

UNQUA CORINTHIAN

YACHT CLUB

Certificate of Incorporation

CONSTITUTION

and

BY-LAWS

AMITYVILLE

NEW YORK

(as amended through August 2023)

STATE OF NEW YORK)
)ss:
COUNTY OF SUFFOLK)

FIRST: The particular objects for which the corporation is to be formed are:

Second: To promote sociability and recreation among its members.

THIRD: The territory in which its operations are to be principally conducted is the State of New York.

FIFTH: The number of its directors shall not be less than nine (9) and not in excess of twenty-five (25).

DeLancey T. Smith, Amityville, New York
Francis A. Williams, New York City
Charles P. Molineux, New York City
Warren Purdy, Amityville, New York
William R. Bleeker, New York City
John E. Ireland, Amityville, New York
Edward Bleecker, New York City
George F. Booth, New York City
M.A. Woodman, New York City

In witness whereof: We have made and acknowledged this certificate this 27th day of September 1900.

William R. Bleecker
Francis A. Williams

CONSTITUTION

ARTICLE I

Name

This corporation shall be known as the UNQUA CORINTHIAN YACHT CLUB.

ARTICLE II

Objects

The objects of this Club shall be:

First. To encourage its members in becoming interested and proficient in the personal management, control and handling of yachts and other marine craft.

Second. To promote sociability and recreation among its members.

ARTICLE III

Officers and Management

Sec. 1. The officers of the Club shall be a Commodore, Vice-Commodore, Rear-Commodore, Fleet Captain, Secretary and Treasurer, who, together with the regular Governors and the Governors Emeriti, if any, shall constitute the Board of Governors. The Board of Governors shall have general charge, management and control of the affairs, funds and property of the Club and shall authorize and control all expenditures.

The number of regular Governors may be increased or decreased from time to time by resolution of the Board of Governors at any regular meeting of the Board, or, on at least seven (7) days notice to each member thereof, at a special meeting of the Board, but shall never be decreased to less than fifteen (15). Any additional Governors authorized by the Board shall be filled by the Board until the next Annual Meeting when a successor shall be elected.

Sec. 2. The Officers and approximately one-third (as determined from time to time by the Board) of the regular Governors shall be elected by ballot at the Annual Meeting of the Club to take office on November 1st following, the Officers to serve for one (1) year and the Governors to serve for three (3) years. In any year in which a new commodore is to be elected, the retiring Commodore, subject to his acceptance, automatically and without election, shall become a Governor Emeritus, with all the duties and powers of the regular members of the Board, except that his term shall continue for as long as he is willing to serve and he shall be excused from any meeting he does not wish to attend. Officers and Governors, other than Governors Emeriti, shall serve for their respective terms or until their successors are elected.

Sec. 3. The Commodore, Vice-Commodore, Rear-Commodore and Fleet Captain shall be the Flag Officers.

Sec. 4. Vacancies among the Flag Officers, after the operation of the automatic succession of Flag Officers to the next higher Flag Officership, as provided in Article I, Sec. 5 of the By-Laws, may be filled at any regular or special meeting of the Board of Governors upon written notice sent to each member thereof at least seven (7) days prior to such meeting. Vacancies among the Governors may be filled at any regular meeting of the Board, or, on at least seven (7) days notice to each member thereof, at a special meeting of the Board, but to serve only until the next Annual Meeting of the Club when a successor shall be elected in the usual way to serve out the unexpired term.

Sec. 5. At the opening of the yachting season, the Commodore shall appoint Fleet Surgeons to hold office for the ensuing yachting season.

ARTICLE IV

Amendments

No alteration or amendment shall be made to this Constitution or the following By-Laws unless a written notice setting forth the substance of the proposed alteration or amendment, together with a notice of the Regular or Special meeting at which such alteration or amendment shall be voted upon, shall be mailed to each member of the Club at his last known Post Office address. If the Club House shall be officially open, a copy of the proposed alteration or amendment shall be posted in a conspicuous place in the Club House at least two weeks prior to the time of such meeting. The notice of the Regular or Special Meeting shall set forth the date, time and place of such Regular or Special meeting and shall be mailed at least two (2) weeks prior to the date of such meeting.

A two-thirds vote of the members present at such meeting shall be necessary for adoption of such alteration or amendment.

BY-LAWS

ARTICLE I

Duties of Officers

Sec. 1. The Commodore shall preside at meetings of the Club and of the Board of Governors but shall vote only in cases of equal division, except at the election of members or officers. He shall take command of the Squadron, enforce the rules and regulations of the Club and exercise all other usual functions as its chief executive officer.

Sec. 2. The Vice-Commodore shall assist the commodore in the discharge of his duties and perform the duties and exercise the functions of the Commodore in case of his absence or disability.

