

**COTTAGE PARK YACHT CLUB BY-LAWS**  
**BY-LAWS**  
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## **COTTAGE PARK YACHT CLUB BY-LAWS (Rev 02/06/2010)**

### **ARTICLE I - NAME AND DISTINCTIVE ITEMS**

Sec. 1. Name: This corporation shall be known as the Cottage Park Yacht Club with its headquarters located in Winthrop Massachusetts.

Sec. 2. Corporate Seal: The Corporate Seal of the Club shall consist of two circles, one within the other, the upper segments between them containing the name "Cottage Park Yacht Club", and the lower segments the words "Incorporated 1902", and in the inner circle the Club Burgee.

Sec. 3. Pennants:

- A. The Club Burgee shall be a pointed flag, the width being two-thirds of the length. A blue five pointed star, the diameter of which is one-quarter the greatest width of the signal, shall be placed in the middle of a white triangle whose base is the luff of the signal, the apex being in the middle of the flag, distant one-half the length of the same from the luff. The rest of the flag shall be red.
- B. For sailing yachts, the Club Burgee, Officers flags, and private signals shall be three-fourths of an inch in length for each foot in height from the water to the main trunk; for other yachts, one inch. The hoist shall be two-thirds of their length.
- C. The Commodore's flag shall be a broad pennant having a swallow tail, the hoist two-thirds of the length, with a white fowl anchor, surrounded by a circle of thirteen white stars all on a blue field.
- D. The Vice Commodore's pennant shall be the same as that of the Commodore, substituting a red for the blue field.
- E. The Rear Commodore's pennant shall be the same as that of the Commodore, substituting a white for the blue field, and substituting a red for the white fowl anchor and substituting red stars for the white.

Sec. 4. Restrictions: The Club's name, seal and other distinctive items may not be used for any business, advertising or private purpose without the written consent of the Board of Directors.

### **ARTICLE II – PURPOSE**

Sec. 1. Purpose: The purpose of the corporation is to encourage its members to: (1) become proficient in navigation and on all matters pertaining to seamanship and the personal management of yachts; and (2) to promote their social welfare.

## ARTICLE III – MEMBERSHIP

### Sec. 1. Requirements:

- A. The Membership Committee shall be the Board of Directors along with any duly appointed designees.
- B. Applications for membership submitted to the Board of Directors for approval, shall include:
  - A completely filled out application form.
  - Signatures of two members in good standing as sponsors,
  - Payment of the required dues, assessments and initiation fee which will be withheld from deposit until the application is approved.
- C. Following a two week minimum posting of the application in the Clubhouse and an interview, the Board of Directors shall act upon applications in the order in which they are received. Election to membership shall be by ballot. No person shall be accepted unless he or she receives five affirmative votes. Only the final disposition of each application shall be disclosed by the Board of Directors.
- D. Each applicant, except the sons or daughters of an active member or deceased member who's death occurred during active membership, shall pay an Initiation Fee equal to twice the Annual Assessments.
- E. Any person having resigned from the Club in good standing may be re-elected to membership, without retaining previous seniority, by vote of the Board of Directors and payment of the current Annual Assessments and all other voted Special Assessments.
- F. A duly elected member is subject to a probationary period of one year beginning on the date of his or her election. The Board of Directors may reconsider the application for membership of any new member during this period. The membership may be revoked during the probationary period, with out appeal, by a majority vote of Directors then meeting. A pro-rated refund of the annual assessments and all other voted assessments and user fees paid by the member less any indebtedness to the Club shall accompany the notice of revocation which must be in writing, signed by the Secretary, and sent by certified mail to the member.
- G. The membership of the Club shall be limited to four hundred Regular/Young Adult members and up to 200 Trial Members. No Regular Member's son or daughter shall be denied membership because of this provision. All members in any of the classes permitted under Section 2 below, except for Trial Members, shall be included in the member seniority listing as long as their membership is continuous. Any lapse in membership will cause the member's name to be reinserted at the high end of the list.
- H. The Board of Directors may present to the membership at any meeting for election as either Life or Honorary Member, the name of any person who has rendered the Club important services or benefits or who for any reason they may see fit to thus honor.

