Enlarges time for Nominating Committee to present nominations.

Revised: August 17, 2019: Amended Article 7.5 (a) relative to the sale, mortgage, etc., of club real estate; Amended Article 7.1 by reducing the number of board members from 17 to 15, (eff.as of 2020 Annual meeting); Amended Article 5.2 regarding late fees and membership termination procedures; Amended Article 11.10 regarding qualifications for election to Nominating Committee; Amended Article 8.5 by adding a new section regarding indemnification of club leadership.

Revised: May 23, 2020: Amended by adding a new Article 16.5 relative to meetings by means of electronic technology; Amended Article 7.3; Amended Article 8.4 regarding member meetings and vote required to reverse decision of Board to suspend/expel members; Amended Article 10.1 relative to removal of Officers and Board Members.

Revised: August 21, 2021: Amended Article 4.1 requiring payment of a reinstatement fee for those who rejoin after resigning; Amended Article 5.1 relative to the number of years for eligibility for Life and Senior Memberships; Several amendments to Article 7.3 relative to meetings of the Board of Directors; Renumbered Article XVI as XVII and inserting a new Article XVI entitled: Conflict of Interest.