

**SASSAFRAS RIVER YACHT CLUB  
CONSTITUTION AND BY-LAWS  
Revised June 2015**

**ARTICLE I - NAME**

Section 1. The name of this Club shall be the "SASSAFRAS RIVER YACHT CLUB," incorporated in the State of Delaware.

Section 2. The Club's name shall be entered in Lloyd's Register.

**ARTICLE II - AIM AND GOAL**

Section 1. The object of the Club shall be to promote good fellowship, to extend friendships among its members and their families, and to provide means of entertainment and recreation for the membership.

Section 2. To promote safety and courtesy on the water and to further the sport of yachting on the Chesapeake Bay in general and on the Sassafras River in particular. This shall be accomplished through membership in the Chesapeake Bay Yacht Clubs Association (CBYCA) and through association with other Clubs or groups with similar goals.

**ARTICLE III - OFFICERS**

Section 1. The officers of the Club shall be: The Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, Editor, and Webmaster, who must, at the time of their election, and during their term of office, be members in good standing in the Club.

Section 2. The Commodore, Vice Commodore, Rear Commodore and Fleet Captain shall be the Flag Officers.

Section 3. There shall be an annual election of the Fleet Captain, Treasurer, Secretary, Editor, and Webmaster. The Fleet Captain must, at the time of their election, moor their primary vessel on the Sassafra River or its tributaries. The Immediate Past Fleet Captain, Rear Commodore and Vice Commodore shall each move in succession to the next higher office. Elected officers shall serve a term of one year. Flag Officers may succeed themselves if circumstances make this necessary. The Treasurer, Secretary, Editor, and Webmaster may be reelected.

Section 4. In the case of a vacancy in any flag position or any other elected position the Board of Governors may declare a vacancy for that flag office or position. Should a vacancy be declared by the Board of Governors, any flag officer could replace any other flag officer provided the line of succession as noted in section 3 is satisfied, in the opinion of the Board of Governors. Should succession, as outlined above and in section 3, not be possible then the vacancy shall be filled by the election of any member, in good standing.

#### **ARTICLE IV - DUTIES OF OFFICERS**

Section 1. Commodore – It shall be the duty of the Commodore to take command of the Club, to preside at all meetings of the Club and the Board of Governors; to have the entire supervision of the Club; to have the power, pending the action of the Board of Governors, to suspend a member for violation of the bylaws, rules or regulations of the Club. The Commodore may remove any Chairman or any member of a committee appointed by the Commodore, with the approval of two-thirds of the Board. The Commodore shall be an Ex-officio member of all committees. The Commodore shall have the power to appoint committees deemed necessary at any time during the term of the office. The Commodore shall, with the Secretary, sign all contracts and other obligations of the Club. Any two Officers may sign all vouchers, subject to the approval of the Board of Governors.

Section 2. Vice Commodore – It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of duties and to officiate in the absence of the Commodore. The Vice Commodore shall not, however, have the power to remove a Committee member, unless specifically authorized by the Governing Board. The Vice Commodore shall also be the official Club delegate to the meetings of the CBYCA; if unable to attend these meetings the Commodore may appoint an alternate delegate.

Section 3. Rear Commodore – 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. The Rear Commodore’s powers shall not exceed those of the Vice Commodore. The Rear Commodore is the Chairman of the Entertainment Committee, responsible for providing and scheduling all land events for the Club.

Section 4. Fleet Captain – The Fleet Captain shall assist the Commodore in the discharge of all the Commodore’s duties. The Fleet Captain shall also have such additional powers and duties as may be assigned, during the term of office, by the Board of Governors. The Fleet Captain shall plan and coordinate the Fleet on all organized cruises.

Section 5. Secretary – It shall be the duty of the Secretary to keep the minutes of all meetings of the Club and of the Board of Governors; to have custody of all reports and documents connected with the business of the Club, and to keep a correct roll of members together with the dates of their election. The Secretary shall receive all proposals for membership in writing, together with the initiation fee, if applicable, and first year dues, and shall also notify the members-elect of their election and, after they have complied with the regulations for admission, shall furnish them with a membership card. The Secretary shall receive and keep accurate records of dues payments of each member. The Secretary shall issue notice to each member who has not paid the current year’s dues by March 1st. This notice will be mailed to the member no later than March 20th. The Secretary will delete from the roster any member who has not paid by May 1st.

Section 6. Treasurer – The Treasurer shall have the charge of the funds of the Club, shall keep a true record of all receipts and disbursements and shall render a written report at all meetings of the Club and the Board of Governors. The disbursement budget will be approved by the Board at its first annual meeting and vouchers in agreement with that budget shall be signed by any authorized officer.

Section 6A. Financial Records maintained by the Treasurer shall be audited annually. Auditor(s) determined by the Board of Governors.

