

Presque Isle Yacht Club
Constitution and Bylaws - December 2006

CONSTITUTION OF THE
PRESQUE ISLE YACHT CLUB, INC.
OF ERIE, PENNSYLVANIA

ARTICLE I - NAME

The name of this Corporation is PRESQUE ISLE YACHT CLUB, INC. OF ERIE, PENNSYLVANIA.

ARTICLE II - PURPOSE

This Corporation is an Association and Organization of Boat Owners as a Non-Profit Corporation, formed for their exclusive benefit, to provide, maintain, develop and enlarge facilities for yachting and boating; to provide a headquarters with docks, floats, lockers, ways, moorings, and other facilities; to encourage and promote yachting, boating, and other aquatic sports, and social and recreational activities connected therewith, and to improve yachting and boating facilities at the Presque Isle Yacht Club headquarters and basin, and in the Erie harbor area generally.

ARTICLE III - MEMBERSHIP

The membership shall consist of the following classes: ACTIVE and ASSOCIATE.

SECTION I: ACTIVE MEMBERSHIP

An Active Member shall be a member who is a boat owner who moors his boat at Presque Isle Yacht Club facilities, Erie, Pennsylvania. An Active Member shall also be a Voting Member, so long as he is in Good Standing.

- A. An Active Member must continue to be a boat owner in order to hold his status as an Active Member, and if he ceases at any time to be a boat owner he shall automatically cease to be an Active Member and shall become an Associate Member, but shall not be entitled to any reduction in or for dues paid prior to the time he ceased to own a boat. However, in the event an Active Member desires to sell his boat with the intention of purchasing another one within a reasonable time thereafter, he may so notify the Board of Directors in writing, before or upon selling his boat, and may request said Board to permit him to continue his status as an Active Member until such time as he can obtain another boat, provided that he specifies the time involved and it shall not be an unreasonable amount of time. The Board of Directors shall thereupon have the power

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and authority to determine the matter and to act upon or dismiss the request and may continue to list such a member as an Active Member, or may direct that he be so continued as an Active Member, or may terminate or discontinue his Active Membership at any time while he is not a boat owner, and may reduce him to the status of an Associate Member provided he is otherwise eligible to be accepted as an Associate Member.

- B. An Active Member shall lose his right to vote or hold office or to be an Active Member if he fails to pay his dues for such period of time as may be designated hereafter by the Board of Directors, or in the event he fails to apply for a Stall or Mooring or subsequently fails to properly use any Stall or Mooring assigned to him, or refuses or fails, unreasonably, to abide by any Rules and Regulations in force or by the Constitution and Bylaws of this Organization.
- C. An Active Member who has been granted a Stall or Mooring privilege and who fails to properly utilize Stall or Mooring privilege may be summoned before the Board of Directors for determination as to whether or not he shall continue to have and enjoy such Stall or Mooring privilege and whether or not he shall be removed from Active Membership and transferred to Associate Membership or his Membership in the Organization terminated absolutely. The summoning to appear before the Board of Directors in all such matters may be accomplished either by verbal or written notice to the member involved; if written notice to appear is sent by the Board to any individual involved, such written notice to appear need only be sent to the last address registered with the Secretary of the Corporation, and once deposited in the mail shall conclusively be deemed to have been delivered to and received by the person to whom it is addressed. Upon either verbal or written notice to appear before the Board at the time stipulated by the Board for such appearance, any willful failure, neglect, or refusal to appear before the Board shall entitle the Board, in its sole discretion, to take such appropriate action with regard to Stall or Mooring privileges and Active Membership or Associate Membership, or otherwise, as the Board may determine, and such action by the Board shall be conclusive and binding upon the offending member and all members of the corporation, except that the Board may always reconsider any decision made by it upon a majority vote of its members.
- D. Any Active Member who is reduced by the Board of Directors from the status of Active Membership to Associate Membership, or who loses his Stall or Mooring Privileges, or who is expelled from Membership in the Organization, shall not be entitled to any refund of dues or of any other

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monies paid to the Organization by him prior to the action of the Board.

- E. In order for an active Member to be eligible for election to office or to be appointed to serve on any Committee or to vote in any election, such Active Member must first have attended at least fifty per cent (50%) of the regularly scheduled Business Meetings of this Organization during the preceding twelve (12) consecutive months, otherwise he shall lose his right to hold office, or to be appointed to any Committee, and to vote, although he may continue to remain in the status of an Active Member for all other intents and purposes.
- F. Active Members who are non-residents of Erie County, Pennsylvania, shall not exceed fifteen per cent (15%) of the total Active Membership.
 - 1. An Active Member who is prevented by circumstances beyond his control from attending at least fifty per cent (50%) of the regularly scheduled Business Meetings during the preceding twelve (12) consecutive months, or who fears that he will be so prevented from attending such meetings during such period, may, in writing, request the Board of Directors to exempt him from the provisions of this attendance requirement for good cause shown and established by him, and the Board of Directors shall have full power and authority to suspend this attendance requirement provision if, in the discretion of a majority or the Board, after a request for review by the member involved, circumstances warrant that the member should not suffer the loss of his right to vote or to hold office, or to be appointed to any committee or to serve thereon. In the event the Board determines that no good and valid reason exists for the exception requested, such action by the Board shall be conclusive and binding upon the member involved, and all of the other members of the Organization, and said member shall lose his right to vote, to hold office, or to be appointed to or serve on any committee, until he has attended at least fifty percent (50%) of the regularly scheduled Business Meetings of the Organization during the next succeeding (12) months, or for such other lesser or greater period of time as the Board may, in its sole discretion, determine.

SECTION II: ASSOCIATE MEMBERSHIP

An Associate Member shall be a boat owner who does not moor his boat at Presque Isle Yacht Club facilities, or a person who does not own a boat or any interest in a boat but who is in sympathy with the purpose or purposes of this Organization and willing to further the same.

- A. An Associate Member shall not be eligible to vote or to hold any office except that of Secretary or Treasurer in the Organization, but may par-

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ticipate in any of the Organization's activities, functions, etc. He shall have no legal or equitable rights or interests in the Organization, its funds, property, or facilities of any kind, except as expressly authorized by this Constitution or the Bylaws adopted hereafter, or as granted by action of the members or by the Board of Directors. He shall however be eligible for election as Secretary or Treasurer, but if so elected shall not be eligible to cast any vote.

- B. If any Associate Member ceases to be a member for any reason, whether by action of the Board of Directors, or by the members or by his own volunteer action, or otherwise, such member shall not be entitled to any refund of dues or other monies paid to the Organization prior to such termination of membership.
- C. Members with twenty-five (25) years or more of continuous membership in the Presque Isle Yacht Club, who wish to become an Inactive Associate Member, will be required to pay dues but no longer have to pay assessments and fees of the Organization and will accumulate no additional points. Members in this status who wish to again become an Active Member must pay a reinstatement fee which will be equal to the total of all back assessments (from the date of Inactive Associate Member status) or an amount equal to the then current initiation fee, whichever is less. Upon payment of reinstatement fee, points may once again be accumulated.

SECTION III: OPENING AND CLOSING OF MEMBERSHIP CLASSES

The Board of Directors shall have the power and right to determine, within its sound discretion, if and when any membership class is open for applications or is to be closed.

- A. The Board of Directors shall not arbitrarily exercise its power and right, however, without due regard to the welfare of the Organization but shall take action for the closing of a membership class only with due regard to the limitations of the facilities and property of the Organization and its general welfare.
- B. Where the Board of Directors closes a Membership class, the Active Members in Good Standing may, at any Regular or Special meeting, by two-thirds (2/3) vote of the members present and voting at such Meeting, reverse the action of the Board of Directors in closing such Membership Class, whereupon the Board of Directors will re-open such Membership Class and receive applications for Membership therein for such period of time as the members may have declared during the Meeting at which the reversal vote was taken, or, in the absence of any declaration by the Members, for such length of time as the Board of Directors shall in its

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sound discretion deem advisable. If the Membership fails to designate the length of time such class shall be kept open, during the reversals vote in issue, then the Board of Directors shall have full power and authority to fix a closing date which shall, however, not be less than thirty (30) days after the Meeting at which Membership was re-opened.

