

Bylaws of The Lavallette Yacht Club

ARTICLE I. NAME

The name of this organization shall be **THE LAVALLETTE YACHT CLUB**. This organization is referred to as the "Club" in these Bylaws.

ARTICLE II. OBJECTS

The objects and purposes of this organization shall be to promote friendly competition and interest in activities connected with sailing and boating; to furnish sailing and boating facilities and services to its membership; to conduct social activities for the benefit of its membership; and to foster good will among its membership and interest in boating and sailing generally.

ARTICLE III. MEMBERSHIP

SECTION 1: CLASSES OF MEMBERSHIP

There shall be four classes of membership: (1) Class A, (2) Class B, (3) Honorary, and (4) Emeritus. The Board of Governors also may create and allow for one or more categories of Provisional Members in accordance with the Rules and Regulations adopted by the Board of Governors in accordance with these Bylaws. Honorary and Provisional Members shall have no voting rights or any property rights in the Lavallette Yacht Club, and their status as Honorary Members or Provisional Members shall at all times be and remain a privilege revocable by the Board of Governors in its discretion. Honorary Members and Provisional Members do not constitute "members" of the Club for purposes of the New Jersey Nonprofit Corporation Act, as amended (the "Act").

SECTION 2: VOTING AND CERTAIN OTHER PRIVILEGES OF MEMBERS

Class A and B members shall be considered as active voting members with the right to vote on all matters, hold office, serve on committees, and enjoy all the privileges of the Club, subject to the provisions of these Bylaws, the Rules and Regulations and other policies applicable to members generally. Except for Emeritus Members with respect to matters other than fiscal matters, no class of members other than Class A and B members shall have the right to vote. The privileges of the classes of membership differ as set forth in these Bylaws and as may be provided in the Rules and Regulations (including with respect to family privileges and participation of a member's grandchildren in sailing and other activities of the Junior Organization).

SECTION 3: CLASS A MEMBERS

A. A natural person twenty-one years of age or older shall be eligible for Class A membership. Upon election to such membership, each spouse (in the case of married persons), or in the case of a single member, that single member himself or herself, shall be entitled to all privileges of active membership, and each shall be considered a voting member with one vote apiece and shall count toward establishment of a quorum at meetings of members and/or the number of members who may request a special meeting of members. Each member of the family unit of a Class A member under the age of twenty-one years shall be entitled to all privileges of membership in the Junior Organization provided for in these Bylaws. Each member of the

family unit of a Class A member aged 21 and over, until the year during which he or she reaches the age of 25, shall be considered to be a Family B member and eligible for reduced membership rates until he or she reaches the age of 25. Persons shall be considered “married” and “spouses” if they are eligible to file returns jointly as married persons for United States federal income tax purposes, and the term "family unit" shall be understood to include each spouse and each unmarried child of either spouse by birth or adoption residing with the spouses and receiving his or her principal support from them. A member in the Junior Organization shall not have the right to vote, hold office or serve on committees except in the Junior Organization. A Family B member shall not have the right to vote or hold office.

- B. Any Class A member who is married and becomes single shall have the option of either retaining the Class A membership or converting to Class B membership status without being charged an initiation fee (and, if that Class A member becomes single before June 1 of the year, shall be charged Class B dues for that year if the Class A member elects to convert to Class B membership status).

SECTION 4: CLASS B MEMBERS

- A. A natural person who is single and twenty-one years of age or older shall be eligible for Class B membership. A person shall be considered “single” if he or she is not eligible to file a return jointly as married persons with another natural person for United States federal income tax purposes.
- B. No Class B membership shall extend any privileges of membership to any member of the Class B member's family.
- C. Any Class B member who becomes married shall automatically convert to Class A membership status without being charged an initiation fee (and, if the marriage occurs before June 1 of the year in which the conversion occurs, shall be charged Class A dues for that year). A Class B member who becomes married shall promptly notify the Secretary of the change in marital status of that member.

SECTION 5: HONORARY MEMBERS

Persons of outstanding distinction in yachting or public achievement who are over 21 years of age and who are not members of the Club shall be eligible for honorary membership for life or for a specified period of time. Such membership shall entitle the member to all the privileges of the Club excepting the right to vote, hold office, serve on committees or have house privileges unless accompanied by a member. Such membership may be recommended by the Board of Governors or a member of the Club by written application. All procedures for applications and their disposition will be governed by Rules and Regulations or other policies adopted by the Board of Governors from time to time.

SECTION 6: EMERITUS MEMBERS

- A. Emeritus members shall consist of those members who have been active members of the Club for many years, who are eligible for retirement as determined by the Board of Governors, who have served the Club with distinction and who merit status as an Emeritus Member as determined by the Board of Governors in its sole discretion. Emeritus Members shall pay no dues or assessments and enjoy all the privileges of an active member except as provided in these Bylaws.
- B. Procedures for awarding Emeritus Membership shall be as determined in the sole discretion of the Board of Governors from time to time, whether set forth in the Rules and Regulations or otherwise determined.

C. Emeritus members shall be eligible to serve on committees or serve as appointed officers or appointed officials. They shall not be eligible to hold an elected office or to serve as a voting member of the Board of Governors. Each Emeritus Member shall be entitled to one vote at each meeting of members but shall not be eligible to vote on fiscal matters.

SECTION 7: ELECTION OF MEMBERS

Members and Provisional Members shall be elected in accordance with provisions and procedures set forth the Rules and Regulations. All decisions of the Board of Governors in connection with election of members and Provisional Members shall be made by the Board of Governors in accordance with such criteria as the Board of Governors may determine from time to time to be consistent with the objects and purposes of the Club set forth in Article II of these Bylaws and in the best interests of the Club, in each case and in all respects as determined in the good faith discretion of the Board of Governors.

SECTION 8: RESIGNATIONS

Any member may resign from the Club at any time by giving written notice of intention to resign to the Secretary. Such member shall be considered to have resigned in good standing if the member pays all dues in arrears and any other indebtedness owed by the member to the Club within a reasonable period after the Club gives notice of the amounts of such dues and other indebtedness to the member following the resignation. The Board of Governors shall have the authority to establish in the Rules and Regulations a maximum period of time that shall be considered a reasonable period for these purposes.

SECTION 9: POWERS TO FIX THE MAXIMUM NUMBER OF MEMBERS

The Board of Governors shall have the power to fix the maximum number of members either by class or collectively.