Sec. 3. The Rear-Commodore shall assist the Commodore and the Vice-Commodore in the discharge of their duties and in case of the absence or disability of both the Commodore and Vice-Commodore, shall exercise the functions of the Commodore.

Sec. 4. The Fleet Captain shall assist the Commodore, the Vice-Commodore and the Rear-Commodore in the discharge of their duties and, in case of the absence or disability of the Commodore, the Vice-Commodore and the Rear-Commodore, shall exercise the functions of the Commodore.

Sec. 5. In the event of a vacancy among the Flag Officers due to resignation, death or for other reasons, the lower Flag Officer shall automatically assume and be vested in the office of the next higher Flag Officer for the unexpired term of the current year, and the vacancy so created in the lower Flag Office or Offices shall be filled as provided in ARTICLE III, Sec. 4 of the Constitution.

Sec. 6. The Secretary shall:

First: Keep the minutes and records and conduct the correspondence of the Club and of the Board of Governors. He shall give notice of all meetings and shall have charge and custody of the Corporate Seal of the Club and all reports and documents connected with the proceedings of the Club. The Secretary shall be exempt from the payment of dues.

Second: He shall keep a correct list of candidates for membership pending action by the Board of Governors, together with their proposers and seconders, the date of each application and the disposition made of each application.

Third: Keep a correct roll of all members together with the dates of their election. Notify each member-elect of his election and upon his becoming a member, furnish him with a copy of the Club Book, By-Laws and the Rules and Regulations of the Club for the current year.

Fourth: Keep a current list of the yachts and other crafts enrolled in the Club.

Fifth: Present a written report at the Annual Meeting of the Club.

Sec. 7. The Treasurer shall be responsible for the collection and receipt of all monies due the Club and deposit the same in the name of the Club in a bank or trust company approved by the Board of Governors. He shall pay all bills contracted by the Club or its authorized representatives, provided, however, that all bills in excess of One Hundred Dollars must be approved before payment by the Chairman or the Co-Chairman of the Committee which authorized the expenditure or the Board of Governors, and all bills in excess of Five Hundred Dollars (\$500) must be approved before payment by the Board of Governors. Such bills shall be paid by checks of the Club signed by the Treasurer or Secretary and, if in excess of Two Thousand Five Hundred Dollars (\$2500) countersigned by one of the Flag Officers. The Treasurer shall pay all taxes, and interest and amortization on any mortgage when such payments are due, and in the order mentioned, provided funds are available for such purposes, and the Board of Governors shall, in advance of the due dates of such obligations, authorize the Treasurer to make such payments. He shall keep accurate accounts in the books of the Club of all receipts and disbursements and shall submit a report thereof at each regular meeting of the Club and of the Board of Governors. At the regular meeting of the Board of Governors in January of each year, he shall furnish to the Board a written report of all receipts and disbursements to date for the previous fiscal year. The Treasurer shall be exempt from the payment of dues.

ARTICLE II

Duties and Powers of the Board of Directors

Sec. 1. The Board of Governors shall consist of not more than twenty-five members and shall have the following powers and duties:

- (a) Elect members of the Club.
- (b) Have general charge, management and control of the affairs, funds and property of the Club.
- (c) Carry out the purposes of the Club according to law and as provided in the Constitution and By-Laws of the Club.
- (d) Make and enforce such rules as may be necessary thereto.
- (e) Censure, suspend or expel any member for cause.
- (f) Have general authority over all standing and other committees except the Regatta Committee in so far as racing rules, regulations and protests are concerned.
- (g) Approve appropriations for the use of all standing and other committees.
- (h) All members shall be subject to such action as the board of Governors may deem necessary for the violation of the House Rules or other regulations of the Club or for damage done to property of the Club.
- (i) Shall hold regular meetings on the second and fourth Thursdays of each month from May to October, and on the third Thursday for the months January through April, and November. Such meeting dates may be amended by the Board of Governors. Special meetings shall also be held at the call of the Commodore or upon the written request of five (5) Governors. Nine (9) members of the Board shall constitute a quorum at any meeting of the Board.

Sec. 2. The presiding officer shall compel any Governor present at the meeting to vote. Absence of any Governor from three consecutive meetings of the Board without good and sufficient excuse satisfactory to the Board shall be deemed a resignation therefrom.

Sec. 3. The order of business at any meeting of the Board shall be as follows:

- Roll Call
- Reading Minutes of last meeting
- Communications
- Bills
- Treasurer's Report
- Reports of Standing Committees
- Reports of other committees
- Unfinished business
- New business
- Adjourn

ARTICLE III

Committees

Sec. 1. At the regular meeting of the Board of Governors in November of each year, the Commodore, subject to the approval of the Board, shall appoint the Chairman of the following Standing Committees: Beach Station, Buildings and

Grounds, Commodore's Advisory, Entertainment, Finance, Historical, Protocol and Flags, House, Information Technology, Junior Corinthians, Long Range Planning, Mainland Dock, Marine Information and Education, Membership, Newsletter, Pool, Publicity, Regatta, Safety Protocol, Ship's Store, Special Events, Water Sports, Yearbook, and Yearbook Rules.

