

Spofford Yacht Club Bylaws

Approved August 7, 2024

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ARTICLE I – Name and Purpose

The Spofford Yacht Club, Inc. (“Club” or “Corporation”) is a New Hampshire, non-profit corporation, formed and established pursuant to NH RSA 292.

The purposes of the corporation shall be to conduct a club, which shall encourage the sport of yachting, promote the science of seamanship and navigation, and promote good fellowship.

The Corporation is organized for its Members and is maintained for their benefit.

The Corporation is a non-profit organization established pursuant to IRC 501(c) 7. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not allowed to be carried on by an organization exempt from federal income tax under 501 (c) 7 of the Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except as permitted by IRS rules and regulations.

The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

ARTICLE II - Corporate Location

The principal office of the corporation shall be at 370 North Shore Rd, Spofford, NH, 03462. *The current mailing address is PO Box 377, Spofford, NH, 03462.*

ARTICLE III – Membership

1. Club membership privileges shall be available to those who are interested in sailboat racing or day sailing and who shall support the purposes of the Club.
2. The number of Voting Members shall be limited to 50. *The number of Voting Members plus Annual Members plus Guest Members shall be limited to 55. The number of Senior Members shall be limited to 5.* *There is no limit on the number of members for other membership categories.*
3. Voting Members are responsible for establishing rules, setting policies, electing at large Directors and Officers, and approving Guest Members for Voting Membership. Only Voting Members may vote at membership meetings, special meetings, and the annual meeting in accordance with these bylaws and Club policy then in effect.
4. An applicant for membership shall make a written application on forms provided by the corporation, which shall be submitted to the Membership Committee.
5. Any member of the club may have their membership suspended or terminated upon the recommendation of the Board of Directors and a majority vote of the attending club membership at a membership meeting for repeated violations or a single serious violation of club policy, or by engaging in behavior that might injure, defame, harass, or cause harm to Club property or another member of the Club.
6. In the case of a divorce, or legal separation, or permanent separation into different households, Members shall promptly notify the Commodore. In such event and when the Membership involves a family unit, Membership shall be retained by only one individual or one family unit living in the same house, and only that party will be permitted to remain a club member and possess voting rights (if any) and club privileges. The notice from the parties shall advise the Board of the party who is retaining membership rights and privileges. If the parties cannot agree who shall maintain the Membership, membership privileges will be revoked until the matter is resolved.
7. *Members may voluntarily terminate their membership at any time by sending a written communication to the Commodore. There is no refund for amounts paid. Any Member who terminates their*

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membership and then later wishes to rejoin the Club must reapply and follow the procedure then in effect to receive Club Membership privileges.

8. Only Voting Members have rights to the Corporation as outlined in Article XXI, in the event of dissolution.
9. The Corporation shall have eight (8) categories of Membership: 1) Voting Members; 2) Annual Members 3) Senior Members; 4) Guest Members, 5) Honorary Members, 6) Limited Annual Members, 7) Extended Family Member; and 8) Seasonal Racer.

9.1. Voting Members:

- 9.1.1. *Are full members with all privileges and responsibilities as outlined in these bylaws and in the club policies.*
- 9.1.2. *An individual, or a family unit, who all reside at the same address are considered one Voting Member and shall have one vote at membership meetings, special meetings, and the annual meeting.*
- 9.1.3. *Shall receive a gate and clubhouse key.*
- 9.1.4. *Fees for lockers, moorings, and winter storage may apply as voted at the annual meeting and per club policies then in effect.*
- 9.1.5. *May bring nonmember guests to the club per club policies then in effect.*
- 9.1.6. *Eligible to have a mooring per the club policies then in effect.*
- 9.1.7. *May store watercraft on premises in accordance with rules/policies then in effect.*
- 9.1.8. *Shall abide by all of the established club rules.*
- 9.1.9. *Are responsible to pay the one-time Voting Fee, Annual Dues, Fines and all Assessments as outlined in the bylaws and club policy then in effect.*
- 9.1.10. *Are required to own at least one (1) sailing vessel up to the maximum size allowed by policy. This requirement may be met by joint/shared ownership between family members with multiple memberships. The Commodore may waive this requirement upon written request by the member due to age, infirmity, and/or disability.*
- 9.1.11. *Shall commit their time to support and maintain the club including participating on committees and/or BOD, at work bees, holiday meals, and their assigned clean up week.*
 - 9.1.11.1. *A fine will be levied on members who fail to attend a work bee and who have not made prior arrangements with the Commodore to perform an alternative work assignment to the work bee.*
- 9.1.12. *Membership is nontransferable including from an adult member to an offspring under any circumstances.*

