

**BY-LAWS**  
(As amended through June 18, 2016)

**ARTICLE I**  
**NAME**

The name of the Club shall be the Yacht Club of Sea Isle City (the “Club” or “Corporation”).

**ARTICLE II**  
**PURPOSES**

The purpose for which it is formed is to aid and assist in the promotion of civic enterprise and the development of community spirit; to encourage municipal, public, and private improvements; to promote and advance the traditions of recreational sailing, safe boating practices, and educational and recreational activities that advance fellowship and camaraderie among its members in the spirit of good sportsmanship and cooperation, to encourage the development, protection, and safety of the waterways; to mutually convene for social and recreational purposes; and to provide and maintain for the use of its members and the purpose of such Corporation, a suitable clubhouse, wharf or wharves, and other structure or structures, with furniture and supplies, as headquarters for members and their guests, and as a place to hold social and club business meetings of said Corporation. As a private social club, membership privileges include the right to rent the club facilities year round by its members for weddings and social functions hosting member guests and other members.

**ARTICLE III**  
**MEMBERSHIP**

There shall be five (5) classifications of Memberships: 1) Regular; 2) Single; 3) Associate (4) Honorary; and 5) Inactive. No more than one membership shall be held by any one person.

1. Regular Membership: Membership is defined as a husband and a wife or a couple in a legally recognized civil union, or a couple sharing the same residence over the age of twenty one (21). A Regular Membership entitles the husband and wife (or couple) to each vote when present or by proxy at an Annual Meeting or Special Meeting. A Regular Membership does not give one spouse or partner two (2) votes; both must cast their individual vote. Both are entitled to hold office or serve on the Board of Directors.
2. Single Membership: Membership is defined as a single person over the age of twenty-one (21), is not part of a couple in a legally recognized civil union and is not part of a couple sharing the same residence. A Single Membership entitles the single member to vote when present or by proxy at an Annual Meeting or Special Meeting and is entitled to hold office or serve on the Board of Directors.
3. Associate Membership: Membership are applicants of the Regular and Single Membership (in defined in #1 and #2 above) currently on the Club’s Waiting List as approved by the Board of Directors pending admission as a full year member once a vacancy is available. An Associate Membership limits usage of the club to the Off

Season Period (except for private party rental year round) and entitles these members to the same voting privileges as the Regular and Single Membership. The Off Season Period is generally defined as October 1st to May 15th of each fiscal period but subject to the Board of Directors determination. A Regular Associate Membership entitles the husband and wife (or couple) to each vote when present or by proxy at an Annual Meeting or Special Meeting. A Single Associate Membership entitles the single member to vote when present or by proxy at an Annual Meeting or Special Meeting. Associate Members cannot hold office or serve on the Board of Directors.

4. Honorary Membership: This privilege shall be extended to former Commodores of the Yacht Club of Sea Isle City following their 65th birthday and his/her spouse, if married at the time of service, or the widows or widowers of said Commodores if married at the time of service, provided the former Commodore shall have been a member in good standing of the Club for at least five (5) consecutive years and has remained a member of the Club in good standing from the time that he or she served as Commodore. A former Commodore who chooses not to renew his or her membership loses the honorary membership privilege. Honorary Members, including Past Commodores, will be required to pay any and all assessments. Honorary Membership may also be extended to such persons as the Board of Directors may properly recommend for such honor and their election shall be by two-thirds (2/3) votes of those present at any meeting of the Board of Directors. All Honorary Memberships, with the exception of YCSIC Past Commodores, are valid for one membership year only.
5. Inactive Membership: This privilege may be extended to any member who experiences personal or financial hardship, military service or is forced to relocate for business or family reasons. This membership status is subject to the discretion of the Board of Trustees and must be decided at a regular meeting of the Board of Trustees when at least two thirds (2/3) of the Trustees are present either in person or by teleconference. This Membership status must be reviewed each year and it is only to be extended for good cause. No member can remain inactive for more than three consecutive years.

All applicants desiring membership in the Yacht Club of Sea Isle City shall complete an application for membership or an application to be placed on the Waiting List, along with two letters of recommendation from two separate active memberships, together with the appropriate fees and/or dues for consideration to the Membership Committee and the Board of Directors. All applications will be reviewed, discussed and voted upon at a regularly scheduled meeting of the Board of Directors. Two negative votes will reject any application for membership in the Club. In the event of a negative vote the tendered membership dues and fees will be returned to the applicant.

