

MINUTES OF PYC ANNUAL MEETING, THURSDAY OCTOBER 15, 2009
Approved at Board of Directors' Meeting of December 10, 2009, for submission to 2010 Annual Meeting

Available at the registration desk were the Voting Member Registration Sheets, and copies of the following documents:

- Red Voter Card for each registered voting member
- Minutes of Annual Meeting of October 16, 2008
- Notice of Annual Meeting of October 15, 2009
- Balance Sheet and Statements as of September 30, 2009
- Report of Capital Improvement Plan Committee, October 2, 2009
- Ballot for the election of one member to Life Membership, three members to Four-Year Terms on the Board of Directors, and two members to Two-Year Terms on the Membership Committee.

CALL TO ORDER

Secretary Roberts having reported that 57 members had signed the registration sheet, in excess of the minimum of 15% of voting membership (42 members) that is required for a quorum, Comm. Wajda called the meeting to order at 7:10 pm.

Comm. Wajda led the Pledge of Allegiance to the Flag of the United States.

P/C Fred Pettigrew presented the Invocation, and asked for a moment of silence to remember the following members who have passed away since the last Annual Meeting, and their many contributions to the continuing fabric of Portsmouth Yacht Club:

- Past Commodore Malcolm Burgess
- Life Member Henry Marcuri
- Life Member Theresa Patterson
- Life Member Frank Pike
- Former Member Claire Murray

P/C Pettigrew asked us to remember also, those members who had lost family members and other loved ones since the last Annual Meeting.

MINUTES OF THE ANNUAL MEETING OF OCTOBER 16, 2008, Secretary Ken Roberts

After discussion, it was Moved, Seconded and Passed to approve the Minutes of the Annual Meeting of October 16, 2008.

REAR COMMODORE'S REPORT, R/C Christopher Clement (Read by Comm. Wajda)

As Rear Commodore of the Portsmouth Yacht Club (PYC) during the season of 2009, it has been my pleasure to work with a very dedicated and capable group of individuals. Our staff, in cooperation with the various club committees has accomplished many projects of varying difficulty and expense since early March of this year. Some of the major milestones achieved this year include, but are not limited to:

-- Installation and fit up of new finger docks. This project needs to continue forward until completion. Our knowledgeable dock staff, fair fuel prices and continued investment into the dock system infrastructure will keep PYC in a much better competitive position among other competing fuel providers in the future. Boaters welcome and want safety, convenience and consistency whenever possible, and are willing to pay an increased margin for it. In addition, long term members as well as prospective new members view this type of investment in club infrastructure as a long term commitment into the club. I, for one, appreciate the new dock system very much.

REAR COMMODORE'S REPORT, cont.

- Design and installation of the new retaining wall in the parking area adjacent to Piscataqua Street. As many of you are aware, this has provided much needed additional parking as well as additional navigational area during those nights when the fog is heavy in the parking lot (if you know what I mean).
- Installation of new power pedestals on the new finger docks.
- Installation of new weather vane atop of the dock house.
- Replacement of the diesel and unleaded fuel lines between the fuel pumps and dispenser nozzles.
- Installation of a simple but extremely effective vehicle parking guidance system that does not require a PC or battery. Simple rebar and fluorescent paint accomplished this task along with a little ingenuity from Dan Gingras and Charlie Leto. Great job guys, why did I not think of this?
- Installation of a recommended fire suppression system in the kitchen area.
- Power washing and staining of many previously unprotected wood surfaces.
- Various interior and exterior painting projects.

My predecessors understood the challenges with the balance between fiscal responsibility of budget (operating and capital) and the need to get important needed projects completed. As part of a thorough and difficult review process, the Capital Improvement Committee prepared (and revised a few times) a financially responsible and feasible Ten Year Plan for 2010-2019. I trust that the membership will embrace and adopt this plan. For more than 100+ years, PYC has existed with volunteer efforts of generations past and present. It has been my pleasure to learn from many of the seasoned members of the House & Docks Committee and the Capital Improvement Committee this past year.