- I. The election to Life or Honorary membership shall be by paper ballot with a four-fifths majority vote of the membership present at the meeting.
- J. The number of Life Members shall not exceed twenty and, upon the demise of one or more during the year, names for election to Life Membership may be proposed by the Board of Directors, for submission to the membership at any meeting of the Club, in such number as to again raise the Life Membership to twenty. To be proposed for Life Membership, members must have been members in good standing for twenty-five years.
- K. Eligibility for membership shall not be restricted on grounds of sex, race, religion, ancestry or national origin.

Sec. 2. Classes of Membership:

- A. REGULAR – (REG) Regular Members shall be entitled to all Club privileges and shall pay all annual assessments and all other voted special assessments and applicable user fees as defined by these by-laws. Except for voting and holding office, the current married partner (per Massachusetts General Laws) of a regular member and their children under the age of eighteen shall be entitled to all club privileges as defined by the house rules.
- B. LIFE – (LIF) Life Members shall be entitled to all the same Club privileges as Regular Members but are exempt from annual assessments and all other voted special assessments. Life members are subject to all applicable user fees
- C. HONORARY – (HON) Honorary Members shall be entitled to all the same Club privileges as Regular Members, except voting and holding office, and shall have no interest in any of the Club's property. Honorary Members are exempt from annual assessments and all other voted special assessments but are subject to all applicable user fees.
- D. REGULAR – SENIOR - (SEN) Any member who has reached the age of sixty-five and who has been a member in good standing for ten years shall pay fifty percent of the annual dues plus one hundred percent of all other voted annual/special assessments and applicable user fees.
- E. REGULAR - MILITARY – (MIL) Any member who enters military service shall pay no annual assessments or other voted special assessments for the duration of that service and shall be considered a regular member for each year of said service. Such members shall be subject to all applicable user fees
- F. REGULAR – NON-RESIDENT – (NRE) Any members having his or her legal place of residency fifty or more linear miles from Winthrop may be eligible to be a Non-Resident Member upon application to the Board of Directors, and if elected shall pay two-thirds of the annual assessments plus one hundred percent of all other voted special assessments and applicable user fees. Certification of legal residency shall be submitted with the original NRE application and then also must be updated and resubmitted annually for NRE renewal approval in the form of a copy of (1) a valid driver's license with the member's current address and (2) a voter registration card for the community in which the member resides. NRE status will not be issued to members with a boat utilizing any of the CPYC marina facilities.

- G. YOUNG ADULT – (YAD) Any member between and including the ages of eighteen and thirty shall be considered a Young Adult member and entitled to all Club privileges and shall pay thirty percent of the Annual Dues plus one hundred percent of all other voted annual/special assessments and applicable user fees.
- H. MARRIED PARTNER OF A DECEASED MEMBER – (WID) The board of Directors may extend a courtesy associate membership to the Widow/Widower of a current deceased member in good standing. Said member would have all the privileges of a regular member except for voting, holding office or utilizing marina/boating facilities at the CPYC but children thereof may participate in the youth sailing program.
- I. COURTESY ASSOCIATE MEMBERS – (USS) The Board of Directors may extend a courtesy associate membership to the current Commander of the USS Constitution and the Commander of the USCG Group Boston. Said members would have all the privileges of a regular member except voting, holding office or utilizing marina/boating facilities at the CPYC.
- J. TRIAL-(TM) Trial Members shall be entitled to all the same Club privileges as Regular Members except seniority, voting and holding office. The spouse/partner of a Trial Member and the children (under age 18) of either of them shall be entitled to the same privileges as a Trial Member, subject to the rules and regulations of the Club. Trial membership will be available to anyone who has not previously been a member of CPYC. A Trial Membership shall last for no longer than twelve months provided that the Trial Member is in good standing. Trial Members shall pay a membership fee of \$275 as shall also pay for chits in the same amount as Regular Members are required to at that time. Provided that they remain in good standing, Trial Members may convert to Regular Membership at anytime during the period of Trial Membership (receiving a pro rata credit of fees paid toward Regular Membership fees and dues), or, within thirty days of the expiration of their Trial Membership on the terms then in effect.

Sec. 3. Dues:

- A. Definitions
  - Annual assessments (per by-laws) – annual dues plus Capital Improvement Fund payment.
  - Special assessments (set by vote of the club) - Federal Loan payments etc
  - User fees (set by vote of Board of Directors) - for use of such items as moorings, marina slips, lockers, dry boat storage, parking and replacement keycards.
- B. The Annual Assessment shall be five hundred fifty five dollars consisting of Annual Dues of three hundred five dollars, with an automatic increase when the cost of living exceeds an aggregate of five (5) percent since the last annual dues amount, and a Capital Improvement Fund payment of two hundred fifty dollars annually payable on March 1. No other assessments shall be levied except by a two-thirds vote of the members present and voting at any meeting provided the call of the meeting states the subject to be considered.

