

EDGEWOOD YACHT CLUB

BYLAWS

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ARTICLE I

Name and Seal

Section 1. The name of this corporation shall be the EDGEWOOD YACHT CLUB.

Corporate Seal

Section 2. The seal of the Club shall be a circular device bearing the inscription "EDGEWOOD Yacht Club of EDGEWOOD, Cranston, Rhode Island, Incorporated 1902".

ARTICLE II

Object

The object of this club shall be to encourage the sport of yachting, to promote the science of seamanship and navigation and to provide and maintain a suitable Club House and anchorage for the recreation and use of its members.

ARTICLE III

Officers

Section 1. The elected officers shall be a Commodore, a Vice-Commodore, a Rear-Commodore (each of whom shall be a boatowner), a Secretary, a Treasurer, an Assistant Secretary, an Assistant Treasurer, and such other officers as from time to time shall be determined by the Board of Governors.

ARTICLE IV

Duties of Officers

Section 1. It shall be the duty of the Commodore to command the squadron, enforce the Laws and Regulations of the Club, and to preside at all meetings of the club, and Board of Governors and to conduct all business of the Club between Board meetings. The Commodore shall appoint the Chairpersons of all committees, standing or otherwise, and all the other Appointed Members of the Board of Governors, with the advice and consent of the Board; provided, however that a Commodore Elect may appoint any such Chairpersons, committees and/or appointees subject to ratification by the elected members of the Board which is to take office commencing January 1 of the Commodore Elect's term. The Commodore shall also be an ex-officio member of all Standing Committees with power to vote only in case of a tie. The Commodore shall also countersign all checks with the Treasurer, or the Assistant Treasurer, in the absence of the Treasurer.

Section 2. It shall be the duty of the Vice-Commodore, Rear Commodore and Fleet Captain to assist the Commodore in the discharge of the Commodore's duties, to officiate in the Commodore's absence, and to perform such duties as the Commodore and/or the Board shall assign to them from time to time. The Fleet Captain shall also keep a correct list of the boats enrolled in the Club.

Section 3. It shall be the duty of the Secretary:

- (1) To keep minutes of the meeting of the Club, and the Board of Governors in books provided for that purpose, and to have the custody of all reports and documents connected with the proceedings of the Club, and such policies as the Board of Governors has approved.
- (2) To keep a correct roll of the members, together with the dates of their election.
- (3) To render a statement of affairs and activities of the Club at each regular meeting of the Club.
- (4) To conduct the correspondence of the Club; to give notice of all meetings of the Club, and in case of special meetings to state the purpose of the meeting; to notify members of their election to office, and of their appointment to the Board of Governors or to serve on committees, and to perform such other services as may be required by the Board of Governors.

Section 4. It shall be the duty of the Treasurer:

- (1) To collect all monies due the Club.
- (2) To have charge of the funds of the club and to keep a correct account of all monies received and paid out in the book provided for that purpose, and under the direction of the Board of Governors, to disburse the funds.
- (3) To deposit the funds in the name of the Club in depository or depositories approved by the Board of Governors.
- (4) To present, at each regular meeting and whenever so requested by the Board of Governors, a detailed account showing the financial condition of the Club, and file the same, with vouchers, with the Secretary.

Section 5. It shall be the duty of the Assistant Secretary to assist the Secretary in the discharge of the Secretary's duties, and to officiate in the Secretary's absence when designated by the Commodore.

Section 6. It shall be the duty of the Assistant Treasurer to assist the Treasurer in the discharge of the Treasurer's duties, and to officiate in the Treasurer's absence when designated by the Commodore.

ARTICLE V

Board of Governors

Section 1. There shall be a Board of Governors, which shall consist of all of the elected officers of the Club and nine other elected members, together with the Chairmen of all Standing and Special Committees, the Appointed Members of the board, and the President of the Edgewood Sailing School.

Section 2. The Board of Governors shall take office on January 1 of the year following their election and shall hold office until their successors are elected and qualified.

ARTICLE VI

Powers and Duties of the Board of Governors

Section 1. The Board of Governors shall meet at least once in every month.

Section 2. Two-fifths of the members of the Board shall constitute a quorum, except for the purpose of approving membership, in which case the Commodore shall have the authority to declare a quorum.

Section 3. Notices of all meetings of the Board shall be mailed to each member by the Secretary at least five days in advance thereof.

Section 4. The Secretary shall call meetings at the request of the Commodore or at the request of ten (10) members of the Board.