SECTION 10: ADMONITION, DISCIPLINE, FINE, SUSPENSION OR EXPULSION OF A MEMBER

The Board of Governors shall have the authority at any time to admonish, discipline or fine a member or to suspend or expel a member from the Club, upon the affirmative vote of at least ten (10) of the voting members of the Board of Governors, for infraction of these Bylaws, the Rules and Regulations or policies applicable to members generally; for any conduct unbecoming a lady or gentleman; for any conduct materially adverse or injurious to the interests of the Club or that may endanger the welfare, interests or harmony of the Club; or for such other reasons as the Board may determine just or to constitute good cause for such admonition, discipline, fine, suspension or expulsion, as applicable, in each case and in all respects as determined in the good faith discretion of the Board of Governors.

SECTION 11: EFFECT OF TERMINATION OF MEMBERSHIP

All rights, preferences and privileges of a member as such, including but not limited to any and all right, title and interest of the member in property, assets or rights of the Club, shall automatically cease upon termination of membership, whether by resignation, expulsion or otherwise.

SECTION 12: REINSTATEMENT

A. Any former member (including but not limited to a member who has been dropped from membership for nonpayment of dues, fees, charges, House bills or assessment, but excluding a former member who was

expelled) may apply for reinstatement as a member. All applications for reinstatement shall be made in writing to the Board of Governors and shall be acted upon by subjective good faith application by the Board of Governors of such criteria, including but not limited to such criteria as may be set forth in the Rules and Regulations, as the Board of Governors may apply or shall have adopted with respect to reinstatement of former members. Each application for reinstatement shall be accompanied by payment in full of all outstanding obligations of the former member to the Club, payment in full of all assessments levied since termination of the former member, interest on all unpaid amounts at a rate prescribed by the Board of Governors in the Rules and Regulations, plus a reinstatement fee in the amount then prescribed pursuant to the Rules and Regulations. An application for reinstatement must be filed within 90 days after a member ceased to be a member (including as a result of being dropped from membership for nonpayment of dues, fees, charges, House bills or assessments); thereafter, an application for reinstatement need not be entertained or acted upon unless the Board of Governors in its sole and absolute discretion determines to do so.

B. Only members who resigned in good standing and apply for reinstatement as provided in these Bylaws shall be given any preference on any waiting list for membership then in effect, and only such members shall be exempt from application of any limit on the number of members then in effect in accordance with the Rules and Regulations.

C. The Rules and Regulations adopted by the Board of Governors regarding reinstatement may provide that tenure for members who are reinstated shall begin anew on the date of reinstatement or may include all or any portion of the period or periods of prior membership as determined by the Board of Governors in its good faith discretion.

ARTICLE IV. MEETINGS OF THE MEMBERS

SECTION 1: REGULAR MEETINGS

There shall be a minimum of three regular meetings of the members in each calendar year, one of which shall be the annual meeting.

SECTION 2: DATES AND TIME OF REGULAR MEETINGS

A. The first regular meeting of the members shall be held not before the third Friday in June and not after the third Saturday in July.

B. The second regular meeting of the members shall be held not before the third Friday in July, not later than 14 days before the Annual Meeting and not any earlier than 7 days after the first regular meeting.

C. The Annual Meeting of the members shall be held not less than 14 days after the second regular meeting of the members and not later than the 4th Friday in August.

D. All regular meetings of the members shall be held at the clubhouse on either a Friday or Saturday evening and shall be called to order at 8:30 PM local time.

E. The Secretary will give notice to the voting members of the dates of regular meetings for a calendar year no later than 10 days before and no more than 60 days before the first regular meeting of that year. Such notice may be given by electronic mail.

SECTION 3: ORDER OF BUSINESS AT REGULAR MEETINGS

The order of business at regular meetings of members shall be as follows:

1. Nominations from the floor to fill vacancies of nominations (Annual Meeting only)
2. Presentation and approval of minutes of the most recent meeting of members
3. Report of the Secretary
4. Report of the Treasurer
5. Reports of the Flag Officers
6. Reports of committees requested by the Board of Governors or Commodore
7. Unfinished business
8. New business
9. Report of election returns (Annual Meeting only)
10. Adjournment

SECTION 4: REGULAR MEETINGS THAT ARE ADJOURNED, CANCELLED OR AT WHICH A QUORUM IS NOT REACHED

If a regular meeting is adjourned to another date, cancelled, or if a quorum is not reached, then the Board of Governors shall promptly reschedule the meeting and the Secretary shall give notice to the members of the date of the rescheduled meeting. There shall be no restriction as to the date of a rescheduled meeting as long as such date is reasonable and falls before October 31 of the calendar year of the meeting that was adjourned, cancelled, or at which a quorum was not reached.

SECTION 5: SPECIAL MEETINGS

Special meetings of the members may be held when called at the pleasure of the Commodore. Upon receipt by the Commodore of a written request for a special meeting signed by at least five active members and stating the purpose of the special meeting, the Commodore shall call a special meeting to be held within 20 days after receipt of the request. Notice of a special meeting must include a statement of its purpose.

SECTION 6: LOCATION OF MEETINGS

All meetings of the members shall be held at the clubhouse or at a place designated by the Board of Governors and located no more than 15 miles from the clubhouse.

SECTION 7: QUORUM

Attendance at a meeting of members by at least twenty-five voting members shall constitute a quorum at that meeting of members.

SECTION 8: VOTING REQUIREMENTS

The majority of the votes cast by voting members present at any regular or special meeting of the members shall constitute action of the members at such meeting, except that (i) in the case of the amendment of these Bylaws in which case the vote of two-thirds of the votes cast by voting members present shall constitute action of the members with respect to such amendment and (ii) in the case of any other action requiring a greater vote under

the Act or other applicable law (in which case the vote of two-thirds of the votes cast by voting members present shall constitute action of the members with respect to such other action). The presiding officer shall be entitled to vote only in a case in which that vote would determine outcome of the vote or if the vote is taken by written ballot.

SECTION 9: NOTICE OF MEETINGS OF MEMBERS

Notice of a meeting of members shall be given to each voting member no less than 10 and not more than 60 days before the date of the meeting. Notice must be made in written form and transmitted either by electronic mail or by United States mail, as determined by the Commodore (except that notice shall be given by United States mail to a member who so requests by written notification given to the Secretary by United States certified or registered mail return receipt requested). Notice is deemed to be made at the time of mailing or at the time of electronic transmission by the Secretary or the Secretary's designee.

