

**AMENDMENT TO THE CONSTITUTION**

**THAT ON AUGUST 22, 1999, AT A DULY CALLED AND VALID MEETING OF THE MEMBERS OF DUCK ISLAND YACHT CLUB, THE FOLLOWING RESOLUTION WAS PASSED:**

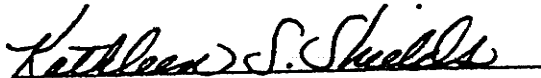
**RESOLVED:**

**That Section G of Article IV entitled Junior Member be amended to delete the first sentence which reads "Any person between 18 years and 25 years of age may apply to the Club to become a Junior member" and to add a revised first sentence which reads "Any person under the age of 25 years may apply to the Club to become a Junior member".**



**David R. Thomas  
Commodore**

**Attest:**



**Kathleen Shields  
Secretary**

**3. Amendment to the Constitution**

The Board of Governors recommend the following amendment to the Duck Island Yacht Club Constitution, dated June 09, 1996 be approved:

**ARTICLE VIII: OFFICERS**

C. There shall be nine Flag Officers..... and Director of Publicity

1. The Director of publicity shall write and emanate appropriate publicity about DIYC and its activities. The Director of Publicity will also assist other Flag Officers in publicizing their events.

Amendment adopted by the membership at the Annual Meeting of 08/18/96

Amendments to the Constitution for Social Membership Classification

Amendments:

1. That Article IV, Section A be amended by adding the following:  
"7. Social members."; and
2. That Article IV, Section B be amended by adding the following:  
"or as a Social member" after the words "Junior member"; and
3. That Article IV, Section H, first sentence be amended by adding the following:  
"or Social member" after the words "Junior member"; and
4. That Article IV be amended to add the following:  
" J. Social Member. A Social member shall enjoy full privileges and use of all the facilities of the Club (except the club controlled moorings), except that a Social member may not vote on Club matters before regular, duly convened special meetings or additional meetings of the Club, nor hold office. A Social member may not own a boat within a radius of 100 miles of DIYC, or if the Social member owns a boat within the 100 mile radius, the boat must not exceed the length of 20 feet. Social members shall pay non-member fees for any Club sponsored event including racing fees. Social members must pay an initiation fee, if any, as set by the Board of Governors for a Social member and must pay the annual Club dues specifically prescribed for Social members by the Board of Governors pursuant to Article XIII, Section A hereof."; and
5. That Article XIII, Section A be amended by adding the following:  
"and Social members" after the words "Junior members".

**Amendments to the Constitution adopted by the Membership  
at Annual Meeting of August 13, 1995.**

**A. Amend the Constitution to change the Fiscal year end of the Corporation from December 31 to November 30.**

**RESOLVED: That Article XVII, Fiscal Year and Accounting Method, Section A, Fiscal Year is hereby amended to read as follows:**

**Fiscal Year: The fiscal year of the corporation shall begin on December 1 and end on November 30 of each year.**

**B. Amend the Constitution to provide that the Board of Governors and Officers shall take office on December 1.**

**RESOLVED: That Article IX, Governors, Section B, Authority, number, term and qualification is hereby amended to read as follows:**

**The term of a Governor shall begin on December 1st and end on November 30th for each year the Governor is elected to serve.**

**RESOLVED: That Article IX, Governors, Section M, Term is hereby amended to read as follows:**

**The term of a Governor shall begin on December 1st and end on November 30th for each year the Governor is elected to serve.**

**RESOLVED: That Article X, Officers, Section A, Number, qualification, term and election is hereby amended to read as follows:**

**The term of an Officer shall begin on December 1st and end on November 30th for each year the Officer is elected to serve.**

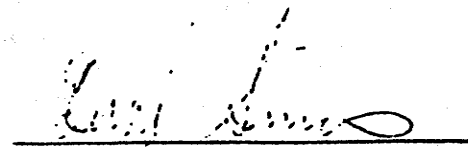
**ARTICLE XXIII**  
**DISTRIBUTION OF ASSETS ON DISSOLUTION**

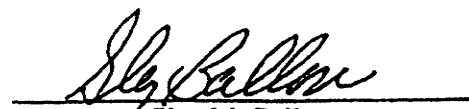
- A. The Board of Governors shall adopt a resolution recommending a plan of distribution and shall direct the plan to a vote of the members. Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member within the time and in the manner provided herein for the giving of notice of meetings of members. The plan of distribution shall be adopted by the affirmative vote of at least two-thirds of the voting members of the Corporation.
- B. The assets of the Corporation in the process of dissolution shall be applied and distributed as follows:
1. all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
  2. assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
  3. assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign Corporations, societies or organizations engaged in activities substantially similar to those of the dissolving Corporation;
  4. other assets, if any, shall be distributed pro rata among the Active members of the Corporation;
  5. any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign Corporations, whether for profit or not for profit, as may be specified in the plan of distribution adopted as provided in this Article.
- C. No final liquidating distribution of assets shall be made by the dissolved Corporation until the Corporation has obtained an up-to-date statement or statements from the Commissioner of Revenue Services and the Administrator of Unemployment Compensation if the Corporation has or had any employees, acting in their respective capacities, showing, to the best of their knowledge and belief, as of the date of such respective statements, either that the Corporation has paid all its taxes and contributions or that it was not liable for any taxes or contributions, or that it has made adequate provisions, with such surety as is satisfactory to said Commissioner and said Administrator, for the future payment of any of its unpaid taxes and unpaid contributions as of the date of such respective statements. As used in this subsection, "tax" means the whole, or any instalment or part, of any tax, excise, fee or license and any interest, penalty and other legal accumulation thereon, payable to the Commissioner of Revenue Services, for which the Corporation is liable, and "contribution" means any and all moneys payable under any provision of the Unemployment Compensation Act, for which the Corporation is liable.

Duly adopted by the members of Duck Island Yacht Club, Incorporated, on this the 9th day of June, 1992.

