

CONSTITUTION

of the

WATKINS GLEN YACHT CLUB

(Incorporated in 1939)

ARTICLE I

NAME

The name of the club shall be **Watkins Glen Yacht Club, Incorporated.**

ARTICLE II

SEAL

The corporate seal of the Club shall be circular in form, with a diameter of one and one half inches, with the inscription "Watkins Glen Yacht Club Incorporated, Watkins Glen, N.Y., organized 1929, and incorporated 1939" and in the center the symbol of the Club Burgee.

ARTICLE III

CLUB BURGEE

The Club Burgee shall be a triangular flag, divided into three equal width horizontal stripes, the top and bottom to be of red, the center strips of blue with the insignia "WG" in white letter thereon.

ARTICLE IV

HEADQUARTERS

The headquarters of the Club shall be located at Watkins Glen, Schuyler County, New York, at a place designated by the Board of Directors.

ARTICLE V

MISSION STATEMENT

The objectives of the Club are to recognize the great assets of the State of New York in its navigable waters and that the enjoyment thereof can be promoted and encouraged to all people by the development of boating in all its branches; to engage in and promote civic activities, to develop, provide and maintain suitable facilities for the use and recreation of its members, visitors, and guests and in particular to make Seneca Lake attractive to all boaters.

Not For profit status:

The Watkins Glen Yacht Club is a Not-for-Profit corporation organized under the laws of the State of New York and it has IRS Code 501-C-7 status. The corporation's Board of Directors shall comply with all IRS and New York State filing requirements.

ARTICLE VI

OFFICERS-DIRECTORS

Officers of the Club shall consist of a Commodore, a Vice Commodore, a Rear Commodore, Secretary and Treasurer. Four additional members will be elected by the membership. They constitute the Board of Directors.

ARTICLE VII

QUALIFICATIONS OF OFFICERS AND DIRECTORS AT LARGE

- Section 1. An officer shall have served at least one year as a director.
- Section 2. A director shall be a Club member in good standing for a period of one year prior to the annual meeting.
- Section 3. Only one family member may serve as an officer or on the Board of Directors each year.

ARTICLE VIII

ELECTION OF OFFICERS

- Section 1. The officers shall be elected by the Board of Directors. Every director shall be entitled to vote. Any candidate receiving a majority of the votes cast shall be deemed elected. The vote shall be by secret ballot. The election of officers shall take place on the same day as the Annual Meeting.
- Section 2. The term of all officers shall be one year from the Annual Meeting or until their successors are elected. Officers will not be able to hold the same office for more than two consecutive terms (2 years); with the exception of Secretary and Treasurer, which shall be no more than three consecutive terms (3 years).
- Section 3. In the event of an officer vacating their position for any reason, and such vacancy cannot be filled from the Board of Directors as prescribed in Article IX, Section 3, of this Constitution, the Board of Directors shall appoint on a pro tem basis, a qualified member of the Club in good standing with the Club for 1 year or more.

ARTICLE IX

ELECTION OF DIRECTORS

- Section 1. The directors, other than the officers, shall be elected at the annual meeting by the members of the Club, from a slate of candidates proposed by the Nominating Committee and candidates, if any, nominated from the floor at the annual meeting. Only members of the Club shall be entitled to vote. Any candidate receiving a majority of votes cast shall be deemed elected. The vote shall be by secret ballot or absentee ballot. The Secretary must receive the absentee ballot by the annual meeting date.

- Section 2. A director shall serve for three (3) years. A director will not be eligible to serve for more than two (2) consecutive terms (6 years). A director's tenure in office shall not exceed six years in any seven year period.
- Section 3. Vacancies on the BOD shall be filled at any meeting of the BOD, notice of such election having been sent to each director at least seven days prior to such meeting. The vacancy shall be filled by majority vote of those present. The elected director shall hold office only until a director is elected at the next annual meeting.

ARTICLE X

MEETINGS

- Section 1. The annual membership meeting of the Club shall be held at such time and place to be determined by the Board of Directors.
- Section 2. Special meetings of the BOD shall be held upon written request of the Commodore, Secretary, the majority of the Board of Directors, or of one third of the membership.
- Section 3. Notice of any membership meeting shall be posted or emailed by the Secretary at least 10 days prior to date of such meeting to each member of the Club.