SECTION 10: ROBERT'S RULES OF ORDER

Procedure for conducting meetings of members shall be governed generally by Robert's Rules of Order, except that in no case shall Robert's Rules of Order be applied in a manner inconsistent with these Bylaws, the Rules and Regulations, or the provisions of the Act.

ARTICLE V. BOARD OF GOVERNORS

SECTION 1: MEMBERS OF THE BOARD OF GOVERNORS

A. The Board of Governors shall consist of:

1. The four (4) Flag Officers: Commodore, Vice Commodore, Rear Commodore and Fleet Captain;
2. The two (2) elected officers: The Treasurer and the Secretary;
3. Seven (7) at large trustees who shall be elected from members of the Club as hereinafter provided; and
4. The three (3) most recent Past Commodores in good standing as members of the Club. In the event one or more of those three most recent Past Commodores chooses not to serve or is unable to serve, their places shall be filled by the next most recent Past Commodore or Commodores in good standing as members of the Club. All other Past Commodores in good standing as members of the Club shall be non-voting members of the Board of Governors. Any Past Commodore may resign as a voting or non-voting member of the Board of Governors at any time by giving written notice of resignation to the Secretary.

The Assistant Secretary, Assistant Treasurer and any other officer or official appointed by the Board of Governors shall not be members of the Board of Governors and shall not have any vote at a meeting of the Board of Governors. However, the Assistant Secretary and Assistant Treasurer may attend meetings of the Board of Governors. Any other person may attend a meeting of the Board of Governors only by invitation of the Commodore or the Board of Governors.

B. Any vacancy on the Board of Governors with respect to a Flag Officer or elected officer shall be filled by the person who succeeds to, or is selected or elected to succeed that Flag Officer or elected officer in the manner and as set forth in these Bylaws. Any vacancy with respect to the Assistant Secretary, Assistant

Treasurer or any official appointed by the Board of Governors shall be filled by the Board of Governors by majority vote.

- C. In the event that a vacancy occurs among any of the seven (7) elected at large trustees, the Board of Governors shall fill the vacancy by majority vote until the next Annual Meeting. At the next Annual Meeting, the vacancy for any unexpired portion of the term shall be filled by election according to the procedures for nominations and elections of those trustees set forth in these Bylaws.

SECTION 2: PRESIDENT OF THE BOARD OF GOVERNORS

The Commodore shall preside at all meetings of the Board of Governors but shall vote only in the event of a tie vote by the other members of the Board of Governors in attendance at a meeting of the Board, except the Commodore shall be entitled to cast a written ballot on a membership application if a secret ballot is required under the Bylaws or Rules and Regulations. The members of the Board of Governors may attend any meeting of the Board of Governors using electronic means, including but not limited to telephone or video conferencing. Attendance by electronic means shall count toward establishing a quorum.

SECTION 3: POWERS

The activities of the Club shall be managed by the Board of Governors, which shall have the authority and powers of a board of trustees under the Act. However, except with the approval of the members, the Board of Governors may not cause the Club to do any of the following:

1. sell, exchange or otherwise dispose of all or substantially all the assets of the Club;
2. acquire land other than the land located at and about Swan Point Road, Lavallette, New Jersey;
3. mortgage or encumber of record in exchange for money borrowed, or (except as mandated pursuant to applicable law without consent of the Club, irrevocably and permanently grant public access to) a substantial portion of the real property of the Club;
4. impose an assessment on the members;
5. borrow money in an original principal amount greater than twenty five percent (25%) of the mean average gross revenue of the Club during the three immediately preceding fiscal years; or
6. merge with or convert into another entity.

SECTION 4: RULES AND REGULATIONS

- A. The Board of Governors shall adopt such rules, regulations, policies and directives (as amended by the Board of Governors from time to time, the “Rules and Regulations”) as the Board of Governors may deem necessary or proper regarding matters pertaining to the Club and its activities, functions and operations, including but not limited to Rules and Regulations with respect to members, membership and admission, conduct, discipline, expulsion, fines, punishment and reinstatement of members; dues, fees and other charges imposed upon or payable by members, guests and visitors; admission, conduct and expulsion of guests and visitors, including members of other yacht clubs and organizations admitted on a reciprocal or other basis; use of facilities, improvements and property of the Club; governance of proceedings of the Board of Governors and committees and the duties and conduct of officers and appointed officials; and Rules and Regulations required or permitted by other provisions of these Bylaws.
- B. Rules and Regulations, whenever adopted, amended or rescinded, are decisions made by the Board of Governors. They require a majority vote at any meeting of the Board of Governors, and may be rescinded or

amended by majority vote of the Board of Governors. The Board of Governors shall not adopt or amend any Rules and Regulations that conflict with or contravene the Bylaws, except under emergency conditions where a meeting of the members is not feasible.

- C. Copies of the Rules and Regulations and amendments thereof shall be made available to members by any reasonable method selected by the Board of Governors.

SECTION 5: APPROPRIATIONS

The Board of Governors shall make appropriations for the use of officers and committees of the Club.

SECTION 6: FINANCIAL REPORTS

The Board of Governors shall cause a financial report of the accounts of the Club for each fiscal year to be prepared and submitted to the Board of Governors and to the members no later than the first meeting of members following close of the fiscal year. The Board of Governors may cause such other financial reports to be prepared and submitted to the Board of Governors as it may deem to be necessary or desirable.

SECTION 7: JUNIOR ORGANIZATION

- A. The Board of Governors at any time may establish, form, revise or dissolve an organization composed of children of Class A members in good standing who are under twenty-one years of age (the "Junior Organization").
- B. The Board of Governors shall adopt and may from time to time amend such Rules and Regulations for the Junior Organization as the Board of Governors may determine to be necessary or advisable, including but not limited to providing for officers and the manner of their election or designation.
- C. No member of the Junior Organization shall, by reason of such membership, be entitled to a vote as a member of the Club or use the bar facilities of the Club.

SECTION 8: HIRING OF PERSONNEL

The Board of Governors shall approve the number, compensation and principal terms and conditions of employment of sailing instructors, stewards and other employees of the Club.