Attest:

  
Cindy Thornbury  
Secretary

  
Edward Simas  
Chairperson  
Board of Governors

  
Glen M. Ballou  
Commodore

**ARTICLE XX**  
**LIABILITY OF MEMBERS**

- A. A member of the Corporation shall be under no obligation to the Corporation or its creditors with respect to such membership other than the obligation to pay in full any dues or initiation fees imposed against him or her in accordance with the provisions of Article XIII hereof.
- B. If a creditor of the Corporation obtains a judgement against it and execution thereon is returned unsatisfied, such creditor may recover from any member in the Corporation the balance remaining due and unpaid on any dues or initiation fees which has been imposed on him or her.
- C. No executor, administrator, conservator, guardian, trustee, assignee for the benefit of creditors or receiver shall be personally liable as a member of any Corporation, but the estate or funds in his or her hands may be so liable in regard to any unpaid dues or initiation fees.

**ARTICLE XXI**  
**SALE OF ASSETS**

- A. As used in this section, except as provided in subsection (d), "sale" means sale, lease, exchange, mortgage, pledge or any other disposition of assets.
- B. The Corporation may sell all or any portion of its assets, including its good will.
- C. Any sale of assets made in the usual and regular course of affairs of the Corporation, including a sale of all or substantially all assets, and any sale of less than substantially all assets, whether or not made in the usual and regular course of the affairs of the Corporation, may be made upon such terms and conditions and for such consideration as may be authorized by a majority vote of the Board of Governors.
- D. Any sale of all or substantially all the assets of the Corporation, if not made in the usual and regular course of its affairs, shall be made upon such terms and conditions and for such consideration as may be authorized by the majority vote of the Board of Governors and by the affirmative vote of at least two-thirds of the voting power of the members entitled to vote thereon.

**ARTICLE XXII**  
**DISSOLUTION**

The Corporation may be dissolved:

- A. by resolution by the affirmative vote of at least 2/3 of the voting members of the Corporation;
- B. by expiration of any period of duration to which the Corporation is limited by its Certificate of Incorporation;
- C. by a decree of dissolution in judicial proceedings to liquidate the assets and affairs of the Corporation;
- D. by forfeiture action by the Secretary of the State or proceedings by the Attorney General;
- E. when the Corporation has been adjudged to be bankrupt;
- F. when the Corporation has made a general assignment for the benefit of creditors;
- G. by leave of court, when a receiver has been appointed in any suit in which the affairs of the Corporation are to be wound up; or
- H. when the Corporation has no members or no members entitled to vote.

Article XVI  
OFFICES AND BOOKS

- A. Offices: The principal office of the Corporation shall be at such place in the State of Connecticut as the Board may determine. The Board may from time to time and at any time establish other offices of the Corporation or branches of its business at whatever place or places seem to it expedient.
- B. Books and records: There shall be kept correct and complete books and records of account and minutes of the proceedings of the Corporation's Members, Officers, Governors and Committees. There shall also be maintained at the principal office of the Corporation, a record of the Corporation's members, giving the names and addresses of all members. At intervals of not more than twelve months the Corporation's Treasurer shall prepare a Balance Sheet showing its financial condition as of a date not more than four months prior thereto and a Profit and Loss Statement respecting its operations for the twelve months preceding such date. The Balance Sheet and Profit and Loss Statement shall be deposited at the principal office of the Corporation and be kept for at least ten years from such date. In addition, within thirty days after preparation of each such annual Balance Sheet and Profit and Loss Statement, a copy thereof shall be made available to any member upon request.
- C. Seal: The seal of the Corporation shall be circular in form and shall contain the name of the Corporation and the words "Incorporated in Connecticut".

Article XVII  
FISCAL YEAR AND ACCOUNTING METHOD

- A. Fiscal year: The fiscal year of the Corporation shall be fixed by resolution of the Board.
- B. Accounting Method: The accounting method used by the corporation shall be fixed by resolution of the Board.

Article XVIII  
AMENDMENTS

This Constitution may be amended or repealed or a new Constitution may be adopted at any Annual, Special, or Additional meeting by an affirmative vote of 2/3 of the members present at the meeting and entitled to vote thereon, provided that notice of the intent to amend, repeal, or institute a New Constitution is given in the notice of such meeting to the members.

ARTICLE XIX  
INDEMNIFICATION

On the terms, to the extent and subject to the conditions prescribed by statute, by the Certificate of Incorporation, by this Constitution, and by such rules and regulations not inconsistent with statute, the Corporation shall indemnify and reimburse any person made a party to any proceeding, other than an action by or in the right of the Corporation by reason of the fact that he or she, or a person for whom he or she is a legal representative or successor, is or was a member, governor, officer, employee or agent of the Corporation, or an eligible outside party, for reasonable expenses and such amount of any judgement, fine, penalty or settlement for which he or she may become liable, actually incurred by him or her in connection with such proceeding; provided that such person, and the person whose legal representative he or she is, acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, is successful on the merits in the defense of such proceeding, or is determined by an applicable court to be indemnified in such amount as the court determines; and, further provided that with respect to any criminal action or proceeding that he or she had no reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such indemnified party may be entitled pursuant to Section 33-454a et. seq. of the Connecticut General Statutes as amended from time to time.

