



Portsmouth Yacht Club
Founded 1898

Constitution and By-Laws
2009 Edition

**Updated through change to Constitution, Article X,
approved at
Annual Meeting, October 16, 2008**

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UPDATED THROUGH ANNUAL MEETING OF OCTOBER 16, 2008

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PORTSMOUTH YACHT CLUB - CONSTITUTION

ARTICLE I - Objective

This Club shall be known as the PORTSMOUTH YACHT CLUB and shall have for its object the advancement of its members in social and amateur yachting.

ARTICLE II - Structure

There shall be a Board of twelve Directors who shall elect from their membership a Commodore, Vice Commodore and Rear Commodore as Flag Officers, and a Secretary and Treasurer who may or may not be a member of the Board of Directors. The offices of Secretary and Treasurer may be held by one person who shall be an officer of the Club.

ARTICLE III - Election of Officers

The Flag Officers shall be elected by the Board of Directors after the seating of the new Directors to be held at the first meeting of the Board after the Annual Meeting and not later than the next following November 30. Those so selected serve for ONE year only in the office to which elected, and may not be elected to the same office for a second consecutive year. The Secretary and Treasurer shall be appointed to office by the Board of Directors as deemed necessary, and may serve consecutive terms

ARTICLE IV - Duty of the Commodore

It shall be the duty of the Commodore to command the squadron; to preside at all meetings, to be a member and Chairman of the Board of Directors, and of all standing committees unless otherwise provided. Also to enforce all by-laws, rules and regulations of the Club. The Commodore may at the Commodore's option, or shall at the written request of seven members in good standing, call a special meeting of the membership.

ARTICLE V - Duty of the Vice Commodore

It shall be the duty of the Vice Commodore to assist the Commodore, and in the Commodore's absence assume all duties of the office.

ARTICLE VI - Duty of the Rear Commodore

It shall be the duty of the Rear Commodore in the absence of the Commodore and Vice Commodore, to preside at meetings, and have command of the fleet.

The Rear Commodore shall see that the squadron is in proper order when under way; report to the Commanding Officer any disobedience or neglect of orders, and shall inform the Secretary of any additions or changes in the Club meet.

ARTICLE VII - Duty of the Secretary

It shall be the duty of the Secretary to keep a true record of all meetings of the Club and of the Directors in a book provided for that purpose; to keep a correct roll of all members, a record of their admission and resignation; also a book in which to keep a black list of members expelled from this or any other Yacht Club of which this Club may be notified, stating cause of same, and may notify neighboring Yacht Clubs of those dishonorably discharged from this Club.

The Secretary shall see that new members are given a key and a book of the Constitution and By-Laws upon receipt of a sum specified by the Board of Directors.

The Secretary shall keep and maintain a record of the names, type, length, radio call letters and ownership of each yacht enrolled in the Club, file and preserve all documents, records and recommendations connected with the business of the Club; cause all necessary books and papers to be at a place of meeting if unable to attend; notify each member elect of his election; and each member of all meetings and regattas.

The Secretary shall conduct the correspondence of the Club.

The Secretary shall see that the names of all members are on the membership list and the names of yachts on the yacht board and shall send to each member on May 15, a revised list of the names and addresses of the Club membership together with a revised list of each yacht enrolled in the Club and the above information concerning it.

The Secretary shall keep an accurate record of the dates of elections to office and the dates of the end of terms of office of each person so elected. This information shall be made available to the general membership at least 30 days prior to the annual meeting by posting same on the bulletin board. The Secretary shall be compensated as the Board of Directors may deem necessary from year to year and be exempt from annual dues.

ARTICLE VIII - Duty of the Treasurer

It shall be the duty of the Treasurer to collect all money for dues, locker, float and mooring rentals and deposit same in a bank or trust company approved by the Club. The Treasurer shall pay all bills approved by the Directors and/or the Flag Officer responsible, insure that a correct account of the money received and paid out is maintained and provide appropriate liaison with private accountants providing services to the Club. The Treasurer shall report at each annual meeting, and present and file with the Secretary a detailed written report of the receipts and disbursements for the year. The Treasurer shall be compensated as the Board of Directors may deem necessary from year to year and be exempt from annual dues.

