

**BY-LAWS OF
RARITAN YACHT CLUB**

ARTICLE I

Name

Section 1. The name of this Club shall be the Raritan Yacht Club.

Section 2. The designated signal or burgee of the Club shall be a single pointed burgee, its width being two-thirds of its length; the device, two red stripes, they being in width one-fifth that of the signal; one running lengthwise through it, in the middle, the other running crosswise through it, at one-third the length of the signal from its head, all on a white field.

ARTICLE II

Officers

Section 1. The elective officers of this Club shall be a Commodore, Vice Commodore, Rear Commodore (referred to as "Flag Officers") and twelve Governors. The government and management of the Club shall be vested in the above-named fifteen elective officers, each of whom shall be an Elective Member or the spouse of an Elective Member. (Revised August, 2002)

Section 2. The appointive officers of this Club shall be two Financial Secretaries, a Treasurer, a Secretary, a Fleet Captain, two Auditors and the Editor of the Club bulletin, each of whom shall be an Elective Member or the spouse of an Elective Member. The term of office shall be one year or at the discretion of the Commodore. (Revised August, 2002)

The power to appoint the above named appointive officers shall be vested in the Commodore, but each appointment must be approved by the Board of Governors.

Section 3. The Commodore shall command the fleet, preside at all meetings of the Club and the Board of Governors and enforce the laws and regulations of the Club. The Commodore shall be, *ex officio*, a non-voting member of all committees, except that he shall not be a member of the Nominating Committee.

The Commodore shall maintain liaison with the Ladies Auxiliary and the Junior Organization and shall insure that the Club's property and liabilities are adequately insured.

Section 4. The Vice Commodore shall assist the Commodore in the discharge of his duties and in his absence shall act as Commodore. She shall be responsible for the general management of the Upper Grounds, House and Bar of the Club.

Section 5. The Rear Commodore shall assist the Commodore in the discharge of his duties, and in the absence of the Commodore and Vice-Commodore shall act as Commodore. She or he shall be responsible for the general management of the Dock, Yard, Mooring Area of the Club, Launch Service and Club activities afloat.

The Rear Commodore shall serve as Liaison Officer with the Princeton Sailing Team and shall ensure an established contact between the Club and a Princeton Sailing Club Advisor or Faculty member. The Rear Commodore shall provide the Commodore with the proper insurance indemnification against Club liability for Princeton's use of the Club's facilities.

Section 6. In the absence of all Flag Officers, a temporary Commodore shall be chosen by the Board of Governors.

Section 7. Of the two Financial Secretaries, one shall receive, record and deposit all monies paid to the Club; the other shall account for all monies paid out.

The records of the Financial Secretaries shall at all reasonable times be open for inspection by any Member of the Club, following a written request submitted through the Board of Governors.

The Financial Secretaries shall each give a surety bond in an approved company, in a sum to be determined by the Board of Governors, for the faithful performance of their duties. The premium of the bonds shall be paid by the Club.

Section 8. The Treasurer shall exercise general supervision over the Accounts, Financial Policy and Sinking Fund of the Club. The Treasurer shall arrange for the annual review of the accounts of the Club, in cooperation with the Club's independent certified public accountant. He shall invest the Club funds prudently, having regard to the recommendations of the Finance Committee, and subject to the approval of the Board of Governors.

At the monthly meeting of the Board of Governors, the Treasurer shall make a written report of all receipts and disbursements for the preceding month together with a summary of the transactions and opening and closing balances in all bank accounts. He shall assist in the preparation of the annual budget and submit it to the Board of Governors.

At the quarterly May meeting of the Board, the Treasurer shall present the federal income tax return and annual review for the twelve months ended December 31 of the preceding year. Not less than 10 days before the quarterly May meeting of the Board of Governors, the Treasurer shall also send to all Elective Members of the Club a current comparative balance sheet including bank balances, reserve accounts and Sinking Fund balance, and a current summary of receipts and disbursements of the Club for the twelve months ended December 31 of the preceding year.

The Treasurer shall give a surety bond in an approved company, in a sum to be determined by the Board of Governors, for the faithful performance of his duties. The premium of the bond shall be paid by the Club.

Section 9. The Flag Officers together with the Financial Secretaries and Treasurer, over whom the Flag Officers shall exercise general supervision, shall have custody of all funds of the Club. All payments of accounts from any Club account shall be signed by Financial Secretary in charge of disbursements or, in her absence, by a Flag Officer and countersigned by the Commodore, Vice Commodore or Rear Commodore. Alternatively, where special purpose accounts have been authorized by the Board of Governors, checks on such accounts may be signed by an individual authorized by the Board and countersigned by any one of the four officers mentioned above.