SECTION IV: ACCEPTANCE OF MEMBERS

All applications for membership shall be made to the Board of Directors upon a form provided by the Secretary of the Organization, which form shall be kept and made available to applicants at the Organization headquarters. Application forms shall require such information, and endorsement or approval by other Members or Officers or Directors, as may be required by the Board of Directors, and each applicant must furnish full and complete information as requested on the membership form. Each applicant must personally sign his application, and such application shall be approved by at least one Active Member in Good Standing, and shall be presented to the Board of Directors by an Officer of this Organization. No new application shall be accepted or presented to the Board of Directors unless accompanied by all required fees, dues, and monies due or payable. In the event the application is not accepted, the full amount of the tendered monies shall be returned to the applicant; if the application is accepted, the successful applicant shall be issued his appropriate membership card, together with a copy of the Constitution and Bylaws, and any Rules and Regulations, as soon as practicable after the processing of his successful application.

- A. All new members whose applications have been accepted shall, nevertheless be deemed to be accepted only on a probation basis for one year's period of time, following which such new member shall be subject to final approval by the Board of Directors for final admission. During such Probation Period such new members shall not be eligible to vote or to hold any office.
 - 1. Any individual applying for reinstatement or to be re-accepted into membership shall tender with his application, in addition to any current dues, such other monies as may be required under this Constitution and Bylaws, and any Rules and Regulations adopted hereunder, of persons applying for reinstatement or readmission to membership. Such person shall also be obligated to tender and pay with his application in addition to the current year's dues and any other monies he already owes the Organization, and any other charges, fees, or assessments proper under this Constitution, its Bylaws, and any other Rules and Regulations.
 - 2. The Board of Directors, or the Organization members, may adopt a

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Bylaw, Rule, or Regulation requiring any former member reapplying for membership or reinstatement to pay the same initiation Fee as is then current and payable by any new Member admitted to this Organization, or such other fees, charges, or assessment as they deem proper.

- B. Following submission of any application by a new member or by a former member, and before initial action thereon by the Board of Directors, each application shall be posted upon the Bulletin Board maintained for that purpose in the Headquarters, such posting to be done by the Secretary of the Organization and to be posted for at least one (1) week prior to the Board Meeting scheduled to act thereon. Each Regular Board Meeting shall consider applications for membership, which have been properly posted.
- C. At the next Regular Meeting following the proper posting of any application for membership, the Board of Directors shall determine whether to accept the applicant on probation for one year as a proposed new member, or as a reinstated or readmitted member, or not, and no applicant shall be present at such meeting unless specifically called to appear before the Board for an interview. Voting on applicants shall be unanimous to accept such applicant on probation or for final approval following the probation period, and shall be by secret ballot. One negative vote shall cause a postponement of further proceedings with regard to the particular applicant or applicants involved, whereupon another secret vote shall be taken on the applicant or applicants in question, at the next Regular Meeting of the Board of Directors; if, at such Meeting, a majority of negative votes are cast, the application or applications shall be deemed refused, otherwise it or they shall be deemed accepted. All proceedings and votes taken concerning the admission of applicants shall be considered and held as strictly confidential, and no Director shall reveal how he voted and no Director shall be questioned relative to his action or the action of any other Director at such Meeting with respect to the voting on applications for membership.
- D. A rejected applicant shall not be eligible to submit another application for a period of at least one (1) year following the rejection of his initial application, and any applicant who is twice rejected shall thereafter be ineligible for membership in this Organization.
- E. In the case of death of an original member, his or her surviving spouse will have the right to become an Active or Associate Member with all the accrued points of the deceased member but not including rights or duties associated with any elective office or committee which may have been held by the deceased member. The surviving spouse of a life mem-

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ber shall retain a life membership.

- F. Any person who attains the age of twenty-one (21) and less than twenty-four (24) years of age may apply for membership, provided their parent(s) have been a member in good standing for a minimum of three (3) years prior to the time the applicant reaches twenty-one (21) years of age. The applicant shall be eligible for a fifty percent (50%) reduction in the initiation fee in effect at the time of application.

ARTICLE IV - MEMBERSHIP FEES, DUES, OR ASSESSMENTS

SECTION I: INITIATION FEE

An initiation fee may be set by the Board of Directors, or by the Active Members, in such amount as may be determined by the Board of said Active Members at any Regular or Special Meeting called or held for the purpose of determining initiation fees for any particular year. However, once an initiation fee has been established by action of the Board of Directors or by the Active Members, such initiation fee shall remain constant and unchanged for at least one (1) full year from the date the same was adopted, and until changed by action of the Board of Directors or the Active Members.

- A. Different initiation fees may be adopted for Active Members than that adopted for Associated Members, or they may be the same, as the Directors or the Active Members of the Organization determine.

SECTION II: DUES

- A. Active Membership dues shall be fixed by recommendation of the Board of Directors to the Active Members for the ensuing year, and when once fixed by vote of the Active Members shall not be changed for the current year and shall carry over into successive years unless changed by vote of the Active Members. A majority vote of the Active Members shall be controlling.
- B. Associate Membership dues shall likewise be fixed by recommendation of the Board of Directors to the Active Members for the ensuing year, and when once fixed shall not be changed for the current year and shall carry over into successive years unless changed by vote of the Active Members
- C. In the event any Active or Associate Member is delinquent in the payment of his dues, or owes the Organization any monies whatsoever, such person's membership may be suspended or terminated by action of the Board of Directors, and no subsequent membership dues shall be accepted from any such delinquent member until such member first pays off all monies owed the Organization in full.

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1. If a member's membership is terminated by the Board of Directors, or is automatically terminated on December 31st of each year, for failure to pay dues or other monies owed the Organization promptly when due, such delinquent member shall automatically, upon termination of his membership, forthwith lose all rights and privileges enjoyed by him in the Organization, including Stall and Mooring privileges, and all rights and privileges in or to the Organization, its facilities, property, and activities; such offending member shall also forthwith vacate any elective or appointive office or committee assignment held by him, and the same shall forthwith become vacant, and all of his rights, title, and interest in and to the same shall be deemed vacated, nullified, and void. A delinquent member, whose membership has been terminated by action of the Board of Directors, or automatically for failure to pay dues, can then subsequently only be reinstated by the Board, and shall have no rights of membership whatsoever unless and until so reinstated.
2. The Board of Directors may require the payment of a reinstatement fee of any and all members whose membership have been terminated, and such reinstatement fee shall be fixed from year to year by appropriate action of the Board of Directors, but once fixed shall be the same for each member in each class of membership reinstated during the current year. The reinstatement fee may be different for each class but shall be applied equally within each class.

SECTION III: DAMAGE TO PROPERTY OF THE ORGANIZATION

The use of the Organization's property shall be restricted to use by members only, and their duly authorized guests. Members in Good Standing shall have the privilege or entertaining guests on the Organization property but shall assume and be responsible for the conduct and actions of their guest or guests, and for their guests' safety and welfare while on or about the Organization property or premises. All guests of all members shall be registered in a Registry provided for that purpose at the Headquarters. Members, or guest of members, causing injury or damages to the property or facilities of the Organization shall be responsible, jointly or separately, to the Organization for repairing the same in first-class condition or for payment of the full value of the loss or for repairing or replacing such damaged property. When billed for the cost of repairs or replacement necessitated by reason of any wrongful or negligent action on the part of any member, or the guests or guest of any member, the member involved, or responsible for the guest involved, shall pay said bill in full within thirty (30) days after demand upon him to pay the same, otherwise said offending member shall be deemed a delinquent member and may be suspended from membership or his membership terminated

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as shall be determined by the Board of Directors in its sole discretion.

- A. Any member whose membership is suspended or terminated because of his failure to pay the cost of damages caused by him or by any guest of his to the Organization's property or facilities, shall not be eligible for reinstatement as a member until he has paid the damages in full, and if his membership is terminated by action of the Board of Directors for failure to promptly pay the damages in full when payment for same has been demanded of him, or within the thirty (30) days grace period of time allowed, such member shall automatically also lose all rights to hold or continue to hold any office to which he may have been elected or appointed, together with all rights to vote and all rights to participate in any Organization activity or activities and to come upon or use the Organization's premises or facilities. Such member shall also not be entitled to any refund or any dues, fees, or assessments previously paid by him before his suspension or termination.