SECTION 9: MEETINGS OF THE BOARD OF GOVERNORS

- A. The Board of Governors shall hold at least two (2) regular meetings, one during the months of October, November or December and another during months of March, April or May; and shall hold regular meetings at such other times as may be deemed necessary or advisable by the Board of Governors.
- B. Special meetings of the Board of Governors may be held at the discretion of the Commodore, or upon receipt by the Commodore of a written request by at least five members of the Board of Governors, within 10 days after receiving the request.
- C. Notice for all meetings of the Board of Governors must be submitted to the members of the Board of Governors in writing at least seven days prior to the meeting date. Notice may be transmitted by electronic mail or facsimile or by United States priority mail.
- D. Any action required or permitted to be taken at any meeting of the Board of Governors may be taken without a meeting if all members of the Board of Governors consent to the action in writing or by electronic transmission.

SECTION 10: QUORUM

A majority of the total number of voting members of the Board of Governors shall constitute a quorum.

ARTICLE VI. OFFICERS

SECTION 1: OFFICERS

The officers of the Club shall consist of (i) the Flag Officers, comprising the Commodore, Vice-Commodore, Rear Commodore and Fleet Captain, (ii) the two elected officers, comprising the Secretary and Treasurer, and (iii) an Assistant Secretary and Assistant Treasurer, each of whom shall be appointed by the Board of Governors. The officers of the Club shall have the duties prescribed in these Bylaws and such other duties as the Board of Governors may from time to time prescribe. All material contracts and instruments in the name of the Club shall be signed by one Flag Officer and one other elected officer or by such officer or officers as the Board of Governors from time to time may prescribe.

SECTION 2: COMMODORE

- A. The Commodore shall, subject to ultimate authority of the Board of Governors, have the authority and powers of chief executive officer. The Commodore shall act as host of the principal social gatherings and other activities of the Club.
- B. The Commodore shall preside at all meetings of the members and the Board of Governors, shall be chair of the Steering Committee, and shall be an ex-officio member of all committees and subcommittees.
- D. The Commodore shall appoint the chair and members of each committee except as otherwise provided in these Bylaws.
- E. The Commodore shall appoint other appointed officials of the Club except as otherwise provided in these Bylaws.
- F. The Commodore may appoint a member of the Board of Governors to act as liaison to one or more of the committees.
- G. In the event of the temporary absence of the Secretary, Treasurer, Assistant Secretary or Assistant Treasurer, the Commodore shall appoint an active Class A or B member to act in the place of that officer.
- H. The retiring Commodore shall submit a final report at the meeting of the Board of Governors held on or about the end of the term of the retiring Commodore.
- I. As promptly as reasonably practicable following the Annual Meeting, the Commodore-elect shall appoint committees and appointed officials to serve during the term of the Commodore-elect.

SECTION 3: VICE COMMODORE

- A. The Vice Commodore shall assist the Commodore in the discharge of the duties of the Commodore and, in the absence of the Commodore, the Vice Commodore shall have the authority and carry out the duties of the Commodore until the Commodore shall have returned.
- B. In the event of a vacancy in the office of Commodore, the Vice Commodore shall assume that office automatically.

- C. The Vice Commodore shall be the chair and appoint the members of special committees to organize and administer regattas hosted by the Club and shall also appoint race committees, principal race officers and protest committees for the Sunday series and regattas hosted by the Club.

SECTION 4: REAR COMMODORE

- A. The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties. In the absence of the Vice Commodore, the Rear Commodore shall have the authority and carry out the duties of the Vice Commodore until the Vice Commodore shall have returned. In the event of a vacancy in the office of Vice Commodore, the Rear Commodore shall assume that office automatically.
- B. The Rear Commodore shall be the chair of such committee or committees as the Board of Governors may establish in the Rules and Regulations to attend to construction, operation, maintenance and repair of docks, channels, marinas, hoists and boat parking and storage facilities of the Club.
- C. The Rear Commodore shall assign storage lockers, dock spaces and boat parking and storage spaces and facilities to the members in conformity with the Rules and Regulations.

SECTION 5: FLEET CAPTAIN

- A. The Fleet Captain shall assist the Commodore, Vice Commodore and Rear Commodore in the performance of their duties, and in the absence of the Rear Commodore the Fleet Captain shall have the authority and carry out the duties of the Rear Commodore until the Rear Commodore shall have returned. In the event of a vacancy in the office of Rear Commodore, the Fleet Captain shall assume that office automatically.
- B. The Fleet Captain shall organize and supervise patrol boats for local Club races and regattas, assist the Commodore and Vice Commodore in the operation of all sailing and cruising fleets, and supervise the towing of boats to and from regattas on Barnegat Bay.
- C. The Fleet Captain shall make available to members instruction in boat operation and navigation.
- D. The Fleet Captain shall supervise use of all Club-owned boats and arrange for their maintenance, storage for the winter and readiness for use in the spring.

SECTION 6: SECRETARY

- A. The Secretary shall keep a true record and minutes of proceedings of all meetings of the members, Board of Governors and the Steering Committee.
- B. The Secretary shall keep a correct roll or list of all members with their classes of membership, the dates of their respective elections and their current addresses, and changes in such information and make the same available to the Treasurer and other officers as appropriate.
- C. The Secretary shall notify each candidate of his or her election as a member and, upon the candidate becoming a member in good standing, shall furnish the member with a copy of the Bylaws.
- D. The Secretary shall give notices of meetings of the members as required by these Bylaws and applicable law and arrange for necessary books and papers for the meetings to be available for officers and members attending the meeting.
- E. The Secretary shall have custody of the Club seal and minutes and other books and records of the Club.