Notwithstanding, I want to thank our Commodore, Davis Wajda and Vice Commodore Arthur Dionne for their tireless efforts with supporting me as well as the remainder of the Board of Directors this year. Like Boards of the past, we faced interesting and complicated challenges, but worked through the issues as a team with diligence and respect for one another.

In closing, I would like to thank my father-in-law Andy Courteau for always taking my calls and emails to provide guidance to me this past year. Your deep knowledge of the multi-faceted PYC Systems as well as the PYC Club Culture proved invaluable to me when trying to turn situations into opportunities and successful outcome. For that, I am very grateful.

After discussion, it was Moved, Seconded and Passed to accept the Rear Commodore's Report

VICE COMMODORE'S REPORT, V/C Arthur Dionne

Another season at PYC has come and gone. Like all prior seasons the Club provided us with both social and boating opportunities.

There were at total of 40 scheduled events this season: Docks In (and very soon, Docks Out), March Dinner, 3 Cocktail Parties, the Pot Luck Dinner for New Member Orientation, the Special Dinners (Kinser's Pulled Pork, Steward's Grilled Chicken and Pappas' Greek Night), 2 Lobster Bakes by the Propeller Club, 3 Dinner Dances, 3 Breakfasts, 16 Wednesday Night Dinners, the Commodore's Chowder & River Cruise, 1 Card Party and 4 Boating Events (Challenger Cup, Thornton Cup, Members Only Regatta and the Dave Mowers Memorial Pursuit Race).

VICE COMMODORE'S REPORT, cont.

Statistically speaking we have enjoyed a very good social year. To date we have had 31 paid social events with a total attendance of approximately 2794 members and guests. Our 16 Wednesday Nite Dinners have averaged approximately 79 members and guests. Of our 276 membership units approximately 168 membership units have attended at least 1 of our paid social events.

As usual, the success of our planned events is directly related to the great number of Member volunteers that make up our Social Committee. Thank you to our Monthly Leaders: Capt. Elaine Syracuse, Capts. Charlie Leto and Dale Coggins, Capts. Bill and Judy MacHardy, Capts. Shel and Janet Sullivan, and Capts. Bob and Shirley Jaquith. These Member volunteers not only greeted you at the doorway but also took care of decorations and meal planning. Thank you to our Special Dinner Volunteers: P/C George and Capt. Nancy Kinser, Capts. John and Nancy Pappas and our Steward Jerry Goldfarb. Thank you to the Breakfast Crew headed by Capt. John Pappas, Comm. David Wajda and Capt. Tony Young. Their early morning efforts were outstanding. Thank you to Capts. Marilyn Wajda, Wendy Clements and Jud Dionne for chairing the Opening Dinner Dance, Capts. David and Marina Meade for chairing the upcoming Closing Dinner Dance and Capts. Glen and Mary Lou Graper for once again chairing the Annual Christmas Dinner Dance. Thank you to Capt. Joe Cunningham for his continuing efforts as our Regatta & Race Chairman and to Capt. Norma Roberts and her crew who continue to improve our New Members Orientation Program. Thank you to Capt. Elaine Syracuse, Capt. Ann Mowers and Capt. Laurie Clark who always help out whenever asked. Thank you to Jean Richard for making sure that my VICE MAIL newsletter column not only looked good but also was also accurate.

I wish to thank the Flags, David and Chris, and the Board of Directors for their support this season and look forward to working with them next season. I also want to thank our Steward, Jerry, our Dock Staff and many, many Members for making my job as Vice Commodore easier and more often than not fun. Finally, I want to especially thank my wife JUD for her help and support during my time as Vice Commodore and Rear Commodore. She always managed to make sure that I was never too high or too low.

After discussion, it was Moved, Seconded and Passed to accept the Vice Commodore's Report.

COMMODORE'S REPORT, Commodore David Wajda

We were happy to welcome a total of 23 new and reinstated members to the Club this year. The Membership Committee has also added 6 members to the Wait List and will begin the interview process on 9 applicants that have satisfied the Constitutional requirements. I have been informed that we have received 1 additional application with a potential of 2 more before the end of the month.