- I. The Debenture Redemption Guidelines which are applicable during the continuous existence of the Club are as follows:
1. A Debenture holder initiates a request for redemption by writing to the Board of Governors through the Club Secretary indicating special personal circumstances justifying the request.
  2. The Club Secretary will date the request and present it with a member's status report to the Board of Governors for review at the next business meeting of the Board.
  3. The Board of Governors will then:
    - A. review requests in the order received by date; and
    - B. evaluate the specific nature of the request; and
    - C. consider:
      1. Club membership level and prospects;
      2. available Club Building Funds in excess of current operations;
      3. Debenture's membership status; and
      4. special circumstances, i.e. resignations, death and/or actions of the Membership Committee.
    - D. The Board, after consideration of the foregoing, will, in its sole discretion, decide whether or not to redeem the Debenture and at what date the Debenture will be redeemed. If it is impossible for the Board to determine the date on which the Debenture will be redeemed, taking into consideration all of the foregoing, it will place the redemption request in the order of Debentures then currently approved for redemption and unredeemed.
    - E. The Board shall advise the Secretary of its action and thereafter the Secretary will relay the decision of the Board to the Debenture holder.
- J. The Board upon written request may permit the assignment of a Debenture to another individual under the following conditions:
1. The individual assignee must be an Active or Conditional member of the Club. The assignor or member of the household of the assignor must continue to hold at least one other Building Fund Debenture or must have resigned from membership as of the date of the assignment.
  2. Assignment may also be made upon written approval of the Board when the Debenture holder ceases to be an Active or Conditional member of the Club.
- K. The Board, through the Secretary, shall respond to all requests in writing regarding the redemption or the assignment of a Debenture within 30 days of consideration.
- L. An Debenture holding member may cease to be an Active member by choice, but still hold a Debenture.
- M. Loans made to the Building Fund shall be received in writing and include the date and amount of funds received, terms or condition of the loan, and meet the guidelines established by the Corporation for maximum loan expense. Loan acceptance requires approval by the Board of Governors, and formal acceptance in writing by the same.
- N. Debenture redemption and any Loans executed shall be repaid in the following order:
1. as new members join and Building Funds become available above the Building Fund operating budget then;
  2. all loans to the Corporation Building Fund must be repaid then;
  3. all second Debenture holders must be repaid, (unless they choose to by-pass payment in writing) then;
  4. the oldest Debenture redemption requests by resigned members, sorted by the date received by the Secretary, shall be approved by the Board to be paid first.
- O. Further Indebtedness
1. The Corporation Building Fund shall not incur indebtedness greater than the cost of the original building and water access rights without first offering to complete repayment of all loans and all second Debentures.
  2. The Corporation Building Fund will clear all indebtedness relative to the Club building before any new phase considerations are adopted.

Article XV  
CONTRACTS AND BANK ACCOUNTS

- A. Execution of contracts: Except as otherwise provided in this Constitution, the Board may authorize any officer, agent or employee, in the name and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and the authority may be general or confined to specific instances; and, unless so authorized by the Board or expressly authorized by this Constitution, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.
- B. Checks, drafts, etc.: All checks, drafts and other orders for the payment of monies out of the funds of the Corporation and all notes or other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation in the manner authorized by the Board from time to time or as provided herein.
- C. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer, agent or employee of the Corporation to whom such a power may from time to time be delegated by the Board except as otherwise provided in this Constitution; and, for the purpose of such a deposit, any officer, agent or employee of the Corporation to whom the power may be delegated by the Board or otherwise by this Constitution, may endorse, assign and deliver checks, drafts and other orders for the payment of moneys which are payable to the order of the Corporation.

Article XVI  
DEBENTURE BY-LAWS: LOANS

- A. Debentures: Debentures and other securities of the Corporation shall be in the forms approved by the Board. They shall be issued and signed by the Chairman of the Board or the Commodore or the Vice Commodore and by the Secretary or the Treasurer and sealed with the seal of the Corporation, or a facsimile thereof. A Debenture signifies a commitment of money and time involvement to the Club by its holder. In some instances the Debenture may not be immediately liquid or redeemable.
- B. Transfers: Transfers of Debentures shall be made only by the registered holder of the Debenture after notice to the Corporation in writing addressed to the then present Treasurer, and upon authorization of the Board of Governors, by a majority vote. The person or persons whose name stands on the books of the Corporation shall be deemed the absolute owner for all purposes as regards the Corporation. The Board may make such additional rules and regulations and take such action as it may deem expedient which are not inconsistent with the Certificate of Incorporation of the Corporation and this Constitution, concerning the issue, transfer and registration of Debentures of the Corporation or the reissue of Debentures in lieu of Debentures claimed to have been lost, destroyed, stolen or mutilated.
- C. Debenture funds are to be used for the Corporation Building only and held or paid from the Building Fund.
- D. A Debenture certificate is to be presented to a member upon full payment of the cost thereof.
- E. A receipt will be issued for all monies given to the Corporation for Debentures of the Building Fund, loans, second Debentures, or partial payments.
- F. The Building Fund consists of all monies received or pledged (in writing) for:
- a. completed Debentures;
  - b. initiated Debentures (partial payments);
  - c. second Debentures or loans.
- G. The Building Fund may hold assets greater than the cost of the original construction of the Club building.
- H. The Debenture, shall have a face value of One-Thousand Dollars (\$1,000.00), and shall not accrue interest.

Article XII  
PHRF-LIS HANDICAPPER/ECSA OFFSHORE REPRESENTATIVE

- A. The PHRF-LIS handicapper shall be an Active member in good standing and shall also be a member of the Race Committee and shall furnish the Committee with the rating of various yachts as requested. The handicapper is the Club representative on the ECSA Handicap Council. There may be more than one (1) PHRF-LIS Handicapper for the Club.
- B. The ECSA Offshore Representative shall be an Active member in good standing and shall also be a member of the Race Committee. The ECSA Offshore Representative is the official Club representative to the ECSA. There may be more than one (1) ECSA offshore representative for the Club.

Article XIII  
DUES AND INITIATION FEES

- A. The annual dues shall be in the amount designated by the Board of Governors and shall be payable annually by all Active, Conditional, Emeritus, Associate and Junior members on or before the 1st of April.
- B. The initiation fee shall be set by the Board of Governors; it shall be paid before a candidate for membership will be formally considered.
- C. In the event that a candidate chooses to formally withdraw his pending application, or is refused membership in the Club, his initiation fee will be promptly refunded.
- D. First year dues shall be payable upon formal acceptance of membership and will be pro-rated as follows:

<u>Acceptance between</u>	<u>Percent (%) of dues payable</u>
January 1 & June 30	100
July 1 & August 31	70
September 1 & December 31	30

Article XIV  
VACANCIES AND RESIGNATIONS

- A. Vacancies: Except as otherwise provided in this Constitution, in case the office of any governor, the Commodore, Vice Commodore, any Rear Commodore, the Fleet Captain, the Secretary, the Treasurer, or other officer, agent or employee appointed by the Board or any officer, becomes vacant due to death, resignation, removal or court order, or should a vacancy exist from an increase in the number of governorships, the vacancy of Commodore will be filled by the Vice Commodore and any other vacancy shall be filled for the unexpired term by the concurring vote of a majority of the remaining governors then in office.
- B. Resignations: Any governor or officer, or any agent or employee appointed by the Board, may resign his or her office at any time by giving written notice of his or her resignation to the Commodore or the Secretary of the Corporation. Such a resignation shall take effect at the time specified therein or, if no time is specified therein, at the time of its receipt by the Commodore or the Secretary, and acceptance of the resignation shall not be necessary to make it effective.