ARTICLE IX - Duty of the Board of Directors

Section 1.

The entire management and control of the affairs of the Club, subject in all respects to such instructions and limitations as may from time to time be prescribed by the Club, shall be in the hands of the Board of twelve Directors except as herein provided.

Section 2.

The election of Directors shall be by ballot at the annual meeting in October. The Directors shall take office at the first meeting of the Board after the annual meeting and not later than the following November 30, and shall serve a term of four years, and three shall retire each year in the order of their election.

Section 3

The Directors shall establish and maintain a combined and fully integrated Capital Improvement Plan (CIP) and Capital Improvement Fund (CIF) for the purpose of assuring the planned structural integrity of the Club's property and equipment

ARTICLE X - Membership Committee

Section 1.

There shall be a Membership Committee consisting of the Commodore and four members to be elected as follows: Every year at the Annual Meeting two members shall be elected to a two-year

term. In addition, any person who is elected at the Annual Meeting to replace a sitting Committee member that has vacated his/her office for any reason shall serve the remaining term of the departing member except that in 2008 the first two vacancies, if any, shall be filled for a 2-year term. No member shall serve more than four consecutive years. The Commodore shall be chairman of the Committee. The Committee shall choose one of its members to be its Clerk. Three members shall constitute a quorum of the Membership Committee. (*Underlined addition per vote at Annual Meeting of October 16, 2008*)

Section 2.

The name and residence of any person desiring to join the Club must be presented and endorsed by two members of the Club, to the Secretary, who shall mark the date, time and numerical order of receipt on the application and forward it to the Membership Committee. Prior to voting on prospective candidates, the Membership Committee will ensure that the candidate's name has been included in a mailing to Club members. During the Club season, (May 1 to October 15), posting of the candidate's name on the Club bulletin board(s) for thirty (30) days shall be considered sufficient notice. Additionally, the Membership Committee shall arrange for an interview with the candidate and sponsors. When the above requirements have been completed, the Membership Committee shall vote upon each candidate proposed for membership separately, by ballot. The Membership Committee shall consider the applications in the order of their receipt; except those of resigned members in good standing, which shall be considered before new applications. The Membership Committee shall vote upon the name of each candidate proposed separately by ballot. No applicant shall be elected against whose election objection shall be made by any three members of the club to the Committee

Section 3.

All communications between members and the Committee shall be held private and confidential, and no member of the Committee shall be questioned or allowed to give reasons for his actions.

ARTICLE XI - Membership

Section 1.

The membership of the Club shall be limited to 250 paid members, exclusive of Life and Honorary Members.

Section 2.

There shall be three types of members:

- Active: Dues paying members in good standing.
- Life: Non dues paying members in good standing.
- Honorary: Non dues paying members who have been elected by the membership to enjoy the privileges of the Club for a period of one year.

Section 3.

Any person 21 years of age or older shall be eligible for membership.

Section 4.

Active membership includes individuals or families. Family is defined to include spouse and dependent children under the age of 21.

* Definition: Wherever the word member, members, or membership is used throughout this entire document, it shall be construed to be gender neutral and is applied to individuals or families as set out in Article XI, Section 4.

Section 5.

All applications for membership shall be made on the approved application form, obtainable from a sponsor, which shall be properly filled out and delivered to the Secretary, accompanied by the current application fee. Any applicant must attend at least one (1) Function or any two (2) Wednesday Dinners with their sponsors, meet as many of the Membership Committee, Flag Officers, and members of the Board of Directors that are present and be introduced as guests before an application for membership may be submitted. Only a member in "Good Standing" and who has been a member of the Club for two (2) or more years is qualified to sponsor a new member.

Any family member meeting all other membership requirements is eligible for their own membership by filing an application with the Secretary, accompanied by the current reinstatement fee.

NOTE: Two sponsors are necessary in order for the application to be valid.

Section 6.

The Membership Committee shall consider applications in the order of receipt by the Secretary of the Club who shall mark the date and time of receipt on the application. Exception: Applications by resigned members in good standing and family members converting to active membership shall be considered before new applications.

Section 7.

