

CONSTITUTION

AND

BY-LAWS

1939

OF THE

Rock Hall Yacht Club

of

Rock Hall, Md., Inc.

Constitution and By-Laws

OF THE

Rock Hall Yacht Club

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Rock Hall, Md., Inc.

**ARTICLE 1**

SECTION 1. The name of the club shall be the ROCK HALL YACHT CLUB, INC.

**ARTICLE 2**

SECTION 1. The purpose for which this club is formed is to own and maintain a club house and other proper and requisite facilities for the promotion and practice of yachting, boat sailing, navigation, and other sports and pleasures.

**ARTICLE 3**

SECTION 1. The business of the corporation is to be transacted in Kent County, Maryland.

**ARTICLE 4**

SECTION 1. Membership in this club is the right of free entry upon the land and tenements, and service of its servants, subject to the regulations of these By-Laws and the rules of the House Committee.

**ARTICLE 5**

SECTION 1. There shall be four classes of membership: Participating, Non-Participating, Junior and Honorary.

SECTION 2. Participating Members are those owning one or more shares of stock in the Corporation. Only participating members have the right to vote and hold office.

SECTION 3. Non-Participating members shall have all the privileges of the Club House and grounds, but may not hold office or vote.

SECTION 4. Junior members are those

under 21 years of age.

SECTION 5. Honoraray members are those whom, by reason of general distinction or service to the Club, the membership may wish to honor.

#### ARTICLE 6

SECTION 1. Candidates for membership shall be proposed by one member. Their application shall be accompanied by an entrance fee of Twenty-five dollars (\$25.00) and presented to the Secretary. The Secretary shall post said application on the Bulletin Board fifteen days prior to action by the Board of Governors.

SECTION 2. Participating and Non-Participating members shall pay annual dues in the amount of Ten Dollars (\$10.00) payable semi-annually, at the option of the member.

SECTION 3. Junior members shall pay annual dues in the amount of Five Dollars (\$5.00), payable as set forth in Section 2 of Article 6.

SECTION 4. Honorary Members shall pay no dues.

SECTION 5. At the direction of the Board of Governors, for a specific purpose and for a definite period of time, the Entrance Fee of Twenty-Five Dollars (\$25.00) as provided for in Article 6, Section 1 of these By-Laws, may be suspended.

#### ARTICLE 7

SECTION 1. There shall be quarterly meetings of the Club, to occur in March, June, September and December, or oftener, as the business of the Club may warrant.

The Annual meeting for election of officers shall be in September, and the officers elected shall be installed at once.

SECTION 2. Special meetings may be called by the Secretary at the request of the Commodore whenever he may deem it advisable, or at the request of three members of the Board of Governors.

#### ARTICLE 8

SECTION 1. The Officers of the Club shall be a Commodore, a Vice-Commodore, a Rear Commodore, a Secretary and a Treasurer. For corporate purposes, the Commodore shall be the President, and the Secretary shall be the Clerk, of the Corporation.

SECTION 2. There shall also be a Board of Governors, consisting of the Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer and seven (7) members of the Club.

SECTION 3. There shall further be a House and Grounds Committee.

#### ARTICLE 9

SECTION 1. All officers shall be elected by ballot at the annual election of the Club, and shall hold office until adjournment of the next succeeding annual meeting, or until their successors are duly elected in their stead. A majority of the votes cast shall be necessary for an election.

SECTION 2. Any vacancy in office may be filled by a majority election of the Board of Governors, but only for the term for which the person chosen originally shall have been elected.

## ARTICLE 10

SECTION 1. (Commodores) It shall be the duty of the Commodore to take command of the Fleet; and, as President, to preside at all meetings of the Club and of the Board of Governors; to enforce all rules and regulations of the Club; and with the Secretary to sign all written contracts and obligations assumed by the Club.

SECTION 2. The Commodore shall appoint a Fleet Captain, a Fleet Surgeon, a Fleet Chaplain and other necessary committees from the membership of the Club.

SECTION 3. It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties, and in his absence to officiate in his stead.

SECTION 4. It shall be the duty of the Rear Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties and in their absence to officiate in their stead.

## ARTICLE 11

SECTION 1. (Secretary and Treasurer) It shall be the duty of the Secretary: To keep the minutes of all meetings of the Club and of the Board of Governors, and to have the custody of all reports and documents connected with the business of the Club.

To keep a correct roll of members, together with the dates of their election.

The Secretary shall receive all proposals for membership in writing and shall lay the proposals, together with any comments received, before the Board of Governors at their next meeting. The Secretary shall notify the member-elect of their election.

The Secretary shall keep a correct list of the name, ownership, dimensions and rig of each yacht or boat enrolled in the Club.

To conduct the correspondence of the Club, and to issue notices of all meetings of the Club and of the Board of Governors.

To present a written report at the Annual Meeting, setting forth the activities and business of the Club for the year past.

SECTION 2. The Treasurer shall have the custody of all Club funds; to collect and receive all monies due by entrance fees, annual dues, charges and assessments. He shall keep the funds in his care on deposit in such bank or banks as may be approved by the Board of Governors; and to pay out such funds from time to time as the Board of Governors may direct.

He shall present a detailed account at the Annual Meeting, showing the disposition of the Club funds, and report to the Board of Governors monthly.

He shall give such security or bond for the faithful performance of his duties as may be approved by the Board of Governors.

