



CHAUTAUQUA YACHT CLUB

BY-LAWS AS APPROVED

BY THE GENERAL MEMBERSHIP

AUGUST 30, 2003

Article I
Name and Location

The Club shall be known as the Chautauqua Yacht Club and shall be located at Chautauqua, New York.

Article II
Purpose

The primary purpose of the Club is to promote competitive sailing as a wholesome sport and to provide the organization for competitive activity at the northern end of Chautauqua Lake each summer from June into September. The racing schedule shall be coordinated with the Chautauqua Institution summer program.

Article III
Relationship with Chautauqua Institution and Tax Status

While many of the Club's members reside on the grounds of Chautauqua Institution during the summer season, the Club's membership includes a significant number of members who reside in the communities around the northern end of Chautauqua Lake. The Club is administratively and financially independent of Chautauqua Institution. Its activities are carried on independently of any instructional sailing programs which may be sponsored by Chautauqua Institution, and the Club has no voice in the conduct of the instructional programs sponsored by the Institution.

The Club is considered under the Internal Revenue Service Code to be a non-profit social organization and as such is exempt from federal taxes. Because of its size, however, it is responsible for New York State sales taxes.

Article IV Officers and Directors

OFFICERS: The officers of the Club shall be a Commodore, Vice Commodore, Secretary/treasurer (hereinafter designated as Flag Officers) and a Rear Commodore of Sail and a Rear Commodore of Power.

BOARD OF DIRECTORS: The Board of Directors shall consist of eight (8) members, at least four of whom shall be twenty-one or more years of age, including the Flag Officers and the immediately prior Commodore. The four-at-large members shall serve a four-year term with two rotating in and out every two years and are eligible for reelection to one consecutive, additional four-year term. Subsequently, after at least four years, a director who has served previously may again stand for reelection. Five members shall constitute a quorum. The presiding officer votes only to break a tie. All meetings of the Board shall be called by the Commodore, or in his absence, by the officer next in rank. The ranking officer present shall be the chairman of the meeting. The Rear Commodores, Fleet Captains and other members with specific Club responsibilities may be invited to attend Board meetings when their contributions to the agenda would be appropriate.

Article V Duties of Directors and Flag Officers

The Board of Directors has an oversight responsibility for the conduct of the Club's affairs, its funds and property and the election/dismissal of Club members. The Board shall exercise this oversight responsibility by periodically receiving and reviewing with the Club's officers, Treasurer's reports, proposed Club commitments of a significant and/or unusual nature, the Club's dues structure and such other Club matters in which there is perceived to be broad membership interest. The Board may require all Club committees and officers to report to it when necessary for it to discharge its oversight responsibilities.

The Commodore's primary duty is to oversee the affairs of the Club. To this end he shall be responsible for carrying out the instructions of the Board of Directors. He shall preside at all meetings of the Club, including meetings of the Board of Directors. The Commodore may appoint such other committees or individuals as required during his, or her, term of office to carry out specific responsibilities, such as the preparation of the

Club's annual Sailing Instructions. It is also the responsibility of the Commodore to arrange for the Club and its activities to receive appropriate publicity in the Institution's "Chautauquan Daily" and such other media as may be appropriate. In this regard the Commodore may enlist the assistance of a Director of Publicity.

The Vice Commodore's primary duty is to assist the Commodore in the discharge of his, or her, duties and to officiate in his, or her, absence. The Vice Commodore shall appoint members of and shall chair the Protest Committee. It shall also be the responsibility of the Vice Commodore to hire the "Starter" for the Club's races and to be responsible for the Race Committee boat and all other Club property.

The Secretary/Treasurer shall have custody of the Club's funds, keep records of account, collect all moneys due to the Club and make disbursements under the direction of the Commodore. The Treasurer shall also keep account of all Club investments. The Treasurer shall render periodic reports on the Club's finances to the Board of Directors. At the Board of Directors January meeting, the Treasurer shall present a report on the Club's finances which displays, on an annual basis, the revenues and expenses of the prior sailing season compared to the budget for that year together with a proposed budget for the coming season. It shall also be the duty of the Secretary/Treasurer to keep a record of all Club meetings and of the Board of Directors meetings, maintain records of membership and follow-up on the payment of dues by the membership.