Sec. 2. The Chairman of each Standing Committee shall be a member of the Board of Governors and each Committee is subject to the supervision and control of the Board.

Sec. 3. The Board shall appoint such other committees as it shall deem necessary. The powers and duties of all committees shall be defined by the Board except as otherwise provided in these By-Laws. A member of any Committee shall at any time be removable by the Chairman who shall have power to fill vacancies.

Sec. 4. The Commodore, Vice-Commodore, Rear-Commodore, and Fleet Captain shall be ex-officio members of all committees.

ARTICLE IV

Duties of Standing Committees

Sec. 1. The Beach Station Committee shall have the management and control of the Beach Station and shall be charged with the preparation and enforcement of the rules, as approved by the Board of Governors, pertaining to the use of same. Any violation of these rules that cannot be resolved at the Beach Station shall be referred to the Board of Governors.

Sec. 2. The Buildings and Grounds Committee is responsible for the repair and maintenance of the Club's mainland facility. Said responsibility include, but are not limited to, the overall upkeep of the parking areas, outbuildings, clubhouse and pool pumphouse proper.

Sec. 3. The Commodore's Advisory Committee is comprised of the club's past Commodores, as lifelong Board members. Said committee shall be charged with providing advise and experienced direction to the acting Commodore and the Board, as and when requested.

Sec. 4. The Entertainment Committee is responsible for planning, running and hosting of the annual Opening and Closing Dinners, theme evenings and other entertainment events held in the main clubhouse and grounds of the club.

Sec. 5. The Finance Committee shall be charged with the responsibility of auditing the accounts of the Club or any of its Committees, preparing a budget of estimated annual (and interim reports when so requested by the Commodore or the Board of Governors) receipts and expenditures of the Club and shall prepare and submit such audits or estimates of costs and disbursements of the activities of the Club or its committees. All committees shall supply the Finance Committee with committee expenditures as and when required.

Sec. 6. The Historical, Protocol and Flags Committee is responsible for the management, display and control of club artifacts, memorabilia and historical documents, including items deemed appropriate for display in the clubhouse. Any non-monetary items donated to the club must have approval of said committee and the Board to be displayed. Said committee shall oversee Club protocol as proscribed in the Club's Protocol Manual, shall see to the maintenance and management of yacht club reciprocity records and cards and shall maintain club flagpoles, halyards and flags at the club's mainland and beach station.

Sec. 7. The House Committee shall have the management and control of the Club House, including the dining room, kitchen, bar and snack stand, and shall be charged with the preparation and enforcement of the House Rules of the Club. This committee shall be chaired by a Flag Officer. Without limiting the generality of the foregoing it shall: (a) from time to time prepare, post on the Bulletin Board and through the Secretary furnish to all members, House Rules and Regulations for the government of the members and their guests, not otherwise provided for in the By-Laws; (b) fix and regulate the prices to be charged for articles (other than Ship's Store merchandise) sold by or in the Club, in the Club facilities serving food, and for all House privileges offered to the members and their guests; and (c) receive and act upon complaints made by the members relating to the management and use of the Club House.

Sec. 8. The Information Technology Committee is responsible for the maintenance and updating of the Club website as well as the upkeep, programming and maintenance of clubhouse computers and related systems.

Sec. 9. The Junior Corinthian Committee shall have management and control of the Junior Corinthians, "Jay-Cees", the activities of said group (planned and scheduled in conjunction with the Junior Board of Governors) and shall regulate the fees to be charged for participation in same. Age eligibility requirements for said group will be established by said committee with the approval of the Board.

Sec. 10. The Long Range Planning Committee shall prepare and revise, on an annual basis, a detailed five year plan, and a broad ten year plan for upkeep, maintenance and improvements to the clubhouse proper, pool, deck and docks of the Club. This committee shall be chaired by a Flag Officer with the Finance Committee Chairman as an ex-officio member. The chairs of all standing committees shall report information to said committee as and when necessary.

Sec. 11. The Mainland Dock Committee shall have the management and control of the docks, bulkheads, piers and boat slips, located at the mainland facility, and shall be charged with the preparation and enforcement of the rules regarding the use of same. It shall also be the duty of the Mainland Dock Committee to fix and regulate, subject to the approval of the Board of Governors, the fees to be charged to slip renters.

Sec. 12. The Marine Information and Education Committee shall be charged with the responsibility to disseminate information regarding local waters and regulations to the Membership. It shall also be the duty of the committee to facilitate and/or coordinate educational courses for the members and their families and, when possible, coordinate and schedule courtesy inspections of Club vessels by the Coast Guard Auxiliary.