SECTION IV: ASSESSMENTS

No special assessment shall be levied upon the members by the Board of Directors, without express authorization therefore first having been had and obtained by majority vote of the members present and voting at a duly-called meeting at which such assessment is to be discussed and voted upon; when any assessment is to be discussed and voted upon, notice to this effect shall first be given to all members at least ten (10) days prior to such meeting. Notice of such meeting and proposed action shall be posted upon the Headquarters Bulletin Board at least ten (10) days before such meeting and shall be mailed to each member entitled to vote thereon at least ten (10) days before the scheduled meeting; said mailed notice shall be sent to the last address registered with the Secretary of the Organization, and if so mailed shall be conclusively deemed to have been received by the member to whom it was addressed.

- A. A delinquency fee or assessment may be fixed by the Board of Directors from year to year, which delinquency fee or assessment shall be paid in addition to delinquent dues, and no delinquent dues shall be tendered or accepted without tender and payment in full of any such delinquency fee or assessment properly due.
- B. All members shall pay, promptly when due, all and any taxes assessed by Law on dues, or any other fees or charges assessed or required to be paid by law. Any failure on the part of any member to pay such taxes or other fees, charges, or assessments required by law, promptly when due, shall constitute such member delinquent and the Board of Directors shall have full power and authority to suspend or terminate the membership of

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the offending person.

- C. Any member who owes any dues or stall or dockage charge, or mooring charges, or any assessments or charges whatsoever, or any monies for damages done, or any monies whatsoever properly due and owing to the Organization, and/or who neglects, fails, or refuses to pay the same or to remove any boat or property from the Organization premises or facilities promptly when requested or notified so to do, shall, after continuing to disregard his obligation to pay or to remove his boat or property as requested, for a period of seven (7) consecutive days, be deemed delinquent and shall conclusively be deemed to have authorized and empowered the officers, agents, servants, or employees of the Organization to take such action for the removal and storage of said boat or property as they, in their sole discretion, see fit, and such offending member shall personally become fully and solely responsible for the payment of all costs, charges, or damages incurred in, for, and about the removal and storage of his boat or property, and the Organization shall not itself be liable or responsible to such owner for payment of the same or for any damages or losses suffered by such owner, but such owner shall personally be deemed to conclusively assume and be responsible for the same without recourse to the Organization, its officers, members, agents, servants, or employees; and each member, does by assuming membership herein expressly and absolutely acquit, release, and discharge the Organization, its officers, members, servants, agents, and employees of and from all liability and damages or claims for losses or damages of any kind or nature whatsoever caused or resulting from his failure to promptly remove his boat or property or caused by the resultant removal and/or storage of his boat or property.
1. In the event the Organization must remove and/or store any boat or property of a member who has failed, neglected, or refused to remove the same upon request or notification to do so, the Organization shall be conclusively and irrevocably deemed to have a possessory lien or right to such a lien upon the boat or property involved, wherever the same may be, and continuing indefinitely until such time as the owner involved fully pays or settles his account or accounts with the Organization, together with the cost or expenses incurred for the removal and/or storage of his boat or property, and such lien or right to assert and maintain a lien on such boat or property shall exist and continue, and be conclusively deemed to exist and continue, whether such boat and/or property is actually within the possession, care, or control of the Organization or is in the possession, care, or control of some other person or Organization to whom it was entrusted or with whom it was placed by the Presque

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Isle Yacht Club, Inc., of Erie, Pennsylvania. All members belonging to this Organization, and by virtue of membership in it, do expressly covenant and agree to such lien and right to a lien on the part of this Organization, and do understand, covenant, and agree that such lien, and the right to such lien, shall continue to be and remain in full force and effect until all claims of the Organization, and all costs and expenses due and owing for the removal and/or storage of said boat and/or property, shall have been paid or settled in full with the Organization and with any other interested Parties involved; and all Members do herein and hereby expressly and irrevocably authorize and empower the Organization to assert and maintain such lien or right to a lien until all said claims have been satisfied or settled in full, and do further understand and agree that such lien or right to a lien shall not be effected or diminished by the termination of the membership of any delinquent or offending member, but shall remain in full force and effect until all monies properly due and payable by such member have been paid or settled in full.

2. A request or notice to any member to remove his boat or property from the Organization premises or facilities may be given either orally or in writing by any appropriate officer, member, agent, servant, or employee of the Organization, and written notice shall be sufficient to bind the delinquent member in question if it is posted on the Bulletin Board for seven (7) consecutive days and a copy thereof mailed to such member at the address registered with the Secretary of the Organization.
3. Oral notice shall be sufficient if given personally to the delinquent member by any Officer of the Organization, provided only that such oral notice be given at least seven (7) consecutive days before the deadline set for the removal of the subject boat or property.

ARTICLE V - GOVERNMENT

SECTION I: BOARD OF DIRECTORS

The business and affairs of this Organization shall be managed by a Board of at least five (5) Directors, who shall be elected by the Active Members in Good Standing at the Annual Organization Meeting, and each Director shall hold Office for the term for which he was elected or named and until his successor has been elected and qualified, unless removed as hereinafter authorized and provided.

- A. Only Active Members in Good Standing shall be eligible to be elected and to serve on the Board of Directors. Any Director who ceases to be an Active Member, or whose membership is terminated, shall automatically

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cease also to be a Director and his office shall be vacant and the same shall then be filled by a majority vote of the remaining Directors. Any successor shall then serve out the duration of the current year only.

- B. The Board of Directors shall hold Regular Board meetings at least once each month, at such date and time as the Board may designate. Special meetings may be called by the Chairman of the Board or by any three (3) members of the Board in the event the Chairman is unable or unwilling for any reason to call a Special Meeting when requested.
- C. The Board of Directors shall select its own Chairman at its first Meeting following the Annual Meeting at which Directors are elected.
- D. The Board of Directors shall have power to employ and retain legal counsel at its discretion.

SECTION II: POWERS OF THE BOARD OF DIRECTORS

The Board of Directors of this organization shall have all powers granted a Board of Directors of a Non-Profit Corporation under and by virtue of the Non-profit Corporation Code of Pennsylvania, and, to further carry out their proper duties, shall have general supervision of all of the business, property, facilities, and affairs of the Organization. They shall likewise constitute the Hearing and Determining Body for any disputes, controversies, or matters whatsoever effecting the business, property, affairs, welfare, membership, status of any member and any other business, matter, or thing whatsoever relating to the Organization, its property, affairs, welfare, officers, agents, servants, employees and members. It shall have full power to investigate, hold Hearings and determine conclusively and finally all such matters and things effecting the Organization, its property, facilities, affairs, welfare, officers, agents, servants, employees, and its members, and all members shall be bound by its decisions, unless a decision rendered is rejected or overruled by a two-thirds (2/3) vote of all the Voting Members in attendance at a Meeting especially convened for the purpose of considering whether to sustain or reject or overrule a decision of the Board of Directors.

- A. Any Special Meeting to consider whether to sustain or reject or overrule a decision reached by the Board of Directors, must first be called by virtue of a Petition addressed jointly to the Chairman of the Board or Directors and the Commodore, which Petition shall set forth that the members desire a Special Meeting to be called and held for the purpose of sustaining or rejecting or overruling the decision of the Board in issue, and requesting that an appropriate date and time be fixed for such Meeting, with advance notice thereof to be given all Active Members in Good Standing at least two (2) consecutive weeks in advance of such Meeting, said Petition to be signed by at least fifty percent (50%) of the Active

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Members of the Organization in Good Standing.

1. Upon presentation of such a Petition, signed by fifty percent (50%) of the Active Members in Good Standing, as aforesaid, the Commodore shall call such a Meeting and fix the date and time thereof, said Meeting to be held at the Headquarters of the Organization, with written notice thereof to be mailed to each Active Member in Good Standing at his last address registered with the Organization; and said Notices to be mailed at least fourteen (14) days in advance of the date set for said Meeting.
- B. At any such Meeting called and held, the Presiding Officer shall be the Commodore or such other person as he may designate to preside. Robert's Rules of Order shall govern the proceedings in the event of any dispute as to proper procedure during such Meeting.
- C. At any such Meeting the action or decision of the Board of Directors shall not be deemed rejected or overruled, unless an affirmative vote that the same be rejected or overruled is recorded by two-thirds (2/3) vote of all the Active Voting Members present at the meeting; otherwise, it shall be conclusively deemed that the action or decision of the Board of Directors has been affirmed or sustained, and such decision shall then remain in full force and be conclusive and binding.

**SECTION III: VACANCIES ON THE BOARD OF DIRECTORS OR
AMONG THE RANKS OF OFFICERS**

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected by the members at the next Annual Meeting.