**Article XI**  
**COMMITTEES**

A. There shall be four Major Committees each chaired by a Flag Officer: Race Committee, Social Committee, Cruise Committee and Facilities (House) Committee.

1. The Race Committee shall:

- A. plan the racing program.
- B. conduct all Club races.
- C. appoint judges.
- D. record and post results.
- E. set racing fees.

2. The Social Committee shall:

- A. plan the social program.
- B. conduct all social events.
- C. contract for necessary facilities and services.
- D. make a financial report for each event.
- E. set fees for social events.

3. The Cruise Committee shall:

- A. schedule the Annual Cruise.
- B. schedule weekend cruises.
- C. make a financial report for each event.
- D. set fees for cruises.

4. The Facilities Committee (or House Committee) shall:

- A. have charge of all Club property.
- B. supervise its maintenance and use.
- C. draw up rules regarding its use.
- D. make a financial report for each project.
- E. establish special use fees.

B. Other Committees. There shall also be the following Committees:

- 1. The Program Committee shall coordinate the various Club Programs and publish The Annual Handbook, Le Club Duck and Annual Report.
- 2. The Membership Committee shall recruit new members to the Club and be responsible for the Commodores' Invitational.
- 3. The Nominating Committee shall consist of the four At-Large members of the Board of Governors who shall nominate the slate of Governors and Officers for the next year.
- 4. The Work Committee shall be responsible for the maintenance and repair of the Club fleet.
- 5. Additional committees may be appointed by the Board or the Commodore as required in their or his or her sole discretion.

is responsible for maintaining reciprocal privileges with other yacht clubs and working toward increasing the number of clubs where such privileges are extended. The Rear Commodore-Cruising shall be responsible for Club moorings and for notifying members of the location of all Club moorings through Le Club Duck and the Handbook. The Rear Commodore - Cruising shall perform all such duties as from time to time may be assigned by this Constitution, the Board or the Commodore.

**J. Fleet Captain**

The Fleet Captain shall be responsible for the normal and necessary maintenance of the Duck Island Yacht Club fleet. The Fleet Captain works closely with the Race Committee in keeping the Race Committee boat and the Chase boat in proper operating condition. The Fleet Captain shall establish a work party to commission the Committee and Chase boats in the Spring and to decommission them in the Fall. The Fleet Captain shall also serve as the Chairman of the Work Committee. The Fleet Captain shall perform all such duties as from time to time may be assigned by this Constitution, the Board or the Commodore.

**K. Treasurer:** The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Corporation including the Building Fund and the Capital Fund; he or she shall keep full and accurate accounts of assets, liabilities, receipts of disbursements and other transactions of the Corporation in books belonging to the Corporation; and he or she shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board. He or she shall disburse such funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Commodore and to the governors, officers or members at the meetings of the Board, members or officers, a statement of all transactions as Treasurer and an account of the financial condition of the Corporation. In general, he or she shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by this Constitution, by the Board and/or by the Commodore.

The Treasurer is the Chief Financial Officer and shall collect all funds due the Club and shall disburse all funds owed by the Club. The Treasurer shall also keep timely and accurate records of all financial transactions. The Treasurer shall assist the Commodore in the preparation of the Annual Budget.

**L. Secretary:** The Secretary shall act as secretary of and keep the minutes of all meetings of members, Officers and Board; he or she shall cause to be given notice of all meetings of members and of the Officers, the members and of the Board except as otherwise stated herein; shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all Debentures of the Corporation and to all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board; shall have charge of the record of members and also of the other books, records and papers of the Corporation relating to its organization as a corporation, and shall see that the reports, Biennial Report, statements and other documents required by law are properly kept or filed with the applicable governmental agency, including but not limited to the Secretary of the State. In general, he or she shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by this Constitution, by the Board and by the Commodore including all correspondence of the Club. The Secretary shall originate and file all official Club correspondence, shall record the minutes of various Club meetings, shall issue membership cards and shall maintain and update the Club Constitution. The Secretary shall establish and chair the Membership Committee. The primary purpose of the Membership Committee shall be to recruit new Club members and to introduce new members to Club activities and to other Club members. Its secondary purpose shall be to develop promotional material and membership applications that can be distributed to prospective members by members of the Club.

**M. Fees:** Officers shall not receive any stated salary for their services, but the Board shall have the authority to fix fees, including reasonable allowance for expenses actually incurred in connection with their duties.