Sec. 13. The Membership Committee shall be appointed from members of the Board of Governors and be charged with the responsibility of introducing and reporting on candidates for membership in accordance with the provisions of "Article V" of these By-Laws.

Sec. 14. The Newsletter Committee shall have the control of the content, publishing and distribution of the Club Newsletter.

Sec. 15. The Pool Committee shall have the management and control of the swimming pool facility and activities conducted in conjunction therewith and shall be charged with the preparation and enforcement of the rules regarding the use of same by members and their guests. It shall also be the duty of the Watersports and Pool Committee to fix and regulate, subject to the approval of the Board of Governors, fees to be charged members or club guests for the use of the facility.

Sec. 16. The Publicity Committee shall be responsible for the timely dissemination of news items and upcoming scheduled activities and events of the various committees.

Sec. 17. The Regatta Committee shall have the management and control of the Sailing Instruction Programs, all activities in conjunction therewith, and shall regulate the fees for enrollment and participation in same. It is the duty of said committee to organize an annual intra-club sailing event and in conjunction with the GSBYRA an annual regatta invitation. Said committee is also charged with keeping and maintaining the Club's sailboats and sail locker.

Sec. 18. The Safety Protocol Committee is responsible for reviewing the overall safety of the Club, including but not limited to, the beach station, buildings and grounds, the pool, the regatta and the mainland dock. It shall also be the responsibility of the Safety Protocol Committee to make recommendations to the Board of Governors of any safety-related improvements to be implemented by the Club.

Sec. 19. The Ship's Store Committee shall have the management and control of the Ship's store. The Ship's Store Committee may, within its discretion, set the prices for items sold at the Ship's Store and shall set hours for dates and times of sale.

Sec. 20. The Special Event's Committee is charged with the responsibility of coordinating and running "special events", as designated by the Commodore, with the approval of the Board.

Sec. 21. The Water Sports Committee shall have the management and control of the Swim Team and all activities conducted in conjunction therewith and shall be charged with the preparation and enforcement of the rules regarding the Swim team and it's related activities.

Sec. 22. The Yearbook Committee is responsible for editing and printing the Yearbook each year.

Sec. 23. The Yearbook Rules Committee is responsible for advising the Board of Governors on any interpretations of the Constitution and By-Laws and the Yearbook as well as drafting any amendments (subject to the approval of the Board) to the Constitution and By-Laws and any edits to the Yearbook.

Each committee shall, on or before the third Thursday in October, submit to the Commodore and Secretary a written report of the Committee's activities since November 1st of the year preceding.

ARTICLE V

Membership

Sec. 1. The membership of the Club shall consist of Honorary, Regular, Retired, Senior, Associate, Relative Associate and Non-Resident.

Sec. 2. Honorary Members may be elected by the Board of Governors for unusual reasons and/or service to the club and shall be exempt from payment of dues and assessments except when otherwise determined by the Board of Governors. The election of an Honorary Member shall require the vote of a majority of the Board members present at two (2) consecutive regular Board Meetings. Such honorary membership shall, unless otherwise determined by the Board, extend to the spouse of the honorary member upon the death of the honorary member, except if such honorary membership shall terminate due to death the honorary membership shall continue to the spouse until December 31 in the year of the honorary member's death.

Regular Members shall be citizens of the United States who have attained their twenty-first birthday. The spouse and unmarried children of each Regular Member residing with him or her, except children who have attained their twenty-third birthday on or before May 1st of the current year, shall be eligible for Club privileges.

Retired Members shall be fully retired, shall have attained age sixty-five on or before December 31st of the current year, and shall have been Regular Members in good standing for at least fifteen years. A Retired Member and spouse residing with him/her shall be eligible for House privileges only.

Senior Members shall be members who have attained age seventy-five on or before December 31st of the current year and shall have been members for at least twenty-five consecutive years. A Senior Member and spouse residing with him or her shall be eligible for Club privileges.

Associate members shall be children of Regular Members who are not eligible for Club privileges under Section 2 of this Article V and who have not attained their twenty-eighth birthday. Children of Regular Members who have attained their twenty-third birthday on or before May 1st of the current year may become an Associate Member and will receive a one hundred percent reduction of their initiation fee upon becoming a regular member; those who have attained their twenty-fourth birthday on or before May 1 of the current year will receive an eighty percent reduction of their initiation fee upon becoming a regular member; those who have attained their twenty-fifth birthday on or before May 1 of the current year will receive a sixty percent reduction of their initiation fee upon becoming a regular member; those who have attained their twenty-sixth birthday on or before May 1 of the current year will receive a forty percent reduction of their initiation fee upon becoming a regular member; those who have attained their twenty-seventh birthday on or before May 1 of the current year will receive a twenty percent reduction of their initiation fee upon becoming a regular member. An Associate Member must become a Regular Member prior to May 1 of the year in which they attain their twenty-eighth birthday to receive any initiation fee reduction. The spouse and children of each Associate Member shall be eligible for Club privileges.