- A. In the event a vacancy occurs for any reason among the Officers of the Organization, other than Directors, before the next Annual Meeting to elect such Officers, the remaining Officers, if the office of Commodore becomes vacant, shall all automatically move up one Officer, so that the Vice Commodore shall then be Commodore, the Rear Commodore shall become the Vice Commodore, and the Fleet Captain shall become the Rear Commodore.
 1. In the event the office of Vice Commodore becomes vacant, the Rear Commodore shall move up to fill such office and the Fleet Captain shall move up to fill the office of the Rear Commodore.
 2. In the event the office of Rear Commodore becomes vacant, the Fleet Captain shall move up to fill such office.

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3. In the event the office of Fleet Captain becomes vacant, in such case the Board of Directors and the Commodore shall jointly appoint the successor to such office, which successor shall serve for the balance of the term.
4. In the event the office of Secretary or Treasurer becomes vacant, the Board of Directors and the Commodore shall jointly select and appoint a successor to complete the balance of the term.

SECTION IV: REMOVAL OF DIRECTORS

The entire Board of Directors, or any individual Director, may be removed from office, without assigning any cause, by a three-fourth (3/4) vote of the total number of Active Members of the Organization in Good Standing. The standing of Active Members shall be determined, in all cases, by and from the records of the Organization, which shall be conclusive and binding upon all concerned.

- A. The entire Board of Directors, or any one or more of the Directors, shall only be removed from office by action of a Special Meeting called for that purpose and by three-fourth (3/4) vote of the total number of the Active Members in Good Standing, who must be in attendance at such Meeting, and only after thirty (30) days advance notice in writing of the pending Meeting and the action to be taken therein has first been given to every Active Member in Good Standing; such Notice to be mailed to each member at least thirty (30) days in advance of such scheduled Meeting, to the address appearing on the Records of the Organization.
- B. The Commodore shall preside at such Meeting, or shall designate who shall preside in his place, but if the Commodore is unable for any reason to act or to designate who shall preside the Vice Commodore shall assume such duty.
- C. In all cases where any Officer is designated to call a Meeting or to act in any official capacity and is unable to do so for any reason whatsoever, the next Officer in line shall have full power and authority to act in his place and stead and so on down the line of Officers in succession.
- D. Where no Officer can act, the Members present and voting at any Meeting called for the purpose of acting on any such matter may then select and designate one of the members present, and eligible to vote, to act as temporary Presiding Officer for the purpose or purposes of that particular Meeting.

SECTION V: REMOVAL BY BOARD OF DIRECTORS OF ITS OWN MEMBERS OR OTHER OFFICERS

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The Board of Directors may, by majority vote of its members, remove from office any individual Director or other Officer or may declare the office of any individual Director or other Officer vacant, and may then fill the same for the balance of the term, but shall not act unless the Director or other Officer involved fails to properly fulfill his duties or becomes delinquent, or is convicted of a felony or misdemeanor in the nature of crimen falsi, or is deemed or declared to be of unsound mind, or is guilty of wrong doing or failing or refusing to abide by the Constitution or Bylaws; or acts in such manner as is detrimental to the welfare of the Organization, or for any other proper cause. However, before declaring the office of any such person vacant or removing him from office, the Board shall first hold a full Hearing with its own Membership and shall allow the individual involved a fair opportunity to appear and be heard in his own behalf at a meeting specially called for the purpose of considering the matter of his removal or the matter of declaring his office vacant. At least ten (10) days advance notice of such Board Meeting shall be given to the individual involved by mailing notice to him at his last address registered with the Organization. Notice so mailed shall be conclusively deemed to have been delivered and given. After having held a Hearing, or concluded an investigation when the person involved fails or refuses to appear for a Hearing before the Board, the Directors or the remaining Directors shall make such determination and decision as they deem in the best interest of the Organization.

- A. If the Board of Directors by Majority Vote removes a Command Officer or declares a Command Office vacant, it shall then fill the vacant Office by appointing the next Command Officer in line to hold such Office for the balance of the unexpired term, whereupon any or all lower Command Officers shall automatically move up to fill each higher Office effected by the change.
 - 1. The offices of Secretary and of Treasurer shall not be deemed "Command" posts, and they shall not be affected by any change in Command posts or Officers.
 - 2. "Command" Officers shall mean only Commodore, Vice Commodore, Rear Commodore and Fleet Captain.
- B. If the Board of Directors removes the Secretary or Treasurer, or declares the office of Secretary or Treasurer vacant, it and the Commodore, acting jointly, shall then fill such vacant office by appointment of such person to fill the unexpired term as the Board and Commodore determine to be in the best interest of the Organization.

SECTION VI: FINANCIAL RESPONSIBILITIES

The Board of Directors shall have full power and authority to recommend the

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amount of dues, fees, and charges or assessments payable by the members from time to time, and to make them payable at such time and by such methods of collection as the Board may prescribe, subject to final approval by majority vote of the Active Members present and voting at any Meeting called to determine such matters.

- A. Dues, fees, charges, and assessments may be imposed upon both classes of membership alike or in different amounts or proportions, or upon a different basis, but shall apply equally to all members within a class, and shall not be changed during any current year, but may be changed for ensuing years. The Board of Directors may promulgate Rules and Regulations necessary to enforce the collection of any such dues, fees, charges, or assessments, including Rules or Regulations for the termination or cancellation of membership and for reinstatement of members.
- B. The Board of Directors shall also have the authority to fix and authorize all wages and salaries required for the proper operation and maintenance of this Organization, its property and its facilities; it may authorize the payment of such compensation to the Treasurer and/or Secretary as the Board deems appropriate in light of the duties and responsibilities involved in such offices.

SECTION VII: CHANGES TO THIS CONSTITUTION AND BYLAWS

The Board of Directors shall also have full power and authority to recommend alterations, amendments, and repeal of or to sections of the Constitution and Bylaws, but final approval for such recommendations shall be by majority vote of the Active Members or the Organization in Good Standing. Any such recommendation by the Board of Directors shall be posted on the Headquarters Bulletin Board for at least five (5) days prior to any Meeting called by the Commodore to consider such recommendation, and written notice of the proposed recommendation shall also be sent to each Active Member in Good Standing at the last location of each such member registered with the Organization, at least five (5) days prior to the date on which the scheduled Meeting will be held to consider the recommendation. At any such Meeting a majority vote of the members present and voting shall suffice to adopt or reject the recommendation submitted by the Board, and upon vote adopting said recommendation the same shall forthwith become and be effective and in full force.

ARTICLE VI - OFFICERS

SECTION I: GENERAL

The Officers of this Organization shall be in rank as follows: Commodore (who shall be President of the Corporation); Vice Commodore (who shall be

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1st Vice President of the Corporation); Rear Commodore (who shall be 2nd Vice President of the Corporation); Fleet Captain (show shall be 3rd Vice President of the Corporation); a Secretary; and a Treasurer. The Directors shall also be deemed Officers, but only the Commodore, the Vice Commodore, the Rear Commodore, and Fleet Captain shall be deemed Command Officers.

- A. Only Active Members in Good Standing shall be eligible for election or appointment to office, or to continue to hold office; except that Associate Members in Good Standing shall be eligible for election or appointment to the offices of Secretary or Treasurer.
- B. Officers, other than Directors, shall also be removable, without the assignment of any cause, by three-fourth (3/4) vote of all the Active Members in good Standing and by the same procedure applicable by Members to remove Directors.
- C. The Commodore, Vice Commodore, Rear Commodore, and Fleet Captain shall constitute a Committee in charge of the hiring, and dismissal, and assigning of duties, of all the employees, servants, and agents of the Organization, and shall decide all matters relating to the same by majority vote, but final authority shall remain in the Board of Directors.

SECTION II: ELECTIONS

All Officers of this Organization shall be elected by plurality vote of the Active Members in Good Standing, at the Annual Meeting. All elected Officers shall then be installed and assume their duties at the next succeeding Meeting.

- A. At least two (2) months before the Annual Meeting to elect Officers, the Commodore shall appoint a Committee of at least three (3) Active Members in Good Standing, to act as a Nominating Committee. This Nominating Committee shall nominate Candidates for election from among the Active Members in Good Standing, and shall present their list of nominees at the General Meeting immediately preceding the Annual Meeting at which elections will be held. The Nominating Committee shall nominate at least one (1) Active Member in Good Standing for each office to be filled.
 - 1. Following the report of the Nominating Committee, but before any vote is taken for the election of officers, Active Members in Good Standing shall be permitted to nominate other candidates from the Floor, but if none are so nominated then the candidates submitted by the Nominating Committee shall be voted upon and the election of Officers concluded.