9.2. Annual Members:

- 9.2.1. *Are nonvoting members that shall have the same rules and rights as Voting Members except as outlined in this section 9.2.*
- 9.2.2. *May not vote at meetings, and cannot serve on BOD, but are encouraged to attend membership meetings and serve on committees.*
- 9.2.3. *Responsible to pay dues, assessments, fines, and fees, and are exempt from one-time voting fee.*
- 9.2.4. *Eligible after having completed at least one season of Guest Membership, Limited Annual Membership, or Extended Family Membership and been approved for Voting Membership at an annual meeting.*
- 9.2.5. *Shall become Voting Members on a first come first served basis (based on the date of becoming an Annual Member and in the event of a tie, based on the date of the receipt of the original membership application) and upon payment of the one-time Voting Fee.*

9.3. Senior Members – *are nonvoting members who still wish to continue but whose participation in Club activities has become limited for any number of reasons.*

- 9.3.1. *Are nonvoting members that shall have the same rules and rights as Voting Members except as outlined in this section.*
- 9.3.2. *May not vote at meetings.*

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- 9.3.3. *Not eligible for a mooring or locker unless there is no waiting list of Voting, Annual Members, and Guest Members and there is availability. Priority is given to Guest Members over Senior Members.*
- 9.3.4. *Responsible for Dues, Fines, and Fees and are exempt from paying Assessments.*
- 9.3.5. *Not required to own a boat.*
- 9.3.6. *May serve on committees.*
- 9.3.7. *Are welcome to participate in work bees, cleanup week, holiday hosting but are exempt from being required to perform obligatory activities.*
- 9.3.8. *A Voting Member may request becoming a Senior Member by sending a digital or written communication to the membership committee when one person of the Voting Member family is at least seventy-five (75) years of age and have more than fifteen (15) years as a Voting Member.*
 - 9.3.8.1. *The membership committee will only act on the request when there are over fifty (50) Voting plus Annual members and will review all applications received and give priority to the eldest of the applicant pool.*
- 9.3.9. *If a Senior Member wishes to return to Voting Member category, they may send written or digital communication to the membership committee. Senior Members will be given priority over Annual and Guest Members for Voting Member slots. Senior Members returning to Voting Member shall pay the voting fee.*
- 9.4. *Guest Members – are nonvoting applicants who are interested in becoming Voting Members and will first be Guest Members for a season.*
 - 9.4.1. *Shall have the same rules and rights as Voting Members except as outlined in this section.*
 - 9.4.2. *Responsible for Dues, Fines, and Fees and are exempt from paying Assessments.*
 - 9.4.3. *Are provided with a key to the facility that is to be returned before the end of the season.*
 - 9.4.4. *Guest Members are expected to participate at work bees, holiday meals, and their assigned cleanup week. A Guest Member's level of volunteering will be evaluated when the applicant is being considered for Voting Membership.*
 - 9.4.5. *Not required to own a boat while a guest member. Must own a boat to assume Voting or Annual Membership for the following year.*
 - 9.4.6. *May serve on committees except for the membership committee.*
 - 9.4.7. *Are encouraged to attend the membership meetings but are not allowed to vote.*
 - 9.4.8. *Guest Members may not attend the annual meeting at the end of the season of their being a guest member.*
 - 9.4.9. *Use of the facilities is for one season only starting with the Spring work bee and ending with the Annual Meeting. A second season may be granted by a vote of the Voting Membership at the annual meeting.*
 - 9.4.10. *Not eligible for a mooring unless there is no waiting list of Voting and Annual Members and there is a mooring available. Priority is given to Guest Members over Senior Members.*
 - 9.4.11. *Are allowed to invite their own guests, except on holidays, to avoid overcrowding and give the guest member opportunity to meet other members. Subject to policy then in effect.*
 - 9.4.12. *Are limited in the number of boats they may store at the club per policy then in effect.*
 - 9.4.12.1. *One trailerable day sailor or racing dinghy may be stored in the boat yard and one sunfish or similar sized sailing craft may be kept on the dinghy docks or boatyard as space allows, with priority given to Voting and Annual members.*
 - 9.4.12.2. *Windsurfers may be stored on the racks as space allows with priority given to Voting, Annual, and Senior members.*
 - 9.4.12.3. *May not store boats at the club over the winter unless the guest member has been approved as a Voting or Annual Member at the annual meeting.*
 - 9.4.13. *To become a Guest Member, an applicant shall make a written application on forms provided by the Corporation, which shall be submitted to the Membership Committee. The Membership Committee shall inquire into the sailing interest, character, skills, and*

