

Constitution
of
The Newport Yacht Club
of
Rochester, New York, Inc.

March, 2005

1.1 Name

- 1.1.1 The Name of this corporation is the Newport Yacht Club of Rochester, New York, Inc.

1.2 Purpose

- 1.2.1 The purpose of the Club is to encourage small sailboat racing and sailing, and in the furtherance of this purpose, to provide and maintain a club house, piers, and anchorage, and to buy, sell, or lease property.

1.3 Burgee

- 1.3.1 The Club burgee shall be a single-pointed navy blue pennant carrying a white triangle which bears the block letter "N" in navy blue. The vertical side of the triangle shall coincide with the pennant's hoist.

1.4 Club Officers

- 1.4.1 The officers of this Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Harbormaster, a Treasurer, an Assistant Treasurer, a Race Chairman, and a Secretary.
- 1.4.2 The Commodore shall preside at all Club or Directors' meetings. Together with the Secretary, they shall execute all written contracts of the Club. They may call special meetings in the prescribed manner.
- 1.4.3 The Vice Commodore shall, at the request of the Commodore, act for the latter in the case of their absence or inability to act. At the request of the Directors, they shall act for the Commodore in the case of the latter's refusal to act. They shall be in charge of the club house and its facilities, and shall be responsible for the maintenance and operation of the club house, the bar, and the dining room.
- 1.4.4 The Rear Commodore shall be in charge of the grounds and waterfront facilities of the Club and be responsible for their improvement and maintenance. They shall have charge of the Brown Jug Regatta when Newport is the host, and the Annual Banquet, as well as the awards to be given on this occasion (fleet captains are responsible for their fleet awards).
- 1.4.5 The Race Chairman shall coordinate the activities of the fleets associated with the Club, shall appoint the Protest Committee, the Race and Crash Boat committees, and shall have the power to decide conflicts in the program of the fleets.
- 1.4.6 The Harbormaster shall prescribe rules for use of Club boats, maintain these boats, and assign mooring and docking space in accordance with the applicable Bylaws.
- 1.4.7 The Treasurer shall collect funds due the Club, pay bills owed by the Club, keep its accounts, and make financial reports at each meeting of the Board. Not later than the January Club meeting, he shall submit a report to the Club which has been approved by the Board and audited by the Finance Committee.

- 1.4.8 The Assistant Treasurer shall assist the Treasurer with his duties by sending out bills for dues and collecting those receipts.
- 1.4.9 The Secretary shall make and keep all the records, except financial accounts, and conduct correspondence. They shall record minutes of all meeting of the Board and of the Club, issue notices to all Club members of Club meetings and to all Directors of Board meetings. They shall supply lists of qualified voting members at any Club meeting.
- 1.4.10 Other duties may be assigned to any officer by the Commodore.

1.5 Board of Directors

- 1.5.1 The Board of Directors of the Club shall consist of all the elected officers, the Fleet Captains, and a number of elected Directors to total a minimum of 13 to a maximum of 15 members.
- 1.5.2 The Board shall control and manage the affairs of the Club within the limits prescribed by this Constitution and its Bylaws.
- 1.5.3 The Board shall have authority to:
- a) Fill vacancies in Officers or Directors until such vacancies have been filled by proper election at a General Membership meeting.
 - b) Appoint the Membership Committee and any special Committee it deems appropriate.
 - c) Recommend a Nominating Committee for election by the Club.
 - d) Recommend, for acceptance by the Club, candidates for membership, and recommend to the Club suspension or expulsion of same.
 - e) Fix penalties for the violation of this Constitution and its Bylaws.
 - f) Prescribe rules for the admission of strangers or guests to the Club, as well as for the conduct of the members of the Club.
 - g) Make purchases and contracts for the Club, but it shall have no power unless authorized by the Club, to render the Club liable for any debt beyond the amount which may reasonably be anticipated as income in the fiscal year, and which will not be needed for the discharge of prior liabilities, or for the routine operation of the Club for the remainder of the fiscal year.
 - h) To recommend to the Club membership withdrawals from the General Fund.
- 1.5.4 A quorum of the Board of Directors shall be a majority of its members.
- 1.5.5 Board meetings may be called by the Commodore, or at the written request of two or more Directors, addressed to all Directors stating the purpose of such meetings and mailed to all Directors one week prior to the date of such meeting. During the months of April through September, the Board shall meet at least once a month to consider new member applications and general business.