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- B. The election of Officers shall be by secret ballot at the Annual Meeting held for elections, and each candidate obtaining the higher number of votes over his opponent or opponents for the same office shall be declared elected. The successful candidates shall hold office for one (1) year and until their successors have been elected and qualified, unless removed as authorized under this Constitution.
- C. The Board of Directors shall consist of least five (5) members, and at least three (3) members of the Board shall be elected annually, and at least two (2) members shall hold office for two (2) successive years. All duly constituted Directors shall hold office until their successors have been elected and qualified. At the Annual Election for Directors, the successful candidates receiving the highest number of votes shall serve for two (2) years, and the other successful candidate or candidates receiving the lesser number of votes shall serve for one year.

SECTION III: DUTIES OF OFFICERS - NOT DIRECTORS

- A. **COMMODORE** - The Commodore shall command the squadron and preside at all Meetings of the Organization. He shall also be an ex-officio member of all committees. He shall have full authority to enforce the Constitution, Bylaws, and all Rules and Regulations adopted by this Organization, shall have command of the squadron in and during all maneuvers, shall appoint all committees and have full power and authority to recall any such appointments at will during his term of office; he shall be an ex-officio Member of the Board of Directors; he shall execute all contracts and agreements of the Organization authorized by the Board of Directors, and shall generally supervise the business, property, and facilities of the Organization, under the supervision of the Board of Directors, and he shall make recommendations to the Board of Directors who shall have final authority to act on such recommendations. He shall generally have the power and duties of a President of a Corporation.
 - 1. Whenever the Commodore is unable to act for any reason in his capacity as Commodore or to attend to the duties of his office, he shall notify the Vice Commodore by letter to this effect, and the Vice Commodore shall thereupon act as Commodore.
 - 2. All past Commodores, who have fulfilled the duties of their Office, shall be entitled to receive and shall be given a life membership in the Organization.
 - a. Active Past Commodores (those who have a boat at PYC) will be required to pay all assessments and fees of the Organization with the exception of the club dues (work hours are considered dues).

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- b. Associate Past Commodores (those who do not have a boat at PYC) will not be required to pay dues, assessments or fees of the Organization and will accumulate no additional points. Past Commodores in this class who wish to again become an Active Past Commodore must pay a reinstatement fee which will be equal to the total of all back assessments (from the date of Associate Past Commodore status) or amount equal to the current initiation fee, whichever is less. Upon payment of reinstatement fee points may once again be accumulated.
- B. VICE COMMODORE - The Vice Commodore shall assist the Commodore as his 1st Officer, and shall act as Commodore in the absence of, or in the event of the disability of, the Commodore, or in the event the Commodore is unable for any reason to perform his duties. The Vice Commodore shall also be ex-officio member of the House and Grounds Committee.
- 1. The Vice Commodore shall also be, and act as, the Dock Master and he shall be in charge of all docking and mooring facilities, and such other related facilities and activities as may be designated by the Commodore.
 - 2. The Vice Commodore shall have full power and authority to issue Rules and Regulations governing the docks and mooring facilities, subject to approval by the Commodore and the Board of Directors. When so approved such rules and regulations shall forthwith become and be binding upon all members, guests, and persons upon the premises or using the facilities of this Organization.
 - 3. The Vice Commodore shall assign boats to stalls based on published stall parameters and members points.
- C. REAR COMMODORE - The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their duties, as the Commodore's 2nd Officer. He shall act as Commodore in the event both the Commodore and the Vice Commodore are absent, disabled, or unable for any reason to act. He shall have such other duties as may be designated to him by the Commodore.
- 1. The Rear Commodore shall also be, and act as, Chairman of the House and Grounds Committee and shall have such duties and authority as may be designated by the Commodore.
- D. FLEET CAPTAIN - The Fleet Captain shall assist the Commodore, the Vice Commodore, and the Rear Commodore in the discharge of their duties, as the Commodore's 3rd Officer. He or she shall act as Commo-

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dore in the event the Commodore, Vice Commodore, and Rear Commodore are all absent, disabled, or unable for any reason to act. He or she shall have such other duties as may be designated to him/her by the Commodore.

- E. **SECRETARY** - The Secretary shall attend all Meetings of the Organization and of the Board of Directors, and shall keep an accurate record of the proceedings and shall make such returns or reports as are required by law. He shall prepare and mail all Notices required by the Board of Directors and the Constitution and Bylaws of this Organization, and shall attend to the posting or mailing of the same within the times specified therefore. He shall have charge of and shall preserve all of the Organization Records, Books, papers, documents, and all of the Organization's trophies, together with the official Seal of the Organization, and he shall attest the written Instruments executed by the Organization. He shall handle all Membership applications, posting the name of the applicant in appropriate places, and shall keep and maintain an accurate and complete record of all Members in Good Standing, and an accurate and complete record of delinquent members. He shall notify Members of Meetings and other Organization events, and shall prepare or answer mail at the direction of the Officers, and shall supply records on request to the Officers of the Organization, while they hold office, whenever called upon so to do. He shall generally do and be responsible for such things as are ordinarily the responsibility of a Secretary in a Non-Profit Corporation. The Secretary shall be bonded in such amount as may be determined by the Board of Directors.
- F. **TREASURER** -The Treasurer shall maintain a true and complete record of all monies of the Organization, as well as of all business transactions. He shall collect all dues, fees, charges and assessments, and issue membership cards upon receipt of dues paid. He shall maintain an accurate record of any delinquencies coming to his attention. He shall keep a complete and accurate record of all paid up members and of all delinquent members, and shall keep the Commodore and Secretary informed of the same. He shall make all deposits to the Organization's accounts and in its name, at such depository as is designated by the Board of Directors. He shall not disburse monies of the Organization without express authority for such action from the Board of Directors, and such authorization shall be recorded in the Minutes of the Board of Directors meetings or in the approved annual budget. Whenever making any disbursements he shall only do so by check of the Organization. He shall submit an up-to-date report of the financial condition of the Organization at all meetings and whenever required by the Board of Directors or by at least ten (10) Active Members who make the request in writing signed

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by them.

1. The Treasurer shall be bonded in such amount as may be determined by the Board of Directors.

SECTION IV: VACANCIES IN OFFICE

Vacancies occurring in any office shall be filled as heretofore described in this Constitution.

SECTION V: OFFICER AND DIRECTOR INDEMNIFICATION

- A. A member of the Board of Directors or any other Officer shall not be personally liable for monetary damages such as for any action taken, or any failure to take action, unless:
 1. A Director or Officer has breached or failed to perform the duties of his or her office as those duties are generally defined under the Directors Liability Act, 42 Pc. C.S.A. Section 8363 et seq. as said law is presently in effect and as said law may be amended from time to time; and
 2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- B. The aforesaid immunity for such persons shall not apply to:
 1. The responsibility or liability of such person pursuant to any criminal statutes; or
 2. The liability of such person for the payment of taxes pursuant to local, state or federal laws.
- C. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his estate, or its personal representative, is or was a Board Member or Officer of the Presque Isle Yacht Club or serves, or served, any other corporation or other entity of the Presque Isle Yacht Club in any capacity at the request of the Presque Isle Yacht Club while he was a Board Member or Officer of the Presque Isle Yacht Club, shall be and hereby is indemnified by the Presque Isle Yacht Club.
- D. Said indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the Commonwealth of Pennsylvania, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws are not inconsistent with the

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law of Pennsylvania.

- E. The foregoing provisions of this section shall be deemed to be a contract between the Presque Isle Yacht Club and each Board Member and Officer of the Presque Isle Yacht Club, in such capacity at any time while this section or any applicable provision of the law of Pennsylvania shall not affect any rights or organization then existing as it relates to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of acts. However, the right of indemnification provided in this section shall not be deemed exclusive of any other rights to which any Board Member or Officer of the Presque Isle Yacht Club may now be or hereafter become entitled apart from this section.
- F. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of, or in any way connected with, such person's practice of his or her profession if such person was retained by the Presque Isle Yacht Club and in fact was practicing his or her profession for a fee for the Presque Isle Yacht Club.
- G. The person seeking indemnity shall notify the Board of Directors of the Presque Isle Yacht Club, at the earliest possible time, of the pending or threatened action or proceeding, and the Board shall designate or approve legal counsel for defense of said action.
- H. Absent breach of fiduciary duty, lack of good faith or self-dealing, action taken by the Board or Officer, or any failure, to take action shall be presumed to be in the best interest of the Presque Isle Yacht Club.
- I. It is the intent of Section V to grant the maximum protection for Directors and Officers with limited liability, maximum indemnification and other rights allowable by law and specifically allowable by the aforesaid Directors' Liability Act. Furthermore, all such protection shall apply to Officers to the extent allowable by law and the Presque Isle Yacht Club hereby adopts the provision of any such law, applicable to Officers to so limit their liability and maximize their right to indemnification.
- J. To the extent that any provision of Section V shall be found or held to be not enforceable, it is the intent that the remaining provisions of said section be enforceable.