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willingness to participate in voluntary and obligatory activities for the benefit of the Club, as well as the community standing of the applicant. Upon being approved by the Membership Committee the prospective applicant will be granted a Guest Membership. This membership will be for one season. Upon the recommendation of the Membership Committee, and the Board, the Board of Directors may extend guest membership privileges to guest members for an additional season at its discretion.

9.4.13.1. At the annual meeting the Membership Committee shall submit the list of Guest Member application(s) to become Voting Members. The Voting Members shall vote by paper ballot on the question of whether the Guest Member application for Voting Membership shall be accepted or rejected. If four or more dissenting votes are cast, the application shall be rejected, and the Guest Membership shall terminate along with its privileges.

9.4.13.2. Upon acceptance by the Voting Members, the applicant shall be invited to become a Voting Member or Annual Member, depending on the availability of Voting Member openings. Payment to the corporation shall be made, including all Dues, Fees, and Assessments as set each year at the annual meeting.

9.5. Honorary Members:

9.5.1. Granted to Voting Members and Senior Members with a minimum of fifteen (15) years of Voting Membership and who have made significant contributions to the Corporation.

9.5.2. Shall have the same rules and rights as Voting Members except as outlined in this section.

9.5.3. Exempt from paying Dues, Fees, and Assessments.

9.5.4. Not required to own a sailing vessel.

9.5.5. Welcome to attend meetings but do not have a vote.

9.5.6. Are welcome to participate in work bees, cleanup week, holiday hosting but are exempt from being required to perform obligatory activities.

9.5.7. Honorary Membership status is bestowed upon a Voting Member or Senior Member by the Board of Directors. Nomination of someone for Honorary Membership can be made by any two (2) Voting Members by sending written communication to the Commodore.

9.6. Limited Annual Members:

9.6.1. Designed for individual (not family) members who are interested to learn more about the sport of sailing and are not ready to make a full commitment of time and money to become a guest member. Membership is for a sole individual and not a household.

9.6.2. Shall have the same rules and rights as Guest Members except as outlined in this section.

9.6.3. Must be no more than thirty (30) years of age at the time of applying/reapplying.

9.6.4. Two-year maximum term and must reapply for a second term by sending a written or digital notice to the Membership Committee.

9.6.5. Pays 50% of Dues and is exempt from Assessments.

9.6.6. Use of the facilities is from the period starting with the Spring work bee and until the Fall work bee.

9.6.7. May not store boats at the club over the winter. All watercraft must be removed from the club before the Fall work bee.

9.6.8. Not eligible to invite guests (including family members) to the club.

9.6.9. At the end of the season (before the annual meeting) may request becoming a Voting Member by sending a written or digital communication to the Membership Committee stating such request. The Membership Committee will include the limited Annual Member in the vote at the annual meeting.

9.7. Extended Family Members:

9.7.1. Designed for adult offspring of Voting, Annual, Senior, and Honorary Members who are under the age of thirty (30) years and are no longer living in the same house and are not yet in a position to commit to full Voting membership status.