ARTICLE XI

VOTING AND QUORUM

- Section 1. Only members shall be entitled to vote when a specific Club issue has arisen and all members have been notified in writing and/or e-mail at least 10 days in advance of the meeting.

Section 2. Five Board members shall be necessary to constitute a quorum for the transaction of business at any Board of Directors meeting.

ARTICLE XII

MEMBERSHIP

The Club's policy is to comply with nondiscrimination laws to the extent they may be applicable to private clubs. Members shall be 21 years of age or older.

ARTICLE XIII

DUTIES OF DIRECTORS

Section 1. The Board of Directors shall have the responsibility:

- (a) to hold meetings of the Board at such time and place as they may think proper. The Secretary shall, at the request in writing of the Commodore or of the majority of the Board, by mailing and/or e-mail to the last recorded address of each director, at least 10 days prior to the time appointed for the meeting, stating the time, place and purpose of such meeting.
- (b) to audit bills and disburse the funds of the Club.
- (c) to print and circulate documents and publish articles.
- (d) to communicate with other associations or clubs interested in the sport of boating.
- (e) to select and employ agents as recommended by appropriate committees and to devise and carry into execution such other measures as they may deem necessary and proper to promote the objectives of the Club and its properties and to protect the interests and welfare of the members.
- (f) to receive complaints in regard to any member and present them to the Board who will determine the

outcome. Any action or determination of the BOD will be final.

- (g) to review the audit report with the Finance Committee once a year and provide a copy of audit report to the Secretary so that it is available to any member upon request.
- (h) to act upon request from members or outside organizations for use of Club facilities. This request must be in written and/or email form.

Section 2. Every member of the Board will punctually attend every meeting and perform their share of the duties and responsibilities. Should any member of the Board not attend two consecutive meetings without a valid reason sent by prior written communication to the Commodore or Secretary, their seat shall be deemed vacant and the vacancy filled, pursuant to Article VIII, Section 3 of the Constitution.

Section 3. No director of the Corporation shall receive any salary, compensation or emolument directly or indirectly from the Corporation for their service as director.

Section 4. No director of the Corporation shall have rights or interests in or to any of the Corporation's assets. If the Corporation is liquidated or dissolved, or if it ceases actively to carry on its business, all of the assets of the corporation that remain after its liabilities are satisfied shall be distributed to organizations that qualify under Section 501 (C) (7) of the Internal Revenue Code of 1986, as amended. Distributions shall be made only subject to an order of a New York State Supreme Court Justice.

ARTICLE XIV

DUTIES OF OFFICERS

Section 1. Commodore — it shall be the duty of the Commodore:

- (a) to command the fleet.
- (b) to preside at all meetings of the Board and of the Club.
- (c) to appoint Standing Committees and committees on specific subjects.
- (d) to appoint chairpersons for all committees and fill vacancies on all committees if necessary.
- (e) to appoint a Secretary or Treasurer pro tem in case of the resignation or disability of the Secretary or Treasurer.
- (f) to appoint a Dock Master and Flag Officer, neither of whom can be a current member of the Board of Directors.
- (g) to call meetings of the Club, or of the Board at such times as he/she shall deem proper; and at such meetings to discuss such matters and make such suggestions, as may, in his/her opinion, tend to promote the objectives of the Club and the interests and welfare of the members.

Section 2. Vice-Commodore— it shall be the duty of the Vice Commodore:

The Vice-Commodore, in case of the death or absence of the Commodore, or of his/her inability from any cause to act, shall perform the duties of the office of Commodore until such vacancy, if any, shall be filled, pursuant to Article VIII, Section 3, of this Constitution. In addition to duties assigned by the Commodore and

the Board of Directors, the Vice-Commodore shall oversee the Finance Committee.

Section 3. Rear-Commodore — it shall be the duty of the Rear Commodore:

The Rear-Commodore, in case of the death or absence of the Vice-Commodore, or of his/her inability from any cause to act, shall perform the duties of the office of Vice-Commodore until such vacancy, if any, shall be filled, pursuant to Article VIII, Section 3, of this Constitution. The Rear-Commodore shall oversee and be responsible for the Entertainment committee activities.

