

BYLAWS
of the
NORTH SHORE YACHT CLUB, INC.
As amended October 14, 2017

TABLE OF CONTENTS

	Page
Article I – Name	1
Article II – Purposes	1
Article III – Members	1
Article IV – Officers and Trustees – Their Election	4
Article V – Duties of Officers	5
Article VI – Executive Board	7
Article VII – Membership Meetings	8
Article VIII – Committees	9
Article IX – Conflict of Interest	10
Article X – Fiscal Year	11
Article XI – Corporate Seal	11
Article XII – Indemnification	12
Article XIII – Dissolution	12
Article XIV – Non-inurement	12
Article XV – Amendment to Bylaws	12

**BYLAWS
of the
NORTH SHORE YACHT CLUB, INC.**

ARTICLE I

Name

Section 1. The name of this “not-for-profit” organization shall be North Shore Yacht Club, Inc., hereinafter referred to as “NSYC”, originally incorporated as the New York Canoe Club in 1871.

ARTICLE II

Purposes

Section 1. The purposes of NSYC shall be to:

- a. Encourage the sport of boating, racing, and cruising;
- b. Promote the science of seamanship and navigation; and
- c. Provide and maintain a suitable clubhouse and anchorage for the use and recreation of its Members.

ARTICLE III

Members

Section 1. There shall be eight classes of Members: Affiliate, Active, Intermediate, Sailing Associate, Secondary, Associate, Social Associate, and Junior Sailing Associate.

Section 2. Candidates for Membership shall:

- a. Be individuals or a Member Unit including their unmarried children under the age of eighteen who submit a single Membership application;
- b. Be recommended by the Membership Committee and upon approval by the Board, receive a fee schedule, a copy of these Bylaws, and a current NSYC Directory containing Club Regulations; and
- c. When applicable, send an application to the Membership Chair to change class of membership stating any pertinent reasons for the requested change.

Section 3. Affiliate Members

- a. The Affiliate Member or, at least one Member of the Member Unit, shall be over the age of eighteen, own a boat, and have not previously been an Affiliate Member;
- b. Pay required dues, fees, and comply with work requirements as established by the Board;
- c. Have no voting privileges and may not hold office;
- d. Have full use of the clubhouse, grounds, dock, launch, and mooring field for the sailing season in which their membership commences; and

- e. After one sailing season and upon receipt of an invitation to become Active Members, pay required dues, fees, one-time initiation fee, and Capital Certificate as established by the Board, and return a signed membership contract or their membership shall be terminated.

Section 4. Active Members

- a. The Member or, at least one Member of the Member Unit, shall be over the age of eighteen and own a boat;
- b. Based on the invitation from the Board to become an Active Member, shall pay required dues, fees, a one-time initiation fee, and Capital Certificate, comply with work requirements as established by the Board, and return a signed membership contract or their membership shall be terminated;
- c. Shall be entitled to one vote which cannot be split;
- d. May hold office but only one person in a Member Unit may be an officer or trustee at the same time; and
- e. Have full use of the clubhouse, grounds, dock, launch, and mooring field.

Section 5. Intermediate Members shall:

- a. Be persons between the ages of eighteen and thirty who do not own boats and are unmarried children of Active or Affiliate Members;
- b. Pay required dues, fees, and comply with work requirements as established by the Board;
- c. Have no voting privileges and may not hold office;
- d. Have full use of the clubhouse, grounds, dock, launch, and mooring field; and
- e. At age thirty-one, apply to become Active or Secondary Members. If the application is approved by the Board, the initiation fee shall be waived.

Section 6. Sailing Associate Members

- a. The Member or, at least one Member of the Member Unit, shall be over the age of eighteen and own a boat which does not require a mooring or launch service but has a need to store a small boat in the water adjacent to the dinghy rack;
- b. Pay required dues, fees, a one-time initiation fee, a dinghy fee, and comply with work requirements as established by the Board;
- c. Have no voting privileges and may not hold office; and
- d. Shall have full use of the clubhouse, grounds, and dock.

Section 7. Secondary Members shall:

- a. Be persons who are part owners or charterers or adult children of an Active or Affiliate Member, who sail with or use the vessel of an Active or Affiliate Member with some regularity;
- b. Pay required dues, fees, a one-time initiation fee, and comply with work requirements as established by the Board;
- c. Have no voting privileges and may not hold office; and
- d. Have full use of the clubhouse, grounds, dock, launch, and mooring field.