## ARTICLE 12

SECTION 1. It shall be the duty of the Fleet Captain to communicate with the officers and members of the Fleet on behalf and in the name of the Commodore.

## ARTICLE 13

SECTION 1. It shall be the duty of the Fleet Surgeon to look after the sanitary condition of the Fleet, and to perform such other duties pertaining to his office as the Commodore may direct.

**ARTICLE 14**

SECTION 1. It shall be the duty of the Fleet Chaplain to conduct divine service whenever the Fleet may be on a cruise and to perform such other duties pertaining to his office as the Commodore may direct.

**ARTICLE 15**

SECTION 1. The Board of Governors shall consist of twelve (12) members of the Club one of whom shall be President and Commodore, elected as heretofore provided, and each member of the Board of Governors shall be entitled to one vote as a member of the Board.

SECTION 2. The general management and control of the affairs, funds and property shall be vested in the Board of Governors. They shall have full power, and it shall be their duty to carry out the purposes of the Club, according to these By-Laws.

SECTION 3. They shall make such rules as they may deem proper, respecting the use of the Club House and Grounds; prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government and for the government of the Committees appointed by them.

SECTION 4. They shall audit and examine the accounts of the Treasurer and Committees, and make appropriations for the use of the officers and committees of the Club.

SECTION 5. They shall appoint a committee of five members to nominate candidates for the positions to be filled at each Annual Election. This committee shall be

known as the Nominating Committee and shall cause their nominations to be posted on the Club Bulletin Board at least fifteen (15) days prior to the Annual Meeting. The Board of Governors shall receive such other nominations as may be sent to the Secretary in writing, signed by five or more members of the Club, in good standing, provided such nominations are received at least five days prior to the Annual Meeting.

SECTION 6. They shall elect to membership such candidates as they consider desirable, as hereinafter provided. They may, by unanimous vote, approve for election to Honorary Membership such candidates as they consider qualified for such distinction.

SECTION 7. They shall meet once each month, and special meetings may be called by the Commodore, or at the written request of any three members of the Board.

Seven (7) members shall constitute a quorum.

SECTION 8. They shall have the power to fill vacancies that may occur in their number, or in any committee appointed by them, and any vacancy that may occur during the year, the method of filling which is not otherwise provided for.

SECTION 9. They may have the power to suspend any member whose name has been reported to them for non-payment of dues, or other Club indebtedness, and unless such default shall be satisfactorily accounted for to the Board within thirty (30) days after notice has been sent to him by the Board, he shall IPSO FACTO, upon expiration of the said thirty days, cease to be a member of the Club. On written application and the payment of all indebtedness

to date thereof, the Board, at their discretion and upon such terms as they deem necessary, may reinstate the member, provided such membership shall not cause the membership limit to be exceeded.

SECTION 10. They shall make an official report to the Annual Meeting, and keep record of their proceedings.

#### ARTICLE 16

SECTION 1. The House and Grounds Committee shall be composed of not more than five members, who shall be appointed by the Commodore annually from the members of the Board of Governors, or from the members of the Club at large.

SECTION 2. They shall have the general management and control of the House, Grounds and Employees of the Club; make rules relative to the use of the Club House, Grounds and Equipment; and the conduct of members or visitors therein, subject, however, to the control of the Board of Governors.

SECTION 3. They shall regulate prices; order purchases; audit accounts; receive and redress complaints, and perform such other duties as may be assigned to them by the Board of Governors.

#### ARTICLE 17

SECTION 1. Any member found guilty of breaking the rules and regulations of the Club or of any standing committee, or of conduct unbecoming a gentleman, may, after a fair trial before the Board of Governors, and at which he may be heard in his own defense, be admonished, expelled, or debarred from any or all of the privileges of

the Club, for a given time. Such action shall be subject to appeal to the Club, to reverse which the votes of two-thirds of the members present, at a regular or special meeting, shall be necessary.

SECTION 2. The Board of Governors may suspend any member against whom charges have been preferred, as above set forth, until the next regular meeting of the Board.

SECTION 3. A member expelled from the Club shall, IP SO FACTO, forfeit all his rights, titles and interest in the property of the Club, either real or personal; except, however, to the extent of his ownership of share or shares of stock in the Corporation. Such ownership of the Corporation stock will not entitle such expelled member to any privilege or privileges of the Club.

#### ARTICLE 18

SECTION 1. All members known as Participating Members may vote at any general election and upon every question which may be raised at a general Club meeting; the number of votes each such member may cast corresponding to the number of fully paid up shares such member has registered with the fiscal agent, or Secretary of the Corporation.

#### ARTICLE 19

SECTION 1. No member may own either directly or indirectly more than twenty-five percent (25%) of the total number of shares of the Corporation stock outstanding and registered on the corporate books by the fiscal agent.

SECTION 2. The Club may, at its

option, recall and redeem its corporate shares at any Annual Meeting, the price at which such shares shall be redeemed shall at no time be less than Ten Dollars (\$10.00) for each share.

#### ARTICLE 20

SECTION 1. The foregoing By-Laws, as set forth herein, constitute the only rules and regulations for the government of the Club.

SECTION 2. These By-Laws may be amended at any Annual Meeting, provided notice of such change or amendment has been posted prominently on the Club Bulletin Board for a period of not less than Ninety (90) days prior to such Annual Meeting. A two-thirds vote of the outstanding shares shall be necessary to approve such amendment.

These By-Laws were approved and adopted at the Annual Meeting of the Rock Hall Yacht Club held September 1, 1939.