#### **ARTICLE IV**

#### **INVOLUNTARY TERMINATION OF MEMBERSHIP**

Section 1. Membership in the Club may be terminated at a regularly scheduled meeting by a two third (2/3) vote of the Board of Directors where a majority of the Directors are present either in person or by teleconference for the following: 1) Failure to pay all required Club dues by the

annual membership renewal date of each year; 2) Failure to pay outstanding Food & Beverage Accounts and 3) Failure to pay in full for Boat Slip and Docking Privileges by the annual dock slip renewal date of each year or for any failure to abide by docking agreements. Notice of the decision of the Board of Trustees will be sent to the member in writing by mail. Members will receive at least one warning notice in writing before termination.

Section 2. A member may also be terminated for failure to adhere to and obey written and posted House Rules and for misconduct occurring on Club property or at a Club function. Any Member who feels that a House Rule has been violated or an instance of misconduct has occurred must submit a written letter of Complaint to the Commodore. The Commodore will then give a copy of the letter of Complaint to the accused party and invite a written response. The Board of Directors will consider letters of Complaints and their responses at the next regularly scheduled meeting after receipt or at a properly called emergency meeting. The Board in its discretion may conduct all reasonable inquiries as deemed necessary. The Board will provide a written response to all Complaints received within a reasonable time after the conclusion of the Board's inquiry. The written response will be sent to all parties involved in the dispute. A vote for termination of membership for violation of House Rules or misconduct must be by a two third (2/3)-majority vote of the Board of Directors sitting at a duly called emergency meeting or at a regularly scheduled Board Meeting. To consider matters of termination at least eleven (11) Board Members must be present in person or by teleconference. In matters not resulting in termination, the Board by a two third 2/3 majority vote may issue a letter of reprimand to an offending party.

## **ARTICLE V**

### **Proprietary Membership Certificates**

The Proprietary Certificates are duly numbered and maintained in the books and records of the Corporation. Such Certificate entitles the holder upon dissolution of the Club, or the sale and liquidation of its asset, after payment of all debts and expenses thereof, to a proportionate share of the remaining funds. The Proprietary Certificates may be assigned by gift, sale, or bequeathed by will upon written notification to the Board of Directors. The new owner's name must be duly recorded in the books and records of the Corporation. The transfer of a Proprietary Certificate will not be valid until notification is given to the Board of Directors or its secretary. Proprietary Certificate holders have no additional rights or privileges in the Club.

## **ARTICLE VI**

### **Dues**

The Board of Trustees shall determine and fix the annual dues to be paid by all classes of membership no later than at its December Board of Trustee meeting. Renewal notices for Regular and Single Membership will be sent to those members by the 1st of January of each year and will be payable by February 15th. The Board of Trustees reserves the right to charge late fees for payments made after February 15th for Regular and Single Memberships. If dues are not paid by April 1st for Regular and Single Memberships, the membership will be terminated. Renewal notices for Associate Membership will be sent to those members by September 1st of each year and will be payable by October 1st. The Board of Trustees reserves the right to charge

late fees for payments made after October 1st for Associate Memberships. Renewal notice dates and payment dates can be changed by the Board of Directors at any time.

Once paid, all dues shall be non-refundable, except, in the limited circumstances of either death or extreme family consequences at the discretion of the Board of Trustees by a two third (2/3) vote.

New members will pay the existing initiation fee as determined by the Board of Trustees.

With respect to initiation fees, a young adult who has privileges under his/her parents' membership is not expected to pay an initiation fee if he/she obtains his/her own membership before the age of 31 (or secures their place on the waiting list before the age of 31 with the intention of establishing their own membership). Beyond that time, any initiation fee(s) would apply.

## **ARTICLE VII**

### **Meetings**

Section 1. Notice. Notice of all meetings will be sent to members in accordance with the designation set forth on the member annual renewal form.

Section 2. Member in Good Standing, All members who pay all required dues and fees, and agree to be bound by the Articles of Incorporation of this corporation, these by-laws, and by such rules and regulations as the Board of Trustees may from time to time adopt, are considered Members in Good Standing and are eligible to vote.