- C. After June 1 for the remaining of the dues year, the annual assessment for all Regular and Young Adult members will be prorated from the first of the month joining to the number of months remaining in the dues year, plus one hundred percent of all voted assessments and applicable user fees. The date of membership is considered to be the date a member is voted upon by the Board of Directors.
- D. Changes to a member's Class of Membership must be certified by the Club Secretary before March 1<sup>st</sup> of the year in which the renewal will take effect. Without such certification, the member will be classified as a Regular Member for the entire year. No Class of Membership change will be enacted during the rest of the year.

Sec. 4. Resignation: Resignation must be made in writing to the Secretary, and no resignation shall be accepted until the member is clear of all indebtedness to the Club. No resignation received after the completion of the 30 day posting period shall relieve the member from the Annual/Special Assessments for the current year.

Sec. 5. Chit Program: All members shall be billed annually for the purchase of \$100 worth of "Chits" which may be used to pay any CPYC charges except Dues, Assessments and Fees. New members joining after September 1 will purchase \$50 worth of chits."

#### **ARTICLE IV - BOARD OF DIRECTORS**

Sec. 1. There shall be a Board of Directors composed of the Commodore, Vice Commodore, Rear Commodore, Treasurer, Secretary and six other members who shall hold no other elective office. A quorum shall consist of six members.

Sec. 2. Subject to special action by the Club, the Board of Directors shall have the entire management and general control of the Club's property, finances and affairs: they shall act upon all applications for membership. They may make or authorize all necessary contracts but shall have no power to make the Club liable for any debt beyond the amount of money which shall, at the time of the contracting of such debt, be in the Treasurer's hands and not previously appropriated, except by special action of the Club. They shall appropriate to the use of each committee such sums of money as may seem to them to be for the interest of the Club and within its resources. Nothing in this paragraph is to preclude a vote of the Board of Directors to apply for and receive a short term loan (Line of Credit) with a financial institution or others and to pledge or assign, if necessary, as security for money borrowed or credit obtained, the Personal Property of the Club. Personal property does NOT include real estate (Real Property). Such Lines of Credit shall not exceed an aggregate total of thirty thousand dollars nor extend beyond one year.

Sec. 3. Application for any sale, lease, or grant of any property, rights or franchise of the Club, shall be made to the Board of Directors, who shall immediately instruct the Secretary to notify all members of such application in the call for the next meeting. The Board of Directors shall examine such application and submit their recommendations to the Club at that meeting prior to the vote on same. Approval of all such applications shall require a two-thirds vote of those members present and voting. Following approval by the Club, the sale, lease, or grant of Club furnishings shall be at the discretion of the Board of Directors.

Sec. 4. They shall appoint the Standing Committees and any Special committee they deem necessary. They shall have the power to fill all vacancies, which may occur on their own Board, with the exception of the Commodore, Vice Commodore and Rear Commodore, or in any committee, which may occur during the year. Such appointments as they may make shall hold until the next Annual Meeting.

Sec. 5. They shall prescribe rules for the admission of strangers, and Rules and Regulations for the use of the Clubhouse. They shall have the power to fix the penalties for any violation of the By-Laws and Rules and Regulations and to suspend any member for such violations per Article IX Sec 3...

Sec. 6. The use of the Clubhouse by anyone shall be left in the hands of the Board of Directors.

Sec. 7. They shall hold meetings at least once a month. Special meetings may be called by the Commodore whenever he or she deems it necessary.

Sec. 8. The Board of Directors shall hire the Club Manager and all other employees of the Club, both permanent and temporary, and shall determine compensation and other benefits they deem necessary within the Club's resources. Further, they shall have the sole authority to discipline those employed by the Club.

