

BY LAWS  
OF  
THE SEAFORD YACHT CLUB, INC.

ARTICLE I

NAME

The corporate title of this club is the Seaford Yacht Club, Inc., herein referred to as "Club".

ARTICLE II

PURPOSES

The purposes of the Club are to promote and practice yachting, boat sailing, navigation and seamanship, by way of recreation, and provide facilities and convenience for social intercourse and entertainment of its members.

ARTICLE III

SEAL

The corporate seal of the Club shall consist of two concentric circles, between the outer and inner edges of which shall appear the name "Seaford Yacht Club, Inc." and within the inner circle shall be the word "Seal".

ARTICLE IV

OFFICERS, COMMITTEES AND OTHER OFFICIALS

Sec.1- The officers of the Club shall be a Commodore, a Vice Commodore, a Rear-Commodore, a Secretary and a Treasurer. For corporate purposes, the Commodore shall be the President and the legal counsel, the registered agent.

Sec.2- The Commodore, the Vice-Commodore and the Rear-Commodore, shall be owners of separate yachts of the Club fleet.

Sec.3- There shall be a Board of Trustees, consisting of the Commodore, the Vice-Commodore, the Rear-Commodore, the Secretary, the Treasurer, the immediate past Commodore and six other resident members of the Club.

Sec. 4- There shall be seven standing committees (Race, House and Grounds, Dock, Entertainment, Boating Education, Membership, and Long-Range Planning), a Fleet Captain (Sail), a Fleet Captain (Power), a Communications Official and a Budget Official.

## ARTICLE V

### ELECTION OF THE BOARD OF TRUSTEES

Sec. 1- The Officers shall be elected by ballot at the annual meeting of the Club and they shall hold office until the adjournment of the next annual meeting or until their successors are duly elected in their stead. A majority of all the votes cast shall be necessary to an election.

Sec. 2- To fill the vacancies on the Board of Trustees caused by the expiration of the terms of two members, two members shall be elected by ballot at the annual meeting of the Club and they shall hold office for three years or until their successors are duly elected in their stead. A majority of all the votes cast shall be necessary to an election.

Sec. 3- Any vacancy in office may be filled by a majority election at any meeting of the Board of Trustees, but only for the term for which the person chosen originally shall have been elected.

## ARTICLE VI

### DUTIES OF COMMODORE

Sec. 1- It shall be the duty of the Commodore to take command of the Fleet and to preside at all the meetings of the Club and of the Board of Trustees, to enforce all rules and regulations of the Club, and with the Secretary, to sign all written contracts and obligations assumed by the Club.

Sec. 2- He/She shall appoint Fleet Captains from the membership of the Club.

## ARTICLE VII

### DUTIES OF THE VICE-COMMODORE

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his/her duties, and in his/her absence to officiate in his/her stead.

## ARTICLE VIII

### DUTIES OF THE 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, and in their absence to officiate in their stead.

## ARTICLE IX

### DUTIES OF THE SECRETARY

Sec. 1- It shall be the duty of the Secretary to keep minutes of all meetings of the Club, and the Board of Trustees, and to have custody of all reports and documents connected with the business of the Club, and with the Commodore, to sign all written contracts and obligations assumed by the Club.

Sec. 2- The Secretary shall keep a correct roll of the members together with dates of their elections and shall provide a list of members currently on the roll to the Treasurer and to the Chairperson of the Audit Committee as of December 1 of each year.

Sec. 3- The Secretary shall receive all applications for membership from the Membership Committee after they have been acted upon. The Secretary shall furnish the new members with a numbered Membership Certificate and Membership Card.

Sec. 4- The Secretary shall keep a correct list of the name, ownership, dimensions and rig of each yacht enrolled in the Club and keep a correct file of the private signals of the members.

Sec. 5- The Secretary shall conduct the correspondence of the Club, and prepare and have printed the Club Bylaws and membership list.

Sec. 6- The Secretary shall present a written report at the annual meeting.

## ARTICLE X

### DUTIES OF THE TREASURER

Sec. 1- It shall be the duty of the Treasurer to have custody of all Club funds, to collect and receive all moneys due by entrance fees, annual dues, charges and subscriptions, to keep the funds in his/her care on deposit in such banks or other financial institutions as may be approved by the Board of Trustees and to pay out such funds from time to time as the Board of Trustees may direct.

Sec. 2- The treasurer shall present a detailed account annually to the Club, showing the disposition of the Club funds and he/she shall also report monthly to the Board of Trustees.

Sec. 3- The Treasurer shall give such security for the faithful performance of his/her duties as may be required and approved by the Board of Trustees.