This year I haven't been able to report on any of the accomplishments that we had this year – it isn't in the Commodore's Guide Booklet. It is by tradition that I am responsible to acknowledge the people who have made this season a complete success.

1. The Board of Directors; Vice Commodore Art, Rear Commodore Chris, Secretary Ken and Assistant Secretary Carole, Treasurer Bill and Assistant Treasurer Tony, and Directors P/C Jackie, Joe, Dan, Tim, Bill, Charlie, Glen and P/C Al. I want to express my gratitude for their time, effort and dedication to insure the Club maintained an even keel in our decision making.
2. The Constitution and By-Laws Committee: Glen, Joe and John – they have been busy this year to review our working rules and making recommendations for clarification and improvement.
3. The House & Docks Committee, the Moorings Committee and the Capital Improvement Committee: There are too many to name but without their support and dedication we could not function. Open and Closing, Docks in, Docks Out, Work Parties – the list goes on and on.
4. The Membership Committee: Jim, Lynn, Mark and Roy – always making time to interview prospective members even when the Club isn't open.

COMMODORE'S REPORT, Cont.

5. The Audit Committee: David, Elaine, John and Tim – always trying to keep us out of the red – so far so good.
6. The Nominating Committee: P/C's Jackie, Rob and Mal - screening candidates willing to serve on the Board is no easy task – there is a time commitment but it is rewarding experience.
7. The Regatta and Race Committee: Joe and his crew do an outstanding job keeping the racing participants sails full of wind and latter full of nourishment.
8. Cruise Director: Paul Young continues to chart the way for our cruise enthusiasts to explore the wonders of the Nor'East, and I understand that Frank Gage has agreed to carry on that task next year, with the help of Paul.
9. The Orientation Committee: Chair Norma – without her group, the newest members would not be indoctrinated to the rules and functions of the Club.
10. Webmaster Dan – thank you for timely and accurate information available to all members and visitors. The Video Cam is keeping an eye on everyone.
11. The Social and Special Events Committee – organized by V/C Art. Without them, we wouldn't have wonderful events to attend and keep the long summer months active.
12. The Ladies Committee – Chaired by Marilyn and dedicated to fund raising activities to provide for special needs of the Club.
13. Our Chaplain Fred, Hospitality Coordinator Jinny and Historian Ken for attending to spiritual needs, condolences and remembrances of activities.
14. Our Chandlery Salespersons – Ann, Debbie and Karen – providing our membership with Club insignia and paraphernalia.
15. The Staff, lead by Jerry, our first year Steward, providing the membership with an outstanding facility to enjoy, service boating needs and being cheerful greeters that enhanced our stays.

A special thanks goes out to all of the members who supported the Club by attending the numerous functions and events that were scheduled. Whether a sailor, current or past, or a social member, I have always said there is something here for everyone. PYC is the hidden jewel of the Piscataqua.

I wish to thank all of you for your supporting me and the Club this year. It was an honor and pleasure to serve as your Commodore during the 2009 season.

After discussion, it was Moved, Seconded and Passed to accept the Commodore's Report

TREASURER'S REPORT, Treasurer Bill Rushforth

Please refer to the following documents which were available at the head table, and which are incorporated in these Minutes by reference:

Balance Sheet as of September 30, 2009

Comparison to Budget and Last Year as of September 30, 2009

Cash Position, September 30, 2009

Some highlights:

-- Our mortgage is down to under \$49,000. We were able to negotiate a better interest rate, which is now down from 7% to 5 ¼%, for a significant saving in annual interest.

-- Our income from fees and dues is up about \$5,000 from last year, so we are doing pretty well.

TREASURER'S REPORT, Cont.

-- Our Function Sales are down from last year, and Function Expenses are up, but I project that by the end of the year we will just about have met our 2009 Budget level of \$4,000 vs. slightly over \$5,000 actual last year.