The Secretary/Treasurer shall issue all notices as directed by the Commodore or Board of Directors. The Secretary/Treasurer shall prepare and mail a newsletter to all members annually in early December and, prior to Memorial Day, shall insure that the racing schedule for the coming season, the Sailing Instructions and notices for dues payments are distributed to the membership.

The Secretary/Treasurer shall be responsible for making application to the State of New York for the required annual regatta permits and shall communicate with the Chautauquan County Sheriff's office, as required, to insure the Club has all the required permits to conduct its races.

Article VI Duties of Other Club Officials

Rear Commodore of Sail: The Rear Commodore of Sail is appointed by the Board of Directors upon the recommendation of the Commodore. Generally the Rear Commodore of Sail shall serve a term of two years and, with the approval of the Board of Directors, may be appointed for an additional term.

The Rear Commodore of Sail shall take charge of racing and shall be responsible for the supervision of the Starter and the Race Committee boat. Specific responsibilities include the setting of race courses, the placing of buoys and deciding if races are to be cancelled

or shortened due to weather conditions. In the event of the absence of the Rear Commodore of Sail, these duties are to be assumed by the Vice Commodore.

Rear Commodore of Power: The Rear Commodore of Power is appointed by the Board of Directors upon the recommendation of the Commodore and is generally expected to serve a term of two years. Reappointment to additional terms may be made with the approval of the Board of Directors.

The Rear Commodore of Power shall be responsible for power boat activities including organizing a power squadron to patrol all racing. Among the duties of the Power Squadron, besides patrolling all racing and rendering assistance to any sailors or boats in distress, are to keep spectator boats well clear of the racing boats, particularly at the rounding marks and the starting and finishing lines, and assisting the Race Committee in effecting any necessary course changes or recalls.

Fleet Captains: Fleet Captains are appointed by the Board of Directors upon the recommendation of the Commodore, after his consultation with members of the respective fleet. The term of service for Fleet Captains is generally two years; reappointment to an additional term may be made with the approval of the Board of Directors.

There shall be one Fleet Captain for each racing fleet. The Fleet Captain shall organize and develop his fleet, act as its spokesperson, encourage participation in all Club activities, appoint a representative to the Protest Committee, and assume responsibility for scoring the races and presenting the trophies at season's end for his fleet.

Starter: The Starter is an appointive, paid position. The Starter is under the direction of the Rear Commodore of Sail and is instructed to take orders only from the Rear Commodore of Sail, or in his, or her, absence from either the Vice Commodore or the Commodore before starting the days racing.

The Starter is expected to be fully conversant with the Club's Sailing Instructions and to insure that the activities of the Race Committee boat are carried out in accordance with these instructions. In addition the Starter is responsible for the setting of the race courses, after consultation with the Rear Commodore of Sail, the timeliness of race course set-up and the firing of pre-race harbor guns, the setting of appropriate starting and finishing lines, decisions on individual and general recalls (and as far as practical, notification to the boats involved), and after consultation with the Rear Commodore of Sail, the cancellation or shortening of races in the event of changes in weather conditions.

Article VII Committees

Protest Committee: The Protest Committee shall hear a pending protest only if it has been filed on a timely basis in accordance with the Sailing Instructions and shall render a

decision after hearing both or all parties involved. A quorum shall consist of at least three members. Committee members who are also members of the fleet(s) involved in a protest may attend and enter into the discussion but may not vote on that protest. Exceptions may be made if these members are required to constitute a quorum. Voting members of the same fleet must be acceptable to both parties involved in the protest.

Social Committee: The Chairman of the Social Committee will be appointed by the Commodore. The Social Committee Chairman shall select other members of the Committee, as he or she deems necessary. The Social Committee shall be responsible for arranging all parties, sail-ins, the annual awards dinner and other Club social affairs. The Social Chairman will coordinate with the Treasurer to determine the availability of funds.