1.6 Membership

- 1.6.1 The classes of membership shall be senior, associate, and honorary. Items in Section 1.6 apply to all members except as noted in Section 1.7

- 1.6.2 A member of any class has the right to entertain guests at the Club. The member's spouse and their children under the age of 18 years (or living with them and financially dependent upon them) may participate in all boating and sailing, as well as social activities of the Club.
- 1.6.3 To qualify as a senior member, an applicant must:
- a) Be at least 18 years of age.
 - b) Submit to the Membership Committee a written application signed by two Senior Members in good standing.
 - c) Be interviewed by the Membership Committee and recommended to the Board of Directors. The Board shall then recommend the applicant to the Club.
- 1.6.4 All senior and honorary members have the right to vote, hold office, or serve as Directors. In a senior membership, both husband and wife are automatically considered senior members with the following stipulations:
- a) From the standpoint of a membership application, fees, and dues, husband and wife combined, shall be considered as one member.
 - b) At any Club meetings, either husband or wife may vote, but not both. For the purposes of obtaining a quorum, husband and wife combined shall be considered as only one member with one vote.
 - c) Either husband or wife may be elected an Officer of the Club, but only one may be an Officer in any one year. However, both may be Directors or Committee members in the same year.
- 1.6.5 Honorary members must be recommended by the Board and elected by two-thirds of the members present in a secret ballot at a duly called Club meeting.
- 1.6.6 Any member may be expelled upon recommendation of the Board and a two-thirds majority vote of the Club members at a duly called meeting of the Club. Such vote shall be by written, unsigned ballot. An expelled member may re-apply for membership upon payment of past dues balance including penalties as of the date of expulsion, plus the initiation fee and dues installments for the current year. This represents a minimum for reinstatement.
- 1.6.7 Any member may resign by notifying the Board in writing. A member who has resigned in good standing is one who has fulfilled all his obligations to the Club. They shall not be required to pay another initiation fee. Their reapplication for membership should be accompanied by a remittance covering that portion of the year's dues which is currently due. In addition, the General Membership may elect to impose further payments if equity to membership so requires.
- 1.6.8 Upon the death of a senior member, all his interest and rights in the Club shall pass to their spouse. Upon the resignation or expulsion of a member, all his interests and rights in the Club shall cease.
- 1.7 Associate Membership - There are three categories of associate membership:
- 1.7.1 Associate Member – Limited Activity – are those joining Newport solely to participate in a Club-sponsored, defined duration activity, such as an instructional class, sailing team or other activities as defined by the board.

- a) Membership is valid only for the duration of the activity and privileges are established by the board.
- b) Membership fees for this category are established annually by the board and boat space is not available for these members.

1.7.2 Associate Member – Student – are those who on May 1 of the current year are ages 18 through 24, and are full-time students:

- a) They are admitted to this membership for the defined purpose of sailing at the club, including if they wish, competing in fleet racing. (Senior or honorary membership is required for all who compete in any of the regular racing series of any fleet, except as defined in this paragraph and in 1.7.3 a).
- b) Membership dues for these members is one-third (1/3) of the dues for senior members. This type of associate member may be granted boat space under policies established by the board. The boat fee will be one-third of the fee for senior members. Fleet fees, if any, are additional and are established by the fleet.
- c) Acceptance of these members is done through the same procedure as senior members (i.e., application, initial payments, and general membership approval).
- d) When the associate member no longer qualifies for this membership category, the membership ceases, and the associate member may apply for senior membership with the same fee structure and initiation fee as any other senior member.

1.7.3 Associate Member – Junior/Beneficiary – a membership in trust, which is granted to a trustee for the benefit of persons who are under 18 years of age as of May 1 of the current year.