Section 7. Editor – Shall have the charge of publishing a Club newsletter at a frequency determined by the Board of Governors, as well as any other publications requested by the Board of Governors.

Section 8. Webmaster – The Webmaster shall have charge of maintaining the Club website as directed by the Board of Governors.

## **ARTICLE V -BOARD OF GOVERNORS**

Section 1. The Board of Governors shall consist of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, Immediate Past Commodore, Editor, and Webmaster.

Section 2. A majority of the said Board shall be sufficient to constitute a quorum to transact the business of the Club at any meeting of said Board.

Section 3. The Board of Governors shall at all times have the full power to suspend or expel any member for good cause shown, after written charges shall have been preferred and a reasonable opportunity given the member to present a defense.

Section 4. The Board of Governors shall be responsible for determining the annual dues and initiation fee, if applicable, for the ensuing year.

Section 5. The Board of Governors shall hold meetings at such time and place as a majority thereof shall elect. Special meetings of said Board may be called at any time by the Commodore or at the request of any three members of the said Board; notice of such meetings shall be postmarked at least five days in advance or may be sent via electronic mail (email) at least five days in advance, to all members of the Board and shall state the time, place and purpose of said meeting.

Section 6. Said Board shall have the power to adopt such rules and regulations governing the Club and its members as may be found necessary and not in conflict with this constitution. When so adopted, said rules shall be of the same force and effect as is herein contained, and all rules heretofore adopted and not rescinded are hereby re-enacted and adopted. Rules and regulations adopted by the Board shall be recorded by the Secretary in the regular Minute Book, and all members shall be notified.

Section 7. Roberts Rules of Order shall be the Standard procedure on all matters not covered by these bylaws.

Section 8. Said Board may take whatever action it deems necessary in order to provide for the good order of the club. This extraordinary power can only be exercised in cases where 1) no current bylaw or rule governs such a situation, and 2) such actions cannot nullify or contradict any current bylaw, and 3) a two-thirds majority of the Board of Governors must agree to the change. Notwithstanding any other action such changes as exercised under the section shall be temporary and cannot be extended or enforced on subsequent Boards.

## **ARTICLE VI – MEMBERSHIP**

Section 1. The membership shall consist of a boat owner, at least 21 years of age, at the time of their election to membership.

Section 2. A membership (member or honorary) shall consist of a boat captain and mate. Each person possessing full voting privileges.

Section 3. Honorary members can be voted into the Club. They shall pay no dues, have no voting privileges, but shall be eligible to participate in all other Club activities. Honorary members are ineligible to serve on the Board of Governors.

Section 4. Names of proposed members shall be endorsed by two members of this Club. Qualified applicants, who shall agree in writing, upon the regular application blank, to abide by the constitution, bylaws and rules of the Club as now in force or later amended, and who shall accompany the application with the required fees and dues, shall be eligible to membership when such application is properly endorsed. No application is to be considered by the Board of Governors unless accompanied by the initiation fee and dues.

Section 5. The initiation fee may be established by two-thirds majority vote of the members present in good standing and entitled to vote thereon at any regular or special meeting of the Club, provided the proposed change be so stated in the call of the meeting and mailed to all members, via regular mail or electronic mail at least five days prior.

Section 6. The election of members shall be by a majority vote of the Board of Governors. No rejected applicant shall be proposed again for six months thereafter.

Section 7. If an active member shall have sold his boat, they shall be permitted to continue as an active member for no more than two years thereafter. They would then revert to an affiliated member, regardless of the affiliated member limitation.

Section 8. Any past Commodore is exempt from the boat owning requirement. In addition, if the past Commodore has sold his boat and, does not own a boat with the capabilities of making the Club cruises, the past Commodore's dues will be 2/3rds of the standard amount. If the individual chooses not to continue membership, we will still continue to send the Club's newsletter unless requested to stop.

## **ARTICLE VII - RESIGNATION, SUSPENSIONS AND EXPULSIONS**

Section 1. Resignations of members shall be sent in writing to the Secretary and acted upon by the Board of Governors only when all indebtedness to the Club is paid.

Section 2. Any member suspended for non-payment of dues may be reinstated by the Board of Governors, upon such terms, as the Board shall prescribe.

Section 3. Any member of the Club may be suspended by the Board for violation of the requirements of the Constitution and Bylaws, and such member may be expelled or suspended by the Board if found guilty, after having received written notice of such charges, and having had an opportunity to be heard in defense of the charges. No member of the Board of Governors, against whom any such charges shall be preferred, shall be allowed to preside over or vote at any such hearing. If a member, whose resignation is requested, does not resign within 10 days after the date of request, the member shall be automatically expelled.