Sec. 4- The Treasurer shall manage and maintain ABC licensing procedures including applications, reciprocal arrangements and Virginia State required documentation.

## ARTICLE XI

### DUTIES OF FLEET CAPTAINS, POWER AND SAIL

Sec. 1- It shall be the duty of the Fleet Captains to communicate with, and concern themselves with the welfare and safety of, the members and guests of the Club participating in the club cruises on behalf of, and in the name of, the Commodore.

Sec. 2- The Fleet Captains will be ex-officio members of the entertainment Committee, and will assume the overall responsibility for arrangements, both social and operational, relating to the Club cruises.

Sec. 3- The Fleet Captains may appoint one or more member captains, from those participating in a specific cruise, to serve as safety officer and communications officer, or both. The specific duties of these officers will be assigned by the Fleet Captains to assure safe operation and efficient communications by the fleet.

## ARTICLE XII

### DUTIES OF THE BOARD OF TRUSTEES

Sec. 1- The general management and control of the affairs, funds, and property of the Club shall be vested in the Board of Trustees. They shall have full power, and it shall be their duty to carry out the purposes of the Club according to its Charter and Bylaws.

Sec. 2- They shall make such rules as they deem proper respecting the use of the clubhouse and grounds, prescribe rules for the admission of non-members, fix penalties for offenses against the rules, and make rules for their own government and for the government of the committee appointed by them.

Sec. 3- They shall audit and examine the accounts of the Treasurer and committees, and make appropriations for the use of the officers and standing committees of the Club.

Sec. 4- They shall appoint a committee of five members to nominate candidates for the positions to be filled by election at each annual meeting. Three of these five members shall be yacht owners, two shall be members of the Board of Trustees, and three members-at-large shall be selected from the Club at large. These members-at-large at the time of their appointment may not hold any official position in the Club. This committee shall be known as the Nominating Committee, and shall cause their nominations to be posted on the Club bulletin board and sent to each member of the Club at least twenty days prior to the annual meeting. The Board of Trustees shall receive such other nominations as may be sent to the Secretary of the Club, in writing, signed by at least five members of the Club in good standing, provided such nominations are received at least ten days prior to the date of election.

Sec. 5- they shall appoint and have general authority over the seven standing committee chairmen, a Communications Official and a Budget Official and legal counsel. They may also appoint such additional committees as they may deem advisable for the best interest of the Club.

Sec. 6- They shall elect to membership such candidates as they consider desirable, as hereinafter provided.

Sec. 7- They shall meet on one day each month, and special meetings may be called by the Commodore or at the written request of any three members of the board. Seven members shall constitute a quorum.

Sec.8- They shall have the power to fill vacancies that may occur in their number, or in any committee appointed by them, and any vacancy that may occur during the year, the method of filling which is not otherwise provided for, and such appointees shall remain in office until the next annual meeting or until their successors are chosen.

Sec. 9- They shall have the power to suspend any member whose name has been reported to them for non-payment of his/her indebtedness for supplies or any service furnished by the Club, and unless such default shall be satisfactorily accounted for to the Board within thirty days after notice has been sent to him/her by the board of Trustees he/she shall ipso facto, upon expiration of the said thirty days, cease to be a member of the Club. On written application and the payment of all indebtedness to the date thereof, the board of Trustees, at their discretion and upon such terms as they think necessary, may reinstate the member, provided such reinstatement shall not cause the limit of membership to be exceeded.

Sec. 10- If an officer or trustee shall have been absent from three regular meetings of the Board of Trustees, his office may be declared vacant by them. The vacancy so created shall be filled as provided in ARTICLE V, Sec. 3.

## ARTICLE XIII

### STANDING COMMITTEES

Sec. 1 - Each year there shall be appointed by the Board of Trustees seven members to serve as the Chairman of the seven Standing Committees. Each committee chairman, so appointed, shall appoint at least three members to serve on his/her committee, and the names shall be reported to the Secretary and published to the members.

Sec. 2 - The duties of the Standing Committee shall be as follows:

- (a) Race Committee: This committee shall have direction and control of all races sailed under the auspices of the Club.
- (b) House and Grounds Committee: This committee shall have the general management and control of the house, grounds and employees of the club and enforce the rules relative to the use of the Clubhouse and grounds, and conduct of members or visitors therein subject to the authority, however, of the Board of Trustees.

It shall arrange for and supervise such repairs, maintenance, renovations and changes as budgeted for by the Board of Trustees.

(c) Dock Committee: The chairman of this committee shall be the Dock Master. This committee shall have the general management and control of the pier(s), dock(s) and slip(s) of the Club and make rules relative to the use of these facilities and for conduct of members or visitors thereon subject, to the control, however, of the Board of Trustees.

