



Orr's-Bailey Yacht Club
P.O. Box 236, Orr's Island, Maine 04066
www.obyc.org

Amended and Restated Bylaws

Adopted at the Annual Meeting, August 20, 2005
Amended at Special Meeting, June 24, 2006
Amended at the Annual Meeting, August 19, 2006
Amended at the Annual Meeting, August 18, 2007
Amended at Special Meeting, October 20, 2007
Amended at the Annual Meeting, August 23, 2008
Amended at the Annual Meeting, August 24, 2013
Amended at the Annual Meeting, August 15, 2015
Amended at the Annual Meeting, August 19, 2017

Article I – Name:

The name of this corporation is the Orr's-Bailey Yacht Club.

Article II – Mission:

The purpose of the Orr's-Bailey Yacht Club is to provide members and their guests with access to the water for the safe, non-commercial use of power and sail boats and manually propelled water craft. In addition, the facilities will be maintained for meetings of club members and their guests, social events, The Abbot Fletcher Sailing School and educational opportunities. The Club is family-oriented and relies on the volunteer efforts of its members to support its various programs and activities.

Article III - Membership:

Membership in the Orr's-Bailey Yacht Club, a private club, is open to natural persons without regard to race, creed or religion. By virtue of one's membership in the Club, each such member (i) shall automatically become subject to these Bylaws, and (ii) accepts and agrees to be bound by all Club rules and to pay all dues, assessments and/or other fees imposed by the Board of Directors pursuant to its authority under these Bylaws.

A. REGULAR MEMBERSHIP: Except as provided in paragraph B, "Regular Members" are those people 22 years of age and older living alone or as domestic partners. Persons who live together are considered as two members and membership, including dues, is required from both. Children under 22 years of age are included with their parents' regular membership. The practice of granting Honorary Life Membership is discontinued effective as of August 19, 2006. The Honorary Life Memberships existing on August 19, 2006 will remain in effect, and except as provided herein, such members are Regular Members.

B. JUNIOR ASSOCIATE Option: "Junior Associates" are those people ages 22 through 26 who are children of current Regular Members, or, at the discretion of the Directors, who are children of prior Regular Members in good standing. Dues will be at one-half the annual rate. The application fee, initiation fee and mortgage

assessment will not apply to Junior Associates. Junior Associates will not count against the club membership limit and will not have a vote in club business. This provision for Junior Associates will be effective as of January 1, 2008.

Prior to reaching age 27, the Junior Associate must apply to convert his/her Associate status to a Regular Membership. Should there be a waiting list at that time, in accordance with the Bylaws, his/her application will go to the top of the list, followed by any other previously applied adult children or siblings of current members. A Junior Associate at the top of the waiting list will become a Regular Member when a Regular Membership becomes available, and until that time will maintain all rights and responsibilities of Junior Membership. Upon becoming a Regular Member, he or she will begin to pay full annual dues and any applicable assessments. The application and initiation fees will be waived for a Junior Associate transitioning to Regular Membership.

C. JUNIOR SAILOR: Junior Sailors are those individuals who are currently enrolled in the Abbot Fletcher Sailing School (AFSS). Each Junior Sailor's membership shall start on the first day of their participation in the AFSS program for any given year and shall end on the last day of the program for that same year, unless extended by the Board of Directors, at the request of the Chairman of the AFSS program. The application fee, the one-time initiation fee and the mortgage assessment will not apply to Junior Sailors. Junior Sailors will not count against the club membership limit and will not have a vote in club business. The provision for Junior Sailors will be effective as of January 1, 2014.

Additionally, Junior Sailors may use the AFSS sailboats after normal class hours, provided that there is, at all times, Instructor supervision. Junior Sailors also may use the AFSS sailboats to participate in the Saturday race series held during the month of July, provided that there is, at all times, instructor supervision.