Section 10. The Flag Officers, together with Chairpersons of the Standing Committees under their supervision, shall propose annual budgets for these Committees and shall submit them to the Treasurer no later than the 15th of January.

Section 11. The Secretary shall be responsible for the correspondence of the Club, keep a record of all meetings, issue notices to Elective Members of all meetings of the Club, notify the Ladies Auxiliary in writing of all Members elected or dropped, and perform such other duties as may be assigned by the Board of Governors.

Section 12. The Fleet Captain shall be in charge of the Mooring Area of the Club. He shall maintain an accurate record of all boats kept at Club moorings and slips in accordance with seniority rules, but no more than one mooring shall be allowed per Elective Member.

He shall perform such other duties as may be assigned to him by the Rear Commodore. He shall maintain an accurate record of all boats kept at Club moorings and slips and shall submit this list to the Financial Secretary for billing purposes.

Section 13. The Club Auditors shall periodically review the financial records and statements of the Club and report their findings to the Commodore.

Section 14. The Editor of the Club bulletin shall write, edit and supervise the production of a periodic publication concerning the activities of the Club and its Members.

ARTICLE III

The Board of Governors

Section 1. The Board of Governors shall consist of twelve Governors, the Commodore, Vice Commodore, and Rear Commodore. They shall have and exercise general superintendence over the affairs of the Club and shall control, maintain, manage

and improve its property and effects. However, they shall not incur capital expenditures or commitments totaling in excess of ten thousand dollars in any one fiscal year, or involving an assessment or exceeding the uncommitted current assets of the Club, without prior approval of the membership. The Board of Governors shall be responsible for the establishment of rules and regulations governing the Members, Committees and property of the Club.

Section 2. The Board of Governors shall hold a regular meeting on the second Tuesday of each month. A quorum shall consist of eight elective officers.

Special meetings may be called by the Commodore, or in a matter of urgency, by any five members of the Board of Governors upon notification to each Governor at least forty-eight hours before the time appointed for the meeting.

The Board of Governors may, whenever it deems advisable, hold special executive sessions.

Section 3. The absence of any member of the Board of Governors from two consecutive regular meetings or a total of three regular and/or special meetings within a six month period shall call for a vote by the Board of Governors by secret ballot to determine whether the member shall be removed from the Board of Governors. The basis of such action shall be a cumulative record of attendance maintained by the Secretary. It shall require a two-thirds vote of those present and voting to effect a removal under this Section.

No member of the Board of Governors or a Flag Officer, however, shall be removed from his or her position on the Board of Governors or as a Flag Officer except as above or by action of the general membership.

Section 4. In no case when a resolution has been passed, or any action taken, at a meeting of the Board of Governors affecting the relations of any Member or any proposed member toward the Club, shall such resolution or action be reviewed or rescinded at a subsequent meeting without notice in writing being sent by the Secretary to every member of the Board of Governors at least three days before the meeting, that such previous action will be brought up for review or reconsideration.

ARTICLE IV

Meetings

Section 1. The regular meetings of the Board of Governors shall be open to all Members of the Club. Such Members attending regular meetings shall not take part in the deliberations of the Board of Governors, unless invited by the Chair to state their views.

At least once each quarter all Members shall be invited to attend a meeting of the Board of Governors, with the privilege of being heard upon recognition by the presiding Officer.

Section 2. The Annual Meeting of the Club shall be held on the second Tuesday of November of each year at 8:30 pm. Thirty-five (35) Elective Members or spouses of Elective Members shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Club. (Revised August, 2002)

Section 3. A notice of the Annual Meeting of the Club shall be mailed to each Elective Member at least ten days before the date of such meeting and notices of every adjourned or special meeting shall be mailed to Elective Members at least ten days before such meeting. Such notice may be published in the Club periodical in lieu of being mailed so long as ten days' notice is observed.

Section 4. If no quorum is present at the Annual Meeting, the presiding officer may adjourn such meeting to the second Tuesday of December following, with the same effect as if held at the time prescribed by Section 2.

Section 5. A Special Meeting of the Club shall be held whenever the Board of Governors may deem one necessary, or whenever fifteen Elective Members of the Club shall make a written request to the Commodore for the same, specifying the object of the meeting. No other business than that specified in the notice shall be transacted at that meeting.

Section 6. At all meetings of the Club all Members shall have the privilege of being heard upon recognition by the presiding Officer.