Section 8. Associate Members:

- a. Shall have been Active or Secondary Members who no longer keep a boat at NSYC;
- b. Shall pay any remaining obligation as per signed contract, required dues, fees, and comply with work requirements as established by the Board;

- c. Shall be entitled to one vote which cannot be split;
- d. May hold office of Secretary, Treasurer or Trustee but only one person in a Member Unit may be an Officer or Trustee at the same time;
- e. Shall have full use of the clubhouse, grounds, and dock; and
- f. May become Active Members by applying as set forth in Article III, Section 2.

Section 9. Social Associate Members

- a. The Member or, at least one Member of the Member Unit, shall be over the age of twenty-one who does not own a boat, or does not keep a boat at NSYC, and has not previously been a member of NSYC.
- b. Pay required dues, fees, and comply with work requirements as established by the Board;
- c. Have no parking privileges;
- d. Who have been members for at least two years, shall be entitled to one vote which cannot be split, and only in the election of Officers and Trustees and on the Minutes of the prior Membership Meeting;
- e. May hold office of Secretary, Treasurer or Trustee but only one Social Associate shall be a member of the Board at the same time;
- f. Shall have full use of the clubhouse, grounds, and docks;
- g. Shall have guest privileges limited to Member Unit, significant other and four additional people;
- h. Shall have access to the dingy rack rental on a space available basis after other membership levels have been accommodated;
- i. After one membership year and upon receipt of an invitation to renew their Social Associate Membership, the member may retain Social Associate Member status.

Section 10. Junior Sailing Associate Members

- a. Shall be individuals who have a child who has been accepted for participation in the Junior Sailing Program;
- b. Pay required fees applicable to the Program as established by the Board;
- c. Have no voting, parking, reciprocity, or guest privileges, and may not hold office;
- d. Shall have use of the Clubhouse, grounds and dock only during the hours in which the child is actually participating in the Junior Sailing Program;
- e. The term of membership shall be from the commencement date of the session in which the child is participating in the Junior Sailing Program until the closing date of the session.

Section 11. General Membership Information

- a. In the event of death, the surviving person in a Member Unit may continue membership as long as all requirements are met.
- b. In case of a divorce or separation, a Member Unit shall be vested in one individual, determined by the two, and may continue to be held by the chosen individual, as long as membership requirements are met.

- c. Applicants who have been denied membership or former Members who were not in good standing when their membership was terminated, may not be re-proposed for membership for at least one year after the date of denial (unless such denial was due to full membership enrollment at the NSYC) or termination.

Section 12. Resignation or Termination of Membership

- a. Members may resign their Membership by written resignation addressed to the Secretary and received prior to the due date for payment of the first installment of dues and fees for the next membership year. Otherwise, the Member will be obligated to pay such dues and fees. The Board may waive such obligation for just cause.
- b. Members failing to pay dues or any other indebtedness to the NSYC within thirty days after the due date shall be suspended from all NSYC privileges after a notice to that effect has been sent by U.S. mail to the Member by the Treasurer. If such indebtedness is not paid within thirty days thereafter, the Membership may be terminated by the Board and a notice to that effect shall be sent by U.S. mail to the Member. A terminated Member is still obligated to pay any outstanding indebtedness.
- c. Members may be expelled for cause and/or for actions detrimental to the NSYC by a two-thirds vote of Board Members present at an Executive Session of the Board called for that purpose, provided that the Member charged has been given at least fourteen days written notice of charges and has had an opportunity for a hearing.
- d. There shall be no appeal from the decision of the Board.

Section 13. The Membership year shall be December 1 to November 30.

ARTICLE IV

Officers and Trustees - Their Election

Section 1. Officers and Trustees

- a. The Officers shall be a Commodore, a Vice-Commodore, a Rear-Commodore, a Fleet Captain, a Secretary, and a Treasurer.
- b. There shall be six Trustees, two elected each year.
- c. The Commodore, Vice-Commodore, Rear-Commodore and Fleet Captain must be Active Members;
- d. The Secretary, Treasurer and Trustees may be Active Members, Associate Members or Social Associate Members. See Article III, Section 8. d. and Section 9. e. for restrictions.

Section 2. Term of Office

- a. Officers shall be elected for a term of one year commencing December 1 following their election or until their successors are elected.
- b. Officers may succeed themselves in the same office.
- c. Trustees shall be elected for a term of three years commencing December 1 following their election or until their successors are elected.

Section 3. Nominations

- a. There shall be a Nominating Committee consisting of five Active Members: two who are Officers or Trustees and three who shall not be Officers or Trustees, all of whom shall be nominated by the Commodore and appointed by the Board.
- b. Members of this committee shall have been Active Members for at least five years prior to their appointment.
- c. The Chair shall be appointed by the Commodore from the committee members, and shall not be an Officer or a Trustee.
- d. The Nominating Committee shall:
 - i. Nominate candidates for Officers and Trustees; and
 - ii. Send the Nominating Committee Report to the Secretary not less than twenty-one days prior to the Annual Meeting.