Relative Associate Membership may be granted to one relative per calendar year residing with a Regular Member. The spouse and children of a Regular Associate Member shall not be eligible for Club privileges.

Regular Members and Associate Members in good standing who move away and have no residence within a distance of sixty miles from the Club House shall be eligible to apply to become Non-Resident Members. Regular Members and Associate Members in good standing who move away and who have no residence within a distance of sixty miles from the Club House shall also be eligible to apply to become Non-Resident Members. Upon payment of their dues, Non-Resident Members shall be eligible for Club privileges on an annual basis for a one-time period not to exceed fourteen consecutive days. Thereafter, upon payment of such weekly fee as the Board of Governors may, from time to time, establish, Non-Resident Members shall be eligible for Club privileges for additional periods of seven consecutive days each. The spouse and unmarried children of each Non-Resident Member residing with him or her, except children who have

attained their twenty-third birthday on or before January 1st of the current year, shall be eligible for Club privileges during the same periods the Non-Resident Member is eligible.

Sec. 3. Leave of Absence. All applications for leave of absence shall be in writing by a member in good standing. Good standing shall include up to date payment of all dues, charges and assessments. The application shall include an agreement to pay all assessments which become due during the leave of absence. Such applications shall be made to the Membership Committee and shall state the reason for the request. Such request for leave of absence must be approved by the Membership Committee and shall be for a period of one year which leave may not be renewed.

(a) Upon compliance with the foregoing requirements, and after a report to the Board by the Membership Committee with respect to each candidate, the name shall be submitted to and shall be voted upon by the Board at a regular or special meeting thereof. Objections after discussion shall be considered confidential.

(b) Each applicant for a leave of absence shall be notified in writing of the Board's decision.

(c) A member on leave of absence shall not be permitted to use the club facilities including being a guest of a regular member without the express consent of the Board of Governors.

(d) Such leave of absence shall be effective only upon the receipt of the leave of absence fee to be determined by the Board of Governors and a signed acknowledgment agreeing to the restrictions set forth in subparagraph (c) above within twenty days of approval of the leave of absence.

(e) A member placed on a leave of absence shall upon approval of the Board of Governors have his or her name placed at the top of the waiting list in the order of approval of the leave of absence as the waiting list exists on January 1st of the calendar year following the leave of absence and such member shall notify the chairman of the Membership Committee on or before December 31st of the year in which the leave of absence is in existence, and after written notice by the Secretary, whether that member wants his regular membership to be reinstated effective January 1st or whether he elects to resign. If such notice is not received the member's name will be removed from the waiting list and the member will be considered to have resigned.

(e-1) For good cause a member who did not conform to the provisions of subparagraph (e) above may apply for reinstatement prior to March 1st of the year succeeding the leave of absence upon payment of a fee to be determined by the Board of Governors. Upon approval of the Board of Governors the member shall be placed on the waiting list immediately after the last name of other members awaiting reinstatement after a leave of absence.

(f) If a member granted a leave of absence is also a member of the Board of Governors such Governor shall also be granted a leave of absence from the Board of Governors.

Sec. 4. All members shall be elected by the Board of Governors in its discretion. The Board shall have the power to limit the membership of the Club and any candidates for membership thereafter proposed shall be placed on a waiting list to be acted upon, at such time as the Membership Committee shall deem proper and as the limitation on membership shall be lifted or vacancies within the limitation shall have occurred.

Associate Members shall be eligible for regular membership notwithstanding any limitation on membership or waiting list and, except when otherwise determined by the Board of Governors, without initiation fee.

Sec. 5. All candidates for membership must be sponsored by two regular members of the Club (who have been regular members for two years in good standing) who sign their names over the candidates on a form which shall be provided by the Membership Committee for that purpose. The applications shall contain the name, occupation and residence address of every candidate and the name of his or her spouse and the age and name of the children residing with the member, if any, together with the name of his or her sponsors. In addition the application shall contain such other information as the membership committee shall require.

Sec. 6. A candidate for membership must be approved by the Membership Committee upon completion of the following application procedure:

(a) An application will not be issued by the committee until a formal letter requesting an application and naming his or her two sponsors has been received by the Chairman from the applicant.

(b) The sponsors will be forwarded sponsor forms by the Chairman of the Membership Committee which sponsor forms must be returned before the application can be considered.

(c) The sponsor forms and application are to be returned to the Chairman of the Membership Committee.

(d) The applicant's letter and sponsor forms will be reviewed by the Membership Committee. After the Membership Committee has reviewed and approved the applicant's letter and sponsor forms, an application will be forwarded to the applicant if the committee feels that the application would be in the best interests of the club.