All election objections shall be made and submitted to the Membership Committee in writing no later than 30 days after the candidate's name has been published and or posted.

Section 8.

No applicant rejected for membership shall be proposed for membership until the expiration of twelve months from the time of such rejection. All communications between members and the Membership Committee shall be held private and confidential, and no member of the committee shall be questioned or allowed to give reasons for the committee's action.

Section 9.

On the election of a candidate it shall be the duty of the Secretary to notify the candidate of the fact and to send said candidate a bill for annual dues. Should the bill not be paid within 30 days, the candidate's election shall be void.

Section 10.

In joining the Club, an applicant agrees to abide by the Constitution and By-Laws, and House Rules of the Club. The new member must attend and complete the Club "Orientation Tour" before receiving their key to the Club.

Section 11.

Any person whom the Club may wish to honor may be elected Honorary Member at any annual meeting.

Section 12.

Life Membership.

A. No member shall be eligible for the awarding of Life membership until that member has retained membership in the Club for a period of no less than 20 years.

B. Any member who felt a member with the required qualifications was worthy of this honor would find a co-sponsor and together would submit to the Board of Directors a letter of recommendation substantiating why they felt this member should be so elected.

C. The recommendation would be given to the Club Secretary any time during the current year but no later than 1 August. This would allow time for the Directors to schedule a review and present to the Secretary the recommended names in time for the annual meeting mailing. If the Directors, after discussion, voted against the recommendation, it would be returned to the sponsors indicating it did not carry a simple majority vote.

D. Voting on Life Members at the annual meeting shall be by written ballot.

Definition of a Life Member:

A person elected to Life Membership shall enjoy all of the privileges of the Club, with the exception of holding elective office or voting for monetary issues. A Life Member will have been a dues paying member and shall not be required to pay dues. The spouse of a deceased Life Member shall hold the membership under the same terms as any Life Member.

Section 13.

All resignations of membership or office must be made in writing to the Secretary, who shall present the same to the Board of Directors for action at their next meeting. No resignations shall be accepted until all dues and debts to the Club are paid in full.

Section 14.

Any member leaving the Club by resignation, expulsion or otherwise, thereby forfeits all rights and interest in the property and privileges of the Club.

Section 15.

Any member expelled under the provision of Article XII (annual dues) may apply to the Membership Committee for reinstatement. Such person shall apply as a new member.

Section 16.

The spouse of a deceased member or Life Member shall assume membership at the time of death of a member. Payment of admission or reinstatement fees shall be waived. The spouse of a deceased member shall be exempt from payment of dues for the year of the member's death, provided the deceased member has paid dues. This privilege shall be limited to the current year or until dues are payable.

Section 17.

Any member who resigned while in good standing may, at the discretion of the Membership Committee, be reelected to membership upon payment of current dues and reinstatement fee. The application fee shall be waived.

ARTICLE XII - Dues and Fees

The following is a schedule of the dues and fees currently in effect. These may be changed by an affirmative vote by two-thirds of the members present at an Annual Meeting. Application Fee (\$500.00) Must accompany the application for membership; to be returned if application is not accepted. The application fee is to be refunded only if the application is rejected.

Annual Dues (\$550.00) Shall be payable on the first day of January. Any member whose dues remain unpaid on March 1 shall be expelled without further notice. Dues shall be prorated by fifty percent when an applicant is accepted for membership after 1 August of the current year.

Reinstatement Fee (\$250.00) to be paid by former members who resigned in good standing and are seeking reelection to membership. Current dues must be paid, but the application Fee will be waived upon reinstatement.

ALL OTHER fees, assessments or bills rendered by the Club for goods or services shall be due and payable when rendered, and any member failing to pay such a bill within 30 days shall be subject to suspension at the discretion of the Board of Directors.

ARTICLE XIII - Regatta Committee

The Regatta Committee shall consist of three members appointed by the Board of Directors, who shall make all rules governing Regattas and Races.

ARTICLE XIV - Dissolution

This Club shall not be dissolved except by majority vote at a Special Meeting, one month previous notice having been given to each member.