D. GUESTS: Guests are welcome to use the club facilities when accompanied by a Regular Member.

E. APPLICATION FOR MEMBERSHIP:

1. Potential members must complete an application form. This is submitted to the Membership Committee with (1) sponsoring letters from two Regular Members, each from a different household and (2) a non-refundable application fee for each new candidate for membership. Junior Associates transitioning to Regular Membership are not required to submit sponsorship letters or an application fee.
2. Regular Members who sponsor new members are required to mentor the new members into the club involvement. This includes but is not limited to introducing new people to other club members, acquainting new members with the By-laws and Rules and helping them volunteer in activities of the club.
3. The Board may establish a welcoming meeting(s) for new members.
4. Except as specified herein or as determined by the Board of Directors, Junior Associates transitioning to Regular Membership will be placed at the head of the waiting list. Adult children and siblings of Regular Members in good standing, upon receipt of the completed application form, letters of sponsorship, and application fee, will be placed on the waiting list immediately below any Junior Associates transitioning to Regular Membership. Membership will be processed within the membership limits established by the Board.
5. The Board of Directors reserves the right to reject any membership application.

F. OBLIGATIONS OF MEMBERSHIP:

1. Dues and annual fees are billed in February of the applicable year and payment must be received on or before March 15. Dues and annual fees received between March 16 and March 31 will be subject to a late fee surcharge. Any member whose dues or annual fees are not received on or before March 31 may be dropped from membership rolls and all membership privileges will terminate. Members dropped for this reason may reapply through the normal application process, but will not be entitled to go to the head of the waiting list pursuant to paragraph E(4).
2. Members may contract with the Club for liabilities (e.g., purchase of gasoline) which shall be paid within thirty days after the date of a bill rendered. The Board of Directors will assess a late fee surcharge against any member who does not pay within such time. The Board of Directors may drop a member with outstanding liabilities, or with a repeated late payment record from membership rolls and all membership privileges of such member will terminate. Any member so terminated will not be entitled to go to the head of the waiting list pursuant to paragraph E(4).

G. TERMINATION OF MEMBERSHIP

1. Should a member resign, there will be no refund of monies except as determined by the Board of Directors.
2. Membership may be terminated by action of the Board of Directors. In this event, members will be notified in writing of the reason(s) for such action. Members who disagree with the Board's decision may appeal in writing to the Commodore within ten (10) calendar days from the date of issue by the Board. The Commodore will appoint a grievance committee, which will determine if the written appeal justifies a hearing before the Board. If a hearing is granted, the action of the Board as a result of the hearing will be final. Any member so terminated will not be entitled to go the head of the waiting list pursuant to paragraph E(4).
3. Upon any termination of membership, the Board of Directors reserves the right to collect outstanding dues, annual fees, assessments, or liabilities from the former member. Notwithstanding whether the Board takes collection action, any new application from a former member must be accompanied by payment of all such outstanding dues, fees, or assessments in order to be considered.

Article IV - Membership Meetings:

A. The Annual Meeting of the membership shall be held on the third or fourth Saturday of August, as determined by the Board of Directors. Notice of the Annual Meeting shall be included in the annual Social Schedule and Directory.

B. A quorum for any membership meeting shall be ten percent (10%) of the Regular Members, but not fewer than 20 Regular Members. A proxy may not be counted in the determination of a quorum.

C. Special meetings of the membership may be called by the Commodore with agreement of the Board, or by the Commodore upon application of five or more Regular Members of the club. Fourteen (14) days' notice will be given to all members, stating the reason(s) for such meeting. No business shall be transacted at a special meeting except that for which notice was given.

D. All voting shall be determined by simple majority except where specifically indicated in these Bylaws. Only Regular Members have voting privileges. A proxy may be used for voting at any Annual Meeting or Special Meeting provided that such proxy is cast only for items for which notice was provided in accordance herewith, and such proxy is received in writing, by facsimile or by email by the Commodore, the Vice

Commodore or the Secretary no later than 48 hours prior to the published meeting time. The member making the proxy must be reasonably identifiable on the face of the proxy, and the proxy must be signed by the member if received in a manner other than by email.

E. Meetings shall be governed by Robert's Rules of Order.

F. The Annual Meeting and special meetings may be held on Bailey, Orr's or Great Island Islands in the Town of Harpswell.