(e) If the applicant is not approved by the Committee he or she shall be so notified by the Chairman. If the applicant is approved by the Committee, the Chairman shall forward the application to the Board of Governors. If the applicant is approved by the Board of Governors, the Secretary will send notification to the candidate. If not approved, the Secretary will notify the applicant and the sponsors.

(f) The Membership Committee, in its sole judgment and discretion, will determine the order of consideration of applications for Active Membership.

Sec. 7. Upon compliance with the foregoing requirements, and after a report to the Board by the Membership Committee with respect to each candidate, his/her name shall be submitted to and voted on by the Board at a regular or special meeting thereof. Objections to membership, after discussion, shall be considered confidential and vote by secret ballot. A negative vote of twenty-five percent of the Governors present, but not less than four negative votes, shall exclude a candidate from membership.

Sec. 8. Each successful candidate for membership shall be notified in writing of his election. Candidates shall qualify for membership and be eligible to use the privileges of the Club provided they make payment to the Treasurer of the initiation fees, dues and taxes in accordance with Article VI.

Sec. 9. Candidates who have been rejected by the Board or who fail to qualify after election, and members who have been expelled from the Club, shall not again be presented for membership unless all obligations to the Club have been paid and until one year after the date of the failure or expulsion as the case may be.

Sec. 10. Members wishing to withdraw from the Club may do so upon presentation of a written resignation to the Treasurer, which resignation is accepted by the Board. Persons resigning or otherwise ceasing to be members of the Club shall forfeit all right, title and interest in or to the property and funds of the Club. Resignation shall only be effective upon acceptance of same by the Board of Governors.

Sec. 11. Members may be censured, suspended or expelled from the Club for violation of the rules, for conduct detrimental to its interest, and as provided in Article X "Arrears". The member in question shall be given notice in writing by registered or certified mail seven (7) days in advance, setting forth (a) the substance of the charges, (b) the time and place of the meeting, and (c) his right to be present and defend himself/herself. The penalty of suspension or expulsion shall only be enforced after a hearing at a meeting of the Board of Governors and by a vote of two-thirds of those present and voting.

Sec. 12. All notices of the Club shall be sent to the residence address of members, or as furnished on the proposal for membership of each candidate, and same shall be deemed to constitute sufficient service of any notice to which any member shall be entitled, unless such member shall in writing have furnished a different address to the Secretary of the Club.

Sec. 13. All members in each category of membership shall be on probation for a period of two years from the date of acceptance by the Board of Governors. During said probation period the members name shall be read four (4) times for consideration by the Board of Governors. At the end of this period, without objection of the Board, the member shall be accepted for full membership. The initiation fee shall not be refunded.

ARTICLE VI

Initiation Fees and Dues

Sec. 1. The initiation fees of Regular Members shall be payable as determined by the Board of Governors. The Board of Governors shall have the power at any time to waive the initiation fee for members in any class.

Sec. 2. The Board of Governors shall, at the beginning of any annual season, have the power to change the initiation fees or annual dues of the members of any class.

Sec. 3. All dues shall be payable in advance on or before March 1st in each year or, in the case of new members, on the date of their election.

(a) A member who is elected prior to July 15th shall pay full annual dues and assessments for the year of his or her election. A member who is elected after July 15th shall pay one-half of the annual dues for the year of his or her election and all assessments due on or after July 15th. A member who is elected after September 1st shall be exempt from the payment of dues for the year of his or her election, however, such member shall pay the initiation fee and all assessment due on or after the date of his or her election.

Sec. 4. The Leave of Absence fee as set by the Board of Governors shall be non-refundable and shall not be applied to future dues.

Sec. 5. Dues and initiation fees shall not be refundable except at the discretion of the Board.

Sec. 6. Dues and initiation fees may be paid by means of check and/or credit card of the member. No corporate, commercial or business funds will be accepted.

ARTICLE VII

Meetings

Sec. 1. The Annual Meeting of the Club shall be held in August in each year on a date set by the Board of Governors, and notice thereof shall be mailed to the membership not less than two weeks prior thereto.

Sec. 2. Special meetings of the Club may be called by the Commodore, by a majority of the Governors, or at the written request of not less than twenty-five percent of the voting members of the Club in good standing. Notices of special meetings of the Club shall state the time and place of the meetings and the object for which the meeting is called. No business other than that stated shall be considered. Such notice shall be served by mailing the same not less than two weeks before the meeting, but such notice may be waived by any person present at the meeting entitled to the same, in a writing presented at the meeting.

Sec. 3. Officers and Governors shall be elected by ballot in the manner hereinafter prescribed at each Annual meeting to serve for the terms provided in the Constitution and By-Laws.