ARTICLE XV - Amendments

This Constitution may be amended or repealed by a vote of two-thirds of the members of the Club present at any regular or special meeting, provided that each member of the Club shall have been notified by the Secretary what amendments are to be considered at such meeting at least ten days prior to the date of such meeting. Fifteen percent of the membership of the Club shall constitute a quorum at such a meeting

ARTICLE XVI - Audit Committee

Three members shall be chosen annually by the Commodore to serve as Auditors.

ARTICLE XVII - Indemnification of Directors, Officers, Agents and Employees

SECTION 1.

Unless otherwise provided, the corporation shall indemnify any individual made a party to a proceeding because he is or was a director, officer, agent or employee of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with section 8.55 of the New Hampshire Business Corporation Act and a determination has been made in accordance with the procedures set forth in section 8.55(b) of the New Hampshire Business Corporation Act that the director, officer, agent or employee met the standards of conduct in paragraph (a), (b) and below:

(a) Standard of Conduct.

The individual shall demonstrate that:

- (1) he conducted himself in good faith; and
- (2) he reasonably believed:
 - (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests;
 - (ii) in all other cases, that his conduct was at least not opposed to its best interests; and
 - (iii) in the case of any criminal proceeding, he has no reasonable cause to believe his conduct was unlawful.

(b) No Indemnification Permitted in Certain Circumstances.

The corporation shall not indemnify a director, officer, agent or employee:

- (1) in connection with a proceeding by or in the right of the corporation in which the individual was adjudged liable to the corporation; or
- (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Indemnification in Derivative Actions Limited.

Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

PORTSMOUTH YACHT CLUB BY-LAWS

ARTICLE I - Meetings and Elections

Section 1.

The annual meeting shall be held on the third 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.

Section 2.

Notice of the annual meeting and any special meetings shall be mailed to every member, and be postmarked at least ten days before such meeting.

Section 3.

A ten day notice of special meetings shall be given in writing to each member by the Secretary, and shall state the purpose for which they are called. No other business shall be transacted except by unanimous consent.

Section 4.

Each active and life member will be allowed one vote.

Section 5.

All elections to elected office shall be by written ballot. Every year at the Annual Meeting three Directors shall be elected by plurality vote to a four year term. Eligible members shall be placed on the ballot by: (1) selection from the Nominating Committee Report by the Board of Directors, (2) written request to the Club Secretary not later than 30 days prior to the Annual Meeting, (3) nomination from the floor at the Annual Meeting, (4) a vote of nine members of the Board of Directors. If replacement directors must be elected at the annual meeting, in addition to the three four-year term directors, then the three nominees receiving the most votes are elected to the four-year terms, and the next highest vote recipient shall fill the vacancy with the longest term, and so continuing in a similar manner until all vacancies are filled.

Section 6.

If a vacancy shall occur in the Membership Committee, such vacancy shall be filled temporarily by the members of that committee using the same qualifications as for election to that committee. Committee members so elected shall hold office until the next ensuing annual election held by the club.

Section 7.

No member shall be elected to the Board of Directors unless that person has been a member of the Club for a minimum of two years prior to the annual meeting.

Section 8.

No member of the Board of Directors shall serve more than four consecutive years. A period of two years must elapse after a Director completes a full term or leaves the Board for any reason, before that member is eligible to serve again.

Section 9.

No member of the Board of Directors, except for the Commodore of the Club, shall be a member of the Membership Committee.

Section 10. If any Director vacates his/her office for any reason a Replacement Director shall be elected at the next Annual Meeting. The Replacement Director shall serve the remaining term of the

departing Director. Any Replacement Director that serves two years or less shall be eligible for election to the Board of Directors after one year has elapsed. If more than two Director vacancies occur within one calendar year, those additional vacancies may be filled by appointment by a two-thirds vote of the remaining Directors. Any Director so appointed shall serve only until the next Annual Meeting.

Section 11.

The bar shall be closed during the Annual Meeting.

Section 12.

There shall be a Nominating Committee consisting of the Immediate Past Commodore, who shall be the Chairperson, and two Past Commodores selected by the Commodore with the advice and consent of the Board of Directors. The Committee shall solicit eligible members, interview potential candidates and submit their report with a recommended list of nominees for selection consideration to elected offices to the Board of Directors not later than the September Board Meeting for their approval and timely release to the membership.