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- 9.7.2. *Shall have the same rules and rights as Guest Members except as outlined in this section.*
- 9.7.3. *Membership includes all family members in the house/apartment of the Extended Family Member.*
- 9.7.4. *Use of the facilities is from the period starting with the Spring work bee and until the Fall work bee.*
- 9.7.5. *May not store boats at the club over the winter. All watercraft must be removed from the club before the Fall work bee.*
- 9.7.6. *Pays 50% of Dues as set at the annual meeting and is exempt from Assessments.*
- 9.7.7. *Are allowed to invite their own guests except on holidays to avoid overcrowding.*
- 9.7.8. *Extended Family Member may request for annual renewal up until the adult offspring turns thirty (30) years of age. If there are no vacancies for Voting or annual membership (with priority given to guest members) at the time the Extended Family Member turns thirty years of age, the member may continue the Extended Family Membership until a vacancy develops.*
- 9.7.9. *At the end of the season (before the annual meeting) may request becoming a Voting Member by sending a written or digital communication to the Membership Committee stating such request. The Membership Committee will include the limited Annual Member in the vote at the annual meeting. If voted in, may become a Voting or Annual member, depending upon Voting member availability.*
- 9.8. *Seasonal Racer:*
 - 9.8.1. *Designed for individuals who wish to participate in sailboat racing series only.*
 - 9.8.2. *The applicant will communicate to the Fleet Captain and stating the reason for the request.*
 - 9.8.3. *Shall have the same rules and rights as Limited Annual Member except as outlined in this section.*
 - 9.8.4. *There is no minimum or maximum age requirement.*
 - 9.8.5. *Responsible to pay to the club a special dues amount as set that year by the fleet captain and are exempt from assessments.*
 - 9.8.6. *Responsible to pay the annual fleet dues.*
 - 9.8.7. *Use of the facilities is restricted to only those days and times the club is holding a race or series.*
 - 9.8.8. *The Seasonal Racer is invited to the end of season awards dinner (not the annual meeting) as the guest of the Fleet Captain.*
 - 9.8.9. *May not store watercraft at the club.*
 - 9.8.10. *May not attend membership meetings or serve on committees.*
 - 9.8.11. *Not eligible to invite guests (including family members) to the club.*
 - 9.8.12. *At the end of the season may request becoming a Guest Member the following season by sending a written or digital communication to the Membership Committee stating such request.*

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ARTICLE IV - Directors

1. The Board of Directors shall have the authority to enforce *bylaws*, official club policies, rules and regulations for the purpose of managing the day-to-day activities of the club.
2. *The Board of Directors shall put in writing and make all bylaws, rules, and regulations available to all members following their adoption.*
3. The Board of Directors shall consist of five elected Officers, set forth in ARTICLE V below, plus five at large directors elected from the Voting Members, together with the immediate past Commodore of the club, the full Board of Directors being comprised of eleven (11) members.
4. All Directors shall be voting members.
5. *The Directors shall identify a person, or business entity, located in the state of New Hampshire to serve as the NH Registered Agent.*
6. *At all times, the corporation shall have no more than 4 voting members who are of the same immediate family or related by blood or marriage.*
7. *No employee of the Corporation shall hold the position of Director, or Officer.*
8. *It shall be the responsibility of the Board to ensure the bylaws, official club policies, rules and regulations are not inconsistent with the laws of the state of New Hampshire and the Internal Revenue Service for a section 501 (c) 7 organization prior to their adoption.*
9. *The Directors shall, in all cases, act as a board and they may adopt such rules and regulations for the conduct of their meeting and the management of the corporation, as they may deem proper; not inconsistent with these bylaws, the laws of the state of New Hampshire and the Internal Revenue Service requirements for a Section 501 (c) (7) organization. All Board Members shall familiarize themselves with the requirements of a Section 501 (c) (7) organization.*
10. *Directors shall be individuals with an interest in the Corporation.*
11. *Any at large director or Officer may be removed by a majority vote of the Voting Members whenever in their judgment the best interests of the Corporation would be served thereby.*
12. *A Director may resign at any time by giving written notice to the Board, the Commodore, or the Clerk of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective. Three consecutive absences shall constitute a resignation and shall be subject to removal by the Board.*
13. *All Directors and Officers shall receive no salary.*
14. *Conflict of Interest*
 - 14.1. *At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, and after answering any questions that might be asked of them, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director or any other director with a conflict of interest or "pecuniary benefit" transaction with the Corporation shall vote on it.*
 - 14.2. *The Directors will comply with all requirements of New Hampshire law where conflicts of interest and "pecuniary benefit" transactions are involved.*

ARTICLE V - Officers

All Officers shall be voting members. There shall be the following officers each of whom shall serve for *two* years, or until their successors are elected and qualified, commencing with the January first next following their election at the annual meeting of the corporation:

The President (*who shall also be referred to as the Commodore*)
Vice Commodore
Rear Commodore
Clerk (*who shall also be referred to as the Yeoman*)
Treasurer

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There are no term limits for Officers.