- a) The beneficiary is admitted for the defined purpose of sailing at the club, including if they wish, competing in fleet racing. The trustee does not have sailing privileges.
- b) The acceptance process is the same as for senior members (i.e. application, initial payments, general membership approval), except both the trustee and beneficiary are to be interviewed by the membership committee.
- c) Membership dues for these members is one-third (1/3) of the dues for senior members. This type of associate member may be granted boat space under policies established by the board. The boat fee will be one-third of the fee for senior members. Fleet fees, if any, are additional and are established by the fleet.
- d) The trustee is responsible for the appropriate use of the club facilities and activities by the beneficiary.
- e) When the beneficiary no longer qualifies for this membership category, the membership ceases. If a full-time student at that time, the beneficiary may apply for acceptance as an “Associate Member – Student”. If not a full-time student, they may apply for senior membership with the same fee structure and initiation fee as any other senior member.

For all categories of Associate Members:

1.7.4 Payment of the initiation fee is not required for associate members. Associate members are required to pay the current initiation fee to transfer to senior membership status.

1.7.5 Associate members do not share ownership of the club, do not receive a club key, and do not have voting rights. Associate members are required to attend at least one work party during the year, and are invited, but not required, to attend general membership meetings.

- 1.7.6 Any abuses of club facilities are grounds for dismissal by the Board of Directors, and does not require a vote of the general membership.
- 1.7.7 Dock or rack space priority will be given to senior members. However, an Associate Member who has been granted dock space for a given year will not be displaced during that year.

1.8 The Club Corporation

- 1.8.1 The Club Corporation shall be composed of senior and honorary members.
- 1.8.2 The Club meetings shall be in January, April, July, and October. The latter date shall be the annual meeting.
- 1.8.3 Special meetings of the Club may be held at the request of the Commodore or of one-fourth of the Club members, such request in either case to be in writing stating the purpose and sent one week prior to such meeting to each Club member.
- 1.8.4 A quorum at any Club meeting shall be one-third of the Club membership except as specified in Paragraph 1.8.5(g) and Paragraph 1.10.
- 1.8.5 The Club shall have power to:
 - a) Elect Officers, Directors, a Finance Committee, a Nominating Committee, and a Planning Committee.
 - b) Approve or disapprove actions of the Board.
 - c) Vote on admission or expulsion of members.
 - d) Make recommendations to the Board.
 - e) Control the General Fund, the purpose of which is to acquire property, equipment and fund projects with life expectancy of at least 7 years, which do not exceed \$3,500. The General Fund may be used by Newport Yacht Club for other purposes, provided the amounts used are repaid within three years and that each specific use up to \$3,500 will be approved by a majority vote of the members present at a duly called meeting. All expenditures of funds from the General Fund must be approved by a majority of members present at a duly called general membership meeting.
 - f) Approve at each of two consecutive meetings held at least 30 days apart, the sale, leasing, or other disposition of any of the Club's assets exceeding \$3,500 in value. Notice of each meeting must be given to all Club members at least 10 days in advance of each meeting.
 - g) The quorum for actions in e) and f) shall be two-thirds of the Club members, voting either by proxy or in person, and must be approved by majority of those voting.
 - h) Approve the transfer of any operating funds remaining at the end of the fiscal year into the General Fund as recommended by the Finance Committee.

1.9 Standing Committees

- 1.9.1 The standing committees of the Club shall be:
 - a) A Finance Committee.
 - b) A Nominating Committee.
 - c) A Capital Planning Committee.

d) A Membership Committee.

1.9.2 The duties of standing committees shall be outlined in the Bylaws.

1.10 Constitutional Amendments and Bylaw Changes

1.10.1 Constitutional amendments may be made at any duly called Club meeting provided that the following requirements are met:

a) Notice of the proposed amendment(s) has been sent to Club members 30 days prior to the meeting date.

b) Two-thirds of the members must vote by proxy or in person.

c) Amendment(s) must be approved by a majority of those voting.

d) Amendment(s) must be approved in the same manner at a second consecutive Club meeting with at least 30 days between each meeting.

1.10.2 Changes in the Bylaws may be made at any meeting of the Club by a majority vote of those in attendance provided the proposed change has been stated in the notice of such meeting mailed to each Club member 10 days prior to said meeting.