-- Our Fuel Sales are down substantially in gallons sold, but we have been able to hold our margins pretty well, with the result that our net fuel income is down only about \$1,000 from about \$19,000 to close to our budget of \$18,000.

-- Total income from all sources to date is about \$244,000, almost identical to 2008, and above our budget of \$239,000, while expenses are forecast to total about \$220,000 by the end of the year, for a year-end net income of about \$25,000 vs. last year's net income of about \$47,000.

-- Our cash position remains strong, with a projected end-of-year cash position of about \$173,000 vs, \$178,000 last year.

-- It is significant to note that we have remained financially viable while making major improvements in the last five years, as follows:

Pier and Docks	\$ 169,112.
Retaining Wall	\$ 34,080.
Roof/Whaleback Room (net of claim)	<u>\$ 28,968.</u>
	\$ 232,140.

I want to note that Jerry and his staff have done a great job in keeping track of our sales and of our expenditures for club supplies and services, and I have found nearly no errors in their work. I also want to give much credit to our Assistant Treasurer, Tony Young, who does an excellent job handling the nitty gritty details of our daily income and expenditures while keeping accurate and timely records of all these transactions.

After discussion, it was Moved, Seconded and Passed, to accept the Treasurer's Report, subject to audit.

AUDIT REPORT, Chairperson Timothy Driscoll, read by John Pappas

The Audit Committee, consisting of Capt. Timothy Driscoll, Capt. David McArdle, Capt. John Pappas, and Capt. Elaine Syracuse, met with the Treasurer to review the financial information presented to you at this Annual Meeting.

We also reviewed the procedures by which funds are handled and accounted for, and examined Expense and Income Reports to confirm balances against actual bank statements. Beyond that, we tested a number of randomly-selected transactions.

To the best of our ability, we found the information as reported on the financial statements to be true and accurate.

Since the financial activities of the club will continue until the end of the year, the Audit Committee will do a final review of the year-end financial statements at that time, to confirm the year-end balances and carryovers. The Audit Committee will then present a final report to the Board of Directors, and include additional recommendations.

After discussion, it was Moved, Seconded and Passed to accept the Audit Report.

COMMITTEE REPORTS

CAPITAL IMPROVEMENT COMMITTEE, Chairperson. P/C Kenneth Jones

Please refer to the PYC Capital Improvement Plan, 10/02/09, attached to the Treasurer's Report. Of immediate interest are the entries of this year, 2009, showing actual capital expenditures of about \$71,000 vs. a projection of approx. \$66,000. The major reasons for this difference were the hiring of a consulting

CAPITAL IMPROVEMENT COMMITTEE, Cont.

engineer to oversee the rip-rap construction of the parking lot, and the purchase and installation of the electrical pedestals on the docks, which proved to be more expensive than originally projected. Both of these expenditures are deemed to be well worth their extra cost.

The ongoing proposed expenditures for 2010 through 2019 represent our best guesses at this time, and are subject to revisions every year as needs and priorities change. For example, key items in future years have been prioritized as follows, looking ahead from 2010:

High Priority:

- Dock System Upgrades
- Fuel Pumps & Lines
- Slow Launch Repair (Bubbles)

Medium Priority

- Faster Launch Maintenance
- Concrete Decking next to kitchen

Low Priority

- Downstream Rip-Rap construction

After discussion, it was Moved, Seconded and Passed, to accept the report of the Capital Improvement Committee

CHANDLERY, Chairperson Capt. Debby Gebow

This year we were pleased to have Patty Hand join Ann Mowers, Karen McCormack and me on the Chandlery. We have some new items this year, including childrens' and infants wear, and so far this year we made a profit of about \$1,500 for the club. We will be open for the last time at Docks Out. We will provide the Treasurer a final inventory and accounting before the end of the year.

After discussion, it was Moved, Seconded and Passed to accept the Chandlery report.

LADIES COMMITTEE, Chairperson Capt. Marilyn Wajda

The Ladies Committee meetings this year were scheduled on the first Wednesday of each month to hopefully set a schedule for the season and a format for the coming years.

