CONSTITUTION AND BYLAWS OF THE BRIGANTINE YACHT CLUB

Revised August 1999 with Amendments passed in 2005, 2008 and 2021

ARTICLE I

The name of this Corporation is "The Brigantine Yacht Club" (referred to herein as BYC or the Club)

ARTICLE II

PURPOSE OF THE CORPORATION

The purposes of the Corporation are to unite in an organization those persons residing in Brigantine, New Jersey and its vicinity who are interested in sailing, boating, good sportsmanship, and good fellowship; to pursue these purposes by educating children and adults in the art and science of sailing and the sport of racing sailboats; to provide active junior and adult sailing programs in a context of nautical sports; and to be a good citizen of our community. In further pursuit of these objectives, the corporation will own and maintain a facility adjacent to the bay in Brigantine, NJ, from which its members, can observe or participate in its activities. BYC membership is open to all who share these objectives, and otherwise qualify, regardless of race, religion, sex or national origin.

ARTICLE III

OFFICERS ANDD TRUSTEES

Section 1

The officers of the Club shall consist of three flag officer positions (A Commodore, a Vice Commodore, and a Rear Commodore), the Recording Secretary, the Corresponding Secretary and the Treasurer, each of whom shall be elected annually.

Section 2

There shall be twelve regular trustees, elected by the General Membership, four of whom are elected annually for a term of three years each. Trustees may serve a maximum of two terms in office. Vacancies in unexpired terms shall be filled by the Commodore. Such persons shall serve for the completion of the original term such that the terms of four trustees shall continue to expire each year. Honorary Trustees may be elected by the General Membership for distinguished service to the Club.

Section 3

The Board of Trustees is the governing body of the Club and shall consist of the elected officers, the immediate Past Commodore, ex officio, regular Trustees and Honorary Trustees. Each member, exclusive of Honorary Trustees, shall be entitled to one vote.

Should any position by co-held by more than one person, that office is entitled to only one vote. No person should hold multiple offices which entitle him/her to more than one vote in the body.

ARTICLE IV

DUTIES OF OFFICERS

Section 1

It shall be the duty of the Commodore to enforce the rules and regulations of the Club. The Commodore should be responsible for the proper organization of all activities and affairs of the Club and shall be an ex officio member of all committees. The Commodore shall preside at all meetings of the Club and Board of Trustee and shall sign, along with the Recording Secretary, all written contracts and obligations of the Club. The Commodore shall appoint all necessary committees, not otherwise appointed by the Board of Trustees or delegated to other Flag Officers.

Section 2

The Vice Commodore shall be directly responsible under the Commodore, for the social and entertainment activities at the Club. This shall include, but is not limited to:

1) The scheduling of social affairs other than those organized under the Junior Advisor
2) The proper cleaning and maintenance of the Club property for these affairs
3) The orderly operation and supplying of beverage facilities
4) The preparation of proposed income and expense budgets for the bar, party, and other social activities for the Finance Committee and for managing those budgets approved by the Board of Trustees.

These responsibilities may be delegated by the Vice Commodore to one or more members of the club, as the Vice Commodore may require. The Vice Commodore shall assist the Commodore in the discharge of the Commodore's duties and shall serve as the Commodore in the event of the Commodore's absence or a vacancy in the office of Commodore.

Section 3

The Rear Commodore shall be directly responsible for the organization and supervision of all sailing and racing activities of the Club. This shall include but is not limited to:

1) The scheduling of races and regattas—both in-club and invitational including coordination with associated Yacht Racing Associations (YRA's) as well as formation of regatta committees as may be required.
2) The organization of instructional programs for children and adults including supervision of hired sailing instructors.
3) The maintenance of Club owned sailing equipment including motorboats, sailboats, communication gear, and racing marks.
4) The maintenance and arrangement of the yard including appointments of in-yard storage and organization of Work Days.
5) The preparation of a proposed income and expense budget for sailing related activities for the Finance Committee and for managing those budgets and programs as approved by the Board of Trustees.

These responsibilities may be delegated by the Rear Commodore to one or more members of the Club or to employees of the Club, as the Rear Commodore may require. The Rear Commodore shall assist the Commodore in the discharge of the Commodore's duties and shall serve as the Commodore in the event of the absences of the Commodore and Vice Commodore, or a vacancy in both offices.