## **ARTICLE V – OFFICERS**

Sec. 1. List of Elected Officers:

A. The Officers shall be a Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

- B. In the event of the inability of the Commodore to perform his or her duties, the Vice Commodore shall assume the office and duties of the Commodore and the Rear Commodore shall assume the office and duties of the Vice Commodore. In the event of the inability of the Vice Commodore to perform his or her duties, the Rear Commodore shall assume the office and duties of the Vice Commodore. In either event, a special meeting shall be called within thirty days of the announced inability, the sole business of which shall be the election of a new Rear Commodore. Names for this office shall be submitted from the floor, and the candidate receiving the greatest number of votes shall be declared elected. He or she shall hold office until the next Annual Meeting.

Sec. 2. Duties of Officers:

- A. COMMODORE - It shall be the duty of the Commodore to take command of the Club squadron and preside at all meetings of the Club and the Board of Directors, enforce the By-Laws, Rules and Regulations; and approve all proper bills. He or she shall appoint a Fleet Captain. The Commodore shall be a member ex-officio of all committees.
- B. VICE COMMODORE - It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his or her duties; and, in his or her absence, to officiate in his or her stead.
- C. REAR COMMODORE - It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties; and, in their absence, to officiate in their stead.
- D. SECRETARY - It shall be the duty of the Secretary to keep a record of all meetings in a book belonging to the Club; conduct the correspondence; issue all notices of meetings, have the custody of reports, papers, etc; and act as Clerk of the Board of Directors. He or she shall keep an updated seniority listing of the members and their addresses together with the dates of their memberships; keep a record of the name, rig, dimensions, and ownership of each yacht enrolled; notify in writing each member-elect of his or her election, and furnish him or her with a Club Book; prepare and publish the Club Book under the direction of the Board of Directors; and perform such other duties as are required by the By-Laws. In case of the Secretary's inability to attend any meeting, he or she shall cause the necessary books and papers to be conveyed to the place of the meeting. The Secretary shall make a written report of the general condition of the Club membership at the Annual Meeting. The Secretary shall distribute the keycards.

E. **TREASURER** - It shall be the duty of the Treasurer to receive the monies of the Club and deposit the same in the name of the Cottage Park Yacht Club in a bank or Trust company approved by the Board of Directors; take charge of the collections of dues, assessments, fees for the rental of all lockers, float, pier, and parking spaces for boats; to act as custodian of all valuable documents; and to pay all bills of the Club. Such bills shall be certified to by the member or members contracting same. No bill shall be paid until approved by the Commodore and at least two members of the Board of Directors. He or she shall keep a correct account of the money received and dispersed in a book belonging to the Club. The Treasurer shall present at each meeting a report of the actual financial condition of the Club, and at the Annual Meeting, a detailed report, with a statement showing all the receipts and disbursements for the year. He or she shall furnish bonds in an approved surety company, the amount to be determined by the Board of Directors and the premium the same to be paid by the Club.

## **ARTICLE VI - MEETINGS AND QUORUMS**

Sec. 1. There shall be an Annual Meeting on the fourth Wednesday of February of each year at which the reports of the Secretary, Treasurer and those Committees selected by the Board of Directors shall be read, and the required elections shall be held. When Ash Wednesday occurs on this date, the meeting will be scheduled on the following day.

Sec. 2. There shall be a Regular Meeting on the third Wednesday of November of each year at which the election of a nominating committee shall be held. When the specified meeting date occurs on the day before Thanksgiving, the meeting will be rescheduled to the next Wednesday.

Sec. 3. The Commodore may call special meetings at his or her discretion, and must do so at the written request of ten members within thirty days of the receipt of such a request.

Sec. 4. The Call for all meetings, stating the time and place of the meeting, signed by the Secretary, shall be deposited in the mail, postage prepaid, addressed to each member at his or her address as it appears on the books of the Club, at least seven days before the meeting, and a copy of the same shall be posted in the Clubhouse. No business shall be transacted except that stated in the Call of the meeting.

Sec. 5. Thirty members shall constitute a quorum.

Sec. 6. Voting by proxy shall not be allowed.