Nominating Committee: The Nominating Committee shall be appointed by the Commodore and shall consist of three voting members. The Nominating Committee shall select and nominate candidates for the Board of Directors, the Officers and the Fleet Captains. Additional nominations may be taken from the floor at the membership meeting held at the time of the annual awards banquet.

Article VIII Property

All property of the Club shall be vested in the Board of Directors as trustee for the members thereof, and they shall have power to act for and bind the members of the Club, as their agent, in all transactions relating to such property. Said property shall be superintended and managed by the Vice Commodore.

Article IX Meetings

General Membership Meetings: A general membership meeting shall be held at least annually at a time and place to be designated by the Secretary/Treasurer. Generally this annual meeting shall be held within the first week of the racing season (which coincides with the official season schedule of the Chautauqua Institution). The primary purpose of this meeting is informational, to bring the membership up to date on actions taken by the Club officers and Board of Directors in response to new developments affecting the Club and in response to suggestions and other matters raised as a result of experiences gained in the prior racing season. This meeting will also receive a Treasurer's report on the state of the Club's finances.

The annual meeting of the general membership will be held during the Club's annual awards banquet at the end of the season at which time any matters requiring a vote of the general membership will be taken up, such as the periodic election of Club officers and directors.

Special meetings may be called by the Commodore at his, or her, pleasure or by the written request of one-third of the membership. Such special meetings will be held at the time and place as set forth by the Commodore. Such special meetings shall have power to transact only that specific business for which the meeting was called. The Secretary/Treasurer shall notify the membership of the time and place of such meetings at least one week beforehand and shall stipulate the nature of the business to be taken up at such meeting.

Board of Directors Meetings: Generally the Board of Directors shall meet at least three times during the year -in early January and at the beginning and completion of the racing season. Additional meetings may be called by the Commodore as required. Depending upon the business to be taken up at these meetings, other officials and committee chairman of the Club may be requested to attend.

Article X Elections

The Commodore, Vice Commodore, Secretary/Treasurer, and at-large members of the Board of Directors shall be elected at a meeting of the general membership as necessary by a majority vote of the members present. The terms of office shall commence officially at the beginning of the Club's next fiscal year (November 1). The term of office is two years except in the case of at-large members of the Board of Directors for which the term of office is four years. The incumbent Vice Commodore and Secretary/Treasurer will automatically step up to become Commodore and Vice Commodore, respectively. Those nominated for Secretary/Treasurer should have agreed in advance, if elected, to serve a total of six years -two years each in each of the three positions.

A vacancy occurring in the office of Commodore, Vice Commodore, Secretary/Treasurer, Rear Commodore of Sailor, or Rear Commodore of Power shall be filled for the duration of the unexpired term by the Board of Directors at a meeting called for this purpose. A vacancy occurring in the office of Fleet Captain shall be filled by the Commodore.

The Board of Directors shall have the authority to fill a vacancy occurring in their own number for the unexpired term of said vacancy.

Article XI Membership

Membership in the Club shall be on a family basis and shall entitle all dependents of a member who are resident in his or her household to the general privileges of the Club, except voting rights shall be limited to one vote per membership. Although one

membership entitles the entire family to be members of the Club, each racing vessel must be registered and paid for separately.

Owners of power yachts shall be entitled to full membership.

Any member accused of conduct unbecoming or damaging to the good name of the Club shall be notified of such charges and details by the Secretary/Treasurer and be given an opportunity to be heard in his or her own behalf before the Board of Directors. Upon such hearing, or upon his, or her, failure to appear, the Board may if it finds the charges proved, admonish or suspend said member and declare his/her membership forfeited. Such member has the right to appeal to the Club membership at a special meeting called for that purpose and the membership may, by a two-thirds vote of those present, reverse the action of the Board and set aside all penalties.

Article XII Dues

Dues shall be established annually by the Board of Directors to meet the financial needs of the Club.

Article XIII Amendments

Amendments to these by-laws may be adopted by a two-thirds majority of those members at ant meeting of the general membership called for the specific purpose of considering such amendment. The Membership shall subsequently be notified of any such adopted amendments.