Section 5. They shall have entire authority in the management of the affairs and finances of the Club, and shall have general control of all its property. All rights and powers connected therewith shall be vested in them.

Section 6. They shall make such rules as they deem proper respecting the use of the Club House and grounds; prescribe rules for the admission of guests; fix penalties for offenses against the rules, and make rules for their own government and for the government of the Committees appointed by them. None of these rules shall contravene the Bylaws.

Section 7. Any unbudgeted expense or variance in the budget, in whole or in any part, which exceeds 2% of the total approved budget expenditures, must be approved by the Board of Governors.

Section 8. They shall audit the accounts and records of the Secretary, of the Treasurer and of the Committees annually.

Section 9. They shall have power to limit the indebtedness of a member to the Club.

Section 10. They shall elect to membership in the Club, as hereinafter provided, such candidates as they consider desirable. No rejected candidate shall be eligible to membership within six months after rejection.

Section 11. They shall have power to suspend or expel any member for violation of the Bylaws, or for conduct which they deem improper or prejudicial to the Club.

Section 12. They may, at a regular meeting, re-admit to membership without the payment of a second initiation fee any former member whose resignation has been fully accepted. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

Section 13. They may, as hereinafter provided, drop from the roll any delinquent member, and also may reinstate such members, as hereinafter provided.

Section 14. They shall appoint all Standing Committees, with full authority over them, except as hereinafter provided and shall appoint such Committees as shall seem to them necessary.

ARTICLE VII

Standing Committees

Section 1. The Standing Committees and Appointed Members of the Board of Governors shall be: Executive Committee, Fleet Captain (who shall be considered a flag officer), Membership, House, Race, Anchorage & Marina, Finance, Junior Activities, Newsletter, Social, Log, Insurance, Judge Advocate, Launch, outside competition, Fleet Surgeon, Measurer, Fleet Chaplain, and Archivist and their respective Chairpersons.

Section 2. The Executive Committee shall consist of the elected officers. The Executive Committee shall have supervisory authority over the conduct of the day-to-day business of the Club and of the management of the affairs and finances of the Club between meetings of the Board of Governors. Such authority shall include the right to suspend or restrict the privileges of any member, if such action is deemed necessary to protect the property of the Club or the property or safety of its members, and to grant temporary membership privileges. Any disciplinary or membership action shall be set down as new business at the next meeting of the Board of Governors, subject to the provisions of Article XII. The Executive Committee shall maintain and distribute a marina policy, storm policy, house rules, club rules, and junior rules, which shall be submitted to the Board of Governors for approval. The Executive committee shall provide for liability insurance for the club and its directors and officers. The Executive Committee shall have supervisory authority over and the responsibility of management of employees.

Section 3. The Membership Committee shall investigate and pass upon the qualifications of all candidates for membership and report their recommendations to the Board of Governors.

Section 4. The House Committee shall have the general management and control of the house, grounds, floats, and employees of the Club.

Section 5. The Race Committee shall receive entries for all races, act as judges thereof, and in the event of the absence of any of them, appoint a substitute or substitutes, provide stake boats, appoint members to assist the Committee, and have the direction and control of all races. All disputes shall be subject to their decision, which shall be based on the sailing rules and regulations, previously designated by the Committee, so far as they apply, and when not, the ordinary rules of the sea shall prevail. They shall have full power to disqualify any boat which shall have violated any rule of the Club or custom of the sea. They shall keep a record of the proceedings, and of all races, with full details, in books provided for that purpose. Race Committee decisions may be appealed to the national authority of sailboat racing if one exists, otherwise to the Board of Governors.

Section 6. The Anchorage & Marina Committee shall determine the location of the moorings at the Club. They shall handle contracts and the assignment and roster of moorings and dockage.

Section 7. The Social Committee shall have charge of all social events given by the Club.

Section 8. The Finance Committee shall be chaired by the Treasurer. It shall be the duty of this Committee to prepare and submit to the Board of Governors for approval an annual budget of estimates, receipts and expenditures for the ensuing fiscal year based on the plans of the various committees; to arrange for and be responsible for an annual audit and review of the Treasurer's and Secretary's accounts; and to perform such other duties as may be assigned to it from time to time by the Board of Governors.

Section 9. The Junior Activities Committee shall have the duty, subject to the approval of the Board of Governors, to make rules and regulations to govern all activities of Juniors.

Section 10. The Publicity Committee shall handle all public relations of the Club.