Section 4

It shall be the responsibility of the Recording Secretary to keep the minutes of the meetings of the Club and of the Board of Trustees and to have archival custody of all records and official correspondence of the Club except for current financial records. The Recording Secretary shall maintain a historical list of members, the date of their election to membership, and their membership category by date of birth or other means, the date of termination of membership and any letters of resignation received.

Section 5

It shall be the responsibility of the Corresponding Secretary to:

1) Conduct the correspondence of the Club; to give notice of all Board of Trustees' meetings and meetings of the Club, and in case of special meetings to state the business intended; to inform members of their election to office and of their appointment to service on committees; and to perform such other services as may be required by the Club or by the Board of Trustees.
2) Keep a current correct roll of the members, their membership status, and mailing address(es) for mailing and Directory preparation purposes.
3) Print and distribute to all members of the Brigantine Yacht Club the directory, a current and correct copy of the Membership List together with a Club Organization sheet listing the Officers, the members of the Board of Trustees and the names and members of all Club Committees, no later than July 1 of each year.
4) Manage the BYC website.
5) Provide the Recording Secretary with copies of all official Club correspondence and other documents for the Club archives. This may be accomplished on an as completed basis, by transfer of complete files to the Recording Secretary's custody on a yearly basis, or by any other means agreeable to both parties.

Section 6

It shall be the responsibility of the Treasurer to:

1) Have charge of the funds of the Club and to keep a correct account of all moneys received and paid out and, under the direction of the Club and the Board of Trustees, to disburse the funds.
2) Deposit the funds in the name of the Club in one or more depositories approved by the Club or Board of Trustees, and to issue or cause to be issued checks upon the funds of the Club signed by him, or, in his absence, by any other office authorized by the Board of Trustees.
3) Present at each meeting and whenever so requested by the Board of Trustees a detailed account stating the financial condition of the Club.
4) Obtain a correct list of the name, ownership, dimensions and rig of each yacht enrolled in the Club for the purpose of assessing fees and to share this information with the Recording Secretary.
5) Support the Finance Committee in the preparation of the proposed budget presented to the Board of Trustees at the February Board of Trustees meeting.

6) Maintain a current list of members and membership status for billing purposes and to inform the Corresponding Secretary and Recording Secretary of all changes in membership or membership status (new members, resignations, lapses in dues, changes in membership category, etc) necessary for them to carry out their responsibilities.
7) Transfer unneeded historical financial records to the Recording Secretary for retention in the Club archive.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1

Members of the Board of Trustees (Officers and elected Trustees) have a fiduciary responsibility of trust and confidence conferred by their election to their positions by the general membership. This includes the obligations, collectively and individually, as agents for the membership to effectively utilize the Club, its facilities and its property, carefully manage the assets and financial resources of the Club, and plan and execute an agenda for the long-term viability and growth of the Club.

Section 2

In order to faithfully execute their responsibilities, members of the Board of Trustees shall, to the best of their abilities, attend all Club meetings. The Board of Trustees shall, at a minimum, hold one regular meeting in each of the following months: October, February, April, June, July and August. One more than half the number of voting members of the Board of Trustees shall constitute a quorum. These meetings and any special meetings shall be called by the Commodore or may be called by any three members of the Board of Trustees. At any special meeting the business discussed shall be limited to the business which precipitated the special meeting and about which members of the Board of Trustees received notice.

A trustee who fails to attend more than two consecutive meetings may be asked, at the discretion of the Flag Officers, to submit his/her resignation. Any disputes relating to such resignation requests shall be referred to the entire Board of Trustees and, if not resolved there, an appeal may be made to the General Membership.

Members of the Board of Trustees are expected to serve as members of committees when requested by the Commodore.

Section 3

In order to carry out its responsibilities, the Board of Trustees is delegated the following powers and responsibilities.

1) General management and control of the affairs, finances, and property of the Club, including the authority to invest the Club's surplus and reserve funds prudently for preservation and growth.
2) Creation of rules as they deem proper respecting the use of the clubhouse and grounds, including, but not limited to, fixing penalties for offenses against these rules.

3) Assurance that the Club budget is prepared and approved, appropriate establishment of dues and other fees of the Club, necessary appropriation of the funds of the club. Periodic audits of the accounts and/or records of the Secretary, Treasurer and committees.
4) Suspension or dismissal or other discipline, in accordance with Article XIII, of any member for violation of the Constitution and Bylaws and for any conduct which the Board of Trustees shall deem improper.