ARTICLE VI - Elections

1. Officers shall be elected by the *Voting Members* at their annual meeting and shall hold offices as stated in Article V — Officers.
2. At-large directors shall be elected by the *Voting Members* of the corporation at their annual meeting and shall hold office for a term of three years. Directors may be eligible for reelection after a period of one year following their previous term of service. At large directors are eligible to become an Officer without the one year wait period.
3. Any vacancy occurring in the at-large directors or among elected officers shall be filled for the balance of the unexpired term by appointment by remaining members of the Board of Directors.

ARTICLE VII- Duties of Officers

1. It shall be the duty of the Commodore (also referred to as the President):
 - 1.1. To preside at all meetings of members and directors.
 - 1.2. To call special meetings of Voting Members at the pleasure of the Board of Directors or as requested by Voting Members pursuant to ARTICLE XIV; to call special meetings of Directors pursuant to ARTICLE XV.
 - 1.3. *To maintain a file(s) of Commodore's correspondence*
 - 1.4. To appoint such committees as he/she shall deem necessary or advisable to properly conduct business and social affairs.
2. It shall be the duty of the Vice Commodore:
 - 2.1. To assist the Commodore in the discharge of his/her duties.
 - 2.2. To take command in the absence of the Commodore.
3. It shall be the duty of the Rear Commodore:
 - 3.1. To assist the Commodore and Vice Commodore in the discharge of their duties.
 - 3.2. To take command in the event both the Commodore and Vice Commodore are absent.
4. It shall be the duty of the Clerk:
 - 4.1. To notify all members by email of each meeting to be held when not otherwise sent by the Commodore.
 - 4.2. *To maintain a file(s) of Clerk's correspondence.*
 - 4.3. To keep a true record of all meetings.
 - 4.4. To have custody of the corporate bylaws, policies, and records.
5. It shall be the duty of the Treasurer:
 - 5.1. To keep records of all members.
 - 5.2. To collect all monies due to corporation.
 - 5.3. To pay all bills contracted for by the corporation.
 - 5.4. To keep proper records of all financial transactions.
 - 5.5. *To maintain a file(s) of Treasurer's correspondence.*
 - 5.6. To make a written report at each annual meeting, and at such other meetings as requested by the Commodore, of all receipts and disbursements, which reports shall include the starting and concluding balances for the period in question and the location of all funds.
 - 5.7. To file all tax returns and corporate reports as required by law.

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ARTICLE VIII – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. *Contracts - The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.*
2. *Loans - No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined to specific instances.*
3. *Checks, Drafts, etc. - All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.*
4. *Deposits - All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may select.*

ARTICLE IX - Committees

1. There shall be the following standing committees
 - 1.1. Audit
 - 1.2. Docks & Waterfront
 - 1.3. Buildings & Grounds
 - 1.4. Long Range Planning
 - 1.5. *Health & Safety*
 - 1.6. Membership
 - 1.7. *Governance* & Nominating
 - 1.8. Race
 - 1.9. Yard & Boats and Motors
2. Committee duty will be assigned to all members by the Commodore. All membership categories are eligible to serve on committees.
3. Each standing committee shall submit a written report at the annual meeting and at such other times as requested by the Commodore.
4. *The Commodore may create additional committees at their own discretion by notifying the membership at the next meeting.*

ARTICLE X – Club Policies

The Corporation shall maintain and make available to its members club policies which shall further clarify the benefits and responsibilities of membership. Policy changes may be proposed at any regular, special, or annual Membership meeting. Changes to club policies may be approved by simple majority of those present at the meeting. Changes to club policies will be reflected in the meeting minutes and updated on the website. In the event of a conflict between Club Policies and these By-Laws, these By-Laws shall control.

Article XI - Stock Certificates

The Corporation shall have no capital stock and no shares. Upon request, Voting Members in good standing will be issued an expiration-dated membership card or certificate.

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ARTICLE XII – Dues, Assessments, Fines, and Fees

