

BY-LAWS OF GREAT BAY YACHT CLUB, INC.
February 28, 2009

PREAMBLE: Great Bay Yacht Club, Inc., is hereby organized to foster the sport of sailing in the community around the Great Bay area of New Hampshire, with the power also to carry out the other objectives set forth in the Articles of Agreement of the corporation.

ARTICLE I – Membership. Candidates for membership in GBYC are to submit to the membership committee a properly completed GBYC Membership Application Form. The candidates are expected to own or have the use of a sailboat, preferably a Merry Mac, and to agree to use it for club activities. The membership committee will interview the candidate and determine whether a probationary membership will be extended to the applicant. Probationary members have all the privileges and responsibilities of a regular member except that of a vote during business meetings of the club. Prior to the fall business meeting, the Board of Governors will determine if probationary members will be extended regular membership or if their membership is to be terminated with return of initiation fee.

Membership is automatically extended to all dependents of a regular or probationary member. Each membership is accorded two parking permits with the exception of Wentworth Terrace residences who will receive no parking permit with their memberships.

A class of junior membership is available for anyone who is under eighteen years of age, duly sponsored and who pays a fee as suggested by the Board of Governors.

ARTICLE II – Officers. There shall be the following elected officers from the regular membership:

Commodore, Vice Commodore, Secretary, Treasurer, Sailing Master, Membership Committee Chairman, Mooring Committee Chairman, and a Membership Representative of the Board of Governors. The officers of the club shall be elected at the fall meeting with the chairman of a nominating committee conducting the election. As soon as the officers are elected, they will assume office.

The duty of the **Commodore** is to conduct the regular and special meetings of the club; be the official spokesman, representative, and legal officer of the club; be responsible for calling all meetings; prepare the agenda for the Board of Governors meetings; and preside over the Board of Governors meetings.

The duty of the **Vice Commodore** is to chair the Club Facilities Committee and to perform the duties of the Commodore at his/her request and in his/her absence.

The duty of the **Secretary** is to record and report the minutes of all club and Board of Governors Meetings; to accept, answer and retain all correspondence; to keep an accurate roll of the members; and to notify all members of all meetings.

The duty of the **Treasurer** is to collect dues, to pay the club's financial obligations, to keep all monies, and to make reports on all accounts at all club and Board of Governors meetings.

The Commodore will assume the duties of this office in the Treasurer's absence.

The duty of the **Sailing Master** is to organize and promote club cruises and racing programs, and to arrange and provide leadership for other social events of the club.

The duty of the **Membership Committee Chairman** is to receive and process membership applications, conduct prospective member meetings, and report to and advise the Board of Governors on the status of prospective and probationary members.

The duty of the **Mooring Committee Chairman** is to assist members with mooring safety, regulatory, and maintenance information; serve as a club contact person along with the Commodore in dealings with the N.H. Port Authority and the Great Bay Harbor Master; provide assistance to mooring and boat owners if problems occur in the GBYC mooring area; arrange for maintenance of club owned moorings; and maintain a mooring area chart showing the name, number and location of club and members' moorings.

The duty of the **Membership Representative to the Board of Governors** is to attend all Board of Governors meetings and relay opinions of the general membership for consideration by the Board in the conduct of club business.

The **Board of Governors** shall consist of all elected officers and the two previous Commodores, It shall be the duty of the Board of Governors to perform all the regular business of the club, to arrange the sailing dates, to determine the rules governing sailing, to arrange the time and place of intra-club activities, and to arrange inter-club meetings. The actions of the Board of Governors become the Rules of the Great Bay Yacht Club. The Board of Governors shall report on its activities through club newsletters and at all business meetings.

ARTICLE III – Rules. Robert's Rules of Order shall prevail at all meetings of the club. The "Rules of the Great Bay Yacht Club" shall provide guidance for the conduct of club members and shall govern the use of club facilities and club property. The Rules shall be reviewed and updated by the Board of Governors at least once each year.

ARTICLE IV – Grievance Procedures. A member may propose to any member of the Board of Governors at any time any subject for its consideration. If the member is not satisfied with the disposition of this proposal by the Board of Governors, the member may bring the proposal to the membership at the next business meeting following the Board of Governors' meeting at which no action or an adverse action was taken concerning the proposed request.

ARTICLE V – Meetings. There shall be a fall and spring meeting each year at which regular business of the club may be conducted. Additional meetings or special business meetings may be called on five days notice. All meetings shall be announced by mail.

ARTICLE VI – Committees. The following standing committees shall be established:

1. A Sailing Committee whose members are appointed by the Board of Governors and led by thy Sailing Master;

2. A Membership Committee, composed of the Commodore, Vice Commodore and led by the Membership Committee Chairman;
3. A Club Facilities Committee whose members are appointed by the Board of Governors and chaired by the Vice Commodore; and
4. A Mooring Committee whose members are appointed by the Board of Governors and chaired by the Mooring Committee Chairman.

ARTICLE VII – Termination of Membership. A member in good standing may withdraw from the club by written response. Members will be subject to termination if dues are not paid by June 1.

Former members of the club, having resigned in good standing, may be reinstated upon written request and payment of the current year's dues, provided the club membership limit is not exceeded. If club membership is full, the reinstatement request will be placed in chronological order of receipt with new member application to be acted upon in turn.

ARTICLE VIII - Voting. The Business of the club conducted at its regular or special meetings shall be voted upon in the following manner;

1. The By-Laws or Constitution of the club may be changed only by unanimous vote of those members voting in person or by proxy, or by a majority vote on an identical motion at two consecutive meetings by those voting in person or by proxy.
2. The officers of the club shall be elected by a two-thirds majority vote of those members voting in person or by proxy.
3. All other business of the club shall be enacted by a majority vote of those members voting in person.
4. Voting members shall be the adult members of the family.

ARTICLE IX – Club Burgee. The burgee of the club shall be a regulation pennant of crimson red upon which the white profiles of two M-shaped waves shall be mounted in a manner acceptable to the Board of Governors.

AMENDMENT TO THE BY-LAWS OF GREAT BAY YACHT CLUB, INC. - 2009

The members have voted to amend the By-Laws to add the below Article X – Indemnification by majority vote on an identical motion at two consecutive meetings by those voting in person or by proxy as required by the By-Laws.

ARTICLE X – Indemnification. No Officer shall be liable to the club or to any member for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred by the By-Laws. The club shall indemnify any Officer against all liability from any type of cause of action whether it is brought in contract, negligence, or tort for all judgments, settlements, penalties, or fines (including all reasonable expenses such as attorney's fees). The club shall have no obligation to indemnify an Officer in the event of willful misconduct or gross negligence. The term of this article shall survive the termination or dissolution of the club.