Section 4

Any power not delegated to the officers and/or the Board of Trustees is reserved for the membership in ` General Meeting.

ARTICLE VI

COMMITTEES

Section 1

Consistent with article IV, the Commodore shall appoint all necessary committees not otherwise appointed by the Board of Trustees or delegated to other Flag Officers. These committees may be standing committees or be appointed based on the need for specific deliberation.

Section 2

Each of the following standing committees shall consist of at least three Senior Members including at least one member of the Board of Trustees. One more than half the number of appointed members of a committee will constitute a quorum. Each committee shall have power to make rules for its regulation and government. Each committee shall report its recommendations to the Board of Trustees which shall retain ultimate authority for the enactment of such recommendations.

1) The finance committee shall have the duty to examine, at such periods as they may deem necessary, the accounts of the Treasurer, to attend to such financial matters as may be delegated to them by the Board of Trustees, including preparation of the annual budget, and to recommend such policies relating to the finances as they may deem proper.
2) The House and Grounds Committee shall have charge of the Clubhouse and grounds, subject to the direction and control of the Board of Trustees. It shall receive complaints of members, and report same to the Board of Trustees, and from time to time procure such articles and services as may be necessary for the proper operation of the Club house and grounds, as authorized by the Board of Trustees. It shall be responsible for preparing an estimate of needs for the Finance Committee in the annual budget preparation process and for managing the approved budget for house and grounds maintenance.
3) The Membership Committee shall review all candidates for membership. It shall recommend for membership any applicant who supports the objectives of the corporation stated in Article II. It shall report its recommendations for membership to the Board of Trustees. It shall notify members-elect of their election and furnish them with a copy of the Club Constitution and

Bylaws. It shall report their names and essential information to the Treasurer, Recording and Corresponding Secretaries.

4) The Sailing Committee under the supervision of the Rear Commodore, shall be responsible for the management of sailing program activities including instruction, races, regattas, and award presentations held by the Club and shall make rules governing these activities.
5) The Dock Committee shall be responsible for the management of dock facilities and slip rentals. It shall produce rules and regulations for use of dock facilities. It shall report its recommendations for rentals to the Board of Trustees.
6) The Nominating Committee shall be responsible for recommending candidates for election to Trustee and Officer positions. It shall consist of three members and shall be appointed by the Commodore at the February meeting of the Board of Trustees. The Nominating Committee shall report its recommendations at the July meetings of the Board of Trustees and the General Membership.
7) The Social Committee, under supervision of the Vice Commodore, shall be responsible for the management of social activities including bar, parties, dinners, MAYRA officers' luncheon and clubhouse use.

Section 3

A Junior Advisor shall be appointed by the Commodore. The Junior Advisor may organize, appoint and supervise a Junior Yacht Club Advisory Committee. This Junior Yacht Club Advisory Committee will organize youth activities which supplement the youth sailing program. Committee members may include Junior and/or Senior Members. The committee shall coordinate its activities with the Rear Commodore.

Section 4

The BYC Auxiliary is recognized as an organization of interested members whose purpose shall be to raise funds for various items to be provided for the use, comfort and convenience of members of the BYC. It shall have its own Bylaws which shall be consistent with the Constitution and Bylaws of the BYC. Upon request of the Commodore, the President of the Auxiliary or her/his representative shall attend Board of Trustees or General Membership meetings to report on its activities and recommendations that affect club operations.

ARTICLE VII

MEMBERS

Section 1

The Club shall be composed of two classes of members.

1) Senior Member: All members of the Brigantine Yacht Club who are 18 years of age or older
2) Junior Member: All members of the Brigantine Yacht Club who are under 18 years of age or older

When necessary to determine classification, age will be calculated as of July1 of each year.

Only dues paying Senior Members shall be eligible to hold office and to vote.

Section 2

Each candidate for membership must be referred to the Membership Committee for review and recommendation to the Board of Trustees. Application for membership must be in writing by the candidate, must state his/her name, occupation and address, name of boat, if any, and other pertinent information as per the standard application form, including the names of two current Senior members for sponsors, if possible. The application shall be accompanied by payment of the applicable fees. If the applicant does not know any two active Senior members for sponsorship, in lieu of sponsorship, he or she can apply to the Membership Committee and shall be interviewed. All membership applications together with Committee findings and recommendations shall be subsequently be presented to the Board of Trustees. Applications require a two-thirds vote of approval by voting members of the Board of Trustees present. The vote of the Board of Trustees is final and not referable to the General Membership. The names of new members shall be read at the General Membership meetings.