Sec. 4. Each Regular Member and associate Member of the Club, except members determined by the Board of Governors not to be in good standing at the Board of Governors meeting next preceding the Annual Meeting, shall be entitled to vote at any meeting, except where a vote by yacht owners is called for on the racing rules, each yacht shall be entitled to one vote only, to be cast by her owner in person; but no member, by reason of owning more than one yacht, shall be entitled to more than one vote.

Sec. 5. Those present at the Annual Meeting shall automatically constitute a quorum. Twenty-five voting members shall constitute a quorum at any Special Meeting of the Club. If no quorum shall be present, the demand for the Special Meeting shall be deemed abandoned.

ARTICLE VIII

Nominations and Elections

Sec. 1. The Commodore with the advice and consent of the Board of Governors shall appoint, at least sixty days prior to the Annual Meeting, a Nominating Committee of five Board members. The Committee shall propose to the Board the nominees to be voted for at the ensuing Annual Meeting. After approval by the Board and with the consent of the nominees, the secretary shall post a list of the nominees on the Bulletin Board at least thirty days prior to the date of the Annual Meeting.

Sec. 2. Twenty-five percent of the voting members of the Club in good standing may in like manner propose nominees to be voted on at the annual election, provided the names of such nominees are reported in writing and signed by each proposer, to the Secretary who shall post the name or names of the additional nominees on the Bulletin Board at least fifteen days prior to the date of the Annual Meeting.

Sec. 3. Except as provided in Article III, Sec. 4 of the Constitution, no member shall be eligible for election as an Officer or Governor unless he shall have been nominated and his name posted in accordance with the provisions of Sections 1 and 2 of this Article.

Sec. 4. At each Annual Meeting, the presiding officer shall appoint from the voting members present three tellers of election, who shall keep a registry of the members voting and have charge of the polls. The polls shall be open at the Club House for a period of two hours, after which they shall be closed, whereupon the tellers shall immediately count the votes cast for each Officer and Governor to be elected and announce the results to the presiding officer.

Sec. 5. Only Regular Members in good standing and not posted shall be allowed to vote at an election or be eligible to election to office. The nominees receiving the largest number of votes for the respective offices to be filled shall be deemed elected thereto. In the event of a tie vote the Board of Governors shall be a majority vote and at the next meeting of the Board elect the additional Governor or Governors from among the remaining nominees.

ARTICLE IX

Indemnity to Directors and Officers

Any person made, or threatened to be made, a party to an action, suit or proceeding, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any Governor or Officer of the Club served in any capacity at the request of the Club, by reason of the fact that he, his testator or intestate, was a Governor or Officer of the Club, or served such other corporation, partnership, joint venture, trust or other enterprise in any capacity, shall be indemnified by the Club against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or as a result of such action or proceeding, or in connection with any appeal therein, to the full extent permitted by the Not-for-Profit Corporation Law or the Business Corporation Law of the State of New York; and such right of indemnification shall not be deemed exclusive of any other rights to which such Governor or Officer may be entitled apart from the provisions of said statutes.

ARTICLE X

Arrears

Sec. 1. All annual dues are payable in full by March 1st in of the year in which same was incurred. Any member who fails to pay his/her dues by said date will be considered in arrears and a letter will be sent by the Treasurer with a copy of this Article. If such charge is not paid within fifteen (15) days of said notice the member shall be deemed automatically suspended and shall be denied the privileges of the Club until payment of said arrears. The names of all members so suspended shall be posted on the bulletin board of the Club. At the expiration of fifteen (15) days from the date of suspension, if arrears remain unpaid, the member shall be automatically expelled from the Club, and the Treasurer shall report to the Board of Governors at the next regular meeting the names of the members expelled, for confirmation by the Board, for such other action as the Board may determine.

Sec. 2. Bills covering house charges and other charges (including but not limited to capital assessments, special assessments, slip rentals, guest fees, swimming and sailing fees and ship's store purchases) will be mailed by the tenth (10th) day of the month following the month in which such charges are incurred or become due. The member shall be in arrears if his bill is not paid by the last day of the month such bill is rendered. If such charge is not paid within fifteen (15) days the member shall be deemed automatically suspended and shall be notified of same by the Treasurer. The names of all members so suspended shall be posted on the bulletin board of the club. At the expiration of fifteen (15) days from the date of suspension, if arrears remain unpaid, the member shall be automatically expelled from the Club, and the Treasurer shall report to the Board of Governors at the next meeting the names of the members expelled, for confirmation by the Board, for such other action as the Board may determine.

Sec.3. A late fee in the sum of \$25.00 per month or some other sum deemed appropriate by the Board in addition to a finance charge of three (3.0) percent per month will be assessed on all arrears for charges as outlined in Sec. 2 of this Article, and any other unpaid charge approved by the Board of Governors, until paid.