It shall arrange for and supervise such necessary repairs, maintenance, renovations or changes on pier(s), dock(s) and slip(s) as budgeted by the Board of Trustees.

It shall maintain a database of slips, lease rate for each slip and current slip holder and shall provide this database to the Treasure and to the Chairperson of the Audit Committee as of December 1 of each year.

- (d) Membership Committee: This committee shall receive from the sponsors the applications of such persons for membership in the Club and shall conduct such investigations of such persons and make such inquiries as it deems necessary to ascertain whether or not the approval of such persons for membership would be in the best interest of the Club. The membership committee shall thereafter make its report or recommendations to the Secretary who will report them to the Board of Trustees as to the applications approved by that committee, and shall cause the name of such applicant to be promptly posted on the bulletin board of the Club.

Applications upon which said committee is unable to make a decision or which it deems not in the best interest of the Club to approve, shall be reported to the Board of Trustees for such further action on such application as the Board may deem necessary.

Any member of the Membership Committee who feels that an application should not be accepted may file a minority report with the Board of Trustees.

- (e) Entertainment Committee: This committee shall sponsor and direct the entertainment activities of the Club as budgeted for by the Board of Trustees.
- (f) Boating Education Committee: This committee shall have the general management of the Sailing Programs and the operation and maintenance of boats owned by the Club and coordinate other educational activities as may be requested by the Board of Trustees. It shall hire instructors, negotiate salaries, procure related supplies and perform such other duties as may be assigned by the Board of Trustees.
- (g) Long-Range Planning Committee: The Long-Range Planning Committee is charged with the general management of the Club's long-range plan. Its primary goal is to develop, update and amend as necessary the Club's plan for the future. The committee chair reports directly to the Board of Trustees and decisions on all planning issues are the authority of the Board.

The Committee is also charged to meet on a regular basis throughout the year and shall consist of no more than eight members. The Vice Commodore shall serve a one-year term as Chairperson of the Committee. One other Board appointee shall serve a two-year term on the Committee. All other members shall be resident members and shall be appointed by the committee chair. The six resident members shall each serve staggered three-year terms so that no more than two

at-large members rotate off each year. Members may serve additional three-year terms.

Sec. 3- Each of the Standing Committees shall make at least an annual report in writing to the Board of Trustees.

## ARTICLE XIV

### COMMUNICATIONS OFFICIAL

Sec. 1- The Communications Official shall be responsible for carrying out communications activities of the Club, as requested by the Board of Trustees. The Communications Official shall direct the Club newsletter, assist in the writing, printing and dissemination of official publications of the Club, appoint and chair the activities of a telephone committee, and shall foster and direct the Club's liaison with the mass media and carry out such other related functions as the Board of Trustees may request.

## ARTICLE XV

### BUDGET OFFICIAL

Sec. 1- The Budget official shall prepare an annual budget for the approval of the Board of Trustees. The annual budget shall include a budget schedule for each of the major expenses and income categories of the Club. The Budget Official shall coordinate budget activities with the Treasurer, and shall regularly advise the Board of Trustees on the state of the budget.

## ARTICLE XVI

### MEMBERSHIP

Sec. 1- The membership of the Club shall be composed of individual and family units. The membership of the Club shall consist of Resident and Non-Resident Members. Resident members shall not exceed 100. However, the limit of membership of Resident members may, at the discretion of the Board of Trustees, be increased by the election to membership of yacht owners, former members of the Club, and in the case of personal dissolution of a family unit, when both former members of the family unit elect to remain a member of the Club, one member will be assessed initiation fees and separate dues will be required.

Sec. 2- Resident members shall be elected by the Board of Trustees and shall be persons not less than twenty-one years of age.

Sec.3- Non-Resident members are those members not residing within one hundred miles of the Seaford Yacht Club. Non-Resident members shall not hold office in the Club, nor be entitled to vote, nor be appointed to any standing committee, nor shall they have any right of ownership in its property. Non-Resident members who shall become eligible for regular membership by reason of locating within the prescribed distance shall automatically become a Resident member, the entrance fee previously paid by the Non-Resident shall be applied to the entrance fee then in effect for Resident members, but in no event shall any refund be made to any person so approved. Any Resident member moving permanently beyond the limits shall, upon written application, be transferred to the Non-Resident list on the date of the next annual meeting.

Sec. 4- Charter members are those members regardless of membership category, who have joined the Club prior to November 1, 1978.