- B. Other officers, agents and employees:** The Commodore may from time to time appoint such other officers, agents or employees as the Commodore may deem necessary or advisable, each of whom shall hold office for such period, have such authority, and perform such duties as the Commodore may from time to time determine.
- C. Removal, Resignation, Death:** Any officer, agent or employee of the Corporation may be removed, with or without cause, at any time by resolution adopted by the affirmative vote of a majority of governors at a special meeting of the Board called for that purpose. If a officer resigns or dies while in office, the vacancy caused by such resignation or death will be filled by a majority vote of the governors at a Special meeting called for such purpose except for the Commodore, which position shall be immediately filled by the then Vice Commodore.
- D. Chairperson of the Board:** The Chairperson of the Board, will usually be the most recent Past Commodore, according to protocol, however, the vote of the Board shall dictate. The Chairman shall preside at all meetings of members and of the Board. The Board of Governors, at its first meeting, shall elect the Chairperson of the Board, by a majority vote of the members of the Board present at such meeting. In the event of the absence of the Chairperson for any reason, the Commodore or Vice Commodore, whomever is present in the order of rank, shall preside at the meeting in the place of the Chairperson. The Chairperson shall perform such other duties as may from time to time be assigned to him or her by these By-laws or by the Board.
- E. Commodore:** The Commodore shall be the Chief Executive and Chief Operating Officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board. He or she shall see that all orders and resolutions of the Board are carried into effect. The Commodore shall preside at all meetings of members. In general, he or she shall perform all duties incident to the office of Commodore and such other duties as may from time to time be assigned to him or her by this Constitution and by the Board. The Commodore shall serve as a member of the Board of Governors and as an ex-officio member of all committees. The Commodore will also serve as liaison with the Duck Island Condominium Association when required. The Commodore shall assign other officers or Club members to address relevant issues concerning both groups.
- F. Vice Commodore:** The Vice Commodore shall perform all such duties as from time to time may be assigned to him or her by this Constitution, by the Board or by the Commodore. At the request of the Commodore, or in case of the Commodore's absence or inability to act, the Vice Commodore shall perform the duties of the Commodore and when so acting shall have all the powers of and be subject to all the restrictions upon the Commodore as set forth herein. The Vice Commodore of the Duck Island Yacht Club shall assist the Commodore and may represent the Commodore at official functions at the discretion of the Commodore as set forth herein. The Vice Commodore shall serve as an ex-officio member of the Board of Governors. The Vice Commodore shall be responsible for communications within the Club as well as the Club yearbook. The Vice Commodore shall also establish and chair the Facilities (House) Committee.
- G. The Rear Commodore - Racing:** The Rear Commodore - Racing shall establish and chair the Race Committee and plan, organize and execute a Race Schedule for the benefit of Club members. The Rear Commodore - Racing shall be supported by other Club flag officers, namely the Rear Commodore - Social, the Fleet Captain and the Secretary, in performing his or her responsibilities. The Rear Commodore - Racing shall perform all such duties as from time to time may be assigned by this Constitution, the Board or the Commodore.
- H. Rear Commodore - Social**
- The Rear Commodore - Social shall establish and chair the Social Committee to plan and execute a social agenda for the benefit of the Club members. The Rear Commodore - Social shall also be responsible for supporting the Rear Commodore - Racing by providing food, beverages and any special entertainment the Social Committee deems desirable at the conclusion of specific Club sponsored races and regattas. The Rear Commodore - Social shall perform all such duties as from time to time may be assigned by this Constitution, the Board or the Commodore.
- I. Rear Commodore - Cruising**
- The Rear Commodore - Cruising shall establish and chair the Cruising Committee to plan and conduct the Annual Club Cruise and overnight weekend cruises. The Committee shall be responsible for planning and conducting races in conjunction with the Annual Cruise and weekend cruises. The Rear Commodore - Cruising

- H. **Regular meetings:** Each regular meeting of the Board shall be held whenever called by the Commodore with oral or written notice given to all Governors at least two (2) days prior to the date of said meeting stating the time and place of the meeting.
- I. **Special Meetings, Additional Meetings, Notice and Waiver:** Special Meetings or Additional Meetings of the Board shall be held whenever called by the Commodore. At least two (2) days' written or oral notice of each special meeting or additional meeting stating the time and place of the meeting, shall be given to each governor. A written waiver of notice signed by the person or persons entitled to such a notice, whether before or after the time stated therein, shall be equivalent to the giving of notice. Neither the business to be transacted at nor the purpose of any Regular, Special Meeting or Additional Meeting of the Board need be specified in the notice or waiver of notice of the meeting unless required by these By-laws. The attendance of any governor at a meeting without protesting prior to or at the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.
- J. **Quorum, adjournment and manner of acting:** A majority of the number of governors present at the time of a meeting (Annual, Regular, Special or Additional) shall constitute a quorum for the transaction of business. Any meeting of the Board may be adjourned from time to time by a majority of the governors present at the meeting. In the absence of a quorum for any meeting, a majority of the governors present may adjourn the meeting to another time and place until a quorum is present, provided notice of the adjourned meeting is given to all governors. The act of a majority of the governors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may be otherwise specifically provided by statute or the Certificate of Incorporation of the Corporation or this Constitution. If all the governors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the number of such governors constitutes a quorum for the action, the action shall be valid corporate action as though it had been authorized at a meeting of the Board. A governor may participate in a meeting of the Board by means of conference telephone or similar communications equipment and participation in a meeting pursuant hereto shall constitute presence in person at such meeting. The rules of Parliamentary procedure shall apply to all meetings of the Board of Governors.
- K. **Removal:** Any governor may be removed with or without cause at any time by a majority vote of the members at a special meeting called for such purpose. A vacancy in the Board caused by such a removal will be filled by a majority vote of the members at a Special Meeting called for such purpose.
- L. **Resignation and Death:** If a governor resigns or dies while in office, the vacancy caused by such resignation or death will be filled by a majority vote of governors at a Special meeting called for such purposes.
- M. **Term:** The at-large members of the Board shall be elected for two-year terms. The Commodore and the Vice Commodore shall be elected for one-year terms.
- N. **Agenda:** The Agenda for each meeting shall be comprised of those items requested by a Governor, an Officer, agent or employee or any member so long as the item to be included on the Agenda is received by the Commodore not less than ten (10) days prior to the date of said meeting.

#### Article X OFFICERS

- A. **Number, qualification, term and election:** The officers of the Corporation shall be a Commodore, who, for purposes of the laws of the State of Connecticut, is equivalent to a President as defined in the Connecticut General Statutes, Vice Commodore, three (3) Rear Commodores (Race, Social and Cruise), Fleet Captain, Secretary and Treasurer. Each officer must be an Active member in good standing. Any two or more offices may be held by the same person, except the offices of Commodore and Secretary. The officers of the Corporation shall be appointed or elected each year by the members at the Annual meeting or at a Special meeting held for such purpose. Each officer shall hold office for the term for which he or she is elected and shall continue to hold the office until his or her successor shall have been duly elected and shall have qualified; provided, however, that an officer shall cease to be in office upon: (i) death; (ii) resignation; (iii) removal from office in accordance with this Constitution, or any other lawful removal from office; or (iv) an order of a court that, by reason of incompetency or any other lawful cause, he or she is no longer an officer in office.