SECTION 7: TREASURER

- A. The Treasurer shall collect and receive all monies due the Club, giving receipts therefor as necessary or appropriate; keep all funds and securities of the Club with such banks and depositories and signature requirements as the Board of Governors may authorize; pay or arrange for payment of all bills and financial obligations of the Club as authorized by or under the authority of the Board of Governors; and maintain appropriate books and records of receipts, expenditures and financial obligations of the Club.
- B. The Treasurer shall make a report at each regular meeting of the members and Board of Governors, and at such other times as the Board of Governors may request, of all receipts and disbursements, the balance of funds then in hand, and other material financial information the Board of Governors may request.
- C. The Treasurer shall approve the principal terms and conditions of all short and long-term loans, mortgages or other financing, the sale or purchase of property and property rights, insurance coverage obtained by the Club, and such other transactions as may be authorized by the Board of Governors.
- D. The Treasurer shall prepare a budget showing estimated receipts and expenses of the Club for the fiscal year, the amount of funds in hand, and estimated receipts and disbursements for the fiscal year and shall submit the budget to the Finance Committee for approval and, upon approval of the budget by the Finance Committee, submit the budget to the Board of Governors for approval.
- E. The Treasurer shall prepare financial statements of the Club for the fiscal year subject to review and approval by the Finance Committee and (if the Board of Governors so directs) arrange for the financial statements as approved by the Finance Committee to be compiled, reviewed or audited by a certified public accountant. The financial statements as so compiled, reviewed or audited, together with any report of the certified public accountant, shall be presented to the Board of Governors.

SECTION 8: ASSISTANT SECRETARY

The Assistant Secretary shall assist the Secretary and, in the event of the absence of the Secretary, shall have the authority and carry out the duties of the Secretary until the Secretary shall have returned. In the absence of the Secretary and the Assistant Secretary at any meeting of members or the Board of Governors, the chair of the meeting shall designate a temporary secretary to keep a record of the meeting.

SECTION 9: ASSISTANT TREASURER

The Assistant Treasurer shall assist the Treasurer and, in the event of the absence of the Treasurer, shall have the authority and carry out the duties of the Treasurer until the Treasurer shall have returned.

ARTICLE VII. COMMITTEES

SECTION 1: GENERAL

- A. The Club shall have three categories of committees:
 - 1. Standing committees identified as such in these Bylaws (“Standing Committees”);
 - 2. Special committees (including subcommittees of Standing Committees established in accordance with these Bylaws) (“Special Committees”); and

3. Committees appointed and intended to have the authority to exercise any power of the Board of Directors in compliance with the Act (“Statutory Committees”).

In addition, Standing Committees may have subcommittees as provided in these Bylaws.

- B. All committees shall be appointed from the Class A and B and Emeritus members. Subject to the provisions of these Bylaws, (i) the number of members and other provisions governing each committee shall be determined from time to time by the Board of Governors in the Rules and Regulations or other action of the Board, and (ii) the number of members and other provisions governing a subcommittee of a Standing Committee shall be determined from time to time by the Standing Committee that appointed the subcommittee with the consent of the Commodore.
- C. Committees shall have the duties set forth in these Bylaws and such other duties as may be prescribed by the Board of Governors (or, in the case of a subcommittee of a Standing Committee, as prescribed by the Standing Committee that appointed that subcommittee).
- D. Except as otherwise provided in these Bylaws or in the Rules and Regulations or other action of the Board, the Commodore shall appoint the chairman and members of all committees.
- E. Except as otherwise provided in these Bylaws or in the Rules and Regulations or other action of the Board, all committees and subcommittees shall hold office for one year, beginning concurrently with the term of Commodore (or, if the committee is formed after the Commodore's term begins, beginning upon formation and continuing until expiration of the Commodore's then current term).
- F. As required by the Act, no committee or subcommittee shall (and no committee or subcommittee shall purport to) (i) make, alter or repeal any Bylaw or any of the Rules and Regulations, (ii) elect or appoint any member of the Board of Governors or remove any officer or member of the Board of Governors, (iii) submit to members any action that requires approval of the members, or (iv) amend or repeal any resolution adopted by the Board of Governors or another committee.

SECTION 2: SPECIAL COMMITTEES AND SUBCOMMITTEES

- A. Special Committees may be established from time to time by the Board of Governors in the Rules and Regulations or by other action of the Board, for such purposes as the Board of Governors may determine, including but not limited to matters relating to the Barnegat Bay Yacht Racing Association and other regattas; the Sunday series and other sailboat racing series; adult sailing, boating and marine activities; docks and channels; communications, publicity, systems and electronics; entertainment and social activities; junior sailing and junior activities; trophies and awards; yearbook; preserving and making available to members documents, photographs and records of the history of the Club; and such other matters as the Board of Governors from time to time may deem appropriate.
- B. With the prior approval of the Commodore, a Standing Committee may create a subcommittee of the Standing Committee’s members having specific purposes within the scope of duties of the Standing Committee that appointed the subcommittee.
- C. If appropriate to its purpose as determined in connection with its formation and appointment of its members, a Special Committee shall serve until its objectives have been accomplished as determined by the Board of Governors.

- D. As required by the Act, only a Statutory Committee shall or may exercise any of the powers of the Board of Governors. If the Board of Governors intends a special committee to be a Statutory Committee, then (i) each member of the special committee must be a member of the Board of Trustees, and (ii) actions taken at a meeting of the special committee shall be reported to the Board of Governors at the next meeting of the Board of Governors following the meeting of the special committee (or, if the next meeting of the Board of Governors is held within two days after the meeting of the special committee, the report shall be made to the Board of Governors at its second meeting following the meeting of the special committee).

SECTION 3: STANDING COMMITTEES

The Standing Committees shall consist of the:

- Steering Committee
- Finance Committee
- Membership Committee
- House Committee
- Building and Grounds Committee
- Nominating Committee
- Planning Committee

SECTION 4: STEERING COMMITTEE

- A. The Steering Committee shall consist of the elected officers of the Club, the chair of each Standing Committee other than the Nominating Committee, and the chair of each committee (other than the Standing Committees) that is required to submit a budget for approval by the Board of Governors.
- B. The immediate past Commodore shall be a member of the Steering Committee for one year next succeeding the end of the term of office of the immediate past Commodore.
- C. The Steering Committee shall meet twice, once during September or October and once during March or April. Promptly following the Annual Meeting, the Commodore-elect shall organize the meeting of the Steering Committee to be held during the following September or October. Special meetings of the Steering Committee may be called by the Commodore.
- D. The Committee shall advise the Treasurer in preparation of the annual budget to be submitted for approval by the Finance Committee and the Board of Governors; advise the officers and committees regarding dates for athletic, sailing, boating, social and entertainment and other activities; hear officer and committee recommendations and reports; endeavor to coordinate work of other committees; facilitate submission of committee recommendations and reports in concise form to the Board of Governors; and carry out such other duties as the Board of Governors may prescribe.
- E. The Commodore shall report recommendations and reports of the Steering Committee to the Board of Governors.