Bylaws
of
The Newport Yacht Club
of
Rochester, New York, Inc.

2.1 Fiscal

2.1.1 The fiscal year of this Club shall begin on November 1 and end on the following October 31.

2.1.2 Treasury

The Club money shall be held in one of two categories:

a) Operating Funds

- 1) Petty Cash - Money needed by the officers to meet operating expenses on a day-to-day basis. Total petty cash should not normally exceed \$500.
- 2) Checking Account - Shall contain the money needed by the Treasurer to meet immediate operating expenses. Because the checking account does not normally pay interest, the treasurer may also hold operating cash in the savings account(s).
- 3) Savings Accounts - Shall contain cash not immediately needed to meet expenses and not part of the General Fund. Due to the cyclical nature of the Club's income and expenses, it may be deemed advisable by the Treasurer to make deposits and withdrawals from this account rather than holding all operating cash in the checking account. Interest from this account shall be considered as ordinary income for budgeting purposes.

b) General Fund

The General Fund is defined in Paragraph 1.8.5(e). Any interest accumulated by the General Fund shall remain a part of it. General Fund accounts shall be physically separate from Operating Fund accounts.

2.2 Nominating And Election of Nominating Committee

2.2.1 Thirty days prior to the July meeting of the Club, the Secretary shall post on the bulletin board a list of candidates for the Nominating Committee approved by the Directors, and shall at the same time send copies to all Club members. Three or more Club members may also submit the names of candidates in writing to the Secretary not less than 15 days before the July meeting. The Secretary shall post such list and send copies to all Club members ten days prior to the July meeting.

2.2.2 The Club shall elect a Nominating Committee at the July meeting.

2.3 Nomination and Election of Officers, Directors, Finance Committee, and Planning Committee

2.3.1 Thirty days prior to the annual meeting of the Club, the Secretary shall post a list of candidates selected by the Nominating Committee for election as officers, directors, and finance and planning committeemen. At the same time duplicate lists shall be sent to all members. Three or more members may also submit nominations in writing to the Secretary 15 days before the annual meeting and shall at the same time send copies to each senior member.

- 2.3.2 The Club shall select officers, directors, finance committeemen and planning committeemen at the annual meeting.
- 2.3.3 If an officer or director is unable to complete the term of his office, such vacancy shall be filled by the election of a candidate at the next subsequent meeting of the membership after the vacancy occurs. Nominations for the candidacy may be submitted by the Board of Directors or made from the floor. Election shall be by majority vote of the members present at the meeting.

2.4 Tenure

- 2.4.1 The terms of all officers, directors, and committeemen shall start and end with the fiscal year. Officers shall serve for two years. Capital Planning and Membership Committee members shall serve for three-years. All Directors and other committee members shall serve for one year.
- 2.4.2 For terms beginning in even years, the club shall elect the officers: Commodore, Rear Commodore, Treasurer, and Race Chair. For terms beginning in odd years, the club shall elect the officers: Vice Commodore, Harbormaster, Assistant Treasurer, and Secretary.

2.5 Duties of Committees

- 2.5.1 The Nominating Committee consisting of five senior members shall nominate candidates for officers, directors, and finance and planning committeemen, and furnish the names of such nominees to the Secretary for posting 30 days prior to the annual meeting.
- 2.5.2 The Finance Committee, consisting of three Senior members shall have three principal duties:
 - a) They shall audit the Club books for the previous fiscal year and report their findings to the Club members in the January meeting.
 - b) They shall prepare an operating budget of income and expenses for the current fiscal year. The operating budget will exclude multi-year capital expenditures or capital expenditures in excess of \$3,500 and the corresponding income needed to support such expenditures. They shall consult the Board of Directors and the Capital Planning Committee and give due consideration to their recommendations. The operating budget shall be presented to the Club members at the January meeting. The Club members may accept or modify the budget by a majority of those present.
 - c) They shall recommend the allocation of operating funds remaining at the end of the fiscal year between the General Fund and the Operating Fund for the following year. Sufficient funds to meet expenses until dues come in will be a minimum requirement to be held in the Operating Fund.
 - d) They shall recommend withdrawals from the General Fund to pay for single year projects totaling less than \$3,500, which have at least a 7 year life expectancy. All such withdrawals must be made in accordance with sections 1.8.5 e.
- 2.5.3 The Capital Planning Committee, consisting of three Senior members, shall be responsible for planning multi-year capital projects or any capital projects in excess of \$3,500 in a single year and for the planning for the payment of those projects. This planning will be done by year for the current year and for each of the two successive years as a minimum, with longer term planning as the need arises. Consultation with the Board of Directors and the Finance Committee is expected.