Section 4. Secretary— it shall be the duty of the Secretary:

- (a) to keep and maintain a list of the members and their addresses with the name and general description of the boats owned.
- (b) to confirm status of dues and assessments of members with the Treasurer and send information to accountant for invoicing and collection.
- (c) to give notice of and attend all meetings of the Club and Board of Directors, and to keep accurate minutes of all such meetings and post copy on Club bulletin board.
- (d) to notify the members of the Club results of the election of Officers, Board of Directors, and members of Standing Committees.
- (e) at the request of the Chairman of any committee, to give notice of the meeting of the committee.
- (f) to keep the Seal of the Corporation.
- (g) to handle the pickup of Club mail and distribute.

- Section 5. Treasurer — it shall be the duty of the Treasurer:
- (a) to keep an account of all monies received and expended for the use of the Club.
 - (b) to present at each meeting of the Board of Directors the latest available Balance Sheet and Operating Statement.
 - (c) to make disbursements only upon vouchers approved by the Board of Directors.
 - (d) to deposit all sums received in such bank or banks, or trust company approved by the Board of Directors; and such funds may be drawn only upon the signature of the Treasurer or Commodore.
 - (e) to report at the Annual Meeting of the membership, the financial report for the year and post on the Club Bulletin Board and Web Page.
 - (f) to deliver over, at the expiration of his/her term, to the new Treasurer all books, monies and other property.
 - (g) to disburse funds to committees consistent with the following provisions:
 - (1) The Treasurer shall present to the Board of Directors all requests for funds from standing committees and special requests at the first Board of Directors meeting of the season with a quorum. Standing committees will receive funds based on past years actual at the discretion of the Board of Directors.
 - (2) Receipts for all purchases must be given to the Treasurer who shall keep accurate, current records of disbursements from petty cash, receipts filed with the Treasurer and reimbursements made to the Treasurer.

(3) Treasurer may decline further advances until such time as all receipts are presented and match actual expenditures.

(4) The Board of Directors approves, and retains at all times, full control of timing, methods and amounts of any and all disbursements.

Section 6. Dockmaster — it shall be the duty of the Dockmaster:

- (a) to take reservations for guest boats and control allocation of such.
- (b) to assist guests to their assigned area when possible. If Dockmaster is not available, delegate another Club member who is available to assist guests.
- (c) introduce guests to the Commodore if available.
- (d) to tour the facilities with the guests and explain the Club rules.
- (e) to keep record of slips/docks/campsites (RV) available for lease or sale.
- (f) to give to the Treasurer any funds collected from guests.
- (g) to inspect slips/docks/campsites (RV) and report any problems to the House and Grounds Committee, such as broken dock boards, lights out and water leaks.
- (h) to oversee all slips, docks and campsites (RV).
- (i) to purchase ice for members use and record collection of funds for Treasurer.

Section 7. Flag Officer — it shall be the duty of the Flag Officer:

to supervise the care and display of the Club Burgee. Any member shall have the right to fly the Burgee on any yacht owned or chartered by the member, except when the same shall be under charter to a non-member or in commercial use. Yachts in use by any officer or committee on official business may fly the Burgee during such use. The Burgee

shall be displayed at the Clubhouse and such other places as may be directed by the Flag Officer.

ARTICLE XV

STANDING COMMITTEES

Section 1. The Commodore shall appoint the following Standing Committees and Chairpersons:

- (a) Membership Committee
- (b) House and Grounds Committee
- (c) Budget and Finance Committee
- (d) Entertainment Committee
- (e) Marketing Committee
- (f) Nominations Committee in the event of unavailability of Past Commodore

Section 2. The Membership Committee shall consist of a chairperson and three members. It shall be the duty of the Membership Committee:

- (a) to receive and process all candidates for membership in the Club.
- (b) to conduct all correspondence, interviews and gathering information of potential members.
- (c) to present application at BOD meeting with recommendations.

Section 3. The House and Grounds Committee shall consist of a chairperson and three members. It shall be the duty of the House and Grounds Committee:

- (a) to keep an accurate record of their proceedings and of all bills approved by them in books provided for that purpose.
- (b) to supervise the Clubhouse and the contents thereof, and the grounds and slips/docks/campsites (RV) and arrange for and supervise all ordinary interior and exterior repairs.