Section 11. It shall be the duty of the Fleet Surgeon to look after the sanitary condition of the fleet and to perform such duties pertaining to his profession as the Commodore shall direct.

Section 12. The Fleet Chaplain shall provide for any religious ceremonial duties of the club, and spiritual counsel and support for the members.

Section 13. It shall be the duty of the Archivist to look after the preservation and safe keeping of the archives, historical records, and memorabilia of the Club.

ARTICLE VIII

Nominating Committee

Section 1. There shall be a Nominating Committee of five members, at least one of whom shall be a past Flag Officer of the Club, and at least two of whom shall be boatowners, at the time of election. No other restrictions or qualifications shall apply to the members of the Nominating Committee. They shall be elected by ballot at the general meeting on the second Wednesday of June, shall be elected by plurality, not majority, and shall meet at the closing of said meeting to elect a chairman.

Section 2. The Nominating Committee shall nominate candidates for all elective offices to be filled at the next annual meeting, and shall cause the names of such candidates, with the offices for which they are nominated, to be posted on the Club House bulletin at least two weeks prior to the annual meeting.

Section 3. Any fifteen members in good standing, a majority of whom are boat owners, may nominate candidates, with the offices for which they are nominated, on the Club House bulletin at least one week prior to the annual meeting. Such nominating shall be subscribed by the members nominating.

Section 4. No candidate shall be elected to any office unless he shall have been nominated as hereinbefore provided.

ARTICLE IX

Elections

Section 1. The Commodore, the Vice Commodore, the Rear Commodore, the Secretary, the Assistant Secretary, the Treasurer, and the Assistant Treasurer shall be elected at the annual meeting of the Club, and shall hold office for one year and until their successors are elected and qualified.

Section 2. At each annual meeting of the Club, three members of the Board of Governors shall be elected, who shall serve three years or until their successors are elected.

Section 3. Voting shall be by ballot, and a majority of those present and voting shall be necessary to elect. Provided, however, that there shall be only one vote cast for each paid, Honorary or life membership in good standing.

Section 4. When there is but one candidate for one or more offices, the membership may vote to direct the Secretary to cast one vote in favor of those candidates.

Section 5. All vacancies in elective offices shall be filled by the Board of Governors ad interim.

ARTICLE X

Membership

Section 1. The Club shall be composed of voting and non-voting members.

Section 2. Each candidate for membership must be proposed, in writing, by two members. Applications for membership must be subscribed to by the candidate, stating his full name, occupation and address, and including an agreement to comply with the Bylaws. All applications must be received by the Membership Committee at least ten days prior to the meeting of the Board of Governors at which action is to be taken thereon. The names and addresses of all candidates, with the names of their proposers, must be posted by the Membership Committee in the Club House for at least one week before action is to be taken thereon. All proceedings of the Board of Governors upon any proposal for membership, except the final action thereon, and all communications to them, or the Membership Committee in reference thereto, shall be treated as confidential.

Section 3. Dues and assessments shall be billed on January 1st of each year for members on the membership roll at that time and shall be payable within thirty (30) days of billing. Dues and assessments to new members shall be billed when said members are elected. A member dropped from the roll for nonpayment of dues, or other indebtedness, may, upon payment of the same, at the discretion of the Board of Governors, be reinstated to full membership.

Section 4. No member in arrears for dues, or other indebtedness, shall be eligible to hold office, or entitled to vote, or to enter any race, except in the discretion of the Board of Governors.

Section 5. Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his membership to the Secretary, who shall report the same to the Board of Governors at their next meeting for its action. In addition, any member who tenders his resignation between January 1st and April 1st shall not be considered to be in arrears for dues and assessments which may have been billed for the year in which he resigns.

Section 6. Honorary members may only be elected by ballot at any annual meeting after recommendation by the Board of Governors, provided that written notice has been mailed to every member at least 10 days in advance of such annual meeting, but three negative votes shall reject. They shall be exempt from dues and assessments.

Section 7. Any member may make application to the Board of Governors to become a Life Member, and upon acceptance of such application by the Board of Governors, and the payments of the required fee as stipulated, he or she shall become a Life Member and be exempt from further membership dues. A Life Member, however, shall not be exempt from moorings, float, locker or any other special service of occupancy assessment levied by the Club.

Section 8. Members shall be responsible for the conduct in and indebtedness to the Club of all persons admitted to the Club House or grounds at their request.

Section 9. A Full, Honorary, or Life Membership has all membership rights, responsibilities and privileges. Each of these memberships is a family membership and includes domestic partner and children under 18, if any, but has one vote at meetings of the membership.