At all meetings of the Club, the Elective Member's vote may be cast by either the Elective Member or by his or her spouse. (Revised August, 2002)

ARTICLE V

Elections

Section 1. The Commodore, Vice Commodore and Rear Commodore shall be elected annually. The Governors shall be elected for three year terms, the terms of four Governors expiring annually. Elections shall be held at the Annual Meeting.

Section 2. At the regular June meeting of the Board of Governors, the Flag Officers shall appoint, subject to the approval of the Board of Governors, a Nominating Committee of five Elective Members or spouses of Elective Members, not more than one of whom shall be a member of the Board of Governors. The names of the members of the Nominating Committee shall be posted on the Club bulletin board within five days thereafter. No person shall serve on this Committee more frequently than once in three years. (Revised August, 2002)

Section 3. It shall be the duty of the Nominating Committee to report to the Board of Governors at the regular September meeting the nominations for Flag Officers and Board of Governors to be voted upon at the ensuing Annual Meeting. The names of Elective Members so nominated shall be posted on the Club bulletin board no later than the following day.

Section 4. Any fifteen Elective Members in good standing, or spouses thereof, may nominate other candidates for the same offices, by sending a signed petition for the nomination to the Commodore by certified mail addressed to the Club and post marked not later than eleven days following the second Tuesday in October, and by posting a facsimile thereof on the Club bulletin board no later than the day following such mailing. (Revised August, 2002)

Each original petition shall contain the signed consent of each nominee. No person shall be eligible for election to any office at the Annual Meeting unless nominated and posted in accordance with these by-laws.

Section 5. The notice of the Annual Meeting shall include all nominations which have been properly made. Inclusion in the Club publication shall constitute proper notice.

Section 6. In the event of an election where more than one nomination has been properly filed for any office, the election shall be by written ballot. Two Inspectors of Elections shall be appointed by the Commodore and one Inspector of Elections may be designated by each nominee other than nominees proposed by the Nominating Committee. Such Inspectors shall insure that each Elective Member or spouse thereof signs a voting register immediately prior to casting his ballot. Polls shall remain open from 8:30 to 9:30 pm at which time the Inspectors of Elections shall count the votes and report the results immediately to the Club. (Revised August, 2002)

Section 7. Even if there is a failure to fill all the elective positions, the presiding officer shall declare the election completed and the remaining elective positions shall be filled in accordance with Section 9 of this Article.

Section 8. All elective or appointed officers and committeemen shall be held over until their successors are duly elected or appointed and until they shall have qualified.

Section 9. In the event that a vacancy occurs in any elective office caused by death, resignation, removal for cause, or failure to fill an office at the Annual Meeting, the Board of Governors shall fill such vacancy within a period of three months by a majority vote at any regular Board meeting. A person so appointed shall hold office until the next regular election at which time a permanent replacement shall be nominated and voted upon.

ARTICLE VI

Committees

Section 1. The Standing Committees of this Club are: Membership, Finance, Sailing Advisory, Regatta and Government Liaison, which are under the supervision of the Commodore; Planning, House, Bar, and Entertainment/Education, which are under the supervision of the Vice Commodore; Dock and Yard, Storage, Cruising, Race and Launch, which are under the supervision of the Rear Commodore. The Chairs of these committees shall be Elective Members or spouses of Elective Members. (Revised August, 2002)

Section 2. The power to appoint the chairpersons for the above-named committees shall be vested in the Commodore with the approval of the Board of Governors, except for Membership Committee as to which the Chairperson shall be established as specified in subparagraph (A) of Section 3.

In addition, it is provided that committee chairpersons under the supervision of the Vice Commodore must first be recommended by her, and committee chairpersons under the supervision of the Rear Commodore must first be recommended by him.

Recommendations by Committee chairpersons requiring action by the Board of Governors shall be submitted through the supervising Flag Officer.

Section 3. Committees supervised by the Commodore:

(A) The Membership Committee shall receive and process all applications for membership and shall present them to the Board of Governors with recommendations. The Committee shall, when directed by the Board, investigate and report on any matter involving membership in the Club and shall maintain the Club roster including effective seniority dates.

The Membership Committee will consist of six Elective Members or spouses of Elective Members, including the Committee Chairperson. Members of the Committee will be appointed by the Commodore with the approval of the Board of Governors for a period of three years. (Revised August, 2002)

Two (2) new members will be appointed each year, and the two third-year Committee members, having served three years, will automatically cease to be Committee members upon expiration of their third year on the Committee. The Chairperson of the Membership Committee shall be the Committee member in his or her third year of service on the Committee who has the greater Club membership seniority.