Capital Projects for the current year will be developed in detail and defined with realistic cost estimates; projects for the two successive years may be of a conceptual nature with less refined cost estimates. Budgets for the payment of financing of such projects will be well defined and will provide for a reasonable contingency factor. This will be included as an integral part of the capital budget.

The 3 year Capital Budget will be presented to the Club members at the January meeting for approval or modification. In addition, the Club members must authorize each individual project, its priority, and the source of funds for any capital projects in the current year.

The Capital Planning Committee may recommend to the Club membership changes to previously approved budgets or specific project authorizations, as changing conditions require. The Committee's function should be viewed as one of a continuing nature, with constant updating of data and with a corresponding change of plans to the end of best serving the needs of the Club within its financial limitations.

- 2.5.4 The Membership Committee consisting of three senior members shall interview prospective applicants and make recommendations to the Board of Directors.

2.6 Initiation Fees and Uses

- 2.6.1 On recommendation of the Finance Committee and with the approval of the Board of Directors, the Club shall fix each year the initiation fees, dues, and any other fees to be paid by the members of the Club.
- 2.6.2 All applications for membership must be accompanied by at least one-half of the current application initiation fee. Associate members are required to pay one-half of their applicable fees. The remaining fees are due upon acceptance. The Board may extend mooring, dockage, or sailing privileges to an applicant prior to approval of their application for membership by the Club. The applicant's membership (for the purpose of charging applicable dues, fees, or other charges) will be deemed to have commenced as of the date the applicant's boat was moored, docked, or sailed.
- 2.6.3 Honorary members shall not be required to pay initiation fees or dues.
- 2.6.4 All new members shall pay the second half of their Initiation Fee by the end of the first quarter of the calendar year following the year of their acceptance into membership by the Club.
- 2.6.5 A member transferring from a membership in trust to senior member shall not be classified as a new member.
- 2.6.6 All new members applying prior to July 15 shall pay full year's dues and sailing fees.
- 2.6.7 All members applying after July 15 but prior to September 1 shall pay one-half year's dues and sailing fees.
- 2.6.8 All new members applying after September 1 shall pay one-fourth dues and sailing fees for the remainder of that year.

2.7 Payment of Indebtedness

- 2.7.1 Dues and sailing fees may be paid in one lump sum or two equal installments on or before March 1 and June 1 without penalty.

- 2.7.2 The Assistant Treasurer is required to issue statements to each member owing a balance at least 15 days in advance of the payment dates.
- 2.7.3 The Assistant Treasurer is required to send the first dues statement on or before February 15 of each year.
- 2.7.4 When accepted as a new member, the Assistant Treasurer shall bill the new member according to the bill schedule then applicable.
- 2.7.5 A penalty of 25% is to be levied for late payments of any installment of Club dues by the Assistant Treasurer. The determination date shall be the postmark on the envelope containing the payment, or when the payment is personally made to the Assistant Treasurer.
- 2.7.6 The Assistant Treasurer will send any member who is delinquent on July 1 a final notice of the balance including penalties due the Club. At this same time, the Assistant Treasurer will post on the Club Bulletin Board the names of all members who are delinquent as of July 1, and failure to pay the balance in full will cause the Assistant Treasurer to submit each delinquent member's name at the July General Membership meeting and recommend expulsion from the Club.