Section 3. Classifications.

1. Regular Membership entitles a husband and wife, or a couple in a legally recognized civil union, or a couple sharing the same residence to each vote when present or by proxy at an Annual Meeting or Special Meeting requiring a vote by the general membership.
2. A Single Membership entitles the individual member to vote when present or by proxy at an Annual Meeting or Special Meeting requiring a vote by the general membership.
3. Associate Membership. A Regular Associate Membership entitles the husband and wife (or couple) to each vote when present or by proxy at an Annual Meeting or Special Meeting requiring a vote by the general membership. A Single Associate Membership entitles the single member to vote when present or by proxy at an Annual Meeting or Special Meeting requiring a vote by the general membership.
4. Honorary Membership entitles the Past Commodore and his or her spouse or widow or widower, as defined under Honorary Membership, to each vote when present or by proxy at an annual meeting or special meeting requiring a vote by the general membership.
5. Inactive Members are not entitled to vote and have no voting privileges while they remain inactive.

Section 4. Method of Voting. Voting may be accomplished by (1) attending a meeting and voting in person or (2) by Proxy vote or as allowed under the By-Laws. A Proxy vote allows your vote to be cast and to be counted to establish required quorums to hold Special or New

Financing meetings or at an Annual meeting at which new financing is to be presented. Proxies shall be sequentially numbered and are revocable at the pleasure of the member prior to the start of any meeting. All Proxy voting will close at least 24 hours before the start of any meeting.

- Proxy - There two types of proxies:
  - (1) General Proxy which is written in such a way that it gives the proxy holder the right to vote as he or she sees fit on any business that may come up at a meeting and
  - (2) Limited Proxy which includes on the proxy the business that is to be voted on and a place for the member to tell the proxy holder the way to vote on the business at hand. The proxy holder is legally required to cast the vote the way that has been designated by the member.

Section 5. The Election Judges will tabulate all voting. The names of the individuals serving as election judges will be posted at the Club. The election judges will be picked by the Board and consist of 1 Board Member and 2 Non-Board Members. No person may serve as an election judge for 2 consecutive years.

Section 6. At all meetings of the voting membership and of the Trustees, Roberts' Rules of Order shall be the parliamentary authority, and shall govern when not in conflict with the By-Laws. In applying Robert's Rules of Order, during a meeting of the Board of Trustees the definition and use of the terms 'President' and 'Chairman' shall be taken to mean the Chairman of the Board of Trustees. While the Commodore presides during a General Membership meeting, the terms 'President' and 'Chairman' shall mean the Commodore.

#### Section 7. **Membership Meetings.**

##### 1. Annual Meeting

- Shall be held on a Saturday or Sunday in August at the discretion of the Board. It shall be presided over by the Commodore and shall be held at the Club. Notice of the time, place and hour of the annual meeting shall be posted in the Club no later than ten (10) days before the annual meeting and sent to all members in accordance with the designation set forth on the member's renewal form. Members present and having voting powers shall constitute a quorum for the transaction of the business designated at the Annual Meeting unless new financing or By-Law changes are proposed.
- Election of Officers and Trustees: The Nominating Committee shall prepare an official voting form and post the ballot no later than ten (10) days before the annual meeting in the Club. Said ballot shall also be sent to all members with the official notice of the Annual Meeting. The ballot shall include at least the same number of qualified candidates as there are seats available. All candidates who are determined to be qualified by the Nominating Committee and Board of Directors will be placed on the ballot.
- The following shall be the order of business at the Annual Meeting: Reading of minutes of last meeting; Reports of Officers, Trustees, and Chairmen of Committees; Unfinished Business; Election of Officers and Trustees; New Business; Adjournment

- New Financing - If there is to be a vote on new financing at the Annual Meeting it shall only be done by authority of the vote of two-thirds (2/3) of the voting members in good standing at which meeting one-fourth (1/4) of the voting membership in good standing is present or by proxy shall constitute a quorum.

2. Special Meetings. Special Meetings of the voting members in good standing may be called at any time and place by the Commodore or Chairman of the Board of Directors, together with three (3) Board Members. Written notice describing the purpose of such meeting shall be sent to all voting members in accordance with the member's elected designation on their renewal form not later than ten (10) days prior to said meeting. At such special meetings, one-fourth (1/4) of the voting membership in good standing present or by proxy shall constitute a quorum.