Sec. 5- Applicants for membership shall have two sponsors. These Sponsors shall obtain the appropriate application forms from the chairperson of the Membership Committee, have the forms completed by the Applicant (including a recent photograph, biography, and the appropriate fees as defined by the Board of Trustees), endorse the application and return the forms to the Chairperson of the Membership Committee. Both Sponsors must be Resident members in good standing, and they shall personally know the candidate. Neither members of the Board of Trustees nor members of their family units may sponsor applicants for membership.

The Membership Committee Chair, upon approval by that committee of such properly completed application, shall post a copy of the application on the official Club bulletin board for a period of at least 30 days. This period will include one monthly meeting of the club.

No application shall be acted upon by the Board of Trustees until it has been before the membership in the above manner for at least 30 days. In the event one or more members of the club have concerns regarding the suitability of a candidate for membership in the club, these concerns shall be clearly expressed in writing to the Board of Trustees. Such concerns shall be endorsed by at least five members in good standing. The Board of Trustees shall consider these concerns before taking a vote on the candidate. Election to membership by the Trustees shall be by ballot; three negative votes shall exclude from membership, and no person shall be elected unless he or she shall receive the votes of the majority of the whole Board. No person once rejected by the Club shall be again proposed or voted for within one year after such rejection. The Board of Trustees shall make other such rules or regulations governing the election of

members as they may determine to be for the protection of the best interests of the Club.

Sec. 6- Any member may resign from the Club by paying all dues and giving written notice to the Secretary, on or before January 31<sup>st</sup> of the Club year and any resignation made subsequently shall not discharge the member presenting it from their dues for the ensuing year. The right, title and interest of any member in the property, assets and privileges of the Club shall cease with termination of his/her membership.

Sec. 7- Any member found guilty of breaking the rules and regulations of the Club or any of the standing committees, or disobeying the Commodore, Vice-Commodore, Rear-Commodore or Acting Commodore when sailing in squadron, or of conduct unbecoming of a lady or gentleman, may, after a fair hearing before the Board of Trustees, of which the member shall have at least seven days notice, and at which the member may be heard in his own defense, be admonished, expelled, or debarred from any of the privileges of the Club, for a given time. Such action shall be subject to appeal to the Club to reverse which the votes of two-thirds if the members present at a regular or special meeting shall be necessary.

The Board of Trustees may suspend any member, against whom charges have been preferred, as above set forth, until the next stated meeting of the Board.

A member expelled from the Club shall ipso facto forfeit all his rights, title and interest in the property of the Club, either real or personal.

Sec. 8- If the resident membership is fewer than 100, at the time of admission of a new non-yacht owning Resident Member, the Resident Membership at the time of the previous Annual meeting shall have been at least eighty percent yacht owners. Members that previously owned yachts shall be considered as non-yacht owning resident members for this annual determination.

Sec. 9- It shall be the policy of the Seaford Yacht Club, Inc. that membership in the Club shall not be denied to any adult person because of age, sex, race, color, national origin, disability, familial status, or religious beliefs. Likewise, no preference shall be made towards any adult applicant for membership based upon the above criteria.

## ARTICLE XVII

### ENTRANCE FEES, ANNUAL DUES, ASSESSMENTS AND CLUB YEAR

Sec. 1- The entrance fees, annual dues, club rental fees and slip fees shall be established by the Board of Trustees.

Sec. 2- The annual dues of Resident and Non-Resident members shall be due and payable February 1<sup>st</sup> of each Club year.

Sec. 3- Each Non-Resident member, who shall subsequently become a Resident member, shall pay to the Treasurer of the Club an additional entrance fee equal to the difference between the fees he/she has paid and the fee charged for Resident membership.

Sec. 4- Members elected to membership shall be liable for the current dues, prorated on a monthly basis from date of election through the end of the current fiscal year.

Sec. 5- When the dues of any member shall remain unpaid for a period of thirty days, the Treasurer shall send them a notice of delinquency. At the end of sixty (60) days if any member's dues shall remain unpaid the Treasurer shall post his/her name as a delinquent, and shall notify the member by certified mail, return receipt requested, that he/she is so posted, that he/she is dropped from the rolls with his/her voting privileges suspended, and that thirty days from the date of the mailing of such notice his/her membership shall cease and he/she shall be so notified unless the indebtedness is paid. In case such indebtedness be not paid pursuant to such notice, or the default be not accounted for satisfactorily to the Board of Trustees, the member shall be duly notified by the Secretary of his/her forfeiture of all the rights and privileges of membership in the Club, and all of his/her rights, title and interest in the property of the Club either real or personal. All members who are suspended from the rolls for non-payment of dues or other cause shall not be permitted to use the Club's house, dock, grounds or other property of the Club at any time, either alone or in the company of a member.