(c) to engage, discharge and have general supervision over all vendors employed in the Clubhouse or on the grounds and docks.

(d) to make such House, Ground and Harbor rules and regulations as it may deem advisable and to keep the members posted as to such rules and regulations.

(e) to have the care and control of all charts, books and publications belonging to the Club, prescribe rules for their use and make additions to them when required.

(f) to receive and investigate any violations or infractions by members pertaining to the Clubhouse, Grounds or Slips/Docks/Campsites (RV) and submit findings to the Board of Directors.

Section 4. The Finance Committee shall consist of the Vice-Commodore as chairperson and three members. It shall be the duty of the Finance Committee:

- (a) to review the financial controls and systems used in the operation of the Club with the Board of Directors once each quarter.
- (b) to assist the Board of Directors with any plans for expansion and/or major changes in physical assets and with the preparation of a long range financial plan for the Club.
- (c) to engage auditor and meet to plan annual audit.
- (d) to meet with auditor to review audit, discuss findings and recommendations and report to the Board of Directors.

Section 5. The Entertainment Committee shall consist of a Chairperson and at least three members. It shall be the duty of the Entertainment Committee to make arrangements for, take charge of, and keep records of all entertainment held by and under the direction and authority of the Club.

Section 6. The Marketing Committee shall consist of a chairperson and two other members. It shall be the duty of the Marketing Committee:

- (a) to initiate and oversee all outreach communication and advertising with the purpose of attracting new members. A subcommittee shall be assigned to continually update social media and website information.
- (b) to make suggestions to the BOD marketing strategies for promoting WGYC.

Section 7. The Nominations Committee shall consist of the Past Commodore as chairperson and three members. It shall be the duty of the Nominations Committee to nominate Directors to be elected at the next Annual Meeting and notify the Secretary in writing and/or e-mail at least 10 days prior to the date of the Annual Meeting, of the names of such candidates, and the Secretary shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting. Nominations for Directors may also be made from the floor at the Annual Meeting.

Section 8 In no case shall any Committee obligate the Club for any expenses unless such expenditures are first approved by the Board of Directors.

ARTICLE XVI
CONSTRUCTION

The construction or meaning of any provision of the Constitution shall be determined in accordance with the laws of the State of New York and the IRS Code 501-C-7 by a majority vote of the Board of Directors and their decision shall be made in writing and be filed with the Secretary and shall be final and remain in force until such provision shall be amended, as provided in Article XVII.

ARTICLE XVII
AMENDMENTS

Section 1. Proposals for the amending of this Constitution shall be introduced at any meeting of the Club upon the motion of the Board of Directors. As soon as practical thereafter, the

Secretary shall mail and/or e-mail to each regular member of the Club a copy of the proposed amendment and the amendment shall be voted upon at the next meeting following the expiration of fifteen days, but not more than thirty days after such mailing. The Constitution may be amended by two thirds of those present and voting at such meeting.

Section 2 No amendment once rejected, shall be reconsidered at any subsequent meeting within two months after such rejection.

Section 3. There shall be no suspension of any Article of the Constitution.

BY-LAWS
of the
WATKINS GLEN YACHT CLUB
(INCORPORATED 1939)

CHAPTER I - MEMBERSHIP

- Section 1. An adult, 21 years of age or older being the primary member on the membership application and their secondary member as listed on their application, interested in the sport of boating, constitutes one vote. The primary member's spouse or domestic partner will be the secondary member.
- Section 2. A membership application shall be submitted by the prospective member(s). Applications shall be reviewed by the Membership Committee, posted on the WGYC bulletin board for 10 days, and then voted on by the Board of Directors. A majority vote of the Board shall constitute approval. The Secretary shall notify the prospective member(s) of the Board's decision. If approved, prospective members shall be invoiced for the amount of the initiation fee and current annual dues owed.
- Section 3. There will be one (1) vote per membership. The primary member shall be the designated voting person. For Club events, attendance shall be the primary and secondary members. A guest would pay to participate.
- Section 4. In the event any single primary member shall marry or enter a domestic partnership, this shall ipso facto extend the membership to the secondary member without any payment of an initiation fee. In such cases, the primary member MUST advise the WGYC of their spouse/ domestic partner's name in writing.
- Section 5. In the event any member shall terminate their marriage or domestic partnership, the Club membership will extend to

each person individually without payment of any additional initiation fee. Each individual will be obligated to pay the full dues of a member the following billing cycle.