At each meeting different events and changes were discussed to help raise monies to provide support to our club.

Under the supervision of Jinny Burgess, another successful Card Party was held in August. This helped raise \$500.00 for our fund. Jinny Burgess, along with Judd Dionne, was also instrumental in framing and preserving the burgee flown on the Cutter *Starquest*, under Edward McIntosh, prior PYC member, which crossed the equator in 1949.

Other projected items would include a change to round tables in part of the dining room, a spring fashion show in 2010, a possible auction and the reproduction of the PYC painting, as prints to be sold.

It was also decided that the chairperson, each year, would be responsible for sending cards from PYC when necessary.

I want to thank all the ladies who supported the meetings and the help that everyone put forth in planning and working towards our goals this year.

This year our income exceeded expenses by \$134.50, yielding a year-end balance of \$2,509.05 for future projects. This year we spent \$393.90, and since 1995 the Ladies Committee has raised and spent over \$17,000. on projects for the betterment of the club.

After discussion it was Moved, Seconded and Passed to approve the report of the Ladies Committee.

RACE COMMITTEE, Chairperson Capt. Joe Cunningham

I want to thank the following members who helped organize and orchestrate each of our successful races this season:

Joe Cunningham, Chair
Dave Richard
Jean Richard
Bill Kennedy
Kirsten Cunningham
Chris Weller
Whit Weller
Bud Myles
Tony Young

The races were as follows:

Thornton Cup, June 20, 2009 Hosted by Rita Thornton and family as well as the PYC Race Committee, with food prepared by Tony Young. The winners :

First – *Veladere*, Bud Myles, family and friends
Second- *K2*, Frank Pfofi and crew
Third- *Cracker Jack*, Joshua Stevens

Prizes were provided by Rita Thornton, and everyone had a good time.

Challengers Cup, June 27, 2009 This is the 18th year of the event. Last year, and the year before, it was canceled due to bad weather. This is a rare occasion for those with disabilities to get out on the water either on a sailboat or powerboat. Over 110 participants came to PYC and enjoyed themselves on the water and had a great time after, with hamburgers, hot dogs and much more. This is an event that all the participants look forward to all year.

Members Regatta, Scheduled for Sept. 12, 2009 and moved to Sept. 13 due to bad weather. We had a very good turnout. The race started in front of the club and lasted over 3 hours. Everyone had a great time, and the winners were:

First- *Seventh Wave*, Steve Jefferson and crew
Second- *K2*, Frank Pfofi and crew
Third - *Cracker Jack*, Joshua Stevens

Dave Mowers Memorial Pursuit Race – Sept. 19, 2009 Each boat started in front of the club and went to the red nun on the eastern side of Appledore and back. Spinnakers were allowed, and if you were fortunate to be a New Castle Commons that day you had quite a view of the race. The winners were:

Overall Race

First – *Uproar III*, Harrington
Second – *Veladere*, Myles
Third- *Airtha*, Spiecker

Racing Class

First - *Uproar III*, Harrington
Second – *Veladere*, Myles
Third - *K2*, Pfofi

Cruising Class

First – *Airtha*, Spiecker
Second – *Kuivato*, Stone
Third – *Figment*, Reuter

We had 16 boats finish in 25 mph wind, out to Isles of Shoals and back – a great day.

We have received a Thank-You letter from Piscataqua Sailing Association (PSA) for the three occasions on which they used our club, June 30, July 28, and August 25. Those race nights were hosted by PYC, And everything was left spotless.

RACE COMMITTEE, Cont.

Prizes for races included a very healthy donation from Jackson's Hardware, and donations from Rosa Restaurant and Corks & Curds Fine Wine.

After discussion, it was Moved, Seconded and Passed to accept the report of the Race Committee.

REPORT OF THE CRUISE DIRECTOR, Capt. Paul Young

The 2009 cruise was a great success. This was primarily because we had great weather. The cruise director will take credit for supplying outstanding weather.