Provisional membership approval may be extended by a unanimous vote of the Membership Committee and three Flag Officers prior to the meeting of the Board of Trustees. Final membership approval is subject to ratification by the voting members of the Board of Trustees at their next meeting.

Section 3

The Club operates largely through the active participation of its members. All Senior Members are encouraged to participate in at least one or two events during a season. Such events may be related to the sailing program including serving on regatta committees, social functions, auxiliary projects, junior events or house and grounds activities. In the event such voluntary participation does not occur, the Board of Trustees is authorized to adopt a policy of record keeping and may assess non-participating members a penalty charge. Handicapped members and those over 65 years of age are exempt from such assessments.

Section 4

All bills for membership and boat storage are to be rendered April 1, payment due May 15. Payment received after June 1 shall be subject to a late charge. Members not paid in full by June 30 will be dropped from the roll. Boats will not be permitted on club property until membership and storage fees have been paid.

Section 5

Any member in arrears for dues and other indebtedness shall not be eligible to hold office, be entitled to vote, to enter in any race, or to race in any event in which he is carrying the flag of, or representing Brigantine Yacht Club.

ARTICLE VIII

FEES AND DUES

Section 1

The Finance Committee shall recommend the annual fees and dues at the February Board meeting for approval by the Board of Trustees. Fees consist of all annual charges other than regular dues, including, but not limited to, boat storage, slip rental, sailing program charges, and initiation fees. Dues include the amounts necessary for annual operating costs, reserves and capitol improvement funds. Membership dues shall by set by formula approved by the Board of Trustees for the following classes of membership.

1) Adult Membership: Dues assesses per Senior Member, as defined in Article VII Section IA of these Bylaws.
2) Junior Membership: Any Junior Member, as defined in ARTICLE VII Section IB of these Bylaws, or group composed of sibling Junior Members who are related to a full-dues-paying Senior Member. Said Senior Member must be a parent or related family member of the above-mentioned Junior Member or sibling group.

Note: Junior Members under six years of age will not be assessed annual dues.

3) Transitional Membership: This option is extended to Senior Members under the age of 21. Transition Membership gives the option to this group of Senior Members to continue to be covered by a Junior Membership or, at their discretion, to join the club with an Adult Membership thus receiving full benefits extended to dues paying Senior Members.

Section 2

An initiation fee shall be charged for the first year of a new membership. This initiation fee shall not exceed one year's dues. The initiation fee may be waived for any prior Junior or Senior Member in good standing or for other justifiable reasons determined by a policy of the Board of Trustees. All such initiation fees shall be dedicated to the capital improvement fund.

Section 3

The Board of Trustees may, when in their judgement such action is advisable, suspend all or part of the dues for any members in military service or for any other justifiable cause. This includes the provision of reduced dues for Members who have attained Emeritus Status by having given decades of service to the club and attained an age of seniority as defined by Board policies.

Section 4

The Board of Trustees shall have the power to assess Senior Members a yearly sum necessary in the discretion of the Board of Trustees to defray, entirely or in part, capital improvements or emergency repairs. No more than one assessment shall be made in any one year.

Section 5

The Commodore shall receive free dues and fees not to exceed two Adult Memberships, one Junior Membership and boat storage for one boat on land.

Section 6

The Treasurer shall receive free dues and fees not to exceed two Adult Memberships and one Junior Membership.

Section 7

The Corresponding Secretary shall receive free dues and fees not to exceed two Adult Memberships and one Junior Membership.

ARTICLE IX

GENERAL MEMBERSHIP MEETINGS

Section 1

There shall be four meetings of the General Membership each year, one each in the months of June, July, August and September. The September meeting shall take place prior to the fifteenth of the month.

Section 2

The Corresponding Secretary shall call special meetings at the direction of the Commodore or the Board of Trustees, or upon the written request of at least ten Senior. Members.

Section 3

Eleven Senior Members shall constitute a quorum for the transaction of business. All Senior Members are requested to attend at least two General Membership meetings per year.