Article IX  
GOVERNORS

- A. **Purpose.** The Board of Governors shall advise and consent in the management of affairs and finances of the Club and have general control of its property.
- B. **Authority, number, term and qualification.** For purpose of compliance with the laws of the State of Connecticut, the Board of Governors is equivalent to a Board of Directors as defined in the Connecticut General Statutes. The business, property and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or the Certificate of Incorporation or by this Constitution, directed or required to be exercised or done by members. The Corporation shall have not less than six (6) governors on the Board except that where there are less than six (6) members, the number of governors may be less than six (6) but not less than the number of members. The number of governors at any time within such minimum and maximum may be changed by resolution of the members or of the Board or, in the absence thereof, shall be the number of governors elected at the last annual meeting of members. Each governor must be an Active member in good standing. Each governor shall hold office for the term for which he or she is elected and until his or her successor shall have been duly elected and shall have qualified; provided, however, that a governor shall cease to be in office upon: (i) death; (ii) resignation; (iii) removal from office in accordance with this Constitution, or any other lawful removal from office; or (iv) an order of a court that, by reason of incompetency or any other lawful cause, he or she is no longer a governor in office. Governors need not be residents of the State of Connecticut but must be Active members of the Corporation. No person shall be elected a governor in an election for which he or she has served as an inspector. The Commodore and the Vice Commodore shall be ex-officio members who shall comprise two (2) of the six members of the Board, or less as stated herein, without the necessity of a vote of the members. The remaining four (4), or less as stated herein, members of the Board shall be members of the Corporation (at-large members) who shall be elected by the members. It is protocol that the most recent past Commodore shall automatically be voted as one of these At-large members.
- C. **Budget:** At the beginning of each calendar year the Board of Governors, in conjunction with the Flag Officers, establishes the budget and approves the planned programs for the new season. Suggestions and ideas from members are presented to the Board for consideration. After due consideration, the Board may authorize the implementation of new suggestions or ideas. All issues pertaining to the Constitution are to be presented to the Board of Governors for consideration. With the Board's approval, any changes, additions, deletions or modifications to the Constitution will be presented to the general membership for consideration at either the Annual Meeting, a Special Meeting or Additional Meeting held for that purpose.
- D. **Actions:** Throughout the year the Board meets as needed to address issues of membership, Debenture redemption, nominate the slate of officers, determine special awards, consider membership suggestions and ideas and any modifications to the Constitution and accept the social, racing and cruising schedules submitted by the respective committees. Each Board member is an Active member (in good standing) and participant in the Club operation and remains available to serve members. The current Board members are listed on the officers page of the Club Handbook.
- E. **Trophy:** A special trophy, the Dr. Merrill C. Hills Award, is presented at the annual Awards Banquet by the Board of Governors to the Club member the Board feels made the most significant contribution to the sport of sailing throughout the year.
- F. **Fees:** Governors shall not receive any stated salary for their services, but the Board shall have authority to fix fees, including reasonable allowance for expenses actually incurred in connection with their duties; provided, however, that nothing in this Constitution shall be construed so as to preclude any governor from serving the Corporation in any other capacity as an officer, agent or otherwise and receiving compensation therefore.
- G. **Place of meeting:** The Board may hold its meetings, Regular or Special or Additional, within or without the State of Connecticut.

record of the members entitled to vote at the meeting, arranged in alphabetical order. The list, or other equivalent record, shall, for a period of five (5) days prior to the meeting, be kept on file at the principal place of the Corporation and shall also be produced and kept open at the time and place of the meeting.

- H. **Quorum, adjournment and manner of acting:** The holders of at least fifteen percent (15%) of the voting power (Active members) present in person or by proxy, at any meeting of members shall constitute a quorum for the meeting. The holders of a majority of the voting power (Active members) represented at a meeting may adjourn the meeting. Except as otherwise provided by statute or the Certificate of Incorporation of the Corporation, the affirmative vote of a majority of the voting power of the members represented at a meeting of members duly held and at which a quorum was present at the time the meeting was called to order, shall be the act of the members. Any action which may be taken at a meeting of members may be taken without a meeting by consent in writing, setting forth the action so taken or to be taken, signed by at least fifteen percent (15%) of the members entitled to vote (Active members) or by their duly authorized proxy. Any consent or consents which become effective as provided herein shall have the same force and effect as a vote of members at a meeting duly held.
- I. **Voting and proxies:** Each Active member of the Corporation shall be entitled to one vote on each matter submitted for action. Each member entitled to vote at any meeting, or to execute consents, waivers or releases in respect of votes, may do so either in person or by one or more agents authorized by a written proxy executed by the member.
- J. **Inspectors of election:** The Board may, in advance of any meeting of members, or, of the tabulation of written consents of members without a meeting, appoint one or more inspectors to act at the meeting or any adjournment thereof or to tabulate such consents and make a written report thereof. If the inspectors to act at any meeting of members are not so appointed by the Board or shall fail to qualify, the person presiding at the meeting may, and on the request of any member entitled to vote thereat, shall make such appointment. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by appointment made by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his or her duties, shall take an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall determine the number of members entitled to vote, the existence of a quorum and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. If there are three or more inspectors, the act of a majority shall govern. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prime facie evidence of the facts therein stated and of the vote as certified by them, and such report or certificate shall be filed with the minutes of the meeting.
- K. **Agenda:** The Agenda for each meeting shall be comprised of those items requested by a Governor, an Officer, agent or employee or any member so long as the item to be included on the Agenda is received by the Commodore, the Secretary or the person calling said meeting not less than thirty (30) days prior to the date of said meeting.