We visited ten ports of call in Maine: Rockland, Camp Island, Frenchboro (Lunt Harbor), Little Cranberry Island, Southwest Harbor, Pretty Marsh, Castine, and Pulpit Harbor. It is worth noting that Little Cranberry Island was added because of a consensus of the cruisers while at Lunt Harbor. It proved to be an outstanding stop.

The cruise was a safe one and there were no serious incidents with the exception of one grounding which was resolved safely. This reinforces the fact that the safest way to go cruising is with the PYC fleet. This is especially true since the power boats in the fleet are quick to come to the aid of any boat in distress. Three boats went to the aid of the distressed vessel: *Semper Fi* (Kinser), *Silver Lining* (Yeaton) and *Merlot* (Laurel and Bjorn). It is also worth noting that the power boats, particularly *Silver Lining*, went early and quickly to Lunt Harbor and secured moorings for the fleet. Not only is there harmony between power boats and sail boats on PYC cruises, but also the power boats give assistance to sail boats.

The social schedule naming boats to host cocktail parties was followed and the hosted parties were terrific. As usual, camaraderie and enjoyment were at a high level.

Thanks are due to my Wife, Jerry, who acted as the social chairman and arranged for several group dinner gatherings at restaurants. She also monitored my performance as cruise director and suggested several appropriate changes. I also wish to thank John and Diana Appleton for hosting Jerry and me on their lovely boat.

The cruise boats:

Semper Fi, Kinser

Merlot, Laurel and Bjorn

Wine and Roses, Goldstein

Silver Lining, Yeaton

Wild Heart, Wally and Sandra

Targa, Gage

Emandia, Appleton

Albatross, Jones

Eclipse, Hand

Victoria, Lewis (guest boat)

CRUISE DIRECTOR, cont.

Lastly, Frank and Vernita Gage have agreed to direct next year's cruise. Frank is a very experienced racer and cruiser and will bring his vast experience to running the cruise. Let us hope that he can provide weather like I provided this past cruise.

After discussion, it was Moved, Seconded and Passed to accept the Report of the Cruise Director

REPORT OF THE CONSTITUTION AND BY-LAWS COMMITTEE, Capt. Joe Nadeau, Esq.

Commodore Wajda referred the membership to the five proposed amendments to the Constitution and By-Laws as presented in the Notice of this Meeting, as follows:

TO ACT UPON A PROPOSED AMMENDMENT TO ARTICLE I, SECTION 1 OF THE BY-LAWS TO REPLACE THE CURRENT ARTICLE I, SECION 1 WITH THE FOLLOWING NEW ARTICLE:

ARTICLE I - Meetings and Elections

Section 1.

The Annual Meeting shall be held on the second Thursday of October of each year. Fifteen percent of the membership shall constitute a quorum. If no quorum be present at any meeting of the club, the presiding officer may adjourn the meeting from week to week until a quorum be present.

TO ACT UPON A PROPOSED ADDITION THE ARTICLE VI OF THE BY-LAWS TO REPLACE CURRENT ARTICLE VI WITH THE FOLLOWING NEW ARTICLE:

ARTICLE VI - Keys

Section 1.

The Secretary or his/her designee will give one key, free of charge, to each New Member. Replacement keys may be obtained from the Secretary or his/her designee for a fee determined from time to time by the Board of Directors. All keys are the property of the Club and must be returned to the Club when a membership ceases for any reason.

Section 2.

A visiting yachtsman may obtain a loaner key upon application to the Steward. The loaner key remains Club property and must be returned to the Club upon termination of the visit. Failure to return the loaner key will result in the yachtsman being billed for the key.

Section 3.

Members shall not lend their keys to any person that is not a Member of the Club. Violation of this Section may result in suspension and/or expulsion from the Club.