(B) The Finance Committee shall consist of eight members: a member of the Board of Governors who shall be appointed by the Commodore subject to approval of the Board to

serve as Chair of the Committee, the Vice Commodore, the Rear Commodore, the Treasurer, the two Financial Secretaries and the two Auditors.

The Finance Committee, under the direction of the Board, shall have general supervision of the financial affairs of the Club. The Finance Committee shall oversee the Treasurer and the Financial Secretaries; shall review the budget as proposed and shall monitor budget compliance by the Standing Committees. The Finance Committee shall recommend to the Board the selection of the independent accountant for the Club. The chair of the Finance Committee shall report and make recommendations to the Board with respect to the budget, necessary budget changes, charges to Members, disbursements, and the general financial affairs of the Club.

(C) The Sailing Advisory Committee shall consist of six Elective Members or spouses of Elective Members. The Commodore shall appoint two members of the Committee each year. The term of office shall be three years with the terms of two members expiring annually. (Revised August, 2002)

This Committee shall act as the advisory body for all aspects of sailing within the Club, this includes race, cruising and education. It is responsible for presenting to the Commodore, the annual appointment of the Club's PHRF and NJYRA representatives. The Committee will review any and all nominations for a Sportsmanship Award and make that recommendation to the Board.

Responsibilities also include the annual review of the policies, procedures, format and administration of the RYC Sailing Class Program. The Committee shall act as the governing/judicial body for any matters of Club-related seamanship and sportsmanship that may be brought before it.

(D) The Regatta Committee shall plan and conduct all special regattas sponsored by the Club, and shall coordinate all class regattas approved by the Club.

(E) The Government Liaison Committee shall consist of the Commodore, Vice Commodore, Immediate Past Commodore, one member of the Planning Committee and one Elective Member or spouse of an Elective Member, the latter two appointed by the Commodore to serve two-year terms staggered so that one term expires each year. (Revised August, 2002)

It shall be the responsibility of the Government Liaison Committee to monitor Club relations with governmental entities and to make recommendations to the Board with respect thereto. The Commodore, or the Commodore's designee, shall be the only one authorized to speak for the Club in any Government forum unless another person is so designated by the Board of Governors.

Section 4. Committees supervised by the Vice Commodore:

(A) The House Committee shall have jurisdiction over and be responsible for the care and maintenance of the upper grounds and of the House and the facilities therein.

The House Committee shall ensure that the rules and regulations governing the conduct of Members, guests and employees within the area or its jurisdiction are posted in a conspicuous place and shall enforce these rules and regulations with the impartiality and fairness that are necessary for the good order of the Club.

(B) The Bar Committee shall have jurisdiction over and be responsible for the operation of the Bar. They shall physically inventory the liquor stock as close as practical to the first of each quarter. The Committee shall supervise the operation of the bar as required by the A.B.C. regulations and the rules of the Club and shall present a monthly report to the Board of Governors.

Individual drink prices shall be set by the Committee, but changes in the general level of bar prices or the size of drinks shall require the approval of the Board of Governors. Current prices of drinks shall be posted at the Bar.

The Bar Committee shall ensure that the rules and regulations governing the conduct of Members, guests and employees within the area of its jurisdiction are posted in a conspicuous place and shall enforce these rules and regulations with the impartiality and fairness that are necessary for the good order of the Club.

(C) The Entertainment/Education_ Committee shall plan and conduct social and educational activities of the Club.

The Entertainment Committee shall provide events of a social nature which are not the responsibility of the various Flag Officers or Committee Heads, e.g., Opening Day, Egg Nog, Trim-a-Tree, Change of Command, New Member Mixer and various Race events. This is not meant to exclude the Entertainment Committee from participating in the planning and hosting of these events.

The Education Committee shall provide, from time to time, programs for the membership that relate to the art and science of sailing.

(D) The Planning Committee shall consist of five members or spouses of members, not more than one of whom may also concurrently be a member of the Board of Governors. Members of the Planning Committee shall be appointed for five year terms, one term expiring annually. Appointment of members and filling of vacancies shall be in accordance with the provisions of these by-laws. (Revised August, 2002)

Only an Elective Member or spouse of an Elective Member of the Club with at least five years of seniority or who has served as a Flag Officer may be appointed to the Planning Committee. (Revised August, 2002)

The Planning Committee shall devise and maintain a master plan for the future growth and development of the physical facilities of the Club. Said plan and any changes thereto shall be filed with the Board of Governors prior to the Annual Meeting each year.