- Section 6. In the event a member shall die, the surviving member (primary or secondary) shall be entitled to maintain their membership for a full fiscal period following the death without payment of dues for such fiscal period. Such waiver of dues does not extend to slip/dock/campsite (RV) or other charges of the club. If the secondary member is not a spouse or domestic partner of the primary member, and either the primary or secondary member enters into a marriage or domestic partnership with another person, or the primary dies, the secondary member shall need to join the Club with full initiation fees and dues. The membership application will be given special consideration.

Section 7. **PRIVILEGES OF MEMBERSHIP**

- (a) Subject to such rules and regulations as may be adopted by the Board of Directors from time to time, each member with all other members may use the unrestricted grounds, buildings and facilities of the Club.
- (b) Privileges, as noted in Section 7, Privileges of Membership, noted above shall extend to members' children until 21 years of age. Members need to be present supervising children under the age of 21.
- (c) Members may at all times entertain visitors at the Club facilities and at a slip/dock/campsite (RV) when they accompany the visitors.
- (d) Upon application to the Club, a member will be allowed to occupy an unassigned slip/dock exclusive of any right by other members, subject to charges, fees or rules and regulations as may be imposed by the Board of Directors. Upon acceptance of the right to any slip/dock, the member warrants the following:

- (1) The member will not assign or transfer such slip/dock/campsite (RV), or the use thereof to any person other than another YC member in good standing without the prior notification of the Dockmaster.
- (2) will keep the property in good repair.
- (3) will not make any additions or improvements to their slip/dock/campsite (RV) without written consent of the Board of Directors.
- (4) will abide by the acts and conditions of the Club to be done and performed by the terms of the annual permit for the State of New York.
- (5) will hold the Club harmless from any termination of the rights of the Club under the annual permit or lease.
- (6) any officer or director of the Club may enter upon said slip/dock/campsite (RV) at any time to inspect it or to make repairs or for any other lawful purpose. If the Club has to make repairs to the said slip/dock/campsite (RV) the member will repay the cost to the Club.

- (e) All campsites (RV) maintained by the WGYC conform to Title 10 NYCRR Subpart 7-3 regulations for NYS Department of Health compliance and must be permitted by this authority on an annual basis. Suspension or revocation of this permit by the approving authority will make all provisions of this section null and void until said permit is deemed valid. Furthermore, tents ARE NOT allowed on a campsite (RV) under any circumstances. A member must have completed two (2) years of contiguous membership as a boat owner and the member has docked their boat on Club property during this period of time to qualify for a permanent campsite (RV). Campsites (RV) shall be designated as sixteen (16) "permanent" sites.

(per approved amendment dated 9-24-16 sections (f) and (g) were removed in their entirety)

Section 8. TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Club at any time by giving written notice to the Secretary of the Club with payment of any outstanding charges, initiation fee or dues. This payment must be included with notice to the Secretary. The Secretary will so advise the Club treasurer and Board of Directors at its next scheduled meeting. In the event of the death of any member, the Board of Directors may refund or excuse any dues owed.
- (b) Suspension or Termination of Membership for Cause:
The power to expel, suspend or censure any member for cause shall be vested in the Board of Directors. Causes for such expulsion, suspension or censure shall be: nonpayment of dues, slip/dock/campsite (RV) charges or other indebtedness to the club; failure to comply with the rules of the Club or for conduct unbecoming a lady or gentleman. Prior to any such action by the Board of Directors, the Secretary shall notify the member by ordinary mail directed to the member at the address on the books of the Club, which notice shall contain in general terms the complaint against such member and the date, time and place of the meeting of the Board of Directors when and where such complaint shall be considered. In the event the complaint is the failure of the member to pay money owed to the Club, the notice shall contain a statement that such default can be cured at any time prior to such meeting and shall also contain a statement that upon the termination of a membership all rights and privileges of the member in and to the Club or its properties including rights in and to any slip/dock/campsite (RV) shall cease and be forfeited. It should be noted that the Board of Directors would always work with those members who have a legitimate financial hardship, as long as the Board of Directors is notified. Any action of the Board of Directors on such complaint shall be final without further notice to the member. Such action

may include an adjournment of the imposition of conditions.