Section 10. A Social membership has all characteristics and privileges of a full membership except those related to berthing, mooring, launching, rigging, hauling, or storing any boat at the

club. They may use the docks, floats, and moorings for landing, boarding, loading or unloading a boat, but only occasionally, and not frequently or regularly.

Section 11. A junior member is an unmarried individual under the age of 18 who is an individual member of the yacht club without family membership as defined above.

Section 12. Full members, Social members, Honorary members, and Life members are voting members and may hold office. Institutional, Junior, and Racing members are non-voting members and shall not hold office.

Section 13. A boat owner or boat owning member is herein defined as a member who owns a boat regardless of his type of membership.

Section 14. Members shall abide by these Bylaws, any written policies approved by the Board of Governors, and any contracts between them and the club.

Section 15. Edgewood Yacht Club welcomes members and employees of any race, sex, color, creed, sexual orientation, marital status, national or ethnic origin, religion, physical ability or gender identity.

ARTICLE XI

Meetings of the Members

Section 1. The Annual meeting of the membership shall be held on the second Wednesday of October and a general meeting of the membership shall be held on the Second Wednesday of June.

Section 2. Fifteen members shall constitute a quorum for the transaction of business.

Section 3. A majority of those members present and voting shall be necessary to approve a motion. Provided, however, that there shall be only one vote cast for each paid, Honorary or Life membership in good standing.

Section 4. Notices of all meetings of the membership shall be mailed by the Secretary to every member at least five days in advance thereof, and shall be posted by the Secretary for the same length of time on the Club House Bulletin. Notices for the annual and general meetings of the members in October and June shall include the text of Articles VIII and IX of these Bylaws describing nominations and elections.

Section 5. The Secretary shall call special meetings at the direction of the Commodore, or upon the written request of ten members.

Section 6. No business shall be transacted at a special meeting except that of which notice was given.

ARTICLE XII

Discipline

Any member or members having a complaint against another member for the infraction of any law or rule (other than sailing rules), or for the conduct injurious to the welfare of the Club, may report the same, in writing, to the Board of Governors. Such complaint shall set forth the facts of the case together with the names of witnesses, if any, and shall be heard at the next regular

meeting of the Board of Governors, and in no case shall a member be expelled or suspended for more than thirty days without a hearing. The statements and evidence of the complainant with their witnesses, shall be reduced to writing and filed with the Secretary. The Board of Governors shall have power after a hearing to suspend or expel a member thus complained of, or impose other penalty. The decision of the Board of Governors shall be filed with the Secretary, and he shall mail copies thereof to the complainant or complainants, and to the member complained of. An appeal from the decision of the Board of Governors may be taken to the membership within five days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a 2/3 vote shall be necessary to reverse the decision of the Board of Governors.

ARTICLE XIII

Fees, Dues and Assessments

Section 1. An application fee determined by the Board of Governors shall accompany each application for membership. In case an application is rejected by the Board of Governors, the application fee shall be returned to the applicant forthwith.

Section 2. Life membership shall be available at a rate set from time to time by the Board of Governors. All other memberships except honorary membership shall be as determined or modified from time to time by the Board of Governors. The membership dues as provided shall entitle the member to all rights and privileges of the Club House, except the use of docks and floats for boats.

Section 3. Each member-elect upon receipt of notice of his election shall pay to the Treasurer the dues and assessments for the current year, but members elected after the first day of October shall be exempt from payment of the dues for the current year.

Section 4. Members in good standing keeping their boats at the Club shall pay fees as the Board of Governors shall from time to time determine.

Section 5. Nothing in the foregoing shall be held to exclude members not subject to assessment, from the use of floats or docks, but refers more especially to the use of docks and floats as a customary landing or place of embarkation in connection with the ownership of a boat.

Section 6. A member chartering his or her boat may transfer the privileges covered by the assessment to the person to whom the boat is chartered, for the term of charter, provided same does not exceed the balance of the year, or may, if his or her boat be sold during the season, transfer the privileges to the new owner, providing such new owner qualifies for membership, subject to the provisions of the marina contract.

Section 7. Members in the armed services shall be exempt from dues and special assessments during their term of service, provided said member is not a career serviceman.

Section 8. Members shall be further assessed for reserved space on floats, rental of lockers, club moorings, and such privileges as the Board of Governors shall determine and at such rates as they may authorize.