In addition, the Board of Governors may refer matters to the Planning Committee for a report from time to time on specific planning questions. The Planning Committee shall file its recommendation in writing within a time set by the Board.

Nothing in this section is to be construed to limit the responsibility and control of the Board of Governors over the operation of the Club including control of expenditures, except as set forth in Article III, Section 1. The Planning Committee is an advisory committee only as to future planning beyond the current year and on request of the Board.

Section 5. Committees supervised by the Rear Commodore:

(A) The Dock and Yard Committee shall have jurisdiction over and be responsible for the care and maintenance of the lower steps and grounds and the facilities located thereon including, but not limited to, locker rooms, dink racks, hoists, docks, floating equipment and boat storage areas.

The Committee shall uphold the rules and regulations governing the use of the facilities and the conduct of Members, guests and employees in the area of its jurisdiction, and shall ensure that these rules and regulations are posted in a conspicuous location. Recommendations for amendments to the rules may be made to the Board of Governors.

(B) The Storage Committee shall assign winter storage and such facilities as lockers and dink racks to Elective Members in accordance with seniority as vacancies occur, and shall recommend to the Chairperson the schedule of fees to be charged for the use of these facilities. The Committee Chairperson shall maintain a record of locker and dink rack assignments and an inventory of boats and equipment that are stored on Club property and submit this record and inventory to the Financial Secretary at his request but at least twice each year for billing purposes.

(C) The Race Committee shall plan and conduct all regular Club series races. The Committee shall publish a Race Bulletin detailing all Club races and purchase and award trophies at appropriate Club-sponsored events.

(D) The Cruising Committee shall plan activities related to the enhancement of cruising activities by the Members of the Club.

(E) The Launch Committee shall be responsible for the maintenance of all Club launches. The Committee shall secure and schedule properly licensed drivers so as to provide service for the membership and monitoring of the safety and security of the fleet.

Section 6. The Standing Committee Chairpersons shall prepare proposed budgets of anticipated receipts and proposed expenditures for each half-year period and submit same to the Treasurer not later than the first Tuesday of January and July of each year. In addition, the Finance Committee shall make its report and recommendations to the Board, having previously reviewed the committee budgets. Upon approval of the budget by the Board as presented, or as modified by the further action on the part of the Board, the budget shall be considered as being authorized. However, at any subsequent regular or special meeting, the Board may withdraw or modify such authorization at its discretion.

In addition to the expenditures authorized under this section, any standing committee may make emergency expenditures up to the total of five hundred dollars (\$500.00) within any calendar month without prior approval of the Board of Governors.

All purchases or expenditures shall be covered by a vendor's bill or statement or by a voucher in a form acceptable to the Financial Secretary. The document shall show the nature and purpose of the expenditure, shall be approved and signed by the chairperson of the respective committee or by a Flag Officer, and shall be submitted to the Financial Secretary for payment.

Section 7. In addition to the Standing Committees, special committees may be appointed by the Commodore with the approval of the Board of Governors. These committees shall terminate at the completion of their assignments or at the end of the Club year, whichever is sooner.

ARTICLE VII

Membership

Section 1. There shall be seven classes of membership: 1) Regular, 2) Regular-Senior, 3) Honorary, 4) Associate, 5) Continuation, 6) Distant, and 7) Junior. These seven classes shall constitute the "Members" of the Club. The Regular and Regular-Senior Memberships are herein referred to as "Elective Members." Except as provided in Article IV, Section 7, only the Elective Members shall have the privilege of voting on questions before the Club and the property rights in the Club shall be vested in the Elective Members.

Section 2. Regular Membership shall be limited to three hundred thirty (330) persons who shall be at least twenty-one (21) years of age. A Regular Membership shall extend the use of the Club facilities to the spouse and members of the Regular Member's household under twenty-one years of age. (November, 2005)

Candidates for Regular Membership shall make a written application signed by the applicant and endorsed by two Elective Members or spouses of Elective Members of the

Club in good standing. Said application shall be sent to the Chairperson of the Membership Committee and shall be posted on the Club bulletin board at least ten days prior to the Regular meeting of the Board of Governors at which the application is to be voted upon. No application shall be considered unless accompanied by the initiation fee and dues on a pro rata basis to the next billing period. (Revised August, 2002)

Upon receipt of a written request from a Regular Member in good standing, the Board of Governors may transfer the membership to the Regular Member's spouse. No additional dues or initiation fees shall be payable upon such transfer nor shall there be a loss of seniority.