- (c) Upon the termination of any member, all rights and privileges concerning club properties and dock/RV site including any right to share in any distribution upon dissolution of the club shall terminate. The ownership of a dock or RV site shall revert to the WGYC.
- (d) If a membership is terminated, the accrued or incurred outstanding dues, assessments or charges are still owed to the club.

Section 9. **LIFETIME MEMBERSHIP**

The Board of Directors may grant Lifetime Membership to any member when the Board feels such is warranted. Life Members shall enjoy the privileges of membership and will be exempt from dues only. This privilege may be bestowed upon those whose services to Watkins Glen Yacht Club are of such a distinguished nature that they are recognized as having made a significant and lasting contribution to the Club for a continuing period of time. Persons may be nominated by the Board of Directors or the Membership Committee and voted on at the Annual Meeting. Eligibility criteria to be achieved before consideration for nomination:

- (a) If a Past Commodore or Board Member the nominee must have been a member for a minimum of 15 years.
- (b) Members at Large must have been a member for a minimum of 20 years before consideration for nomination.
- (c) At the discretion of a majority of the Board of Directors, special considerations will provide eligibility for nomination.

CHAPTER II

DUES AND INITIATION FEE

Section 1. The dues and annual fees will be determined by the Board of Directors at the annual meeting each year and payable by

FEBRUARY 28th for the ensuing year. The initiation fee must be paid upon approval of application for membership.

CHAPTER III

ORDER OF MEETINGS

Section 1. The following shall be the order observed at all meetings of the Club and Board of Directors:

- (1) Call to order by presiding officer.
- (2) Proof of Notice of Meeting.
- (3) Reading of minutes of previous meeting.
- (4) Report of Secretary.
- (5) Report of Treasurer.
- (6) Report of Dockmaster.
- (7) Report of Membership Committee.
- (8) Report of House and Grounds Committee.
- (9) Report of Entertainment Committee.
- (10) Report of Finance Committee.
- (11) Report of Nominations Committee.
- (12) Report of Marketing Committee.
- (13) Report of Special Committees.
- (14) Unfinished Business.
- (15) New Business.
- (16) Good of the Club "Discussion from the floor".
- (17) Election of Directors (at Annual Meeting).
- (18) Adjournment.

Section 2. The Commodore shall decide any question as to priority of business, without debate.

Section 3. This order of business may be altered or suspended at a meeting by a majority vote of the members present.

CHAPTER IV
CARE OF YACHTS/RVS

Members shall be responsible for the proper mooring and care of their yachts/ RV's. Yachts and RVs are docked or parked on Club grounds at the owner's own risk, the Club shall not be held responsible for any damage to yachts or RV's.

CHAPTER V
VISITORS AND GUESTS

Section 1. All members shall be responsible for their guests' safety, conduct and debts incurred by them to the Club. The safety of any guest entering upon Club grounds is the responsibility of the inviting member. This includes wearing life preservers as necessary under New York State and Federal Laws and identify and the warning of potential hazards.

Section 2. The privileges of the visitors or guests shall also be set forth in the Rules and Regulations of the House and Grounds Committee.

Section 3. Boaters who are members of other clubs and are cruising in the vicinity shall be shown every courtesy in the way of moorings and the privileges of the Club, subject to the Rules and Regulations of the House and Grounds Committee.

Section 4. The club grounds, slips, campsites (RV), and clubhouses are private property and are not open to the general public. Access is limited to members of the Club, members of reciprocal yacht clubs and invited guests.

CHAPTER VI
AMENDMENTS

Section 1. Amendments to the By-Laws shall be made in the same manner as Amendments to the Constitution.

Section 2. No Amendment, once rejected, shall be reconsidered at any subsequent meeting within two months after such rejection.