TO ACT UPON A PROPOSED ADDITION TO THE BY-LAWS TO ADD THE FOLLOWING NEW ARTICLE:

ARTICLE XV – CONFLICT OF INTEREST

A director, officer, or employee of the Portsmouth Yacht Club (PYC) shall not use his or her position or office for personal gain or act in a manner contrary to the interest of the PYC. A director shall abstain

ARTICLE XV, cont.

from voting on matters in which the director has a financial interest, whether personally or through a spouse or independent. If in doubt, the director may submit a written request to the chairperson who shall make a ruling as to whether the director may vote on the matter.

Further, to insure impartiality, when a director has a financial interest in a matter, that director shall refrain from discussing the matter with other directors and officers, shall not receive any documents relating to the matter, and shall recuse himself/herself from meetings where the matter is discussed.

TO ACT UPON A PROPOSED AMENDMENT TO ARTICLE III OF THE BY-LAWS TO REPLACE CURRENT ARTICLE III WITH THE FOLLOWING NEW ARTICLE:

ARTICLE III DISCIPLINE

Section 1. Members must act in a courteous and respectful manner at all times. Members have a duty not to engage in any behavior that might endanger the welfare, interests or character of the club including but not limited to behavior that might constitute a breach of the law or an act of misbehavior, disruption, disorder or disrespect.

Section 2. The Board of Directors shall have the power to admonish or to suspend the membership of any member whose conduct shall be pronounced by a vote of a majority of the Directors to have endangered the welfare, interests or character of the club, provided that each member of the Board and the affected member is given due notice in writing of the accusation upon which such action is being considered at least ten days before such meeting. The member shall be entitled to address the Board at the meeting.

Section 3. Any member suspended by the Board shall lose all club privileges during the period of suspension and may be required to remove all personal property from the Club premises. The suspension shall expire at the conclusion of the Annual Meeting next following the effective date of the suspension unless the Member is expelled at an earlier special meeting.

Section 4. At the annual meeting of the Club, or any special meeting called for the purpose, any member may be expelled for conduct that endangers the welfare, interests or character of the Club or for any violation of the Constitution, By-laws or Clubhouse and Dock Rules provided that every member of the Club and the affected member shall have due notice in writing of the accusation upon which the question of expulsion is based at least ten days before such meeting. The member shall be entitled to attend the meeting and to speak on the question.

The quorum of vote required for expulsion shall be two-thirds of the members present at the meeting.

Section 5. In the event of expulsion, the expelled member shall lose all club privileges and shall remove all personal property from the Club premises. The member shall be entitled to receive a refund of the pro rata share of any current fees paid by the member.

Section 6. No Member admonished, suspended or expelled pursuant to these provisions shall have any right of appeal.

TO ACT UPON A PROPOSED ADDITION TO THE BY-LAWS TO ADD THE FOLLOWING NEW ARTICLE:

ARTICLE XVI – “WHISTLEBLOWER” POLICY

It is the intent of the Portsmouth Yacht Club (PYC) to adhere to all its rules and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieve compliance with various rules and regulations. An employee is protected from retaliation only if the employee brings the alleged wrongful activity, policy, or practice to the attention of the PYC Steward and provides the Steward with a

ARTICLE XVI, Cont.

reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

The Portsmouth Yacht Club will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of the PYC, or of another individual or entity with whom the PYC had a business relationship, on the basis of a reasonable belief that the practice is in violation of rules or a clear mandate of public policy.

The Portsmouth Yacht Club will not retaliate against an employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of the PYC that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

Commodore Wajda asked for questions from the floor regarding these proposed amendments. Capt. Nadeau explained that the change of Annual Meeting date is proposed in order to allow for an earlier Docks Out date in case the tide schedule or other conditions warrant. The item on keys is simply to clarify as to who is responsible for loaning out and collecting the loaner keys. There were several comments from the floor questioning whether it was in our best interest to allow any visitors to have access to the club outside of normal hours. It was pointed out that our current policy allows this, and should we desire to change this policy it would need to be addressed at a later meeting – the only change proposed here is to clarify the responsibility for giving out and collecting the keys.