ARTICLE XIV

Amendments

This Constitution and Bylaws, herein referred to as the Bylaws, may be amended by a 2/3 vote of those present at any annual or special meeting of the Club, provided the proposed amendment has been recommended by the Board of Governors or approved in writing by fifteen members in good standing, a majority of whom are boat owners, and a copy thereof has been mailed to every member at least ten days in advance of such annual or special meeting.

ARTICLE XV

Rules of Order

Section 1. Robert's Rules of Order Newly Revised, ninth edition, 1990, or its current direct descendant, shall govern the procedure at all meetings of the membership or the Board of Governors.

ARTICLE XVI

Burgee, Flags, Night Signal

Section 1. The Burgee of the Club shall be a pointed flag. The length to be one and one-half the hoist, as registered with Lloyd's Registry of American Yachts.

Section 2. The Commodore's Flag shall be blue, rectangular, with a fouled anchor in white, surrounded by thirteen white five-pointed stars.

Section 3. The Vice Commodore's Flag shall be red, rectangular, with a fouled anchor in white, surrounded by thirteen white five-pointed stars.

Section 4. The Rear Commodore's Flag shall be white, rectangular, with a fouled anchor in red, surrounded by thirteen red five-pointed stars.

Section 5. The Fleet Captain's Flag shall be white, rectangular, with a blue fouled anchor.

Section 6. Race Committee Flag shall be rectangular, with a red vertical anchor, supported by the two letters "R.C." in white on a blue field.

Section 7. Night Signal. The distinguishing night signal of the Club shall be a Red Light above a Green.

ARTICLE XVII

Cap Devices

For Commodore. Two crossed fouled anchors, one and three-eighths inches in length, with flukes down, embroidered in gold; at their intersection a raised disc, five-eighths of an inch in diameter, showing the Burgee on a white ground, enamelled on metal, the disc surrounded by a narrow gold bullion and a gold star one-half inch in diameter at each end of, and one above the device, with a space of three-sixteenths of an inch between the devices and stars, to be worn on the band.

For Vice Commodore. Same as for Commodore, omitting the star above, the stars at each end of the gold.

For Rear Commodore. Same as for Commodore, omitting the stars at each end, the star above device to be of gold.

For Captains and Ex-Flag Officers. Same as for Commodore, omitting stars. A Captain is any member who is boat-owner.

For Fleet Captain. Same as for Captain, with an anchor in gold, one-half inch long, placed above device and placed horizontally.

For Secretary. Same as for Fleet Captain, substituting for anchor a maple leaf in gold.

For Treasurer. Same as for Fleet Captain, substituting for anchor an acorn in gold.

For Fleet Surgeon. Same as for Fleet Captain, substituting for anchor, a right angle red cross, with arms of equal length, one arm vertical.

For Race Committee. Same as for Fleet Captain, substituting for anchor a fouled anchor in gold, one-half inch long, placed above device and placed vertically.

For Anchorage Committee. Same as for Captain, with an anchor in gold, one-half inch long, vertical, enclosed in circle, placed above device.

For Members. Same as for Captain, omitting one anchor, the remaining anchor to be vertical. A Member in this context is any Club member who is not a Captain.

For Measurer. Same as for Fleet Captain, substituting for anchor, a gold bar, placed horizontally.

ARTICLE XVIII

Yacht Squadron

Section 1. Boats owned wholly or in part by a member of the Club shall become enrolled in the squadron upon filing with the Secretary a description thereof, stating the name, ownership, dimensions and rig, and when known, the name of the builder. This information shall be supplied to the Secretary by the Fleet Captain.

Section 2. A member using a boat not enrolled in the squadron shall not fly the club Burgee unless by permission of the Commodore, obtained in writing.

ARTICLE XIX

Regatta

There may be such regattas each year as recommended by the Race Committee and approved by the Board of Governors.

ARTICLE XX

Care of Boats

Members shall be responsible for the proper mooring of their boats, and neither the Club nor its employees shall be responsible for any damage which may occur to person or property for any reason whatsoever. All boats and their owners are subject to the rules and regulations promulgated by the Board from time to time.

ARTICLE XXI

Use of Docks and Floats

No boat shall be permitted at any time to lie at the Club docks or floats for a longer period than is necessary for the purpose of embarking or disembarking guests, or for the taking on or off of stores, water, or fuel.

ARTICLE XXII

Guns

A gun or similar device for colors may be sounded at the Club House at 8 A.M. and at sunset every day while the Club is in commission, excepting Sundays.