ARTICLE II - Board of Directors

Section 1.

The Board of Directors shall control and manage the property of the Club and the appropriation of its funds, and make all contracts and purchases, but shall have no power to make the Club liable for any debt or debts beyond the current expenses of the Club, without a two thirds vote of the members present at a meeting of the Club. It shall be the duty of the Board of Directors to prescribe and publish rules regulating the use and occupancy of the Club rooms, float stages, yard, runway, lockers and the care and protection of its property, and to define the powers and duties devolving upon the committees appointed by the Commodore.

Section 2.

The Commodore may appoint from the Board of Directors and from the members of the Club such committees as the occasion may require and as the Commodore may deem necessary.

Section 3.

The Board of Directors shall meet at the call of the Commodore or at the request of two members of the Board. Notice of all meetings shall be sent to each director at least twenty four hours before such a meeting. Six Directors shall constitute a quorum for the transaction of business.

Section 4.

An Officer or Director shall be removed from the Board for failure to attend three consecutive meetings following election or appointment to office, and the office shall be declared vacant.

Section 5.

Recall of a Director may be initiated by written request of 20 members for a Special Meeting to evaluate the performance of the Director. Failure of the Director to receive a majority vote of confidence shall result in removal from the Board. Voting shall be by written ballot. Replacement of the Recalled Director shall be in accordance with BY-LAWS, ARTICLE I, Section 10.

Section 6

The Capital Improvement Committee (CIC), appointed by the Commodore in accordance with Section 1 and 2 above, shall develop a Capital Improvement Plan (CIP) to maintain the structural integrity of the Club's property and equipment as required by Constitution Article IX, Section 3. The CIP shall cover a minimum period of ten years and be updated and posted annually. The CIP shall

identify planned Capital Projects that would cost more than the Maintenance and Repair budget would normally cover. The CIP shall also provide for unexpected and unplanned maintenance/repair costs of up to ten thousand dollars. The Committee will submit a prioritized list of recommended Capital Projects, with cost estimates, for Board approval and funding authorization not later than the September Board of Directors Meeting. All Board approved and funded Capital Projects will be presented at the Annual Meeting for review and endorsement.

Section 7.

The Capital Improvement Fund (CIF) shall be established within the Club's accounting system for the purpose of funding current and future Capital Projects identified from the Capital Improvement Plan. The Board shall annually identify the dedicated fund source and the amount of these funds to be allocated to each approved Capital Project. Whenever the source of revenue is a Dues increase or bank financing, the provisions of Constitution Article XII and Section 1 above, shall apply. The financial status of the CIF and each Capital Project account shall be briefed at the Annual Meeting.

ARTICLE III - Discipline

Section 1.

The Board of Directors shall have the power to suspend, until the annual meeting of the Club or until a special meeting called for the purpose, any member whose conduct shall be pronounced by a majority of the Board to have endangered the welfare, interests or character of the Club.

Section 2.

Any member may be expelled at a meeting of the Club by a vote of two-thirds of those present, provided that every member of the Club and the accused shall have due notice in writing at least ten days before said meeting of the charges upon which such question of expulsion is based.

ARTICLE IV - Guests

Section 1.

A. Non members shall not be allowed the privileges of the Club or facilities without the written consent of the Commodore or three members of the Board of Directors.

B. Members have liberty to extend to non-local friends the privileges of the Club rooms while temporarily in the city.

C. Non-members may be invited to participate in any Club event but are subject to the rules and limitations set forth by the event.

Section 2.

Any member who uses the privileges of this article shall be held responsible for the payment of liabilities to the Club that may be incurred by any person introduced by said member.

ARTICLE V - Yacht Squadron

Section 1.

Any yacht owned in whole by a member or members of the Club shall be enrolled in the yacht squadron upon the owners thereof filing with the Secretary a description of the yacht containing the yacht's name, ownership, type, length, and radio call letters, and no boat shall be allowed any club privileges unless duly enrolled by the Club, except by permission of the Board of Directors. This shall not apply to visiting yachts of other Clubs.

Section 2.