Capt. Nadeau explained that the “Conflict of Interest” and “Whistleblower” provisions were simply to comply with present applicable laws.

A motion was made and seconded to adopt the referenced changes and additions to, the Constitution and By-Laws. By show of voting cards, with over 2/3s of those present and voting having voted in the affirmative, the motion was carried.

MOTION TO ELECT THREE MEMBERS TO FOUR-YEAR TERMS ON THE BOARD OF DIRECTORS

Comm. Wajda announced that the following candidates had been nominated by the Nominating Committee, and approved by the Board of Directors:

P/C Andrew Courteau, Jr.
Capt. John R. Kemen, Sr.
Capt. Christina Weller

Comm. Wajda asked if there were any nominations to be made from the floor. There being none, he declared the nominations closed.

A motion was made and seconded to ask the Secretary to cast one vote for the membership in favor of the nominated candidates. By show of voting cards, this vote was passed unanimously, and Commodore Wajda congratulated the three candidates for their election to the Board of Directors.

MOTION TO ELECT TWO MEMBERS TO TWO-YEAR TERMS ON THE MEMBERSHIP COMMITTEE

Comm. Wajda announced that the following candidates had been nominated by the Nominating Committee and approved by the Board of Directors:

Capt. Carol Chambers
Capt. Joseph Nadeau

Comm. Wajda asked if there were any nominations to be made from the floor. There being none, he declared the nominations closed.

A motion was made and seconded to ask the Secretary to cast one vote for the membership in favor of the nominated candidates. By show of voting cards, this motion passed unanimously, and Commodore Wajda congratulated the two candidates for their election to the Nominating Committee.

MOTION TO ELECT CAPT. LAURIE CLARK TO LIFE MEMBERSHIP IN PORTSMOUTH YACHT CLUB, AS NOMINATED BY TWO OR MORE MEMBERS, AND APPROVED UNANIMOUSLY BY THE BOARD OF DIRECTORS IN THEIR MEETING OF AUGUST 13, 2000

A motion was made and seconded to elect Capt. Laurie Clark to Life Membership in Portsmouth Yacht Club. A written ballot, as required by the Constitution, was distributed. The ballots were collected and counted by Secretary Roberts and Asst. Secretary Cartnick, who announced that the votes were unanimous in favor of Capt. Clark's election as a Life Member. Commodore Wajda, on behalf of all the membership, congratulated. Capt. Clark for this much-deserved honor.

MOTION TO ELECT TO PERSONS TO HONORARY MEMBERSHIP FOR THE 2010 SEASON

A motion was made, seconded and passed to elect the following persons as Honorary Members of PYC for the 2010 Season: Commander of Portsmouth Naval Shipyard, The Senior Non-Commissioned Officer of Portsmouth Naval Shipyard, and the Commanding Officer of U.S. Coast Guard Station, Portsmouth Harbor. After further discussion, a motion was made, seconded and passed, to elect the following persons, also, as Honorary Members of PYC for the 2010 Season: Portsmouth Harbormaster, Kittery Harbormaster, and the captains of each of the three Coast Guard Cutters stationed in Portsmouth.

FURTHER BUSINESS

Comm. Wajda asked if there was further business to come before the meeting.

Capt. Burgess reported that the P/C Mal Burgess Memorial Fund was at the level of \$2,630.00, intended to be used for improving the soundproofing of the meeting room. This was followed by a hearty round of applause at this good news.

There being no further business to come before the meeting at this time, Comm. Wajda asked for, and received a motion to adjourn that was seconded and passed.

Comm. Wajda adjourned the Annual Meeting at 8:37 pm.

Respectfully submitted,

Kenneth P. Roberts,
Secretary

PARLIAMENTARIAN

Capt. Glen Graper, Esq.

NOMINATING COMMITTEE

P/C Jackie Adams, Chair
P/C Robert Blanchard
P/C Malcolm Burgess

**NEXT ANNUAL MEETING SCHEDULED FOR THE SECOND THURSDAY
IN OCTOBER, OCTOBER 14, 2010**