Sec. 7. Roberts Rules of Order shall be the parliamentary authority governing the conduct of all meetings of the Club and its committees whenever such rules are applicable and not inconsistent with these by-laws

## **ARTICLE VII – ELECTIONS**

- Sec. 1. The Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer shall each be elected for a one-year term. Three Directors shall be elected for a two year term on odd numbered years, and two Directors shall be elected for a two year term on even numbered years. An Auditing Committee consisting of three members shall be elected. Each member thereof will serve for a three year term with one member elected each year. All shall hold office until their successors have been elected and have accepted.
- Sec. 2. A Nominating Committee of five members shall be elected each year by paper ballot. Names for election to said Committee shall be accepted from the floor only. Of the five members elected, the one with the greatest vote shall serve as chairman.
- Sec. 3. Any eligible member may be placed in nomination for an elective office, providing that ten members petition the Secretary to that effect at least fifteen days before the Annual Meeting.
- Sec. 4. The Secretary shall post all nominations in the Clubhouse on the day that he or she receives them, and send a complete list of the same with the call for the Annual Meeting.
- Sec. 5. The Secretary, if more than one set of candidates are placed in nomination for an elective office, shall prepare the ballot for use at the elections containing all the nominations alphabetically arranged for each contested office with spaces in the right hand margin where members may signify their choice by marking an X opposite the name for which they vote. The candidate receiving the greatest number of votes for the respective office shall be declared elected.

## **ARTICLE VIII – COMMITTEES**

### **Sec. 1. Elected Committees:**

- A. **NOMINATING COMMITTEE** - It shall be the duty of the Nominating Committee to prepare a list of nominations for the officers and elective committees for the incoming year and report the names to the Secretary at least twenty-one days before the Annual Meeting. No member of the Nominating Committee shall be eligible for the nomination for any office or elective committee.
- B. **AUDITING COMMITTEE** - It shall be the duty of the Auditing Committee to audit the accounts of the Secretary, Treasurer, and the House Committee semi-annually. Books of the above are to be closed June 30 and December 31. The fiscal year shall end on December 31.

Sec. 2. Permanent Committees:

A. FINANCE COMMITTEE – The Finance Committee shall consist of five members including the Treasurer, a member of the Audit Committee and three members appointed by the Board of Directors. This committee shall be responsible for the preparation of the annual CPYC Budget and submitting it to the Board of Directors for approval as follows:

- October 1 – Provide Budget forms to each financially responsible committee (Cost Center) with columns titled: BUDGETED (Last Year), ACTUAL (Last Year), BUDGETED (Current Year), REQUESTED (Next Year), and AUTHORIZED BY B.O.D. (For Next Year) with the appropriate amounts entered in the first three (3) columns.
- November 1 – Budget forms with the requested amounts added shall be submitted to the Finance Committee.
- November 15 – The Finance Committee shall submit the total recommended budget for the next year to the Board of Directors for approval.
- January 1 - Approved Budget is in place. Any subsequent changes to said budget must be based on recommendations by the Finance Committee and approved by the Board of Directors before expenditures exceeding the approved line item amounts can be made.
- Oversee the one, five and ten year Planning Report of the Capital Improvement Committee per Article VIII Sec 3 paragraph A.

Sec. 3. Standing Committee: All such committees shall be appointed by a vote of the Board of Directors and shall be subject to their control and direction. Each appointed committee shall keep a record of accounts which shall be the property of the club. All monies collected shall be turned over to the Treasurer for deposit and all bills to be paid shall be submitted to the Treasurer for payment in accordance with an annual budget, for said committee, which has been previously approved by the Board of Directors. Each appointed committee shall prepare and make available for the Annual Meeting a complete report of their activities during the past year.

A. CAPITAL IMPROVEMENT /LONG RANGE PLANNING COMMITTEE - The Capital Improvement/Long Range Planning Committee shall consist of seven members, two of which shall be members of the Marina Facilities committee, who shall annually prepare a one, five and ten year plan for acquisitions, construction, finance, activities, organization and any other matters of a long range nature. The long-range plan shall be submitted to the Board of Directors and Finance Committee by November 1 of each year along with recommendations for the implementation thereof within available Capital Improvement Funding. It shall elect its own Chairman from among its members and shall hold meetings at the call of the Chairman at least once in a three-month period. Capital Improvement Funds shall only be used for Capital Improvement Projects as determined by the Capital Improvement Committee and approved by the Board of Directors unless an emergency arises at which time a two-thirds (2/3) vote of the Board of Directors can divert funds to another use.