Article V – Directors:

A. The Club is governed by twelve Directors. Directors must be Regular Members. Four Directors are elected at each Annual Meeting. Directors are elected for a three-year term or for any unfilled term. Directors are eligible for two consecutive three-year terms and then must step down for at least one year. Directors are elected by written ballot with the highest number of votes determining the winners.

B. If vacancies occur on the Board, the Directors may appoint a Regular Member to serve until the next Annual Meeting.

C. The Board of Directors will manage the operation of the Club. This includes but is not limited to establishing membership limits, establishing dues, assessments and fee schedules, controlling and managing the Club's property, making purchases and contracts, delegating work to committees, appropriating funds, and providing and enforcing club rules, which will be reviewed annually or more frequently if needed. For expenditures requiring an assessment on the members, the board will seek the prior approval of the membership at a regular or special meeting. A majority of the members present and voting by proxy will be sufficient for such approval.

D. The Board of Directors is responsible for the legal and financial operations of the Club. All activities will be conducted in a timely manner.

Article VI – Officers:

A. The officers of the club shall be: Commodore, Vice Commodore, Secretary, and Treasurer. The Commodore shall serve as President.

B. The officers shall be elected by the Directors, from their ranks, at the first meeting of the Directors immediately following the Annual Meeting of the membership. A non-Board member may be elected as Treasurer and/or Assistant Treasurer but would not have voting privileges.

C. Officers of the Board will serve for one year or until their successors shall have been elected and shall have accepted office.

D. Any officer may be removed from office, with or without cause, upon the vote of two-thirds of the directors then in office.

Article VII – Duties of the Officers:

The Board and/or Commodore may make requests of officers in addition to the specific duties listed below.

A. COMMODORE: It shall be the duty of the Commodore to preside at meetings of the membership and Board of Directors. He/She will assure that all officers and members of committees perform their respective duties and see that the Bylaws and Rules of the Club are observed and obeyed, and generally to perform all duties of such office.

B. VICE COMMODORE: It shall be the duty of the Vice-Commodore to fill the Commodore's position in his/her absence.

C. SECRETARY: It shall be his/her duty to serve as both corresponding and recording secretary. He/she shall post notices of meetings, keep a record of all proceedings, and issue them to the Directors in a timely fashion and to perform such other duties pertaining to this office as may be required by the Commodore and/or Board. The secretary will post minutes of all membership and Director's meetings for membership to read (except minutes of Executive Meetings). In the absence of both the Commodore and the Vice-Commodore, the Secretary shall conduct a vote for a Commodore pro tem.

D. TREASURER: It shall be the duty of the Treasurer to bill all members, receive all monies and to keep a just and true account of all monies received and all expenditures. He/she will pay all bills approved in the budget. Bills in excess of \$500 not in the budget require prior Board approval before payment. The Treasurer's books and accounts shall be audited annually by the Audit Committee. He/she shall assist the Chair of the Finance Committee in providing a written financial report for the membership at the annual meeting.

1. **ASSISTANT TREASURER:** The Assistant Treasurer shall have full access to all financial activities. The Assistant Treasurer is not an officer of the Board by virtue of the position.

2. Both the Treasurer and Assistant Treasurer shall serve on the Finance Committee to routinely present the financial information to the committee for review and to assist in preparing the annual budget. Both positions shall be bondable.

Article VIII – Board Meetings:

A. The Board shall hold at least two meetings a year called by the Commodore, and as many other meetings as may be required by the work at hand. A quorum of the Board shall be seven (7) members.

B. A special Board Meeting may be called by any four (4) Board members provided at least a notice of one week is given. The announced agenda is the only business on which vote(s) may be taken.

C. Proxy votes may be used for voting at any Board Meeting provided they are cast only for items on the agenda. Votes outside a meeting may be taken in writing, by facsimile, telephonically or by email. The results of these votes will be entered into the minutes at the next meeting of the Board.

D. The Board may hold Executive Meetings at which only Board members and invited guests of the Board may attend. Minutes of such meetings will be confidential.