Part owner responsible. Any member of the Club owning a part of any yacht, which may be enrolled as aforesaid, while aboard and carrying the Club flag, shall be responsible for any disorderly conduct while carrying such Club signal, and shall obey the regulations of the Club as long as the signal shall be carried by said yacht.

Section 3.

Yacht Club pennant. The Club pennant shall be triangular with thirteen stripes, seven red and six white alternating, surrounded by a blue border, enclosing a triangular blue field with white anchor. The width of the pennant shall be two thirds its length; the length of the field to be one-half the width of the pennant.

Section 4.

Yacht when sold. Any member buying or selling a yacht or any part thereof, shall notify the Secretary within thirty days, and any yacht so bought shall be duly enrolled and numbered. If sold, the yacht's name shall be erased from the squadron list.

ARTICLE VI - Keys

Section 1.

Keys may be obtained from the Treasurer. All keys are the property of the Club. A charge is made for each key, and a member giving up same will be refunded.

Section 2.

Any member guilty of lending his key to a person not a member of the Club is liable to expulsion, and any member losing his key shall notify the Secretary immediately. Visiting yachtsmen, when properly introduced, may obtain keys on application to the Steward. Member or members introducing such visitors shall be held responsible for the visitor's conduct.

ARTICLE VII - Gambling

No gambling of any form shall be allowed on Club premises; except, and to the extent permitted by State law, games of chance at Club sponsored events.

ARTICLE VIII - Courtesy and Responsibility

Section 1.

A member shall be responsible for the conduct and actions of all family members and guests they may introduce to the club.

ARTICLE IX - Float Stages

The FLAG OFFICERS of the Club shall act as the float and mooring committee to enforce such rules and regulations as may from time to time be prescribed by the Board of Directors.

ARTICLE X- Lockers and Floats

Section 1.

The annual rental of the lockers and floats shall be determined by the Board of Directors, and shall be payable in advance on the first day of January of each year.

Section 2.

Rental of the lockers and floats may be obtained from the Treasurer who shall maintain an accurate record and chart of the lockers and floats and their lessees.

Section 3.

Owners giving up lockers and/or floats must report same at once to the Treasurer of the Club.

Section 4.

No locker or float shall be sublet by any member.

ARTICLE XI - Officers Flags

The Commodore's signal shall be a rectangular pennant of blue field, width two-thirds its length, the device, a fouled anchor encircled by thirteen five pointed white stars.

The Vice-Commodore's signal shall be the same as the Commodore's, substituting red for a blue field.

The Rear-Commodore's signal shall be in shape, the same as the Commodore's, containing red stars on a white field.

When in squadron, the senior officer shall at all times fly the signal of his rank from the yacht in which said officer is making passage.

Cap Ornaments:

For Commodore:

A miniature Club pennant on disc between two fouled anchors, with gold five pointed stars, one above pennant and one at either end of the ornament.

For Vice Commodore:

Same as Commodore, omitting star above the cap ornament.

For Rear Commodore:

Same as Commodore, omitting stars at ends of ornament.

For Captain:

Same as for Commodore, without stars.

For Members:

not Captains: Same as for Captains, omitting one anchor

ARTICLE XII - Damage to Property

No member shall take from the Clubhouse or grounds of the Club any property whatsoever belonging to the Club except for use at authorized Club functions. In case of destruction, defacing or injury to any Club property, the person causing it shall pay the cost of replacing or repairing the same.

ARTICLE XIII - Amendments

Section 1.

These by-laws shall not be suspended, but may be amended by an affirmative two-thirds vote present at any annual meeting or special meeting called for that purpose, provided that each member of the Club shall have been notified by the Secretary what amendments are to be considered at such meeting at least ten days prior to the date of such meeting. Fifteen percent of the membership of the Club shall constitute a quorum at such a meeting.

Section 2.

Any amendments or deletions of any part of the Constitution and/or By-Laws shall take effect upon passage unless otherwise voted.

ARTICLE XIV - Commercial Use of Club

Nothing in these By-Laws shall be construed as authorizing the Directors to permit any member to use any part of the Club property or facilities for commercial purposes and any member who so uses the Club property or facilities shall be suspended. Exception: duly authorized dances, lectures, entertainment or activities run for the benefit of the Club as a whole.