Section 4. Elections

- a. Officers and Trustees shall be elected by majority vote at the Annual Meeting.
- b. Two Trustees shall be elected each year.
- c. There shall be no nominations made from the floor at the Annual Meeting.

Section 5. Vacancies

- a. If a vacancy occurs in the office of Commodore, the Vice Commodore shall serve the unexpired term.
- b. A vacancy in any other office or Trustee position shall be filled by a majority vote of the Board at a meeting. The person so elected shall serve the unexpired term.
- c. An Officer or Trustee who is absent from three successive meetings of the Board shall, unless excused by the Board, be deemed to have tendered their resignation and a vacancy so occurring shall be filled as provided in Article IV, Section 5 b.

ARTICLE V

Duties of Officers

Section 1. All Officers shall:

- a. Perform such duties as required by these Bylaws, the Club Regulations or as directed by the Commodore or the Board;
- b. Maintain complete records of their activities and turn over to their successors all NSYC documents and records at the expiration of their term of office; and
- c. When newly elected, be provided pertinent records from their predecessors within thirty days of taking office.

Section 2. The Commodore shall:

- a. Preside at all Membership and Board meetings;
- b. Sign checks and drafts in the absence or inability of the Treasurer to act;
- c. Appoint committee chairs with the approval of the Board; and
- d. Be an ex-officio member of all committees except the Nominating and Auditing Committees.

Section 3. The Vice-Commodore shall:

- a. Sign checks and drafts in the absence or inability of the Treasurer or Commodore to act;
- b. Assist the Commodore in the discharge of his/her duties, and in his/her absence, act in his/her stead.

Section 4. The Rear-Commodore shall:

- a. Chair the House Committee;
- b. Assist the Commodore in the discharge of his/her duties;
- c. In the absence of the Commodore and Vice-Commodore, act in their stead; and
- d. Have the power to expend not more than an amount as determined by the Board, without prior authorization.

Section 5. The Fleet Captain shall:

- a. Chair the Ground Tackle and Mooring Committee, if one is formed;
- b. Have charge of the mooring area and supervise the mooring inspector in determining the location of Members' moorings therein;
- c. Determine whether all Members comply with the Club Regulations;
- d. Notify Members not in compliance and if not corrected within twenty days after written notification the Board shall be informed and determine what penalty, if any, shall be assessed;
- e. Regulate the use of the gangway to the end of the float; and
- f. Have the power to expend not more than an amount as determined by the Board, without prior authorization.

Section 6. The Secretary shall:

- a. Keep a record of the proceedings of the NSYC and of the Board;
- b. Ascertain that a permanent record of Members' names, addresses, date of their admission, and the names and descriptions of their boats is kept;
- c. Conduct or oversee all correspondence;
- d. Send notices of Membership and Board Meetings by U.S. mail or electronic means, when necessary;
- e. Send the Nominating Committee Report to Members with the notice of the Annual Meeting;
- f. Have custody of the corporate seal and, at the direction of the Board, affix it to written documents and attest to its proper use; and
- g. Ascertain that insurance and bonds in the amounts determined by the Board have been arranged for and paid by NSYC.

Section 7. The Treasurer shall:

- a. Chair the Finance Committee;
- b. Oversee the bookkeeper;
- c. Collect and deposit all funds in depositories designated by the Board;
- d. Pay all bills and obligations of the NSYC as authorized or contracted by the Board;
- e. Prepare or oversee the preparation of the tax return, pay all taxes and pay the fee for preparing the return;
- f. See that a financial report is prepared to present at all Membership and Board meetings;
- g. See that a proposed operating budget is prepared for the next fiscal year to present to the Board in October for Board approval in November;

- h. Keep a record of all moneys and property received and disbursed;
- i. Send dues bills to Members and collect any assessments due from Members; and
- j. See that Members' Capital Certificates in the amount determined by the Board have been arranged for and paid to the NSYC.

Section 8. Unless authorized by these Bylaws, action taken by any Officer or Trustee needs the authorization of the Board. Action taken without authorization shall be null and void.

ARTICLE VI

Executive Board

Section 1. The Executive Board, herein referred to as the Board, shall consist of the Officers and Trustees.