3. New Financing Meetings: No new financing of any kind shall be done except by authority of the vote of two-thirds (2/3) of the voting members in good standing at the Annual Meeting or at a Special Meeting duly called for that purpose, at which meeting one-fourth (1/4) of the voting membership in good standing present or by proxy shall constitute a quorum. The board has the authority to borrow additional financing up to \$100,000 for working capital or emergency purposes by a two third (2/3) vote of the Board of Trustees at a regular or duly call emergency meeting of the Board of Trustees

#### **Section 8. Board of Trustee Meetings.**

1. Regular Meeting: There shall be no less than 9 and no more than 14 regularly scheduled meetings of the Board of Trustees. The calendar for the meetings for the year shall be set at the first regular meeting after the annual meeting. Said meetings shall be held at the Club or at such times and places as may be fixed by the Board of Trustees by motion. At all meetings of the Board of Trustees, nine (9) Trustees either in person or by means of teleconference or by any means of communication by which all persons participating in the meeting are able to hear each other shall constitute a quorum.
2. Emergency Meeting: May be called by either the Commodore or the Chairman of the Board of Trustees together with three (3) Trustees. Notice describing the purpose of the meeting must be given to all members of the Board of Directors. No emergency meeting can convene without a majority of the Board present in person or by teleconference. Minutes must be kept at all emergency meetings and made available for inspection by any member in good standing.

### **Article VIII Trustees**

Section 1. The Board of Trustees (also referred to as the 'Board of Directors' or "Board") shall consist of the Officers plus nine voting members in good standing. The election of all Trustees, except the Past Commodore, shall take place at the Annual Meeting of the Club. The term of office for all Trustees shall be three (3) years. No two members constituting a Regular Membership, nor a member related by blood, may serve on the Board of Trustees at the same

time. A member not in good standing shall be ineligible to hold any office in the Club. Vacancies in any elective offices may be temporarily filled for the unexpired term at any regular or special meeting of the Board of Trustees by majority vote. At the next Annual Meeting of the Club members will vote for a qualified candidate to fill the unexpired terms.

Section 2. The term of office of a member of the Board of Trustees shall become effective at the first regular meeting after the annual meeting. No member of the Board of Trustees shall serve more than two consecutive terms. A former member of the board may run for the board after sitting out at least one year. The Chairman of the Board shall be elected from the Board of Trustees at the first regular meeting after the Annual Meeting to serve a one year term. No trustee shall be Chairman for more than three consecutive years.

Section 3. Subject to the limitations of the Article of Incorporation, these By-Laws, and the nonprofit corporation statutes, concerning corporate action that must be authorized or approved by the Membership, all corporate powers shall be exercised by or under the authority of the Board of Trustees, and the management and affairs of the Club shall be controlled by the Board of Trustees.

Section 4. The Board of Trustees shall approve all contracts, determine all salaries, and set compensation for all work performed at the Club.

Section 5. It shall be the duty of the Trustees to attend the regularly scheduled meetings either in person or by teleconference. Any Trustee who misses more than four (4) scheduled meeting shall be immediately removed from the Board of Trustees.

## **ARTICLE IX OFFICERS**

Section 1. The Officers of this Club shall consist of a Commodore, Vice-Commodore, Rear-Commodore, immediate Past Commodore, Secretary and Treasurer, all of whom, except the Past Commodore, shall be elected by ballot at the annual election, and shall hold office for the term of one (1) year beginning at the first regular meeting after the Annual Meeting. The term of office for the immediate Past Commodore shall be one (1) year.

Section 2. Any member who has served one (1) or more terms as Commodore shall, upon his or her retirement from that office, thereupon attain and hold for life the office of Past Commodore.

Section 3. Vacancies in any elective offices may be temporarily filled for the unexpired term at any regular or special meeting of Trustees.

