

CHOPTANK RIVER YACHT CLUB

By-Laws

Article I - Members

Section 1: Annual Meeting

The annual meeting of the members of the corporation shall be held on the first Wednesday of December for the purpose of electing directors and officers to succeed those whose terms are due to expire, and for the transaction of such other corporate business as may come before the meeting. Terms of office expire at the January meeting at the start of new business. The Commodore shall appoint a nominating committee of five members at the September meeting. The nominating committee shall present a slate of nominees at the October meeting. Nominations from the floor will be acceptable at both the October and November meeting. Nominations from the floor will be acceptable at the December meeting only if there are no confirmed nominees for the office in question. Before presentation all nominees shall have agreed in person or by letter to the members.

Section 2: Special Meetings

Special meetings of the members may be called at any time for any purpose or purposes by the Chairman of the Board, the Commodore, Vice-Commodore or by a majority of the Board of Directors and shall be called by the Chairman of the Board, the

Commodore, the Vice-Commodore, the Secretary or any director of the corporation, upon the request in writing of a majority of all members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of meeting.

Section 3: Place of Meeting

All meetings of the members shall be held at the Yacht Club located on River Landing Road near Denton, Maryland, or elsewhere as designated by the Board of Directors.

Section 4: Notice of Meetings

Written notice of each meeting of the members shall be mailed, postage prepaid, by the Secretary to each member on record entitled to vote there at his post office address, as it appears upon the books of the corporation, at least ten (10) days before the meeting.

Each such notice shall state the place, date and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

Section 5: Quorum

The presence of fifteen (15) of the members of the corporation shall constitute a quorum at all meetings of the members. No business shall be transacted or a vote taken unless a quorum is present.

Section 6: Conduct at Meetings

Meetings of members shall be presided over by the Commodore, or if he is not present, by the Vice-Commodore, or if neither of the said officers are present, by the Chairman to be elected at the meeting. The Secretary of the corporation, or if he is not present, an assistant Secretary, shall act as secretary of such meetings; in the absence of the Secretary and any assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 7: Voting

At all meetings, every member is entitled to one vote. All elections and all questions shall be decided by a majority of the votes cast except as provided in Article IV, Section 4. If the Chairman of the meetings shall so determine, a vote by ballot may be taken upon any election, or a vote shall be so taken upon the request of ten percent (10%) of all the members entitled to vote on such election or matters. Only members present shall be entitled to cast a vote.

Section 8: Identity of Members

The members of the corporation shall be composed of those persons, at least 21 years of age, who shall have been appointed as members by unanimous approval of the Directors present at the meeting at which the application for membership is presented. Applications for membership shall be presented at the regular membership meetings only when the sponsoring member is present. Applicants shall not be present at this meeting. If and when the membership population reaches 360 members, open membership will be suspended until a membership spot becomes available. With the exception of legacies (children of current members), or current employees of at least 5 years of CRYC. A waitlist will be established as a first come, first serve basis. Person on such waitlist will have a maximum of 7 days to submit payment of current initiation fees and membership dues, after notification of approval. Upon death of a current member, such membership shall pass to the surviving spouse. Members shall retain their status as a member so long as they pay any and all dues set forth below, and conduct themselves in a manner that will not disturb the tranquility and fellowship of the club or damage the good name of the corporation. Violators shall be dealt with by the Board of Directors. (Amended 7/6/22 to add membership cap)

Section 9: Dues and Financial Obligations

Applications for membership shall be accompanied by an initiation fee of \$775.00 plus dues for one year. Annual dues shall be \$225.00. Dues are due and payable, for the ensuing year, on December 1. Dues paid by new members on or after October 1 shall entitle the new member to membership for the entire ensuing calendar year. Members who have not paid annual dues by February 1 shall be assessed a late penalty of \$100.00 payable with the dues. Members who have not paid dues and all other financial obligations by March 1 shall have membership terminated, but may submit a new application. (Amended 7/05/06 to recognize existing honorary/lifetime members). (Amended 11/01/06 to increase dues to \$165.00). (Amended 9/03/08 to increase the dues to \$225.00). (Amended 10/01/2014 to increase initiation fee to \$500 & to remove honorary/lifetime members). (Amended 12/01/2020 to move dues deadline to March 1st, with \$100 late fee). (Amended 12/01/2021 to increase initiation fee to \$775)

Section 10: Capital Expenditures

Any capital expenditures greater than \$1000.00 must be approved by a majority of the members at a meeting at which a quorum is present, provided that prior written notice of the capital expenditure has been mailed to the general membership. All approved expenditures will have a one-year limit to start (or be purchased). If this deadline is not met, a vote will be brought before the membership for re-approval. The Treasurer will report the current expenditures and remaining capital allotment separately at each meeting. (Amended 3/7/12 to increase the amount from \$500.00 to \$1000.00)

Section 11: Members Privileges

Membership in the club shall confer full privileges to the members and all social privileges to the spouse and their children under the age of 21. A surviving spouse shall have social privileges until the end of the membership year. Members are always responsible for their guests and must sign them in, in the guest book. Guests must be accompanied by a member and are limited to six (6) social events per year. Companions, a.k.a. boyfriend/girlfriend, of a member are excluded from the limited number of social events. Members will be permitted to dock at the Club at their leisure. It will be the member's responsibility to pay docking fees to the Fleet Captain, at rates established from time to time. Dock space in front of the club shall be designated for transient traffic only, and shall never be rented as a yearly slip. Overnight rental will be at Fleet Captain's discretion at a rate of his/her discretion.

Section 12: Auxiliary

The Club recognizes the organization known as Choptank River Yacht Club Auxiliary and extends the cooperation of this corporation. The By-Laws and privileges of the Auxiliary shall not supersede the By-Laws of the Choptank River Yacht Club.