2.8 Docking and Mooring

- 2.8.1 Class sailboats of recognized fleets of the Club shall at all times have docking or mooring priority over any other type of boat except Club-owned boats.
- 2.8.2 Members or new incoming members shall not be extended dockage, dry storage, or moorage for a period of more than two weeks per year for a boat which is not in one of the Club recognized fleets. For the purposes of this rule, moorage is defined as the anchoring of any boat adjacent to Club property to which access is gained through Club property. Exceptions to this rule may be granted by the Board of Directors on a temporary and an individual basis. When granted, such permission will be posted on the Club Bulletin Board. Failure to comply with this rule is considered grounds for a fine.

2.9 Sailing Fleets

- 2.9.1 The Club recognizes three racing fleets-- Lasers, Lightnings, and Snipes.
- 2.9.2 The Club recognizes one 'one design' Junior Fleet, with limited Club representation.
- 2.9.3 The Club recognizes one fleet comprised of sailboats not otherwise recognized in paragraphs 2.9.1 or 2.9.2.

2.10 Order Of Business

- 2.10.1 The order of business at annual and regular meetings of the Club shall be:
 - a) Minutes of the last regular meeting and of any special meeting held in the interim.
 - b) Reports of the Officers.
 - c) Reports of the Committees.
 - d) Unfinished business.
 - e) New business.
 - f) Adjournment.

2.11 Rules of Order

2.11.1 All meetings of the Club shall be governed by Robert's Rules of Order.

2.12 Membership

2.12.1 The Board of Directors is required to recommend a membership limit at the October General Membership meeting. The recommendation should be based primarily upon the availability of parking space and boat dockage capacity.

2.12.2 The membership limit will be set by a majority of the members present at the October meeting.

2.12.3 Increases in the membership limit may not be by more than five (5) per year.

2.13 Participation

2.13.1 The Newport Yacht Club is managed and maintained through the collective efforts of its members who provide their talents and services without monetary compensation in order to keep the membership cost to a minimum. Thus, in addition to paying an initiation fee and annual dues, a member is expected to be represented at four (4) scheduled membership meetings and at least one (1) facilities work day. Honorary Members are exempt from the attendance requirements, but are encouraged to participate.

a) For membership meeting, a proxy returned to the Secretary prior to the start of the general membership meeting will suffice.

b) For work days, an able bodied representative or completion of an assigned task from the work day director will suffice.

2.13.2 To assure that members are meeting their participatory obligations, the Club Secretary will maintain an attendance log at each scheduled membership meeting. The Rear Commodore or designee will maintain an attendance log at each work day and for those who receive tasks in lieu of attendance. These logs will be given to the Assistant Treasurer, who will maintain a continuing record of each member's participation.

2.13.3 For those who do not meet these obligations, a penalty will be added to their next year's membership dues: \$50 for a missed work party; \$10 for missing a scheduled membership meeting. The Assistant Treasurer will send the absentee a notification after each absence and indicate the cumulative absences.

Change History

Date	Change
January, 2000	Paragraph 2.9.3 to establish a non-one design fleet
April, 2001	Paragraph 1.7 Junior & college student members revised to associate members
March, 2005	Changed "He" to "They" wherever it appeared
March, 2005	Section 1.4.8. Removed, "He shall prepare himself for the office of Treasurer..."
March, 2005	Section 1.5.1 Changed from "The Board of Directors of the Club shall consist of all the elected officers, all the retired officers of the preceding year, the Fleet Captains, and the required number of elected Directors to make a grand total of nineteen."
	Deleted section 1.6.4
March, 2005	Section 1.6.7 (now 1.6.6) Wording clarified and emphasized a written, unsigned ballot
March, 2005	Section 1.7 Substantial rewrite for clarity of Associate Membership
March, 2005	Section 1.8.5, Raised limits from \$1,500 to \$3,500.
March, 2005	Deleted Section 1.9.1 c) which formerly said "A Race Committee"
March, 2005	Section 2.4.1 changed and 2.4.2 added to allow for two year terms for officers and a staggered schedule of elections for officers.

March, 2005	Section 2.13.1 clarified obligation of Honorary Members and of alternate means to satisfy participation obligations.
March, 2005	Added section 2.5.2 d)
March, 2005	Delete Section 2.5.4 – Race Committee is not one of the standing committees (it was deleted from Constitution) responsibilities of Race Chairman belong in the Officer's responsibility guide, not in the Bylaws