The dues and initiation fees may be increased or decreased and assessments may be levied by the Club at large at a Special Meeting of the Club held as provided for in these by-laws. Membership dues shall be billed and payable quarterly.

Section 3. Regular-Senior Membership shall consist of:

Members over the age of 65 who have been Regular Members in good standing for at least 25 years. Such Members shall be exempt from further payment of dues and assessments. Regular-Senior Members shall retain all the other rights, duties and obligations of Regular Membership. (Revised August, 2002)

Section 4. Honorary Membership may be conferred upon any person, with the person's written consent, by unanimous vote at any meeting of the Board of Governors. Honorary Members shall be exempt from payment of dues, fees and assessments. An Honorary Member may, at their own written request, be reinstated to the appropriate class of Elective Membership with full seniority by majority vote of the Board of Governors. Said Member shall have the option of continuing to be listed as an Honorary Member.

Section 5. An Associate Member is the spouse of an Elective Member, or former spouse for a 12 month period following the change in marital status, and members of the Ladies Auxiliary.

The former spouse of an Elective Member must, unless a member of the Ladies Auxiliary, within twelve months of the change of marital status, apply for Regular Membership as provided in this Article but without the payment of an initiation fee and without regard to the limitation placed on the number of Regular Members. Otherwise, such former spouse shall cease to be a Member.

For purposes of seniority, the former spouse shall have his or her years of Associate Membership, as spouse of said Elective Member, counted as years of Regular Membership.

Section 6. There shall be a Continuation Membership, limited to those eligible for entrance under the provisions of Article VII, Section 8 (C), and who have attained the age of twenty-one (21) but not twenty-six (26) years of age and who regularly reside in the same premises as a Regular Member. A Continuation Member shall pay dues in an amount to be set by the Board but not less than 30% or more than 50% of the then current prevailing annual dues and is privileged to use the Club facilities.

A Continuation Member in good standing and not eligible for Regular Membership under Article VII, Section 8 (C), may, upon or before attaining twenty-six (26) years of age, and without regard to the limitation placed on the number of Regular Members become a Regular Member upon submission of a membership application and payment of the initiation fee less a credit for all dues paid as a Continuation Member.

Section 7. There shall be a Distant Membership limited to those having a preceding continuous regular membership of two years and who now reside two hundred (200) or more miles (airline) distant from the Club and who do not make regular use of the Club facilities. A member who relocates before having attained two years of membership may apply to have their galley minimum waived until such time as they qualify for Distant Membership. All other dues, fees and charges will, however, apply.

A Distant member shall pay an annual administrative fee sufficient to cover the cost of mailing the Club publication, but not to exceed 15% of the then current prevailing annual dues. She or he is privileged to use the Club mooring facilities as a transient guest for periods not exceeding two weeks and separated by at least four weeks and must notify and register with the Fleet Captain. She shall be provided with a Distant Membership card, be notified of Club activities and be privileged to fly the Club burgee and past officer flags. Distant membership shall terminate when the Distant member returns to this area.

A Distant member may reactivate to Regular Membership at any time, upon payment of either any assessments levied against the membership since the member became distant, or in the last five years, or the current initiation fee, whichever shall be less. She shall have seniority based on the total years of Regular Membership.

Section 8. The Board of Governors may if deemed to be in the best interest of the Raritan Yacht Club, establish and sponsor an organization to be known as the "Junior Raritan Yacht Club". The members of which shall consist of two classes as follows:

- (1) Sons and daughters of Members.
- (2) Sons and daughters of non-members sponsored by 2 Members, one of whom shall be a Junior Member.

No Junior Member shall be twenty-one (21) years of age or more.

(A) The Junior Raritan Yacht Club shall elect officers from its membership and appoint such committees as shall be necessary to conduct its affairs.

(B) The Junior Raritan Yacht Club shall, under all circumstances and conditions, be subject to the rules, regulations, privileges and restrictions as shall be enacted by the Board of Governors from time to time.

(C) A Junior Member (i) in good standing with at least five (5) years of continuous active membership and (ii) who is a child or stepchild of a Member in good standing, shall, at attaining twenty-one (21) years of age and without regard to the limitation placed on the number of Regular Members, become a Regular Member or a Continuation Member as described in this Article without payment of initiation fee, providing he submits a letter of application together with his dues on a monthly *pro rata* basis to the next billing period to the Chairperson of the Membership Committee no later than January 1 or July 1 next after attaining age twenty-one.

