

BY-LAWS
of
THE SOUTHWEST HARBOR FLEET, INC

2018

Amended, January 22, 2018

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of
THE SOUTHWEST HARBOR FLEET, INC.

ARTICLE I

Name

The name of the corporation shall be **THE SOUTHWEST HARBOR FLEET, INC.**

ARTICLE II

Principal Office

The principal office of the corporation shall be at Southwest Harbor, Maine.

ARTICLE III

Section 1 - Officers

The officers of the corporation shall be as follows:

Commodore
Vice Commodore
Secretary
Treasurer
Race Committee Chairman

Section 2 - Board of Directors

There shall be a Board of Directors consisting of the Commodore, Vice-Commodore, Secretary, Treasurer, Race Committee Chairman and one additional Director. The Directors shall meet at least once during the year and at such other times as notified by the Secretary. Any three Directors shall constitute a quorum.

Section 3 - Election of Officers and Directors

The organizers of the corporation at the organization meeting shall elect the officers and directors. Thereafter, Officers and Directors shall be elected as provided in ARTICLE IV, Section 2.

ARTICLE IV

Section 1- Corporation Meetings

The Annual Meeting of the corporation shall be held at Southwest Harbor, Maine, during the last week in August. Other meetings of the corporation may be held as directed by the Commodore or upon written petition of twelve or more Members.

Section 2 - Election of Officers and Directors

A Nominating Committee, consisting of a Chairman appointed by the current Board of Directors and two additional members selected by the Nominating Committee Chairman, shall present at the Annual Meeting the names of all Officers and Directors to be elected for the ensuing year. Those elected shall hold office until the next Annual Meeting or, until their successors shall have been elected. Other nominations may be made from the floor. A quorum shall consist of twelve or more Members.

ARTICLE V
Duties of Officers and Directors

Section 1- Commodore

The Commodore shall preside at all meetings of The Southwest Harbor Fleet, Inc., and at all meetings of its Board of Directors. He shall appoint the Chairmen and members of all committees, and shall be a member ex-officio of all committees.

Section 2 - Vice Commodore

The Vice-Commodore shall assist the Commodore in the discharge of his duties and in his absence shall assume the duties of the Commodore.

The Vice-Commodore shall be responsible for the acquisition, safekeeping, inscribing and issuing of awards and trophies.

Section 3 - Secretary

The Secretary shall keep, in a book provided for such purpose, a record of all proceedings of the Annual Meetings of the Corporation, its other meetings and all meetings of the Board of Directors.

The Secretary shall keep a list of all members and shall notify them of all meetings called which they are eligible to attend.

The Secretary shall make a report at the Annual Meeting and shall have custody of the Corporate Seal.

The Secretary shall perform such other duties as are assigned by the Commodore or the Board of Directors.

Section 4 Treasurer

The Treasurer shall be a Maine Resident and shall receive all monies due and pay all bills outstanding that are contracted for and approved by the Commodore or the Board of Directors, keeping a correct account of same. All monies received shall be deposited in such bank or trust company as shall be approved by the Board of Directors.

The Treasurer shall make a report at the Annual Meeting and other reports to the proper authorities of the State of Maine as may be required by law.

The Treasurer shall perform such other duties as are assigned by the Commodore or the Board of Directors.

Section 5 - Race Committee Chairman

The Chairman of the Race Committee shall preside at all meetings of the Race Committee and supervise the activities and conduct of the Committee. The Chairman or a qualified designee shall be present at all racing events and shall act as Principal Race Officer (PRO) as may be required from time to time.

Section 6- Board of Directors

The Board of Directors shall have full charge of the general management of the Southwest Harbor Fleet. They shall approve all contracts, leases, and proposed expenditures by all committees. They may approve or disapprove all rules, plans, or arrangements of the Race Committee or other committees. Their decisions shall govern unless otherwise decided at a regular or special meeting of the Members. They shall annually audit the accounts of the Treasurer.

The Board of Directors shall have the power to designate the club colors and to issue rules in regard to their size and use.

The Board of Directors shall have the power to fix all fees, assessments and annual dues. They shall act as a Committee of Admissions and, it shall be their duty to examine the qualifications of candidates for admission to membership.

The Board of Directors may fill any vacancy in office by a majority vote at a meeting of the Board of Directors called for that purpose. Said appointed officers shall serve only for the unexpired term.

When all Directors shall be present at any meeting, however called or wherever held, they shall approve in writing the records thereof. The acts of such meeting shall be valid as if such meeting had been regularly called and held.

ARTICLE VI

Section 1 - Race Committee

There shall be a Race Committee consisting of the Race Committee Chairman and not more than eight members appointed by the Commodore.

The Race Committee shall be responsible for the season's race scheduling and for the arranging and scheduling of any and all equipment, boats, marks, timing devices, audio and visual signal devices, etc, required to properly conduct an event.

The Race Committee, or its qualified designee, shall have complete charge of the selection and setting of race courses, shall be responsible for the management and conduct of each racing event, shall log and maintain all necessary records of each racing event and, shall retain full authority to determine if a racing event should or should not commence or be continued because of significant weather conditions.

Section 2 - Protest Committee

There shall be a Protest Committee consisting of not less than three nor more than five members appointed by the Commodore.

The Protest Committee shall hear all protests properly filed and conduct protest hearings in accordance with the current edition of US Sailing

ARTICLE VII
Membership

The members of the corporation shall be the present members of the unincorporated association heretofore operating under the name of "The Southwest Harbor Fleet" and additional persons becoming members in accordance with the provisions of these by-laws. Membership shall be classified as follows:

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| Family | Couples or individuals eligible for membership in the Southwest Harbor Fleet and wishing to provide full membership privileges for other members of their family under the age of 22 living with them in their home. |
| Regular | Couples or individuals eligible for membership in the Southwest Harbor Fleet and wishing full membership privileges. |
| Associate | Couples or individuals eligible for membership in the Southwest Harbor Fleet who do not wish to participate in any races or business of the fleet, but wish to take part in the social activities of the fleet. |
| Crew | Individuals who crew for other Members in regular Southwest Harbor Fleet races |
| Honorary | Individuals the Board of Directors may from time to time elect to Honorary Membership. There shall be no dues for such membership. |

ARTICLE VIII
Voting Rights

At any duly called meeting of the corporation, only those holding current Family or Regular Memberships shall be entitled to vote.

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