#### Article VIII BUSINESS TRANSACTIONS

- A. **Business transactions over \$5,000.00.** A quorum of at least fifteen percent (15%) of active members must be present at the Annual Meeting, Special Meeting or Additional Meeting where the item of business to be transacted exceeds the amount of Five Thousand Dollars (\$5,000.00).
- B. **Other Business Transactions:** All other business shall be conducted by the Board of Governors, the Officers, Committee members or agents and/or employees of the Corporation.

**ARTICLE VI**  
**SUSPENSIONS AND EXPULSIONS**

- A. Any member may be suspended or expelled from any class of membership for sufficient cause by unanimous vote of the Board of Governors.
- B. Any member who becomes more than three months in arrears in his or her financial obligations to the Club shall be automatically suspended from membership.
- C. A suspended member shall be reinstated by the Board of Governors when all arrears have been paid provided that good cause existed for the failure to pay on time.
- D. Any member in arrears for more than one year in any financial obligation shall be expelled from the Club.

**ARTICLE VII**  
**MEETINGS OF MEMBERS**

- A. Procedure. The rules of Parliamentary procedure shall apply to all Club meetings.
- B. Place of meetings: Every meeting of members of Duck Island Yacht Club, Incorporated (hereinafter called the Corporation) shall be held at the principal place of the Corporation, if practicable, or at such other place within the State of Connecticut as shall be specified in the notice of such meeting given as hereinafter provided.
- C. Annual Meeting: An Annual Meeting of members of the Corporation for the election of a Board of Governors, Officers, and for the transaction of such other business as may properly come before the meeting, shall be held in the month of August in each year, on such day and at such hour as shall be specified in the notice of the meeting which shall be scheduled and called by the Commodore. The notice shall include the Nominating Committee's slate of four (4), or less as described herein, at large members, to serve on the Board of Governors and the slate of officers for the following year.
- D. Special meetings: Special meetings of members may be called at any time by the Board of Governors (hereinafter called the Board) or the Commodore of the Corporation. Except as otherwise provided by statute or by the Certificate of Incorporation of the Corporation, upon the written request of fifteen (15) members, the Commodore shall call a special members meeting for the purposes specified in the request to be held not later than thirty (30) days after the written request is received by the Commodore. If the Commodore does not call such a meeting within said thirty (30) days after receipt of such a request, such members may call the meeting. The general purpose or purposes for which a Special meeting is called shall be stated in the notice of such meeting, and no other business shall be transacted at such meeting.
- E. Additional meetings: Additional meetings of the members may be held during the year by a majority vote of the Board of Governors. Notice thereof to the members shall be such notice as is given for a Special meeting of the members.
- F. Notice of meetings and waiver: A notice in writing of each meeting of members shall be given by or at the direction of the Commodore or Secretary of the Corporation, or by the officer or person calling the meeting, to each member of record entitled to vote at the meeting, by leaving the notice with him or her or at his other residence or usual place of business, or by mailing a copy thereof addressed to him or her at his or her last known post-office address as last shown in the membership records of the Corporation, postage prepaid, not less than seven (7) days nor more than thirty (30) days before the date of the meeting. The notice shall state the general purpose or purposes for which the meeting is called, and the place, day and hour of the meeting. A written waiver of notice signed by the member or members entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of notice. The attendance of any member at a meeting without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by the member of notice of the meeting.
- G. Voting list: The Secretary of the Corporation shall make, or cause to be made, at least five (5) days before each meeting of members at which at least seven (7) days' notice is given, a complete list or other equivalent

or not to refund all or a portion of the then yearly dues paid to the Club by the requesting member. As an Inactive Member, the member may not vote on Club matters before regular or duly convened special or additional meetings, nor hold office, nor propose new members, nor enjoy the privileges and use of the facilities of the Club, nor race, nor cruise with the Club.

- I. Change in Membership Status: Any member may, at any time, request the Board of Governors to approve a change in the membership status then held by the member to any other class of membership, except Associate, so long as the member requesting the change has met all of the financial and other requirements of the class to which the member desires to be changed. The request for membership status change shall be made in writing and delivered either to the Secretary or the Commodore who shall then deliver the request to the Board of Governors at the next scheduled meeting of the Board of Governors. The Board of Governors shall have ninety (90) days from the date of the receipt of the request to decide whether or not to grant or deny the change requested. An affirmative vote of a majority of these Governors present at said meeting and voting on the request shall constitute the action of the Board of Governors. After a vote is taken on the request, the Secretary, within five (5) days of the vote, shall notify the requesting members of the decision of the Board.

#### ARTICLE V NEW MEMBERS

- A. A candidate for membership shall be proposed in writing by an Active member and seconded in writing by two other Active members. The proposing and seconding members shall be in good standing and shall know the candidate personally.
- B. The Club Secretary shall receive all applications for membership, shall notify all members of the Board of Governors and shall post notice of application for membership at the Clubhouse.
- C. Any Active member having an objection or reservation concerning a proposed member shall notify the Secretary in writing within thirty days of the posting of the application notice.
- D. The Secretary shall bring the application before the Membership Committee which shall act upon all applications within thirty days after the expiration of the first thirty day period which begins on the actual posting of notice of application which shall, by majority vote of the members at the meeting of the Membership Committee, either: (i) to deny the application; or (ii) recommend the applicant be admitted by the Board.
- E. The Membership Committee may act to defer action on an application for a single period of up to six months if additional time is necessary for its consideration.
- F. If the majority of the Membership Committee votes to recommend the application to the Board, the Secretary shall within 48 hours of the vote submit the application to the Board of Governors.
- G. Within 30 days of the submission of the application to the Board, the Board shall vote to approve or deny the membership by a majority vote. Upon approval, the Secretary will notify the Applicant of his or her acceptance into the Club.
- H. If the Membership Committee or Board votes to deny the application, the Secretary shall notify the proposing Active member who shall notify the applicant of the decision.

or additional meetings of the Club, nor hold office, nor propose new members. A conditional member must pay the annual Club dues as prescribed in Article XIII, Section A hereof. The members of the household of a Conditional member shall also be considered Conditional members. No individual shall continue a Conditional membership for more than three years. A Conditional member shall pay to the Club Capital Fund, in addition to all other duly established fees and dues amounts, either:

1. a non-refundable fee to the Building Fund of three hundred and fifty dollars (\$ 350.00) for each of three (3) years after which a refundable Debenture in the amount of one thousand dollars (\$1,000.00) will be issued to the member; or
2. a non-refundable annual fee of two hundred and seventy five dollars (\$275.00) for two (2) years to the Capital Fund.