This privilege shall not be nullified even though said member elects to become a Continuation Member prior to becoming a Regular Member. [Clause (ii) shall be effective as of January 1, 1992, but shall not be effective with respect to Junior Members in good standing as of such effective date who continue to be Junior Members in good standing until they attain twenty-one (21) years of age.]

Junior Members with less than five years of continuous active membership, upon reaching age twenty-one, who desire to become Regular Members shall petition for such membership as provided in Article VII, Section 2 of the by-laws.

Section 9. Election to Membership

Election of all Regular Members shall be by secret ballot of the Board of Governors. If, on the first presentation of an application for membership to the Board, three adverse votes are cast, consideration of the application shall be postponed to the next regular meeting of the Board. If three adverse votes are then cast the application shall be rejected.

Notice of election and a copy of the Club's by-laws shall be sent to each member-elect by the Secretary.

Section 10. Membership in the Club shall be terminated:

(A) By voluntary resignation in writing, addressed to the Secretary, to be acted upon by the Board of Governors. No resignation shall be accepted unless the resigning Member be in good standing and shall have liquidated all debts and arrears to the Club.

(B) For failure to pay dues or any other indebtedness to the Club, when due, as follows: When such indebtedness remains unpaid for the period of one month, the

debtor's name shall be posted on the Club bulletin board. The Financial Secretary shall also notify ~~him~~ in writing that if the indebtedness is not paid within one month after such posting, his membership shall cease. If the debt is not paid pursuant to such notice, or such default not accounted for, to the satisfaction of the Board of Governors, he shall thereupon cease to be a Member. Membership may be restored by the Board of Governors, at its option, upon receipt of such indebtedness or dues, together with any assessments that may have been levied against the membership during the intervening period of time and any reinstatement fee that the Board of Governors may impose.

(C) As a result of a complaint made in writing to the Board of Governors and signed by the complaining Elective Member or Members, which complaint shall contain a charge of conduct prejudicial to the best interest or good order of the Club or at variance with its by-laws or rules, the Board of Governors shall investigate and consider the charges. Any Member so charged shall, upon notice by the Board of Governors, appear before the Board to answer such charges. If, upon inquiry, the Board of Governors is satisfied to the truth of such charges and that the same demand such action, they shall, by majority vote of those present and voting, request the member to resign. If the member declines to do so, they may expel him or her by three fourths (3/4) vote of those present and voting.

At any time within thirty (30) days after expulsion of a Member, a special meeting of the Club shall be called, if requested in writing by fifteen (15) Elective Members or spouses of Elective Members of the Club, addressed to the Board of Governors. At this meeting, an appeal may be taken from the decision of the Board of Governors and the Member may be restored to membership by majority vote of all Elective Members or spouses thereof of the Club present and voting. (Revised August, 2002)

A Flag Officer or member of the Board of Governors may not be removed from membership of the Club by the procedure outlined above unless he or she has first been removed from office as provided in Article III, Section 3.

Termination of membership for any cause whatsoever shall operate as a release of all right of title to, or interest in, the property and assets of the Club.

Section 11. Any person having resigned or forfeited membership and wishing again to become a Member must be regularly proposed and balloted for, unless the Board of Governors, upon investigation, shall deem it proper to reinstate ~~him~~. A Member who resigns under the provisions of Section 10 (A) of this Article shall have the right, for a period of five years, to request reinstatement of his former membership upon payment of any assessments that may have been levied against the membership during the intervening period of time and without again paying an initiation fee.

Section 12. Guests are welcome at all functions except those designated as being held for Members only, and all classes of Members may invite guests to enjoy the facilities of the Club subject to the limitation set forth below.

Each Member, promptly on entering the Clubhouse, shall record the name of any guest or guests in the log book maintained at the bar. This registration is in effect for that day only and must be repeated if the same guest is invited to return on a subsequent day.

Each Member shall be held responsible for the conduct of his guests and the Board of Governors may suspend a Member's guest privileges as a result of serious infractions of rules, regulations, or standards of good conduct or abuse of guest privilege.

Section 13. In addition, the Board may grant a Courtesy Card to any person by unanimous vote at any meeting of the Board of Governors. The Courtesy Card shall be valid for no more than 12 months. Courtesy Card holders shall be exempt from payment of dues, fees and assessments. They shall be entitled to the use of such facilities of the Club as are normally available to a guest of a Member.

Courtesy Card holders wishing to become Regular Members must follow the procedure set forth in Section 2 of this Article.