ARTICLE VII - PERSONS BOUND BY CONSTITUTION AND BY-LAWS, AND DUTIES OF MEMBERS

This Constitution and all Bylaws and Rules and Regulations, adopted by this Organization shall operate and be binding upon all members of this Organi-

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zation, and all members shall be conclusively presumed to have full knowledge of the same and shall conduct themselves accordingly. By virtue of applying for and by an acceptance to membership in this Organization, all members do ratify and accept as binding upon them the provisions of this Constitution and all Bylaws adopted, and all Rules and Regulations promulgated and in force.

- A. All members and guests of members on or about the premises of this Organization shall conduct and maintain themselves as gentlemen and ladies, and in such manner as shall be consistent with the welfare and good order of the Organization and its membership.
- B. All members shall use their yachts or vessels in a manner conducive to the general welfare and good order of the Organization and consistent with its general purposes, with the knowledge and agreement that this Organization and its facilities are for the benefit of all of its members and not for the commercial advertising or use by a few. No member shall use or exploit the property or facilities of this Organization in the promotion of any business or commercial enterprise advantageously causing a source of revenue to such member, as in the nature of conducting commercial fishing or commercial yachting trips or parties, or for the purpose of advantageously selling, displaying, or chartering yachts or vessels, or for the purpose of conducting any profit-making venture requiring the use of the facilities of this Organization and being inconsistent with the welfare of the entire membership.
 - 1. Nothing in the foregoing paragraph shall be construed, however, to prohibit a yacht or vessel owner from selling, leasing, or chartering his own vessel provided, however, the chartering, leasing, or selling of yachts or vessels is not his business and providing also that no attempt is made to bestow the privileges of membership to any person buying, leasing, or chartering such owner's vessel or yacht.

ARTICLE VIII - MEETINGS

SECTION I: ANNUAL MEETINGS

There shall be an Annual Meeting of the Active Members of this Organization in Good Standing, for the purpose of Electing Officers and Directors, receiving Final Reports, and attending to any business which may be presented at said Meeting; the date, place, and time of such Annual Meeting shall be set forth in the Bylaws.

- A. In the event all business to come before an Annual Meeting cannot be completed on the date and time during which such Meeting is held, the Annual Meeting may be adjourned to such other time or times as may be

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necessary to complete any unfinished business.

- B. The Officers and Directors elected at the Annual Meeting shall be installed and shall assume their duties at the next succeeding Meeting.

SECTION II: OTHER MEETINGS

- A. Regular Meetings shall be held monthly on such dates and times as fixed in the Bylaws.
- B. Special Meetings may be called by the Commodore or Acting Commodore upon the giving of five (5) days Advance Notice.

SECTION III: MEETING NOTICES

Notice of Meeting, whether Regular or Special, shall be sent by the Secretary by regular mail addressed to the Active Members in Good Standing at last address for each such Member registered with the Secretary, not less than five (5) days before each scheduled Meeting. When so mailed notice shall be deemed to have been properly given and shall be conclusively deemed to have been received.

- A. Special Meeting Notices shall set forth briefly the subject matter or matters to be discussed or determined at such Meetings, except that any proposed Amendments to the Constitution or Bylaws shall be set forth in full detail.

SECTION IV: QUORUM

At all Meetings, whether Annual, Regular, or Special, a Quorum shall consist of not less than ten per cent (10%) of the Active Members in Good Standing.

- A. Once a Quorum has been established for any Meeting the Members present can continue to do business until adjournment, notwithstanding a withdrawal of enough members to leave less than a Quorum.

SECTION V: VOTING RIGHTS AT MEETINGS

Each Active member in Good Standing shall be entitled to one vote, which shall be cast in person by such Member.

- A. Upon the request of any Active Member in Good Standing, the Books or Records of Membership shall be produced at any Annual, Regular, or Special Meeting and if at any Meeting the right of a person to vote is challenged the Books or Records of membership shall be produced as evidence of the right of the person challenged to vote, whereupon all persons who appear by such Books or Records to be Active Members in Good Standing shall be permitted to vote.
- B. Prior to all elections there shall first be called the Roll of Active Mem-

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bers in Good Standing, who shall then be the only persons entitled to vote. All voting shall be by ballot, with no voting by proxy allowed, and, in the absence of a special provision to the contrary, the highest vote shall control.

- C. In the elections of Officers and Directors the highest numbers of votes, without cumulative voting, shall control irrespective of majority. Officers and Directors shall be eligible to succeed themselves.
- D. All ballots cast for Officers and Directors shall be preserved by the Secretary for one (1) full year after the election involved.

SECTION VI: RULES OF ORDER

- A. At all Meetings Robert's Rules of Order shall govern, except where the procedures or rules are otherwise specified in the Constitution and Bylaws in which case such specified procedures shall be controlling.

SECTION VII: ORDER OF BUSINESS AT MEETINGS

- A. Annual Meeting - The Order of business at the Annual Meeting shall be as follows:
 - 1. Call to Order
 - 2. Roll Call and establishment of eligibility of Active Members to vote.
 - 3. Reading of the Minutes of previous Meeting.
 - 4. Final Report of the Treasurer.
 - 5. Final Report of the Secretary, if any required.
 - 6. Final Report of the Board of Directors.
 - 7. Final Report of Standing Committees, in such order as the Commodore may call upon them.
 - 8. Final Report of Special Committees, in such order as the Commodore may call upon them.
 - 9. Report of the Nominating Committee.
 - 10. Nominations from the floor, if any.
 - 11. Election of Officers and Directors.
 - 12. Unfinished business.
 - 13. New business, and Good and Welfare.

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- B. Regular Meetings - The Order of Business at the Regular Meetings shall be as follows.
1. Call to Order
 2. Roll Call and establishment of eligibility of Active Members to vote.
 3. Reading of the Minutes of previous Meeting.
 4. Treasurer Report.
 5. Secretary's Report, if any required.
 6. Any report of the Board of Directors, if desired.
 7. Report of Standing Committees, in such order as the Commodore may designate.
 8. Report of any Special Committees, in such order at the Commodore may designate.
 9. Unfinished business.
 10. New Business, and Good and Welfare.
- B. Special Meetings - The order of business at any Special Meeting shall be as the Commodore or Acting Commodore, or other Presiding Officer, shall designate at the outset of such meeting.

SECTION VIII: ELECTION OF OFFICERS

During the election of Officers, the vote for each Office shall be as follows:

- A. Nomination and vote shall first be taken for the office of Commodore, and any nominee for the Office of Commodore who fails to be elected shall then be eligible for nomination from the floor, if so desired, for election to any other office;
- B. Nomination and vote shall next be taken for the office of Vice Commodore, and any nominee for the office of Vice Commodore who fails to be elected shall then be eligible for nomination from the Floor, if so desired, for election to any other office;
- C. Nomination and vote shall next be taken for the office of Rear Commodore, and any nominee for the office of Rear Commodore who fails to be elected shall then be eligible for nomination from the Floor, if so desired, for election to any other office;
- D. Nomination and vote shall next be taken for the office of Fleet Captain, and any nominee for the office of Fleet Captain who fails to be elected

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shall then be eligible for nomination from the Floor, if so desired, for election to any other office;

- E. Nomination and vote shall next be taken for the Office of Secretary, and subsequent to this for the Office of Treasurer. In each case, as heretofore provided above, any individual nominated but not elected shall be eligible for nomination from the floor, if so desired, for any other office.
- F. Nomination and vote shall be taken last for the Board of Directors.
 - 1. If two (2) or more candidates are to be elected to the Board of Directors, at the same time, any ballot cast must contain the names of a candidate for each of the offices to be filled, otherwise such ballot shall be deemed defective and null and void and of no force and effect.