SECTION 5: FINANCE COMMITTEE

The chair of the Finance Committee shall be appointed by the Board of Governors. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The Board of Governors must approve the budget and any major change in the annual budget.

SECTION 6: MEMBERSHIP COMMITTEE

The Membership Committee shall have at least five members. It shall investigate all applicants for membership, arrange for personal interviews of applicants, and make reports to the Board of Governors regarding applicants for use by the Board of Governors acting on applications for membership. The Membership Committee shall make arrangements to welcome new members, introduce them to Club members and at Club functions, and assist them to get acquainted with other members and functions of the Club.

SECTION 7: HOUSE COMMITTEE

The House Committee shall supervise management of the restaurant and bar; oversee the activities of the chef and stewards in operation of the restaurant and bar facilities and food and alcoholic and other beverage services at entertainment and social functions; arrange for opening and closing the clubhouse daily and for the season; hiring and oversight of the chef and stewards; and any duties of a like nature.

SECTION 8: BUILDING AND GROUNDS COMMITTEE

The Building and Grounds Committee shall be responsible for the cleaning, physical maintenance and repairs of the Club building and grounds other than the docks and marina. The chair or a delegate of the chair shall have the power to make or order emergency repairs, after conferring with the Commodore or other most senior officer available.

SECTION 9: NOMINATING COMMITTEE

The Nominating Committee shall consist of five members, including a chair, whose appointments shall be subject to the approval of the Board of Governors. The members of the Nominating Committee so appointed shall be announced at the first regular membership meeting of the Club.

SECTION 10: PLANNING COMMITTEE

The planning committee shall determine the long-term capital improvement needs of the Club with respect to its facilities, investigate these needs and make recommendations to the Board of Governors.

ARTICLE VIII— APPOINTED OFFICIALS

The Board of Governors may provide in the Rules and Regulations or by other action of the Board of Governors for the appointment of such other officials having such authority and duties as the Board of Governors determines from time to time to be necessary or desirable, including but not limited to one or more of the following positions: Paymaster, billing controller, powerboat engineer, principal race officer, custodian of trophies and awards, editor of the yearbook, historian, scorer, registrar, measurer, electronic and communications officer, principal race officer and protest hearing officer.

ARTICLE IX. NOMINATION AND ELECTION OF OFFICERS AND AT LARGE TRUSTEES

SECTION 1: NOMINATIONS

- A. Nominations for officers and at large trustees shall be made from the active membership of the Club as hereinafter provided.
- B. No member shall be considered eligible as a candidate for officer or at large trustee unless nominated to that office and unless he or she shall have paid dues as an active member for at least two consecutive, entire fiscal years next preceding nomination as a candidate.

SECTION 2: ANNUAL ELECTIONS

- A. The election of officers and at large trustees shall take place at the Annual Meeting of the members and shall be by secret ballot of those members present at the meeting.
- B. Each officer shall be elected annually to hold office for a term of one year, or until the successor in office shall have been elected or the limitation on the number of years for holding the office is reached, whichever first occurs.
- C. Two at large trustees shall be elected annually, except that three (3) at large trustees shall be elected beginning in 2020 and every third year thereafter. At large trustees shall hold office for a term of three (3) years or until their successors have been elected or the limitation on the number of terms for serving as at-large trustee is reached, whichever first occurs.
- D. The Treasurer and Secretary shall be eligible to hold office for not more than 6 consecutive years. The Fleet Captain, Rear Commodore, Vice Commodore and Commodore shall not be eligible to hold the same office for more than 2 consecutive years.

SECTION 3: AT LARGE TRUSTEES

At large trustees shall not hold office for more than two consecutive terms. An at large trustee is determined to have served a term only if the at large trustee has been elected to serve two (2) years or more of the unexpired term of an at large trustee who had resigned or was unable to serve out a term as at large trustee.

SECTION 4: ASSUMPTION OF DUTIES

Each officer and at large trustee elected at each Annual Meeting of the members shall assume the duties of that position and take office at the organizational meeting of the Board of Governors so elected which is held on or about the end of the fiscal year during which that Annual Meeting was held.

SECTION 5: NOMINATION AND ELECTION PROCEDURES

- A. Following the first regular meeting of the membership, the Committee shall meet forthwith and shall select a slate of nominees to fill any vacancies in unexpired terms of officers and at large trustees and to elect officers and at large trustees to fill the offices and at large trusteeships scheduled to expire as of the final regular meeting of the Board of Governors held on or about the end of that fiscal year.
- B. The list of nominees selected by the Nominating Committee shall be presented by the chair of the Nominating Committee at the second regular meeting of members. Promptly following that meeting the

list of nominees shall be posted by the Club Secretary on the bulletin board in the clubhouse and within the members-only section of the Club website.

- C. Further nominations may be made by petition, in writing, signed by any four A or B members in good standing. The petition must be submitted to the Secretary or the Commodore not later than 6:00 PM on the 7th day after the second regular meeting of members.
- D. After the second regular meeting of members, no further nominations shall be made unless, at the time the Annual Meeting is called to order, for any reason there is no nominee for any office or at large trusteeship scheduled to be filled at the Annual Meeting (including as a result of a candidate declining a nomination or declining to serve). If for any reason there is no nominee for any office or at large trusteeship scheduled to be filled at the Annual Meeting at the time it is called to order, then nominations for each such office and trusteeship shall be the first order of business at the Annual Meeting and any such nominations shall be made from the floor by vote of at least three active members present at the meeting.
- E. By the eighth day after the second regular meeting of members, the Secretary shall post on the bulletin board in the clubhouse and within the members-only section of the Club website a document designating and setting forth (i) in the left-hand column, a list of candidates selected by the Nominating Committee and (ii) if applicable, in the right-hand column a list of any candidates nominated by petition. If there is any nominee by petition for any office or trusteeship, then the procedures for a contested election shall be followed at the Annual Meeting of members even if there is only one nominee for that office or trusteeship.
- F. If no nominations by petition are made in the manner allowed by paragraph C immediately above, the Commodore may make a motion to allow the Secretary to cast one ballot for the slate of nominees proposed by the Nominating Committee for the purpose of electing those nominees. If the election is a contested election, the elections shall be conducted by ballot at the Annual Meeting using a ballot prepared by the Secretary. The list of candidates selected by the Nominating Committee shall be presented in the left-hand column of the ballot, and the list of candidates by petition shall be presented in the right-hand column of the ballot. The form of ballot shall include blanks at the bottom for use in case there are any candidates nominated by vote of at least three active members at the Annual Meeting.
- G. Ballot. The voting procedure for a contested election shall be as follows:
 - 1. The ballot shall be distributed to the members at the meeting by the tellers during the time that the polls are open. The name of any candidate nominated from the floor shall be written on the ballot. Vote for a candidate shall be designated by placing an (X) next to the name of the nominee. The polls shall remain open for one hour after distribution of the ballots.
 - 2. The Commodore shall appoint a judge and two tellers from among the active members who are not candidates, and the judge and tellers shall conduct the election.
 - 3. The ballots shall be deposited in a box.
 - 4. Following the closing of the polls, the judge and tellers shall count the ballots. The result of the voting shall be presented to the Commodore.
 - 5. In the event of a tie vote, the Board of Governors shall choose the winner by majority vote within 24 hours.