Section 2. The Board shall:

- a. Govern the NSYC and manage its property;
- b. Hire and terminate any NSYC employees;
- c. Have the right to call Executive Sessions when deemed necessary;
- d. Adopt an annual budget;
- e. Determine the amount of dues, fees, assessments, work requirements, if any, and notify Members of same annually;
- f. Fill vacancies in the Officers or Trustees positions, other than a vacancy in the Commodore's position, by a majority vote of Board Members present at a meeting;
- g. Adopt rules and regulations which are not inconsistent with these Bylaws;
- h. Enforce the provisions of these Bylaws, the Club Regulations and the Conflict of Interest Policy;
- i. Approve applications for new Membership and changes in Membership classes;
- j. Have full authority to terminate any Member for non-payment of indebtedness to the NSYC and to reinstate such Membership;
- k. Designate the depositories in which the NSYC's funds are kept;
- l. Have jurisdiction over all disciplinary matters as provided in Article III, Section 11;
- m. Supervise the procurement and maintenance of necessary and adequate insurance;
- n. Have the power, when authorized by a two-thirds vote of Active Members at a regular or special meeting called for that purpose, to acquire, by lease or by purchase, land and buildings; and
- o. Authorize the NSYC's affiliation with or membership in such yacht racing and cruising associations as it may deem advisable.

Section 3. Regular Meetings shall be held at NSYC at least ten times a year as determined by the Commodore or the Board.

- a. Notice shall be published in the annual Directory and posted on the NSYC website. Variations or additions to this schedule shall be communicated via electronic means and posted in the clubhouse as soon as possible.

Section 4. Special Meetings may be called by the Commodore or at the written request of at least four Members of the Board. Notice of meetings shall be:

- a. Given to every Board member in writing by U.S. mail and by electronic means with at least seven days notice stating the purpose; and
- b. Posted on the NSYC website and in the clubhouse as soon as possible.

Section 5. Board meetings shall be open to all Members, except when the Board goes into Executive Session.

Section 6. A quorum shall be a majority.

ARTICLE VII

Membership Meetings

Section 1. Regular Meetings, one of which shall be the Annual Meeting, shall be held at the clubhouse at least two times a year at times determined by the Board.

- a. Dates shall be published in the annual Directory and posted on the NSYC website. Any variations or additions to this schedule shall be communicated via electronic means and posted in the clubhouse as soon as possible.

Section 2. The Annual Membership Meeting, herein referred to as the Annual Meeting, shall be held in October for the purpose of:

- a. Election of Officers and Trustees;
- b. Reports of Officers, Trustees and committees;
- c. Approving the report of the Auditing Committee; and
- d. Such other business as may be deemed necessary.

Section 3. Special Meetings may be called by the Commodore, in his/her absence by the Vice-Commodore, and in their absence by the Rear-Commodore, or at the written request of at least 20% of Active Members.

- a. All Members shall be notified by U.S. mail or electronic means at least seven days prior to the meeting.

Section 4. A quorum shall consist of 20% of Active Members as certified by the Secretary.

ARTICLE VIII

Committees

Section 1. Unless otherwise provided for in these Bylaws, the chair of all committees shall be appointed by the Commodore with the approval of the Board. Committee Members shall be appointed by the Committee Chairs.

- a. The term of office of Committee Chairs shall be one year or until their successors are appointed.
- b. Committee Chairs may be reappointed.
- c. A committee may expend funds as necessary and as authorized by the Board.

- d. A Committee Chair may be dismissed for cause by the Board and may be replaced without delay.
- e. Action to be taken by committees needs the prior authorization of the Board unless authorized in these Bylaws. Action taken without authorization shall be null and void.

Section 2. Standing Committees shall be: Membership, House, Racing, Finance, and Auditing.

Section 3. The Membership Committee shall:

- a. Consist of a chair and at least two other Members;
- b. Investigate and interview applicants to determine their eligibility;
- c. Report its recommendation to the Board;
- d. Notify new Members of their acceptance;
- e. See that new Members receive a current NSYC Directory, a fee schedule, and a copy of these Bylaws; and
- f. Retain a list of Members with their applications.

Section 4. The House Committee shall:

- a. Be chaired by the Rear-Commodore;
- b. Have charge of the NSYC house and property; and
- c. Have general supervision of all purchases of equipment and supplies for use in the clubhouse, as authorized by the Board.

Section 5. The Racing Committee shall:

- a. Have charge of all races and regattas of the NSYC;
- b. Promulgate the general and measurement rules;
- c. Designate a committee member to represent NSYC at meetings of racing associations and report to the Board; and
- d. Appoint a protest committee, when necessary, which shall hear and rule upon protests arising from alleged infringements or violations of such rules.