1. Dues shall be set at the annual meeting and be imposed upon Members annually for the period commencing January 1 and ending December 31.
2. Annual Assessments for the purpose of making capital expenditures shall be set at the annual meeting; however, additional Assessments may be voted at any special meeting provided written notice is given to all Members at least seven (7) days prior to the meeting. Assessments shall be designated due and payable not less than thirty (30) days from date of the vote.
3. A fine will be levied on Voting Members who fail to attend a work bee and who have failed to make prior arrangements with the Commodore to perform an alternative work assignment to the work bee.
 - 3.1. The amount of the fine shall be set at the annual meeting for the subsequent year. The amount of the fine shall be the same as the prior year unless a change is approved by a majority of the Voting Members.
4. Fees for lockers, moorings, and storage for the subsequent year will be set at each annual meeting. The amount of the fee shall be the same as the prior year unless a change is approved by a majority of the Voting Members.
5. Guest Members who are approved to become Annual or Voting Members will be billed a one-time nonrefundable Initiation Fee as set each year at the annual meeting.
6. New Voting Members will pay a one-time nonrefundable Voting Fee as set each year at the annual meeting.
7. Dues, assessments, fines and/or other fees shall be communicated via email by the Treasurer. All amounts owed are due within 30 days of the communication. The Treasurer shall send to Members whose Dues remain unpaid for a period of thirty (30) days from the due date a second notice by email. In the event Dues are not paid within thirty (30) days of the second notice, such members will forfeit their membership and will lose all rights and privileges of membership, unless other arrangement has been approved by the Treasurer and all dues and assessments are paid before the Spring Workbee.

ARTICLE XIII - Income

The primary source of income for the Corporation shall be from Member Dues, Assessments, and fines. No income shall be derived from activities not furthering social or recreational purposes for Members as set forth herein if it would jeopardize the Corporation's tax-exempt status.

ARTICLE XIV – Membership Meetings and Voting Privileges

1. *There shall be a meeting of the Voting Members, upon filing the Articles of Incorporation with the State of New Hampshire. The Voting Members shall act to appoint a Board of Directors and Officers.*
 - 1.1. *For the purpose of transition and the adoption of the new bylaws, one at large director shall be elected for a one-year term (ending 12/31/2025), two directors shall be elected for a two-year term (ending 12/31/2026) and two directors shall be elected for a three-year term (ending 12/31/2027).*
 - 1.2. *For the purpose of transition and the adoption of the new bylaws, The Officers will be elected for a term that ends on 12/31/2026*
2. One regular meeting of the Voting Members of the corporation shall be held during each of the following months: June, July, and August. All members may attend, but only Voting Members may vote.
3. The annual meeting of the Corporation shall be held on a date in October or November at the discretion of the Commodore. Guest Members may not attend the annual meeting.
4. The adoption and amendment of official club policies, rules and regulations will be by a simple majority vote of the Voting Members at a membership meeting, special membership meeting or at the annual meeting.

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5. Notice of meetings will be distributed via e-mail by the Commodore or the Clerk.
6. Attendance by a Voting Member at a meeting shall constitute a waiver of notice of such meeting, except where a Voting Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
7. A quorum at any meeting of Voting Members shall consist of twenty percent (20%) of the total Voting Members.
8. Each Voting Member shall have one vote on all matters to come before the membership.
9. The order of business at all membership meetings shall be as follows:
 - 9.1. Call to Order
 - 9.2. Determination of Quorum
 - 9.3. Reading and Adoption of the Minutes of the Previous Meeting
 - 9.4. Reports of Officers
 - 9.5. Reports of Standing and Special Committees
 - 9.6. Old Business
 - 9.7. New Business
 - 9.8. Any Necessary Elections
 - 9.9. Designation of Date of Next Meeting
 - 9.10. Good of the Club
 - 9.11. Adjournment
10. All questions of procedure not herein contained shall be determined in accordance with the most recent edition of Robert's Rules of Order.
11. Special meetings of Voting Members shall be called by the Commodore at the direction of the Board of Directors. Special meetings of Members shall also be called by the Commodore upon written petition of *at least* ten percent (10%) of the Voting Members.

ARTICLE XV - Meetings of Directors

1. Regular meetings of Directors shall be held in May and September at a time and place announced in the meeting notice. Meeting Notices shall be emailed to each Director and Officer by the Commodore or Clerk.
2. Special meetings of Directors shall be called at the pleasure of the Commodore or at the request of not less than three (3) Directors.
3. A quorum of the Board of Directors shall consist of no less than 6 members of the Board.
4. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
5. The order of business for meetings of Directors shall be the same as for Voting Member meetings.

ARTICLE XVI - Amendments

Corporate bylaws may be amended as follows:

1. Any proposed amendment must be submitted in writing to the Clerk and signed by at least three (3) Voting Members.
2. Any proposed amendment shall be read by the Clerk to the members at the next regular meeting.
3. If the proposed amendment is approved at a meeting of the Voting Members, the Clerk shall send notice by email to all members which notice shall set forth the amendment in full and state that a vote will be taken on the amendment at the next membership meeting. Notice of the date, time and place of the next meeting shall be necessary for the adoption of any amendment.