6. The candidate for each office and at large trusteeship who receives the greatest number of votes shall be elected. Any vote or votes cast for a person not duly nominated or eligible as provided in these Bylaws shall be rejected by the tellers.

ARTICLE X. DUES, FEES, ASSESSMENTS, BILLS

SECTION 1: FISCAL YEAR

The fiscal year shall extend from November first through October thirty-first.

SECTION 2: INITIATION DUES OR FEES

Upon election and acceptance of admission, a new member shall be required to pay such initiation dues or fees in such amount or amounts (if any) and at such time or times and on such other terms and conditions as the Board of Governors shall from time to time prescribe.

SECTION 3: ESTABLISHMENT OF ANNUAL DUES

The dues of Class A and B members and Provisional Members, as well any dues applicable for any reason to any non-member, shall be established by the Board of Governors. The Board of Governors shall have the power and authority at any time to increase or decrease the dues for any class of members or non-members as the Board of Governors may determine from time to time. The Board of Governors also shall have the power and authority to waive, reduce, refund or return any dues, either in a specific instance or in a category of circumstance, in each case as the Board of Governors may determine from time to time.

SECTION 3: PAYMENT OF ANNUAL DUES

- A. Annual dues shall be payable in their entirety by the 1st day of November (or the first business day thereafter if the 1st day of November falls on a weekend or on a holiday when the United States Postal Service is closed), unless the member elects to pay the member's annual dues in two equal installments. Such an election shall be deemed to have been made by a member who pays at least one-half of the member's annual dues no later than the 1st day of November (or the first business day thereafter if the 1st day of November falls on a weekend or on a holiday when the United States Postal Service is closed).
- B. If the member elects to pay the member's annual dues in two equal installments, then the first installment shall be paid by the 1st day of November (or the first business day thereafter if the 1st day of November falls on a weekend or on a holiday when the United States Postal Service is closed), and the second installment shall be paid by the 1st day of March (or the next business day thereafter if the 1st day of March falls on a weekend or on a holiday when the United States Postal Service is closed).
- C. Any member who has failed to pay at least one-half of the member's annual dues on or before the 30th day of November (or the first business day thereafter if the 30th day of November falls on a weekend or on a holiday when the United States Postal Service is closed) or who has failed to pay the entirety of the member's annual dues on or before the 30th day of March (or the first business day thereafter if the 30th day of March falls on a weekend or on a holiday when the United States Postal Service is closed) shall be automatically dropped from membership in the Club, subject to the reinstatement provisions of these Bylaws.

SECTION 4: FEES AND PAYMENT THEREOF

- A. The Board of Governors shall from time to time establish fees to be charged to members of any class (including Emeritus, Honorary and Provisional members) and non-members, including but not limited to fees for rental of slips in the Club marina, boat parking, boat storage, boat mooring and storage lockers. The Board of Governors may make additional provisions concerning all such fees in the Rules and Regulations or by other action of the Board of Governors. The Board of Governors also shall have the power and authority to waive, reduce, refund or return any fees, either in a specific instance or in a category of circumstance, in each case as the Board of Governors may determine from time to time.
- B. The Board may (but is not required) to provide that fees for rental of slips in the Club marina, boat parking, boat storage, boat mooring and storage lockers shall be payable on an annual basis shall be paid on the dates, in accordance with the schedule, and on the same terms and conditions as apply with respect to payment of annual dues (including but not limited to automatic dropping from membership for failure to pay at the time or times required, subject to reinstatement as provided in these Bylaws). The Board also shall have the authority to prescribe a different schedule and different terms and conditions for payment of any such fees.
- C. Any other fees shall be in such amount or amounts (if any) and at such time or times and on such other terms and conditions as the Board of Governors shall from time to time prescribe.
- D. The Board of Governors shall have the power and authority to impose requirements to pay interest, penalties or other amounts in the case of any failure to pay when due or any deferral or delay allowed in payment of any and all dues, fees and other charges. In addition, the Board of Governors shall have the power and authority to provide in the Rules and Regulations that a member will be automatically dropped from membership for failure to pay dues, fees and other charges by a time or times prescribed in the Rules and Regulations, subject to reinstatement in accordance with these Bylaws.

SECTION 6: HOUSE BILLS

All restaurant, snack bar, liquor bar, and other House bills are due and payable as rendered. The billing schedule and all applicable fees, charges, and assessments shall be determined by the Board of Governors in accordance with the Rules and Regulations or other action the Board of Governors may take from time to time. Any member who has failed to pay any House bill or any portion thereof (or any interest, penalties and other amounts accrued with respect thereto) as of the 1st day of December shall be automatically dropped from membership in the Club, subject to reinstatement in accordance with the provisions of these Bylaws.

SECTION 7: SPECIAL ASSESSMENTS

With the prior approval of members as required in these Bylaws, special assessments may be made by the Board of Governors upon the active members if the financial situation of the Club warrants such action. These assessments must be paid within such period of time as may be specified in the assessment. Failure to pay the assessments when due shall subject the member to such additional obligations to pay interest, penalties and other amounts as the Board of Governors may prescribe and shall also result in the member automatically being dropped from membership, subject to reinstatement in accordance with these Bylaws, in each case in accordance with such terms and conditions as the Board of Governors may prescribe in connection with making the assessment.