Sec. 6- No assessments shall be levied upon members of the Club without the consent of a two-thirds majority of the members proposed to be assessed.

Sec. 7- The Club year is defined as February 1<sup>st</sup> through January 31<sup>st</sup>.

## ARTICLE XVIII

### MEETINGS

Sec. 1- There shall be an annual meeting of the Club to be held upon the evening of the first Saturday in February of each year. Notice of the time and

place of the annual meeting shall be sent by the Secretary to every member of the Club at least ten days prior thereto.

Sec. 2- Special meetings of the Club may be called by the Commodore or by action of the Board of Trustees. The Secretary must also call a meeting when requested to do so in writing by at least ten percent of the members of the Club. Notice of the time and place of special meetings shall be sent to each member of the Club at least five days prior thereto, and shall also state the reason for calling the meeting. No business shall be considered at any special meeting except the business for which the meeting was called.

Sec. 3- Twenty-five percent of the members of the Club, at least fifty-one percent of whom must be yacht owners, shall constitute a quorum at any meeting for the transaction of business.

Sec. 4- All members, individual or family unit, whether or not yacht owners, may vote at any election and upon every question, except such as may affect the government of the Club fleet, racing rules, and regattas. In all such cases, each yacht shall be entitled to one vote, but of two or more yachts are owned by one and the same member, such member shall decide which yacht shall vote and cast its ballot accordingly. Upon a majority vote of the Board of Trustees, balloting may be conducted by mail. Mail voting shall be used only when the Board of Trustees deems that a vote is needed which cannot be executed within regular voting procedures. All mail voting shall be conducted in accordance with Robert's Rules of Order, Newly revised.

Sec. 5- The order of business at all meetings shall be as follows:

1. Reading of minutes of previous meetings.
2. Communications and action thereon.
3. Reports of Officers.
4. Reports of committees.
5. Elections.
6. Unfinished business.
7. New business.
8. Adjournment.

Sec. 6- The foregoing order of business may be changed at any meeting by a vote of the majority of those present thereat.

Sec. 7- The annual meeting and Board of Trustees meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

## ARTICLE XIX

### OWNERSHIP OF YACHTS

Sec. 1- A yacht owner, as referred to from time to time in these Bylaws, shall be a member of the Club who owns, either wholly or in part, any vessel propelled either by means of sails or power, or both, and not less than eighteen feet in length.

## ARTICLE XX

### CLUB BURGEE, OFFICERS' FLAGS

Sec. 1- The Club Burgee shall be a blue pointed flag, the hoist to be two-thirds of the length with a white diamond field enclosing the blue letters SYC in monogramatic design approximately one-fourth the length of the fly from the hoist.

Sec. 2- The Commodore's Flag shall be blue, rectangular, the hoist to be two-thirds of the fly with a vertical fouled anchor in white, encircled by thirteen five pointed white stars.

Sec. 3- The Vice-Commodore's Flag shall be the same as the Commodore's, but the field shall be red instead of blue.

Sec. 4- The Rear-Commodore's Flag shall be the same as the Commodore's, but the field shall be white instead of blue, and all designs shall be blue.

Sec. 5- The Secretary's Flag shall be blue, rectangular, the hoist to be two-thirds of the fly, with crossed white quills at the center of the rectangle.

Sec. 6- The Treasurer's Flag shall be blue, rectangular, the hoist two-thirds of the fly, with a white acorn at the center of the rectangle.

Sec. 7- The Acting-Commodore's Flag shall be blue, rectangular, with the hoist two-thirds of the fly.

Sec. 8- The Fleet Captain's Flag shall be white, rectangular, the hoist to be two-thirds of the fly, with a blue fouled anchor, in length two-thirds of the hoist, superimposed, flukes down, at an angle from left to right, at the center of the rectangle.

Sec. 9- The Race Committee's Flag shall be rectangular with a red fouled anchor set vertically, flanked by the two letters R.C. in white on a blue field.

Sec. 10- The Safety Officer's flag shall be the same as the Fleet Captain's, except that the blue fouled anchor shall be replaced by a blue letter S.

with axis vertical in height two-thirds of the hoist positioned at the center of the rectangle.

## ARTICLE XXI

### AMENDMENT TO BYLAWS

Sec. 1 - Amendments to the Bylaws of this club may be adopted at any annual or special meeting of the membership with a vote of two-thirds of those present required for passage.

Sec. 2- A draft of all proposed amendments to the Bylaws shall be filed with the Secretary at least twenty days before the meeting at which the same are to be acted upon, and the Secretary shall cause printed notices thereof to be mailed to each member entitled to vote at least ten days before such meeting.