ARTICLE IX - AMENDMENTS

This Constitution and any Bylaws may be amended at any Regular or Special Meeting by majority vote of the Active Members in Good Standing present and voting, provided, however, that first at least five (5) days notice shall be mailed out to each such Member eligible to vote, in advance of said Meeting, to the last address of each such member registered with the Organization, setting forth the nature of the proposed Amendment and that action hereon is to be taken at the scheduled Meeting.

ARTICLE X - EXPULSION OF ANY MEMBER FOR CAUSE

Any Member of this Organization may present written charges to the Board of Directors against any other Member for conduct unbecoming a gentleman or for conduct detrimental to the welfare of this Organization or its Membership or likely to endanger the good order of this Organization or its members, or for conduct constituting a violation of any of the provisions of the Constitution, Bylaws, Rules or Regulations of this Organization; or, the Board of Directors may, on its own initiative, bring a charge or charges against any member for any such foregoing reasons, or for any other reason or cause justifying such action.

Following receipt of written charges against any member, and after preliminary considering the same, the Board of Directors may dismiss the matter or, if it believes the same should be investigated further, direct the Secretary to send a copy of such written charge or charges by regular mail directed to the person involved at the last recorded address of such person appearing on the Organization's books together with a notification that the Board of Directors shall hold a Hearing thereon at which the Member so charged shall have full opportunity to be heard in person and by Counsel and to Answer the charges preferred against him; at least ten (10) days advance notice of such Hearing

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shall be given to such member, and said Hearing shall be held not more than forty-five (45) days after receipt by the Board of Directors of the charge or charges made against such member. The Notice sent to the charged member shall also include within it as much detail concerning said charges and the conduct complained of as is practicable to set forth, and said Notice shall specify the date, time, and place of the Hearing thereon to be conducted by the Board of Directors.

Following the Hearing thereon, the Board of Directors shall have full power and authority, upon majority vote of its members, to dismiss the charge or charges, or to sustain the same and/or to suspend the person involved from all rights and privileges of membership for a limited time or to condition his continuance of membership upon such terms as the Board in its sound discretion may determine, or the Board may completely terminate the offending member's membership and expel him from the Organization.

Any such member suspended or limited in his continuance of membership, or whose membership is terminated and is expelled, shall have the right to appeal such action of the Board directly to the Active Membership of the Organization, provided he shall in writing state to the Board of Directors that he is taking such an Appeal, which written Appeal shall first be subscribed to and signed by at least ten (10) Active Members in Good Standing, whereupon it shall then be submitted to the Board of Directors within thirty (30) days after the aggrieved person has been notified in writing of the decision of the Board of Directors. Thereupon, the Board of Directors shall direct the Secretary to give notice in writing to all Active Members in Good Standing that a Special Meeting of the Active Members in Good Standing shall be held to consider the appeal and the decision of the Board, which Meeting shall be held within sixty (60) days from the date of the filing of such Appeal with the Board; the notice of this Special Meeting shall state the date, time, and place of such Meeting.

At such Meeting, the Commodore, or such other person as he may designate, shall preside, and the Board of Directors, or someone designated by it to act on its behalf, shall present its side of the case and the decision of the Board, following which the member affected shall have the right to present his side of the matter in person or by Counsel, and the Board of Directors shall have the right of rebuttal; following rebuttal, if any, by the Board of Directors, the matter shall be submitted to the Active Members in Good Standing for a vote to determine whether or not the decision of the Board of Directors is to be sustained or reversed.

It shall require a full three-fourth (3/4) vote by the total number of Active Members in Good Standing in order to reverse the decision of the Board, and any failure to so reverse the Board's decision by such three-fourth (3/4) vote

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of the total registered Active Members in Good Standing shall constitute a full Affirmation and Endorsement of the action taken by the Board of Directors, whereupon the matter shall be conclusive and binding upon all concerned.

Any member so expelled, and whose membership is so terminated, shall not be eligible to re-apply for membership until such time as the Board of Directors may direct, and they shall have full power and authority to direct that such member may never again be re-admitted to membership if the facts so warrant in their judgment.

The taking of an appeal from the initial decision of the Board shall not act as a supersede as pending final decision by the members.

End of PIYC Constitution

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BYLAWS OF THE
PRESQUE ISLE YACHT CLUB, INC.
OF ERIE, PENNSYLVANIA

ARTICLE I - AUTHORITY

The Constitution and Bylaws and all Rules and Regulations adopted there under, shall govern, and be binding upon, all Members, whether Active or Associate, and upon their guests and all invitees on the Organization's premises and facilities.

ARTICLE II - DATES AND TIMES OF MEETINGS

SECTION I: MEETINGS

- A. ANNUAL MEETING - The Annual Meeting of this Organization shall be held on the second (2nd) Sunday of December in each year, and shall be called to order at 1:30 o'clock P.M. Erie City Time, or at such other time as specified in the Notice.
1. All Officers elected at the Annual Meeting shall assume their duties and be installed at the succeeding Regular Meeting to be held on the second (2nd) Sunday of the month of January, commencing at 1:30 o'clock P.M. Erie City Time, or at such other time as specified in the Notice.
 - a. Officers and Directors shall be eligible to succeed themselves.
- B. REGULAR MEETINGS - All Regular Meetings shall be held on the second (2nd) Sunday of each successive month, and shall be called to order at 1:30 o'clock P.M. Erie City Time, or at such other time as specified in the Notice.
- C. SPECIAL MEETINGS - Special Meetings of the Active Membership may be called by the Commodore at will, provided Notice of all such Meetings shall be sent by mail to each Active Member in Good Standing not less than five (5) days in advance of the date scheduled for such Meeting. The Commodore shall also specify in said Notice the time when such meeting shall commence, and, briefly, the nature of the business. Notice shall be deemed received by the addressee if addressed to the last address registered with the Organization.
- D. QUORUMS - At all Meetings, a Quorum shall consist of not less than ten percent (10%) of the Active Members in Good Standing.

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- E. MEETING NOTICES - Notices of all Meetings, unless otherwise specified in the Constitution or Bylaws, shall be sent by mail to each of the Active Members in Good Standing not less than five (5) days in advance of such Meetings. In all cases, when Notices are sent to the addressee at the last address registered with the Organization, the delivery of such Notices shall be conclusively deemed to have been effected and proper notice given.
- F. PLACE OF MEETINGS - All Meetings of the Active Membership shall be held at the Organization Headquarters, unless otherwise necessitated by the urgent or emergency requirements. In the event any Meeting is not to be held at the Headquarters, specific notice as to the place, date, and time shall be given all Active Members in Good Standing.
- G. MEETINGS OF THE BOARD OF DIRECTORS - Regular Meetings of the Board of Directors shall be held on the day and time set by the Board at its first Meeting, which day and time shall be binding thereafter for the balance of the year. Each such Regular Board Meeting must be held monthly at least seven (7) consecutive days in advance of the regular Monthly Membership Meetings.
 - 1. Special Meetings of the Board of Directors may be called at any time by the Chairman of the Board, or, in the event the Chairman fails or refuses to act or is unable to act, the Commodore or any three (3) members of the Board of Directors may call a Special Meeting. In all cases of Special Meetings at least twenty-four (24) hours advance notice shall be given to the Board members, and the same may be given either verbally or in writing.
- H. Unless otherwise specified in the Constitution or Bylaws, all Meetings of this Organization or of the Board of Directors, or of any Committee, shall be governed by Robert's Rules of Order in the event there is question as to the procedure to be followed during any such Meetings.

SECTION II: ANNUAL DUES

The amount of Annual Dues for Active and Associate Members shall be set in accordance with Article IV Section 2 of the Constitution. In the event any Member becomes delinquent, a Delinquency Fee set, by the Board, shall also be charged any such Member, and such Fee shall be payable in addition to any other monies due, and in addition to current membership dues.

- A. Membership dues shall not be accepted from any member who owes the Organization any monies whatsoever, nor shall such Member be reinstated or accepted into membership, until he has paid off in full all monies properly due and owing to the Organization, together with such De-

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linquency Fee and Reinstatement Fee and current dues as are then payable.