- B. ENTERTAINMENT COMMITTEE - The Entertainment Committee shall consist of at least five members who shall arrange for and take charge of all Club social functions that may be given during the term for which they are appointed.
- C. HOUSE COMMITTEE - The House Committee shall consist of at least five members who shall have general charge and supervision of the Clubhouse and all rental property including the internal contents pertaining thereto. It shall be their duty to prescribe and enforce the rules and regulations as they shall deem necessary for the proper management of the Clubhouse and rental property, and post the same in some conspicuous place therein. They shall have charge of the hall, inside lockers, games, etc and shall fix charges and collect revenues. They shall make all necessary purchases for supplies pertaining thereto.
- D. MARINE FACILITY COMMITTEE - The Marine Facility Committee shall consist of at least of five members, including a Chairman, of which at least three members shall be marina occupants. The Committee and the Chairman shall be appointed by the Board of Directors with members serving for two year terms. At least three members shall be appointed in odd numbered years, and at least two members shall be appointed in even numbered years. This Committee shall have general charge and supervision of the marina, floats, wharf, and mooring area. It shall be their duty to prescribe and enforce the rules and regulations as they deem necessary for the proper management of the Marine Facility, and post the same in some conspicuous place therein. They shall have charge of the general maintenance and repair of the Marine Facility. They shall collect all overnight fees and fines which shall be turned over to the Treasurer.
- E. REGATTA COMMITTEE - The Regatta Committee shall consist of at least seven members who shall have full charge of the arrangements for all regattas and shall enforce a proper observance of the Racing Rules. They shall notify all members of all regattas. They shall arrange handicaps and make such classifications of the yachts as they deem necessary. They shall immediately upon receipt of the reports from the judges, post the same in the Clubhouse. They shall have full charge of all matters pertaining to the procuring and awarding of prizes. They shall keep a record of all races and at the Annual Meeting, they shall make a detailed report. They shall appoint judges. The Regatta Committee shall select any and all of the participants for the Massachusetts Bay Sailing Association Area 1, or the United States Sailing Association Championship events.

Sec. 4. Any member of a Standing Committee who shall be absent from three consecutive regular meetings, unless he or she shall have previously obtained permission to do so or shall present at the next regular meeting an excuse for his or her absence satisfactory to a majority of the Committee present, shall be considered as having resigned as a member thereof.

Sec. 5. Other Committees: Other Committees, dealing with ancillary Club programs, shall be organized and function with the approval of the Board of Directors.

- A. BOWLING COMMITTEE - The Bowling Committee(s) shall consist of at least five members who shall have complete charge of the Club's bowling activities. They shall recommend the prices for bowling; arrange for the prizes and banquets; establish the Rules and Regulations pertaining to bowling; and, in concert with the House Committee, arrange for the proper maintenance of the lanes and machinery.
- B. POOL COMMITTEE - The Pool Committee shall consist of at least three members who shall have complete charge of the Club's pool activities. They shall establish the Rules and Regulations pertaining to playing pool; and, in concert with the House Committee, arrange for the proper maintenance of the pool tables and related equipment.
- C. YOUTH SAILING PROGRAM COMMITTEE - The Youth Sailing Program Committee shall consist of at least five members who shall have complete charge of the Club's youth sailing program.

## ARTICLE IX - OPERATING POLICIES

Sec. 1. Remuneration of Officers: The Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer shall be exempt from all annual assessments and all other special assessments. The Secretary and Treasurer shall each be compensated for the performance of their duties by the sum of One Hundred dollars annually to be paid at such time as the Board of Directors shall decide. The above stated officers shall be subject to all applicable user fees.

Sec. 2. Arrears:

- A. The bills will be mailed on or before February 1. Any member in arrears for any indebtedness to the club on March 1, shall be posted and immediately assessed a \$50.00 late fee. If at the end of thirty days the indebtedness including the late fee is still unpaid, his or her membership shall be forfeited.
- B. Any member who has been dropped from the rolls under the provisions above, upon payment of his or her total indebtedness, may be reinstated up to September 1, with loss of seniority. After that date, he or she shall be considered a new applicant for membership, as per Article III, Sec. 1, by approval of the Board of Directors.
- C. The number of members who have been dropped from membership for non-payment of dues or indebtedness shall be reported at the next Annual Meeting.

Sec. 3. Conduct and Discipline:

- A. A member's conduct is a reflection of the Club. Upon written complaint by one or more members of misconduct injurious to the character and welfare of the Club by another member, the Board of Directors shall investigate the alleged misconduct. The Board shall convene a hearing with respect to the complaint. Each member making the complaint and the accused member shall be notified of the hearing and requested to attend.