Section 6. The Finance Committee shall:

- a. Be chaired by the Treasurer;
- b. Work with the Treasurer to prepare a proposed operating budget for the next fiscal year to present to the Board in October; and
- c. Assist the Treasurer in the discharge of his/her duties as in Article V, Section 7.

Section 7. The Auditing Committee shall:

- a. Consist of a chair and at least two other Members;
- b. Review the monthly bank statements;
- c. Audit the accounts of the Treasurer for the fiscal year; and
- d. Present the Auditing Committee Report to the Membership for approval at the Annual Meeting.

Section 8. Special Committees shall be appointed as necessary by the Commodore and/or the Board.

Section 9. A quorum of a committee shall be a majority of its Members.

ARTICLE IX

Conflict of Interest

Section 1. The Executive Board shall adopt a Conflict of Interest Policy:

- a. To protect NSYC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, Member, or employee;
- b. Intended to supplement but not replace any applicable state laws governing conflicts of interest.

Section 2. An interested person is:

- a. Any officer, trustee, Member or employee, who has a direct or indirect Financial Interest, as defined in b;
- b. Any person who has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the NSYC has or is negotiating a transaction or arrangement;
 - ii. A compensation arrangement with the NSYC or with any entity or individual with which the NSYC has or is negotiating a transaction or arrangement;
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the NSYC has or is negotiating a transaction or arrangement.
- c. One who has been determined by the Board as having a conflict of interest.

Section 3. Violation of the Conflict of Interest Policy

- a. Officers, trustees, Members, or employees are obligated to disclose an actual or possible conflict of interest to the Board immediately upon becoming aware of same.
- b. Failure to disclose to the Board a known Financial Interest or a known potential Related Party Transaction may be grounds for removal from the Executive Board. In the case of an employee, such disciplinary action, including discharge, may be determined by Executive Board in accordance with the Conflict of Interest Policy.
- c. If the Board has reasonable cause to believe that an officer, trustee, or Member has failed to disclose an actual or possible conflict of interest refer to Conflict of Interest Policy as adopted by the Executive Board.

Section 4. Annual Statement

- a. Each Executive Board member shall sign a statement which affirms such person:
 - i. Has received a copy of the Bylaws containing this Article setting forth NSYC's Conflict of Interest Policy;

- ii. Has read and understands the policy;
- iii. Has agreed to comply with the policy;
- iv. Understand that NSYC is a not-for-profit organization and in order to maintain its federal 501(c)(6) status it must engage primarily in activities which accomplish one or more of its purposes and in such a manner as conforms to the New York Not-for-Profit Corporation Law and the Internal Revenue Code.

ARTICLE X

Fiscal Year

The fiscal year shall be December 1 to November 30 of the following year.

ARTICLE XI

Corporate Seal

The corporate seal of the NSYC shall be circular in shape, having a raised beading at the periphery and an inner concentric raised beading; in the space between said beadings shall appear the words, "North Shore Yacht Club, Inc." and the figures "1951" and by the inside of the inner beading, in smaller letters shall appear the words, "New York Canoe Club 1871" and in the field within the inner beading shall appear the NSYC flag.

ARTICLE XII

Indemnification

NSYC shall indemnify and save harmless the Officers, Trustees, Members serving in an elected or an appointed capacity pursuant to the direction of the Board, and employees of NSYC from any costs, expenses, damages or liabilities necessarily incurred in the exercise and performance of their duties; that they shall not be liable for any error of judgment or for any loss arising out of any act or omission in the execution of their duties, so long as they act in good faith and without gross negligence; and further to indemnify and protect such individuals from any claims, demands, suits or proceedings at law or in equity that may be brought against them while performing their duties for NSYC.

ARTICLE XIII

Dissolution

Section 1. NSYC may dissolve provided that:

- a. A Special Membership Meeting has been called to discuss the proposed dissolution with thirty days written notice given by U.S. mail or electronic means to all Members stating the purpose, date, time, and place of the meeting.
- b. A dated mail ballot shall be sent to all voting Members within ten days following the Special Meeting.

- c. A two-thirds vote of the ballots cast and received by the Secretary within forty-five days of the date on which the ballots were mailed shall be required for dissolution.

ARTICLE XIV

Non-inurement

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its Members, Officers, Trustees, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purpose.

ARTICLE XV

Amendment to Bylaws

These Bylaws may be revised or amended upon the recommendation of the Board, at any Membership Meeting by a two-thirds vote of Active Members present and voting, provided that notice of the proposed revision or amendment(s) has been distributed by U.S. mail or electronic means to Members at least fourteen days prior to the meeting.