- B. Dockage and Mooring fees shall be fixed annually by the Board of Directors, and shall be promptly paid when due.
- C. The Board of Directors, subject to approval by a majority vote of the Active Members in Good Standing, may fix such other fees, charges, or assessments as may be deemed desirable for the proper carrying on of the business of this Organization and the maintenance, care, or improvement of its property and facilities.
- D. The Annual Dues shall be due and payable each successive year by Midnight of the last day of February. On the first (1st) day of March of each year the Treasurer shall prepare a Notice to each member who has not by then paid his dues that such Member is delinquent, and must pay a Delinquency Fee set by the Board in addition to his dues. Such Member shall also be notified by the Treasurer, in the same notification, that inasmuch as he is delinquent he is not eligible to hold office or to vote or to serve on any Committee, and that in the event he is already holding Office or serving upon any Committee the Board may remove him from such Office or Committee.

ARTICLE III - DUES, FEES, AND ASSESSMENTS

SECTION I: INITIATION FEE

An Initiation Fee as set in accordance of Article IV, Section I shall be charged for each new Member, in addition to the Annual Dues.

SECTION II: MEMBER FEES

- A. In the event any member fails to pay his dues before Midnight of the last day of February in the current year, such member shall also be subject to pay an additional charge set by the Board as a delinquency charge or fee, and he shall pay such additional charge together with the dues owed before he shall be eligible to all of the rights and privileges of a Member.
- B. On December 31st of each year, at Noon of that date, any Delinquent Member still delinquent shall automatically cease to be a Member, without the necessity of any action taken by the Board of Directors.
- C. Any person accepted for the first time as an Active or Associate Member after September First (1st) of the current year shall be permitted to pay an amount equal to one-half (1/2) of the current year's dues, but shall in addition pay on full such Initiation Fee as is then in force.

SECTION III: WORK HOURS

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- A. Number of work hours each year shall set by the Board of Directors.
- B. Work hours, which are not worked or excused, will be paid at a rate set by the BOD.
- C. Work hours will not be required for the following members:
 - 1. Past-commofores
 - 2. Members at least 70 years of age with at least 30 points.
 - 3. Active directors and officers
- D. The Commodore may excuse work hours for specific committee members, on approval of the board of directors.
- E. Rear-commofores shall have the right to excuse work hours for any reason with the approval of the BOD (e.g., medical reasons).

ARTICLE IV - JUNIOR MEMBERS

An Auxiliary Organization to be known as the "Junior Members" may be formed as an Auxiliary to this Organization, but its Members shall not thereby be or become members of the Presque Isle Yacht Club, Inc.

SECTION I:

A Junior Member must be the child of an Active Member or an Associate member of the Presque Isle Yacht Club, Inc. He or she must be at least twelve (12) years old and under twenty-one (21) years of age. He or she shall pay dues in amount as set from time to time by vote of active Junior Members. Said dues shall be due and payable on the same dates and under the same conditions as the dues of the Presque Isle Yacht Club Inc., members.

- A. Junior Members shall be permitted to elect Officers similar to the Command Officers of this Organization, and may set up similar Committees as exist in this Organization, and may establish their own Treasury, and may elect or select their own Secretary and Treasurer, but all of their Officers and Members shall be under, and remain subject to, the direct supervision of the Officers of this Organization.
- B. A Junior Member may apply for membership in the Presque Isle Yacht Club Inc. by complying with Section IV, Paragraph F under Acceptance of Members.
- C. The Junior Member Organization may be terminated at any time by action of the Board of Directors of the Presque Isle Yacht Club, Inc., if, in the opinion of such Board of Directors, the continued existence of the Junior Members as an Organization is undesirable for any reason.

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1. In the event of dissolution of the Junior Member Organization by action of the Board of Directors, any monies remaining unused and uncommitted in the Treasury of the Junior Member Organization shall be either divided equally among the Junior Members in Good Standing or disposed of by the Board of Directors in such manner as it deems in the best interest of all concerned.
- D. All Junior Members shall be subject to, and shall be bound by, all pertinent provisions of the Constitution, Bylaws, and Rules or Regulations, of the Presque Isle Yacht Club, Inc.

ARTICLE V - AUXILIARY

An Auxiliary may be formed as an Auxiliary to this organization, but its Members shall not thereby be or become members of the Presque Isle Yacht Club, Inc., unless they are surviving wives (spouse) of a deceased member as described in Article III, Section IV, Paragraph E, Acceptance of Members.

The Auxiliary shall initially be organized and formed by the wives of the Members in Good Standing of the Presque Isle Yacht Club, Inc. and thereafter its membership shall be constituted as determined by the Membership.

- A. The Auxiliary shall adopt such rules and regulations relating to its membership and activities as are not inconsistent with the Constitution, Bylaws, Rules, and Regulations and Purposes of the Presque Isle Yacht Club, Inc.

ARTICLE VI - MISCELLANEOUS PROVISIONS

SECTION I: OFFICIAL BOATING SEASON

The official boating season shall commence on May 30 and terminate on Labor Day of each year.

SECTION II: INSIGNIA

- A. OFFICIAL BURGEE - The Official Burgee of this Organization shall consist of a triangular pennant with the proportions of the hoist being two-thirds (2/3) of the fly. The pennant background shall be of Navy Blue, and the design shall be of White in the shape of the Peninsula, with a Red capital letter "P" appearing thereon approximately four (4) inches in from the hoist.
 1. Only Active and Associate Members in Good Standing shall be qualified to fly the Official Burgee. In the event any member ceases to hold membership in this Organization he shall surrender the Burgee to any Officer, Agent, Servant, or Employee of this Organization, on demand, and shall not display such Burgee so long as he no

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longer is a Member in Good Standing.

2. The Burgee shall be and remain the exclusive property of Presque Isle Yacht Club, Inc., and shall be deemed only on temporary loan to members authorized to display it.
- B. Members may be charged such fee for the use of the Burgee issued to them, as the Board of Directors may direct from time to time to be paid for such use and issuance. Members issued the Burgee shall be responsible for keeping the same in their care until its return is demanded by an appropriate Officer, Agent, Servant, or Employee of Presque Isle Yacht Club, Inc. Upon demand for the return of the Burgee by any of the foregoing persons designated above, the Member shall be duty-bound and legally obligated to forthwith release, give and hand over the Burgee in question to the person requesting the same on behalf of Presque Isle Yacht Club, Inc.

SECTION III: DEFINITIONS

The following words or designations as used in the Constitution and Bylaws and any Rules and Regulations of this Organization shall be interpreted to have the meaning and inclusion as set forth herein:

- A. "MEMBER" - shall mean a person, male or female, properly admitted to membership and whose membership has not been terminated or suspended.

Wherever and whenever the masculine gender has been used or is used in the Constitution and Bylaws or in any Rule or Regulation, it shall be deemed to refer also to, and to include, the female gender.

A member boat owner shall mean and include a Member owning a boat or any interest in a boat.

- B. "BOARD OF DIRECTORS" - - or "THE BOARD" - shall mean the Board of Directors of the Presque Isle Yacht Club, Inc., of Erie, Pennsylvania.
- C. "THE ORGANIZATION" or "THIS ORGANIZATION" or "THE ASSOCIATION" or "THIS ASSOCIATION" shall mean the Presque Isle Yacht Club, Inc., of Erie, Pennsylvania.
- D. "PRESIDING OFFICER" - shall mean any properly authorized person who regularly or temporarily presides over a meeting.
- E. "NEW APPLICATION" or "NEW MEMBER" - shall mean an application tendered by a person who has never before been a member, and the term "New Member" shall likewise mean a person who has never before

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been a member. Such New Member shall not be eligible to vote or to hold any office during his Probation Period.

- F. "REINSTATEMENT" or "READMISSION" - shall refer to and mean the action taken to admit to membership any person who formerly belonged to this Organization but whose membership ceased or was terminated in one way or another.
- G. The terms "YACHT" and "VESSEL" - shall include and also mean "boat" and "ship", and all and any marine form of conveyance upon, in, or under the waters.

SECTION IV: POINT SYSTEM

The Point System which has heretofore been in effect in this Organization for many years is herein and hereby ratified and confirmed, and is incorporated into these Bylaws, and shall hereinafter be applied as follows:

- A. Each Active and Associate Member shall be awarded one (1) point for each year's membership.
- B. Each Active member shall be awarded (1) additional point for each full year's paid dockage and must moor their registered vessel in the assigned stall.
- C. When an active member becomes an Associate Member he/she shall maintain previously accrued points while being an Associate Member.
- D. Should an Active or Associate Member cease to be a member, they shall forfeit all points accumulated.
- E. Points awarded shall not be transferable, except from a deceased member to his/her spouse.

End of PIYC Bylaws