ARTICLE VIII

Ladies Auxiliary

Section 1. The Board of Governors may, if deemed to be in the best interest of the Raritan Yacht Club, sublet a portion of the clubhouse to an auxiliary body of women, the members of which may be Elective Members' wives, unmarried widowed mothers, unmarried sisters, and unmarried daughters. (Revised August, 2002)

Female Elective Members of the Club may also become members of the Auxiliary upon application and payment of dues to said Auxiliary. Such membership shall terminate automatically upon termination of Elective Membership in the Club.

Section 2. In the event of a change in marital status of any Member of the Raritan Yacht Club, the widowed mother, former spouse, or any unmarried sister or unmarried daughter may retain her membership in said Auxiliary.

Section 3. This Auxiliary organization shall be governed by such rules as it may find necessary to properly manage its affairs, but its rules must be approved by the Board of Governors and must not supersede or in any way conflict with the by-laws and Rules of the Raritan Yacht Club. Two copies of these rules shall be filed with the Board of Governors of this Club.

Section 4. Said Auxiliary shall appoint a Committee with whom the Board of Governors may confer from time to time upon matters of mutual interest.

ARTICLE IX

Sinking Fund

Section 1. A portion of the income of the Club shall be allotted to the Sinking Fund. The purpose of this fund is to provide for the replacement of capital items of which a list shall be maintained by the Treasurer and which list shall be reviewed and approved by the Board annually. It is not intended to be used for financing new items.

Section 2. Allotments to this fund shall be made at the beginning of each year for inclusion in that year's budget and shall be such as will provide for the replacement of each item at the end of its expected life. At no time shall such annual allotment to the Fund be less than 5% of the annual budget of the Club. Payments shall be made to the Sinking Fund quarterly.

Section 3. Only in an emergency and with the specific approval of a special membership meeting shall monies be taken from the Sinking Fund for any purpose other than the replacement of the said capital items. In such a case, the resolution of the membership meeting shall also specify the date by which the Board of Governors shall cause the Fund to be restored to the level it would have reached if it had been left undisturbed.

ARTICLE X

General

Section 1. These by-laws may be amended at any meeting of the Club having a quorum, by two-thirds vote of the Elective Members or spouses thereof of the Club present providing the proposed amendments shall have been posted on the Club bulletin board and a notice thereof mailed to each Elective Member of the Club at least ten days before the meeting at which the amendments are to be considered. These restrictions, however, shall not apply to the amendment to a proposed amendment when being acted upon by the Club. (Revised August, 2002)

Section 2. These by-laws shall, upon their adoption, supersede and nullify any and all by-laws previously existing and any and all amendments thereto.

Section 3. For all strictly corporate purposes under the laws of New Jersey, the Commodore shall also be President of the Corporation, the Vice Commodore shall also be Secretary of the Corporation, and the Rear Commodore shall also be Treasurer of the Corporation, and the members of the Board of Governors shall also be trustees of the Corporation.

Section 4. In all questions of procedure or parliamentary practice not covered by these by-laws, Roberts' Rules of Order shall govern.

Section 5. When in these by-laws a word is used in its masculine or feminine form, the opposite form is equally intended.

ARTICLE XI

Indemnification

Section 1. Subject to the limitations set forth below, whenever any proceeding shall be instituted against a person who is or was a Flag Officer, Board of Governors member, Chairperson, or Member, or spouse of a Member acting in an official capacity, or employee of this Club for any action or omission arising out of or in the course of the performance of the duties of such person subsequent to the date of adoption of this by law, the Club shall indemnify such person against his/her liabilities and expenses incurred in such proceedings and shall save harmless and protect such person from any liabilities and expenses resulting from the proceeding; provided, however, that the Club's obligation to indemnify shall be limited to those amounts not covered or provided by liability insurance purchased by the Club. (Revised August, 2002)

"Proceeding" means any pending, threatened or completed civil, criminal, administrative or arbitration action, suit or proceeding, and any appeal therefrom, and any inquiry or investigation conducted in connection with any such proceeding.

"Liabilities and expenses" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties, and includes reasonable counsel fees.

Section 2. The Club shall not be responsible to indemnify any of the aforesaid persons if:

(A) The act of omission complained of was not within the scope of his/her authority, or

(B) The act or omission complained of resulted from fraud, willful misconduct, malice, or a reckless or callous indifference to the rights of the complainant, or

(C) The person charged has failed to deliver to the Commodore, Vice Commodore, or Rear Commodore within ten (10) days of the time he or she is served with any summons, complaint, process notice, demand or pleading, the original or copy of such document unless the Club is not prejudiced by such failure or thereafter, fails to cooperate with the Club in the defense of the matter.