Section 4. A member shall stand suspended without action of the Board when the member is sixty days in arrears for dues or other indebtedness, and the Secretary shall have notified such delinquent by regular mail.

## **ARTICLE VIII - MEMBERSHIP COMMITTEE**

Section 1. The Commodore may appoint three or more members as a membership committee; the first named to be the Chairman. The purpose of this committee is to secure new members, and also to promote ways and means of increasing the Club's membership.

Section 2. A letter of acceptance will be mailed to the successful applicants, signed by the Chairman, with a copy of the Constitution and Bylaws and a membership card signed by the Commodore and Secretary within ten days following their acceptance by the Board.

## **ARTICLE IX – MEETINGS**

Section 1. The annual meeting of the Club shall be held on the first or second Saturday of September in each year, at such place as shall be designated by the Commodore and Board of Governors for the election of Officers and the transaction of such business as may properly come before said meeting. The Officers so elected shall take office at the Commodore's Ball, which shall be set by the Board of Governors at some time after said election and before January 31st.

Section 2. Special membership meetings may be called by the Commodore at any time and shall be called at the written request of ten or more members, provided the business of the meeting is stated in the notification. At all such meetings, a quorum being present, only the special business for which the meeting was called may be considered. There shall be notice of such special meetings postmarked at least five days in advance or may be send via electronic mail (email) at least five days in advance.

Section 3. A Quorum requires not less than 15% of the members in good standing. A member shall be considered in good standing unless suspended for arrears in dues for sixty days, or for other reasons.

Section 4. Only members in good standing may vote at any Club meeting. Voting shall be in person, not by proxy.

## **ARTICLE X – AMENDMENTS**

Section 1. Amendments to this Constitution and By-laws shall be submitted in writing, and in order to become operative, must receive a vote of two-thirds of the members present and entitled to vote at any Club meeting, provided that a complete statement of the amendment shall be included in the call for the meeting, and further, that said amendments shall have previously been approved by the Board of Governors.



## **ARTICLE XI - COLORS AND PENNANT**

Section 1. The colors of the Club shall be Blue on White.

Section 2. The Club Burgee shall be a triangular pennant, whose height along the heading shall be two-thirds of its length. The flag shall be a silhouette in blue of the Sassafras River, on a white field, and have the initials SRYC vertically along the heading.

## **ARTICLE XII**

Section 1. This Constitution and Bylaws and Amendments shall be in force when they have been approved by the membership.

Section 2. This Constitution and Bylaws and Amendments, when approved by the members shall be attached to the minutes of the Club and become a part thereof.

Section 3. This Constitution and Bylaws and Amendments were approved by the members of the SASSAFRAS RIVER YACHT CLUB at the regular meeting on February 6, 1982.

### **Additional Amendments:**

October 1999:

ARTICLE IV - Sections 5 & 6 amended;

ARTICLE VI - Section 8a added

September 2001:

In General – use of title of the Officer versus “he.”

ARTICLE III – Sections 2 and 3; ARTICLE IV – Section I; ARTICLE VII – Section 4; ARTICLE VIII– Section 1; ARTICLE IX – Section 1; amended.

ARTICLE IV Section 6a. added.

April 2008:

ARTICLE III - Section 1; ARTICLE III - Section 3 amended.

ARTICLE IV - Sections 7 & 8 added.

ARTICLE V - Section 1; ARTICLE VI - Sections 1, 3, & 8; ARTICLE XI - Section 2 amended.

June 2015:

Article III – Section 4 – add section 4 – extending powers of the BOG to fill vacated Flag Positions

Article IV – Section 3 and 4 – re-phrase description of Rear Commodore, Fleet Captain and Treasurer

Article V – Section 1 – delete Committee Chairs as members of the Board of Governors

Article V – Section 5 – add notification via electronic mail

Article V – Section 8 – add Section 8 – to extend powers of the Board of Governors to deal with any unforeseen circumstances that would impact the club or its members

Article VI – Sections 1 and 2 – Reverse the order of these sections and more clearly state the categories of membership

Article VI – Delete Section 3; modify Sections 1, 2 & 4 – More clearly state the categories of membership

Article VI – Section 6 – add notification via electronic mail

Article VI – Section 8 – References to affiliate membership are removed in order to be consistent with Sections 1-4 above; the term of “boat-less” membership is extended to three years, instead of the previous two and the word “his” is replaced with the word “their”.

Article VI – Section 8A – Change to Section 9

Article VII – Section 1 & 2 – redefine membership committee members and letter of acceptance

Article IX– Section 1 – provide more flexibility to the Commodore in calling the annual meeting; remove repetitious portion of section 1 (last sentence) and move it to section 4

Article IX– Section 2 – add the word membership and add notification via electronic mail

Article IX– Section 4 – Clarify voting at meetings