- B. A member may be suspended for misconduct injurious to the character and welfare of the Club for a period not longer than six months by a five-member vote of the Board of Directors.
- C. If after investigation of the complaint in accordance with Section 3 Para A above, the Board of Directors determines that the matter requires action by the membership, they shall call a meeting which shall include a statement of the charges proffered against the member. At said meeting the accused member shall be given an opportunity to be heard.
- D. In accordance with Section 3 Para C above a member may be expelled for misconduct injurious to the character and welfare of the Club by a three fourths vote of the members present and voting.

Sec. 4. Keycards: A member shall not loan his or her keycard to a person not a member of the Club. At the request of a member, the House Committee may loan a keycard to a person not a member of the Club for a limited time, and shall provide said person with a note stating the time for which it is loaned.

Sec. 5. Reprimands: No reprimands shall be given any employee of the Club by members; but complaints of any nature shall be made in writing, signed by the complaining member or members and presented to the House Committee. Whereby the House Committee shall investigate such complaint(s) and report its findings to the Board of Directors. Only the Board of Directors shall take what actions it deems appropriate regarding such complaint.

Sec. 6. Private Property: All private property on or about the Club property and premises shall be at the owner's risk and the Club shall not be responsible for any loss or damage.

Sec. 7. Smoking Policy: The interior of the Cottage Park Yacht Club shall be declared a non-smoking area commencing September 1, 2003.

## **ARTICLE X - LIABILITY AND INDEMNIFICATION**

Sec. 1. General Rule: Subject to Sec.2, below - to the full extent that the laws of the Commonwealth of Massachusetts, as they exist on February 21, 1996, or as they may thereafter be amended, permit the indemnification, limitation or elimination of the liability of officers or committee members - (a) the Club shall indemnify and hold harmless any officers or committee members from liability on account of any acts done in the scope of his or her duties or authority as such, and (b) no officer or committee member of the Club shall be personally liable to the Club or its members for damages for any breach of duty owed to the Club or its members.

Sec. 2. Exceptions: Indemnification, limitation, or elimination of liability under this article shall not be applicable to any (a) breach of the officer's or committee member's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or involve intentional misconduct or a knowing violation of law; (c) transaction from which the officer or committee member derived an improper personal benefit; or (d) improper act or omission occurring prior to February 21, 1996.

Sec. 3. Intent: The intent of the article is to provide the officers and committee members of the Club with the full and utmost protection and indemnification accorded them under the statutes of the Commonwealth of Massachusetts. Any and all ambiguities as to acts and omissions will be resolved in favor of the officer or committee member

Sec. 4. Employees or Agents: The Club may, to the extent authorized from time to time by the Board of Directors, provide indemnification to employees or agents of the Club who are not officers or committee members, with such scope and effect as determined by the Board of Directors.

## **ARTICLE XI - YACHTING AND RACING**

Sec. 1. Yacht Enrollment: Any yacht owned in whole or in part by a member, may be enrolled at the Club (provided the yacht is not for hire) upon the owners filing with the Secretary a description of the yacht, containing the name ownership. dimensions, rig, etc; and no yacht shall be allowed any Club privileges unless duly enrolled except by permission of the House Committee. Any member buying or selling an enrolled yacht, or any part thereof, shall notify the Secretary accordingly within fourteen days after sale.

Sec. 2. Racing Rules: The Racing Rules of the United States Sailing Association shall govern all races as far as they apply

## **ARTICLE XII - BY-LAW REVISIONS**

Sec. 1. Suspension of By-Laws: Any of these By-Laws may be temporarily suspended at any regular or special meeting by a four-fifths vote of the members present and voting.

Sec. 2. Amendments: These By-Laws may be amended by a two-thirds vote of the members present and voting at any meeting of the Club, provided that the Call of such a meeting shall have contained the proposed amendments in full. A substitute version of an amendment, making changes no greater than the amendment originally proposed, may be submitted in writing to the Secretary at least three days before such meeting and may then be adopted at the meeting instead of the amendment contained in the Call to the meeting. Any substantive amendment from the floor of the meeting, which is approved, will cause action on the main motion to be delayed to a subsequent duly called meeting. No amendment to the By-laws may be acted upon at a meeting of the Club if substantially the same amendment, in the opinion of the Board of Directors, has been voted upon within the prior eleven (11) months of that meeting.