## **ARTICLE X DUTIES OF OFFICERS**

Section 1. The Commodore shall preside at all meetings of the Club and enforce the rules and

regulations thereof except for meetings of the Board of Trustees where the Chairman of the Board of Trustees shall preside. He shall appoint such committees as are authorized by the By-Laws or the Trustees, such appointments to be subject to the approval of the Trustees, and shall prescribe the duties of the various committees not otherwise defined. He shall appoint such honorary or subordinate officers as may be authorized by the Trustees and define their duties

Section 2. The Vice-Commodore shall assist the Commodore in the Discharge of his duties, and in his absence shall officiate in his stead.

Section 3. The Rear-Commodore shall assist the Commodore and Vice-Commodore in the discharge of their duties and in their absence shall officiate in their stead.

Section 4. The Secretary shall keep a true record of all meetings of the Club and of the Trustees, in a book provided for that purpose.

Section 5. The Treasurer shall oversee the documentation, budgeting and distribution of all club finances, shall make a report at each Annual Meeting and at each regular or special meeting of the Club or the Trustees.

Section 6. The Officers, or any of them, shall not be personally liable for any debt, tort, or other liability of the Corporation.

## **ARTICLE XI COMMITTEES**

### **Section 1. Overview**

The newly elected Commodore shall present to the board, as soon as conveniently possible following the Annual Meeting of each year, but no later than the regular meeting of the Board of Trustees to be held in November of each year, such committees as he, in his sole discretion, shall deem necessary to assist in the operation of the Club. All committees, however, are to be subject to the approval of the Board of Trustees.

### **Section 2. Standing/Ad hoc Committees**

The Standing Committees are as follows:

- |                              |                       |                      |
|------------------------------|-----------------------|----------------------|
| a. Financial                 | b. Bar and restaurant | c. House and grounds |
| d. Insurance                 | e. By-laws            | f. Dock              |
| g. Youth & Family Activities | h. Membership         | i. Sailing           |

The Commodore may elect to add as many additional “ad hoc” committees as needed to the above Standing Committees.



### Section 3. Membership and terms

Once the committee list and chairs have been established, the list should be communicated to the membership at large prior to the end of the first quarter of the calendar year so that all members have an opportunity to volunteer on a committee.

While the Commodore and any interested club staff members may serve as ex-officio members of each committee, each committee should have an appointed chairperson and minimum of two volunteer members, none of whom have any financial interest in the committee's subject area.

Should the committee list be communicated to members and no volunteers are able to be secured, the Commodore (upon board approval) may appoint a paid representative to execute the acts of the committee.

In order to foster volunteerism among members, any committee member or chair who has served three (3) years must step down from a committee position *unless* the board unanimously approves their term renewal and no other member has expressed interest in the position.

## **ARTICLE XII DUTIES OF COMMITTEES**

All committees shall have the powers and perform the duties usually incumbent upon similar committees or any additional duties, which may be delegated to them by the appointing authority.

## **ARTICLE XIII STANDARD OPERATIONAL PROCEDURES**

In order to insure continuity of management of the Club, and establish certain rules and regulations, the Board of Trustees shall create and cause to be maintained a Standard Operational Procedure file.

## **ARTICLE XIV AMENDMENTS**

Amendments may be made to these By-Laws at the Annual Meeting, or Special Meeting, by a two-third (2/3) vote of the voting members in good standing present or by proxy; provided that ten (10) days notice of such meeting shall have been sent to each voting member in good standing, in the manner designated on the renewal form, which notice must have included the proposed amendment.

## **ARTICLE XV REPEALER**

All By-Laws heretofore adopted are herewith repealed and become effective on the first day of the month following approval.

## **ARTICLE XVI BOOKS AND RECORDS**

The Club will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members, board of trustees, and committees having any of the authority of the board of trustees, and will keep a record giving the names and addresses of the members entitled to vote at the Club. All books and records of the club may be inspected by any member, or his or her legally authorized agent or attorney, for any proper purpose at any reasonable time.

The Club derives its income primarily from initiation dues, annual membership dues, special assessments and bar and kitchen income from serving its members and their guests (collectively the "Membership Income"). The Membership Income is derived predominately by club members through their membership privileges and usage of club facilities. Membership privileges include usage of club facilities to host weddings and socials events for members and their guests. All receipts received directly by club members are recorded as member income. Receipts received directly from member guests and any other third parties are recorded as non-member income and tracked separately in the club's books and records of accounts