Section 4

Notices of stated and special meetings shall be provided to every Senior Member at least five days in advance thereof and shall be posted by the Corresponding Secretary for the same length of time on the club bulletin board.

Section 5

No business shall be transacted at a special meeting except that of which notice was given.

ARTICLE X

CONDUCT OF MEETINGS

Section 1

The following order of business shall be observed at all meetings of the Board of Trustees and General Membership and shall not be departed from except by a two-thirds vote:

1. Reading of the minutes
2. Reports of the Officers
3. Reports of Board of Trustees (at General Membership)
4. Reports of committees
5. Election of new members (Trustees' Meeting only)
6. Communications
7. Unfinished business
8. New Business
9. Election of Officers (when appropriate)
10. Adjournment

Section 2

All questions of parliamentary practice not herein provided for shall be determined in accordance with Robert's Rules of Order.

ARTICLE XI

ELECTIONS

Section 1

The nomination and election of all officers and trustees shall be held at the August General Membership meeting of the club. The officers elected shall be inducted at the September General Membership Meeting. They shall take office on the fifteenth of September.

Section 2

Voting shall be by show of hands or by ballet if deemed necessary by the Commodore. A majority of the votes cast shall be necessary to elect.

Section 3

All normal vacancies occurring in elective offices shall be filled by the Commodore for the unexpired term.

Section 4

Special elections may be called by the Commodore to fill such offices as he thinks proper.

Section 5

As of July 1, 2008, a member of the Board of Trustees may serve two consecutive three-year terms or six consecutive years before stepping down from the Board for a minimum of one year. A person who has served as a trustee for less than two full consecutive three-year terms may be nominated to a trustee position. If elected, that trustee may fulfill his or her term of office regardless of the number of years of service. In the event that there are not sufficient candidates for membership on the Board, the Commodore shall fill the vacant position(s) without regard to the six consecutive year restriction.

ARTICLE XII

SALE OF REAL PROPERTY

Any lease, sale, assignment or mortgage of the real property of the Brigantine Yacht Club shall be approved by at least 75% of the membership eligible to vote.

ARTICLE XIII

DISCIPLINE

Any member or members having a complaint to make against any other member or members, including Officers and Trustees, or employees, for any infraction of the laws of the Club (other than racing rules and regulations) or for conduct injurious to the welfare of the Club, shall report the same, in writing, to the Board of Trustees. After receiving such complaints which must set forth the facts of the case, together with the names of witnesses, if any, a meeting of the Board of Trustees shall be held as soon as practicable to investigate same. The person(s) complained of and the member(s) making the complaint shall receive at least three day's notice of such meeting. Evidence shall be reduced to writing and filed with the Recording Secretary and shall not be disclosed, unless required by an appeal of the decision, unless required by an appeal of the decision to the general membership of the club. A majority of the voting members of the Board of Trustees shall have the power to suspend or expel a member or impose other penalties. If any party involved is a member of the Board of Trustees, he/she shall not be entitled to vote on the matter. The decision of the Board of Trustees shall be filed with the Recording Secretary and forwarded to the parties involved. An appeal of the Board of Trustees' decision may be made to the General Membership of the club by either party.

ARTICLE XIV

AMENDMENTS AND ADDENDA

Section 1

The Constitution and Bylaws may be amended at a meeting of the General Membership of the Club by a two-thirds vote of eligible Senior Members present. Provided the required notice is given. Amendments may be proposed by the Board of Trustees or by Senior Members numbering at least a quorum of those required at a general membership meeting. All proposed amendments shall be reviewed by the Board of Trustees and their recommendations attached. A copy of the proposed amendment, and the recommendation of the Board of Trustees shall be mailed or emailed to every Senior Member at least seven days in advance of such meeting; or provided that, with the approval of the Board of Trustees, every Senior Member has been notified that amendments to the Bylaws will be considered at the next meeting and that a copy of the proposed amendments and recommendation of the Board of Trustees has been placed on the club bulletin board for at least fourteen days.

Section 2

All policies, practices, and rules of an ongoing nature adopted by the Board of Trustees under the general or discretionary powers granted herein, shall be dated and reduced to writing, citing the Article and Section of their specific authority, and organized and attached to these Bylaws as an addendum to have full force and effect until canceled or superseded by future action of the Board of Trustees.

Section 3

A copy of these Bylaws and all Addenda shall be provided to each Senior Member and/or posted in the clubhouse.