SECTION 8: REGISTRATION FEES

Registration fees may be set by the Board of Governors for boats sailing in any regular season series or any regatta sponsored by or held under the auspices of the Club. Such fees must be paid to the Registrar by the date or dates as may be prescribed in the Rules and Regulations or other action of the Board of Governors. Failure to pay any such fee by the established date shall result in the imposition of such interest, penalty or other amount, or in revocation of privileges for the boat to participate in the applicable series or regatta, as may be prescribed by the Board of Governors or by a special committee it has established to organize and administer such series or regatta.

SECTION 9: NOTIFICATION OF NON-PAYMENT: REINSTATEMENT

- A. The Secretary shall give notice to a member who has been automatically dropped from membership pursuant to any provision of these Bylaws, the Rules and Regulations or other action of the Board of Governors of the fact of having been automatically dropped from membership. The notice shall refer to the reinstatement provisions of these Bylaws and be given by either (i) United States Certified or Registered Mail, Return Receipt Requested, or (ii) by United States First Class Mail and also by electronic mail, read receipt requested. Failure to obtain evidence of delivery (such as a signed Return Receipt or electronic read receipt) will not affect validity of such notice.
- B. In the event that membership in the Club has been automatically terminated for non-payment of dues, fees, assessments, or bills, the membership may be reinstated within thirty days upon payment of all the obligations unless the member has been suspended or expelled by the Board of Governors as authorized in these Bylaws; otherwise, application for reinstatement must be made to the Board of Governors who shall consider each case according to its merits.
- C. Nothing in this Article X shall be construed to limit the authority of the Board of Governors to admonish, suspend, or expel a member of the Club as set forth in these Bylaws.

SECTION 10. TAXES

Except as the Board of Governors may otherwise determine, each member and non-member shall be responsible for and shall pay any and all excise, sales, use and other taxes applicable to all dues, fees, charges, assessments and other amounts payable by the member or non-member.

ARTICLE XI. GUESTS AND VISITORS

SECTION 1: YACHT OWNERS

At the request of a member, and subject to such terms and conditions as the Board of Governors may prescribe in the Rules and Regulations, the House Committee may extend the privileges of the Club (other than the bar) for a period not exceeding ten (10) days to a person who is the owner of a yacht. The privilege of the Club bar shall be extended only when the yacht owner is expressly invited to the Club by an active member and upon arrival at the Club is sponsored and personally accompanied by the host member.

SECTION 2: RECIPROCAL PRIVILEGES FOR MEMBERS OF OTHER YACHT CLUBS

Subject to such terms and conditions as the Board of Governors may prescribe in the Rules and Regulations, a member in good standing of a yacht club or similar organization recognized by the Board of Governors to

extend reciprocal privileges to members of the Club is entitled to enjoy the privileges of the Club including the bar for a maximum of four days a year without being sponsored and personally accompanied by a member. Before using any club facilities, the member of such a recognized reciprocal yacht club or similar organization must register in the guestbook at the clubhouse and obtain a guest card before paying for services. The member of such a reciprocal yacht club or other organization must settle all charges at the point of purchase and before leaving the Club. The guest card shall extend privileges only to the member of such a reciprocal yacht club or similar organization and immediate family and/or crew.

SECTION 3: OTHER GUESTS AND VISITORS

All guests and visitors other than those described in Sections 1 and 2 of this Article XI must be invited by an active member and upon arrival and while at the Club be personally attended by the host member, who shall be responsible for the conduct and any charges incurred by the guest. The Board of Governors may establish in the Rules and Regulations other terms and conditions (including fees) for use of Club facilities by the guest or visitor hosted by a member. The foregoing provisions of this Section 3 and the Rules and Regulations shall not limit or prevent a guest or visitor hosted by a member from entering upon and passage on a member's boat or the use of Club property by the guest or visitor to board or leave the member's boat.

ARTICLE XII. BURGEE, EMBLEM, SEAL AND FLAG OFFICER UNIFORMS

SECTION 1: BURGEE

The Burgee of the Club shall be a pointed flag; the device, the letter "L" in red emblazoned in the center of a double pointed white field, running lengthwise the full length of the Burgee and in width equal to the width of the Burgee at its line of half length, the remaining area being red.

SECTION 2: EMBLEM

The Club emblem shall be a replica of the Club Burgee.

SECTION 3: SEAL

The Club shall possess a common seal upon which shall be engraved the following:

THE LAVALLETTE YACHT CLUB

The seal shall also contain the Club emblem.

SECTION 4: FLAG OFFICER UNIFORMS

The uniforms of Flag Officers shall conform to regulations for uniforms in use by the New York Yacht Club, substituting the Club Emblem in the cap ornament.

ARTICLE XIII. DISSOLUTION

In the event of dissolution of the Club, the right to a pro-rata share in the property of the Club shall reside with each member of Class A and Class B who is at that time entitled to a vote as a paid-up member; provided, however, that such member shall also have been in good standing for at least two consecutive years prior to the date of dissolution.

ARTICLE XIV. AMENDMENTS

SECTION 1: ADOPTION PROCEDURE AND POSTING

The Board of Governors may adopt bylaws or amend the Bylaws, but a bylaw may not be adopted and these Bylaws may not be amended by the Board of Governors without approval of the members. Any bylaw proposed for adoption and any proposed amendment of a Bylaw must be legibly written or printed and signed by at least two active members in good standing and sent to the Secretary of the Club who shall immediately post a copy thereof on the bulletin board in the clubhouse and on the website of the Club. Before the proposed bylaw or proposed amendment can be considered at a regular meeting or at a special meeting called for that purpose, it must have been so posted for at least fifteen days and the Secretary must have notified the members of the posting of the proposed bylaw or proposed amendment on the bulletin board in the clubhouse at least ten days before the meeting at which time it will be presented. The Secretary may so notify the members through electronic means.

SECTION 2: EFFECTIVE DATE

Amendments shall become effective upon their approval at a regular meeting or at a special meeting of the members called for that purpose.

SECTION 3: NO SUSPENSION OF BYLAWS

There shall be no suspension of these Bylaws.

ARTICLE XV. INTERPRETATIONS

SECTION 1: GENDER AND NUMBER

Each gender and number shall include each other gender and number, as the context may require or permit.

SECTION 2: CAPTIONS AND HEADINGS

Captions and headings appear solely for convenience of reading and reference and shall not affect the interpretation or constitute a part of these Bylaws.