ARTICLE XI

Club Burgee

The Club Burgee shall be a pointed flag, the hoist to be two-thirds the length. The device shall be blue field, red diagonal stripe, white letter U in center of stripe, stripe to be equally distant from hoist and point (one-third length of flag).

ARTICLE XII

Flags and Signals

Sec. 1. The Commodore's flag shall be rectangular in shape, the hoist to be two-thirds the length, a white fouled anchor shall be surrounded by a circle of thirteen white, five-pointed stars on a field of blue.

Sec. 2. The Vice-Commodore's flag shall be the same as the Commodore's flag except that the field shall be red.

Sec. 3. The Rear-Commodore's flag shall be the same as the Commodore's flag, except that the anchor and stars shall be red on a field of white.

Sec. 4. The Fleet Captain's flag shall be rectangular in shape, the hoist to be two-thirds the length, and with a blue fouled anchor in a white field.

Sec. 5. Flag Officers' flags shall be flown from the main mast at all times, day and night, while the yacht is in commission.

Sec. 6. When a yacht is away from Amityville the Club Burgee shall be flown.

ARTICLE XIII

Registration of Yachts

Sec. 1. Every member buying, selling or chartering a yacht, or changing his private signal, shall notify the Secretary at once.

Sec. 2. A yacht must be registered on the Club record to be entitled to representation.

ARTICLE XIV

Uniforms

Sec. 1. There shall be a Club uniform for officers. The coat shall be double-breasted sack coat of black cloth or serge, with black buttons.

Sec. 2. The Grade Device on sleeve shall be of lustrous black braid, three-eighths of an inch wide, laid on flat as follows:

(a) For Commodore - Five rows, the first placed two inches from end of cuff seam; the others above, one-fourth of an inch apart, the upper making a described trefoil on upper outside of sleeve; three gold five-pointed stars, one in the center of each loop of the trefoil, on each sleeve.

(b) For Vice-Commodore - Same as for Commodore, except having four rows, having two stars, one in the center of each of the lower loops of the trefoil.

(c) For Rear-Commodore - Same as for Commodore, except having three rows, having one star, in center of upper loop of the trefoil.

(d) For Fleet Captain - Same as for Commodore, except having two rows, with fouled gold anchor placed horizontally in the center of the upper loop of the trefoil.

(e) For Secretary - Two rows as above with trefoil, with gold maple leaf in center of the upper loop of the trefoil.

(f) For Treasurer - Same as for Secretary, except substituting gold acorn for maple leaf.

Sec. 3. The Trousers shall be black cloth or serge, of the same color and material as the coat for the period after Labor Day to the day before Opening Day, or white duck for the period Opening Day through Labor Day.

Sec. 4. The Cap Device is to be sewed on the braid of the cap as follows:

- (a) For members (non-yacht owners) the cap device shall consist of a single fouled anchor stock up, the anchor upright and crossed at its center by the Club signal.
- (b) The Commodore's rank shall be denoted by three five-pointed, gold stars.
- (c) The Vice-Commodore's rank shall be denoted by two five-pointed, gold stars.
- (d) The Rear-Commodore's rank shall be denoted by one five-pointed, gold star.
- (e) The Fleet Captain's rank shall be denoted by a horizontal fouled anchor in gold one-half of an inch long, placed above the cap device.
- (f) The Secretary's rank shall be denoted by a maple leaf in gold above the cap device.
- (g) The Treasurer's rank shall be denoted by an acorn in gold above the cap device.
- (h) The Past Commodore's rank shall be denoted by three silver, five-pointed stars.

Sec. 5. The Commodore may vary the above jackets and pants for special occasions or in conformance with the protocol manual.

Sec. 6. There shall be a Club uniform for Governors, which shall be a navy blue blazer with the Club crest on the left breast pocket and white duck pants for the period Opening Day through Labor Day and gray cloth for the period after Labor Day through the day before Opening day.

ARTICLE XV

Miscellaneous

Sec. 1. Three bids shall be obtained for all projects costing in excess of Two Thousand Five Hundred (\$2,500.00) Dollars. The Commodore, or in his absence or inability to perform the Vice-Commodore or Rear-Commodore or Fleet Captain, may waive this requirement in an emergency or same may be waived at any time by the Board of Governors.

Sec. 2. The Club shall provide an annual financial report prepared by an independent accountant. The Board of Governors will determine the scope of the report.

Sec. 3. Regular members in good standing may assign his or her membership to his or her legally married spouse provided approval therefore is granted by the Board of Governors. To obtain such approval a member must request same in writing together with written consent to such assignment from the proposed assignee. Upon receipt of such request the Board will consider same at its next scheduled meeting. If such request is accepted by the Board said assignment is irrevocable. The assignee or new member shall receive all rights and benefits of membership, including voting rights and eligibility for election to office, and shall be obligated to complete all financial requirements of same.