

# **BY-LAWS OF PETTIPAUG YACHT CLUB**

Re-printed 22 August 2011 by Commodore Taylor

## **ARTICLE I MEMBERSHIP**

**Section 1.** Such persons as are approved by the Board of Governors or any committee duly appointed by the Board of Governors may become members of the Club upon making written application therefor.

**Section 2.** The Board of Governors may from time to time establish classes of membership, the rights and privileges of such class and, as to any class of membership, shall determine the dues and assessments, if any, to be paid.

## **ARTICLE II MEETINGS OF THE MEMBERS OF THE CORPORATION**

**Section 1.** The Annual Meeting of the members of the Club for the, election of Governors and officers and the transaction of other business shall be held in November of each year at a date to be determined by the Board of Governors.

**Section 2.** Special meetings of the members shall be held upon call of the Commodore or the Board of Governors, or upon the written request of three or more members, to be held at such time and place to be fixed by the Commodore or Board of Governors.

**Section 3.** Notice of all meetings of members whether annual or special shall be mailed or delivered personally to each member at least five days before the meeting. Such notices shall in every case specify the place, the date and the hour of the meeting, and shall in addition, in the case of a special meeting or in the case of the Annual Meeting at which extraordinary business is to be considered, specify the nature of the business to be transacted before the meeting.

**Section 4.** At all meetings of members of the Club ten members whether present in person or by proxy, shall constitute a quorum, but less than a quorum shall have power to adjourn from time to time until a quorum is present.

**Section 5.** (12/5/58) A Nominating Committee to nominate for all members of the Board of Governors and all officers not otherwise provided for in the By-Laws shall be composed annually of the three most recent available Past Commodores, or if a sufficient number shall not be available, Past Vice Commodores beginning with the most recent, and in addition, one member of the Club to be appointed by the Board of Governors.

## **ARTICLE III**

### **BOARD Of GOVERNORS**

**Section 1.** The number of Governors shall be not less than three (3) nor more than fifteen (15) all of whom shall be members of the Club. The Board of Governors shall be composed of the following officers of the Club: Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and in addition, the most immediately available Past Commodore, and in addition, three other members of the Club.

**Section 2.** The Board of Governors shall hold a meeting as soon as convenient after the Annual Meeting of the Club. Other regular meetings of the Board of Governors shall be held at such time and places as may be fixed by the Board. Special meetings of the Board of Governors shall be held upon the call of the Commodore or any two Governors.

**Section 3.** Notice of all regular and special meetings of the Board shall be mailed or delivered personally to each Governor at least one day before the meeting.

**Section 4.** The Board or Governors shall have and exercise full power in the management and control of the business and affairs of the Club.

**Section 5.** Governors shall be elected by the members of the Corporation at the Annual Meeting and shall hold office for one year or until the next Annual Meeting of the Club. Vacancies occurring on the Board for any cause shall be filled for the unexpired term by the Board of Governors by majority vote of the Governors present at any meeting at which a quorum is present.

**Section 6.** A majority of the Board shall be necessary to constitute a quorum, but less than a quorum shall have power to adjourn from time to time until a quorum is present.

**Section 7.** The Board of Governors may from time to time appoint such committees as it may deem proper, and establish the number of members therein and the function thereof.

## **ARTICLE IV OFFICERS**

**Section 1.** The Officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer and such other Officers as the Board of Governors may from time to time determine. Officers need not be Governors, and any person may hold more than one office, but the same person shall not be both Commodore and Secretary.

**Section 2.** The Commodore shall be the chief executive officer of the Club, and shall be in charge of the direction of its affairs. The other officers of the Club shall have the powers and perform the duties that usually pertain to their respective offices, or as may from time to time be prescribed by the Board of Governors.

**Section 3.** The Officers shall be elected by the members immediately after the Annual Meeting of the Corporation and shall hold office for a term of one year or until their successors are elected. In case of a vacancy, it may be filled by the Board of Governors at any meeting.

## **ARTICLE V SEAL**

**Section 1.** The Seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year of its incorporation.

## **ARTICLE VI AMENDMENTS**

**Section 1.** These By-Laws may be added to, amended or repealed, in whole or in part, by the members by a majority vote at any meeting at which a quorum is present, provided that, notice of the proposed addition, amendment or repeal has been given to each member in the notice of such meeting.