Upon satisfaction of either of these financial requirements, membership status will be upgraded to Active.

E. Emeritus Member: An Emeritus member shall be entitled to participate in all social functions of the Club and receive all Club communications. Any individual enjoying membership other than Active membership on August 17, 1985, will become an Emeritus member automatically on August 18, 1985. Thereafter, any individual enjoying a membership other than Conditional membership may request Emeritus membership of the Membership Committee. Emeritus members may not vote on Club matters. An Emeritus member must pay the annual club dues specifically prescribed for Emeritus members as prescribed in Article XIII, Section A hereof.

F. Associate Member: An Associate member shall enjoy full privileges and use of all facilities of the Club, except that an Associate member may not vote on Club matters before regular or duly convened special meetings or additional meetings of the Club, nor hold office, nor propose new members. Members of the household of an Associate member shall also approve for Associate membership any individual who has not previously been an Active member. No member shall join the Club as an Associate member after May 9, 1992. An Associate member must pay the annual Club dues as prescribed in Article XIII, Section A hereof.

G. Junior Member: Any person between 18 years and 25 years of age may apply to the Club to become a Junior member. A Junior member shall enjoy full privileges and use of all facilities of the Club, except that a Junior member may not vote on Club matters before regular or duly convened special meetings or additional meetings of the Club, nor hold office, nor propose new members. Junior members must pay an initiation fee set by the Board of Governors for a Junior membership and must pay the annual Club dues specifically prescribed for Junior members by the Board of Governors pursuant to Article XIII, Section A hereof.

H. Inactive Member Any Active, Conditional, Emeritus or Junior member in good standing, may at any time, request the Board of Governors to approve a change in membership status to Inactive Member. In order to request such status the member must be current in regarding to the member's financial requirements at the time of the request and must maintain the financial requirements of an Active or Conditional member during the members status as an Inactive Member, except that the Inactive member shall not be obligated to pay the annual dues to the Club as prescribed by the Board of Governors. The request for change to Inactive Member status shall be in writing, shall be for good and sufficient reason in the opinion of the Board of Governors and, shall, at the time of submission, include such information and evidence to substantiate the member's reason or reasons for the request to Inactive Member status. The request shall be delivered either to the Secretary or the Commodore who shall then deliver the request to the Board of Governors at the next scheduled meeting of the Board of Governors. The Board of Governors shall have ninety (90) days from the date of the receipt of the request to either (i) request additional information from the member requesting the change, or, (ii) decide whether or not to grant or deny the change requested. In the event the Board of Governors requests additional information, the Board shall direct the Secretary to contact the member in writing and request such additional information that the Board of Governors requests. The member shall then, within ten (10) days of the receipt of such request deliver the requested information either to the Secretary or the Commodore who shall then deliver the request to the Board of Governors at the next scheduled meeting of the Board of Governors. The Board of Governors shall then have sixty (60) days from the receipt of the requested information to decide whether or not to grant or deny the request. An affirmative vote of a majority of those Governors present of said meeting shall constitute the action of the Board of Governors. After a vote is taken on the request, the Secretary, within five (5) days of the vote, shall notify the member of the decision of the Board. During the time period in which the request is being considered, the requesting member shall continue to meet all of the obligations of the member's then membership dues, including the payment of the annual dues to the Club. At the time of the rendering of the decision of the Board of Governors on the request, the Board shall consider, in its sole discretion, whether

**CONSTITUTION  
OF  
DUCK ISLAND YACHT CLUB, INCORPORATED**

Article I  
NAME

The name of the Corporation is and shall be known as Duck Island Yacht Club, Incorporated.

Article II  
COMPLIANCE AND PURPOSE

- A. For purposes of compliance with the applicable laws of the State of Connecticut, this Constitution is equivalent to By-Laws as defined by the Connecticut General Statutes.
- B. Pursuant to the Certificate of Incorporation filed June 24, 1956 with the Secretary of State of the State of Connecticut, the purposes for which said Corporation is formed are the following, to wit:

"The purpose of this Club is the encouragement and promotion of yachting and to provide and maintain suitable headquarters for its members."

Article III  
BURGEE

- A. The Club shall adopt a burgee for the use and identification of its members.
- B. Design: The burgee shall be a pointed flag with a red border and white field with a blue flying duck.

Article IV  
MEMBERSHIP

- A. The membership of the Club shall consist of the following classes of members:
1. Active members.
  2. Conditional members.
  3. Emeritus members.
  4. Associate members.
  5. Junior members.
  6. Inactive members
- B. An individual may join the Club only as an Active member, a Conditional member or as a Junior member.
- C. Active Member: An Active member shall enjoy full privileges and use of all facilities of the Club, may vote on all Club matters before any regular, duly convened special meeting or additional meetings of the Club, hold office, and may propose new members. An Active member must pay the annual Club dues as prescribed by Article XIII, Section A hereof. Members of the household of an Active member shall also be considered Active members, however, each Active membership shall be entitled to only one vote in matters of Club business, and only one household member may be on the Board of Governors at any time. The Membership Committee shall not approve for Active membership any individual who has not either:
1. purchased, as a contribution to the Club Building Fund, a refundable Debenture as described in Article XVI hereof, in the amount of one thousand dollars (\$1,000.00); or
  2. paid, as a contribution to the Club Capital Fund, a non-refundable fee of five hundred dollars (\$500.00).
- D. Conditional Member: A Conditional member shall enjoy full privileges and use of all the facilities of the Club, except that a Conditional member may not vote on Club matters before regular, duly convened special meetings or additional meetings of the Club, nor hold office, nor propose new members. A conditional member must pay the