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ARTICLE XVII - Flags

Official flags, the use of which is optional, shall be as follows:

1. The club burgee to be flown from a suitable pole at the corporation's headquarters or on the yachts of the fleet.
2. The Commodore's flag
3. The Vice Commodore's flag.
4. The Rear Commodore's flag.
5. The Yacht Ensign

ARTICLE XVIII - Racing Classes

The Race Committee may recognize any racing classes when the owners of at least three (3) boats alike in description, measurement and sail area apply for the establishment of such class.

ARTICLE XIX – Tax Exempt Status

The Corporation will take no action that is inconsistent with its 501(c)7 status, and all such acts shall be null and void ab initio.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE XX – Non-Discrimination

The Corporation may not discriminate based on race, color, national origin, creed, sex, age, handicap, disability, or marital status in admission or access to, or treatment or employment in its programs and activities.

ARTICLE XXI – Indemnification

Each Director, officer, and committee member of the Corporation and his or her respective heirs, executors, and administrators will be indemnified by the Corporation against any cost, expense, judgment, and liability, including attorneys' fees, reasonably incurred by or imposed upon said person in connection with any action, suit, or proceeding to which he or she may be made a part or with which he or she will be threatened, by reason of being, or having been, a Trustee, officer, or committee member of the Corporation, except (a) with respect to matters as to which he or she will be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such Director, Officer, or committee member and (b) with respect to matters described in RSA 292:2, V-a as to which the articles of agreement of a voluntary corporation may not eliminate or limit the personal liability of a director or officer. In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification will be limited to matters covered by the settlement as to which the Corporation is advised by counsel that such Director, Officer, or committee member is not liable for willful misconduct as such. The foregoing right of indemnification will be in addition to any other rights to which any Director, officer, or committee member may otherwise be entitled.

ARTICLE XXII- Dissolution

1. Dissolution proceedings may take place only at an annual meeting or at special member meeting where written notice of which proceeding shall have been given by the Clerk to each Voting Member at least

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ten (10) days but not more than thirty (30) days in advance. Ten (10) negative votes shall defeat any motion to dissolve.

2. The Corporation shall not be dissolved or disbanded nor shall funds or the property of the corporation be distributed for so long as ten (10) Voting Members wish to retain the corporate status and to continue to operate the corporation.
3. *In dissolving and winding up, the corporation shall comply with NH RSA 292:29. All debts of the corporation shall be paid as part of the dissolution and winding up process.*
4. Disposition of Assets. In the event of dissolution and/or final liquidation of the Corporation only Voting Members shall have rights to the Corporate assets and property on a pro rata basis. *Any action taken upon dissolution and/or final liquidation shall be consistent with the non-profit status of the Corporation.* A special meeting of the voting membership may be called for such purpose, at which time a proposal to dissolve or liquidate shall be the only business discussed. The affirmative vote of not less than two thirds (2/3) of the voting members and fewer than ten (10) negative votes shall be necessary for approval of dissolution or liquidation.

ARTICLE XXIII – Savings Clause

To the extent that NH RSA Chapter 292 (Non-profit corporations), these By-Laws, and the Articles of Agreement do not address a corporate operational or governance issue that is addressed by NH RSA Chapter 293-A (New Hampshire Business Corporations Act), RSA 293-A will govern, provided the applicable provisions are reasonable in a non-profit context and do not conflict with retaining the Corporation's tax-exempt status.

In the event of a conflict between these By-Laws and RSA 292, the terms of RSA 292 shall control.

If a provision of this Agreement is or becomes illegal, unenforceable, or invalid in any jurisdiction, it shall not affect (1) the enforceability or validity in that jurisdiction of any other provision of this Agreement, or (2) the enforceability or validity in other jurisdictions of that or any other provision of this Agreement.

ARTICLE XXIV – General Terms

Any and all disputes regarding the enforcement or violation of these By-Laws shall be brought only in a court of appropriate jurisdiction located in Cheshire County, New Hampshire, which shall be the sole and exclusive venue for such disputes.

In the event of any such dispute, the laws of the State of New Hampshire shall govern the dispute.

The prevailing party in any such litigation shall be entitled to reimbursement of their fees and costs from the non-prevailing party, including reasonable attorney's fees.

End of By-Laws