Article II - Board of Directors

Section 1: Number and Terms of Office

The number of directors shall be ten (10). The Officers shall serve for a period of one (1) year. The at-large Directors shall serve for a period of two (2) years. Each year the immediate past Commodore is appointed for two (2) years and two (2) directors are elected for two (2) years. The Officers and at-large Directors must attend nine (9) regular meetings per year or they may be disqualified.

Section 2: Vacancies

In case of any vacancies through disqualification or other cause, the remaining Directors, by affirmative vote of a majority thereof, shall elect a successor to hold office for the unexpired portion of the term of the director whose place has become vacant. Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of the members regularly called for that purpose.

Section 3: Time and Place of Meeting

The Board of Directors may hold their meetings at such time and place as they may from time to time determine by resolution or by written consent of all directors.

Section 4: Quorum

The presence of a majority of the directors shall constitute a quorum of the Board of Directors.

Article III - Directors and Officers Duties

Section 1: Board of Directors

The Directors of the corporation shall consist of: Commodore, Vice-Commodore, Rear Commodore, Treasurer, Secretary, Fleet Captain, immediate Past Commodore and four (4) at-large Directors.

Section 2: Duties of Directors

Commodore - shall preside at all membership and special meetings of the club, according to Roberts Rules of Order in as much as possible, preserve order therein and announce the decision of the club in all cases, giving the deciding vote in all cases of a tie, with the exception of the election of officers, and exercise a general supervision and control of the club at all times. He shall sign all vouchers and invoices. He shall safeguard the assets of the club at all times. He shall appoint or retract any appointed committees by notifying the members. He shall see that all resolutions and directives of the Board of Directors are carried out. He shall be an ex-officio member of all committees.

Mandatory Committees - there shall be three standing committees:

Budget Committee: The Budget Committee consisting of five (5) members: an appointed Chairman; the present Treasurer; the incoming Treasurer; and two at-large members. They shall prepare a budget for the year and submit it to the Board of Directors for review and approval. The approved budget shall then be submitted to the membership for the approval at the meeting in February.

Nominating Committee: See Article I, Section 1: Annual Meeting.

Audit Committee: The Chairman of the Board shall appoint three (3) qualified members as an audit committee at the December meeting to ensure that the correct accounting procedures (of the corporations' assets and liabilities) are being followed. This committee's Chairman shall report to the general membership by or at the February general meeting.

The Commodore can appoint ad hoc committees when necessary.

Vice-Commodore - shall assist the Commodore and assume his duties in the absence of the Commodore. His duties shall be as follows, but not limited to the following:

1. Be responsible for the day-to-day operation of the bar and kitchen and maintain a physical and perpetual food and bar Inventory once a month.
2. Provide the Treasurer with the current, updated weekly sales journal (including bartenders reports and cash register tapes).
3. Provide the Treasurer with the current, updated payroll journal.

These journals and reports must be submitted to the Treasurer in a timely manner and maintained in accordance with all state and federal laws.

Rear Commodore: It shall be the duty of the Rear Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties. The Rear Commodore shall be responsible for the maintenance and upkeep for the Club's

building and grounds.

Treasurer: The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in bound books belonging to the corporation. All monies shall be deposited in the name of and to the credit of the corporation in such depositories as designated by the Board of Directors. Any changes of banking procedures will be approved by two-thirds of the membership.

The Treasurer shall disburse the funds of the corporation in a timely fashion as ordered by the Commodore in accordance with the By-Laws of the corporation. The Treasurer shall safeguard the vouchers and invoices for such disbursements.

The Treasurer shall render to the Board of Directors and membership an account of all transactions and shall have all records completed and available at the close of the calendar year.

Secretary: The Secretary shall have custody of the club seal; keep minutes of all membership and special meetings in a bound book; keep all records of the membership in a bound book; and manage the correspondence. The Secretary shall update and post the By-Laws as required.

Fleet Captain: The Fleet Captain will direct all movement of the fleet when on any cruise; chair the regatta committee; supervise and maintain the Club's dock; and collect docking fees and submit data to the Treasurer for the docking fees.

Board of Directors: The Board of Directors shall elect one member in January from the body of four (4) at-large Directors to serve as Chairman of the Board. The Chairman shall preside over the Directors meetings.

Procedure and policy of the corporation shall be under this body to ensure the membership the continuance of the corporation's stability and efficiency.

The Board of Directors shall approve all new memberships and announce the new members at the general meetings.

Article IV - Amendment of By-Laws

Section 1:

Proposed amendments to the Charter and By-Laws must be submitted in writing at a monthly meeting or to the Board of Directors.

Section 2:

All members must be notified in writing of the proposed amendments prior to the meeting in the month following introduction.

Section 3:

Action on any proposed amendment must be taken at the monthly meeting in the month following introduction.

Section 4:

The Charter and By-Laws shall not be amended, modified or repealed except by two-thirds vote of the members present at any monthly meeting.

Section 5:

There shall be at least two copies of these By-Laws on display in the clubhouse, for the members' reference, at all times.

These By-Laws were adopted on the 29th day of April, 1981.

Amendments to these By-Laws were adopted 6/2/82; 9/1/82; 3/6/85; 7/10/85; 8/6/87; 10/7/87; 11/4/87; 11/3/93; 1/5/94; 7/6/94; 7/5/06; 11/1/06; 12/6/06; 9/3/08; 10/4/17, 10/01/2014, 12/01/2020, 12/01/2021, 7/6/22. The December 6, 2006 amendments affected nearly every paragraph; their purpose was to simplify and clarify the By-Laws. In keeping with that goal, paragraph references to amendments prior to 2006 have been eliminated.

Megan N Gray, Secretary

Choptank River Yacht Club

July 7, 2022