Article IX – Committees:

A. Standing Committees shall be AUDIT, FINANCE, GROUNDS & BUILDINGS, MEMBERSHIP, NOMINATING, SOCIAL, THE ABBOT FLETCHER SAILING SCHOOL and WATER & ANCHORAGE. The Commodore will appoint each committee chairperson and at least two additional member(s) to each committee. Appointments must be completed within 30 days after an Annual Meeting. Committee Chairpersons will serve at the pleasure of the Commodore. The term of each Committee member expires at

each Annual Meeting. There is no limit on the number of terms one may serve. Committee Chairpersons who are not Board members are encouraged to attend Board meetings. The Commodore is an ex-officio member of all committees.

B. AUDIT:

The Audit Committee will audit the Treasurer's activity at least at the end of each fiscal year or more frequently as directed by the Commodore.

C. FINANCE:

The Chair of the Finance Committee provides a written financial report for the membership at the annual meeting. The Finance Committee will prepare a yearly budget to be presented for Board approval as soon after the Annual Meeting as possible. This committee will investigate any out of normal financial aspects of the club as directed by the Board. The Club Treasurer and Assistant Treasurer are automatic members of this committee.

D. GROUNDS & BUILDINGS:

The Grounds & Buildings committee is responsible for all facilities except on or over the water. They will organize and conduct with the Water & Anchorage Committee the spring opening and the fall closing of the facilities. They are responsible for the clubhouse, lavatories, kitchen appliances, storage areas, fuel supplies, etc. They will provide maintenance activities and recommend to the Board long range concerns relative to the facilities. They will use membership help when applicable and contract services as necessary.

E. MEMBERSHIP:

The Membership Committee is to administer the admissions system in accordance with the Club bylaws and Rules. The Committee is to analyse all applications and ascertain that both applicants and sponsors recognize their individual responsibilities. The Committee is to maintain a membership count within the limits established by the Board of Directors. The Committee is to recommend needed improvements of the membership system to the Board of Directors.

F. NOMINATING:

The Nominating Committee is to obtain qualified and willing nominees for open positions on the Board of Directors who may be elected at the Annual Meeting.

G. SOCIAL:

The Social Committee will organize and provide programs of interest to the membership throughout the season. This committee will prepare a social schedule including host/hostess for each event to be distributed with the Club Directory each spring. This schedule may be adjusted as conditions dictate. They will schedule the use of the club and be responsible for the preparation and clean up of the facility for each scheduled event. All the club's social programs will be overseen by this committee.

H. WATER & ANCHORAGE:

This committee is responsible for all facilities on or over the water including Club owned water craft. This committee is to assist members in mooring matters in conjunction with the Harbor Master of Harpswell. They will maintain records of mooring locations and ownership for members use. They will identify and provide moorings and/or dock space for visiting yachtsmen, Club owned boats & floats and establish standards for dingy or small boat use on or tied to the floats.

I. ABBOT FLETCHER SAILING SCHOOL

The Abbot Fletcher Sailing School will be administered by the club through the Board of Directors. Club members will be responsible for the management, operation and details of the program.

J. The Commodore may appoint ad-hoc committees for specific tasks. When committees are employed outside the expertise of Club members, the Board of Directors will first approve such contracts.

K. Standing Committees may recommend amendments to the Club Rules to the Board of Directors. From time to time, but not less frequently than every other year, each Standing Committee will review and revise as necessary such Committee's procedures and report to the Board of Directors.

Article X – Fiscal Year:

The fiscal year of the Orr's-Bailey Yacht Club shall begin on January first and end on December thirty-first of each year.

Article XI - Honorary Life Members:

Regular Members who have the status of Honorary Life Members on August 19, 2006, and their spouses, shall be exempt from the payment of annual dues, but shall be responsible for other fees and any special assessments made of members in the event such occurs.

Article XII – Changes:

A. These Bylaws may be amended by the Board, along with a majority vote of Regular Members present or voting by proxy at an Annual Meeting or a Special Meeting called for such purpose. Notice of such changes must be provided at least two weeks prior to such a meeting. The notice will indicate what changes are being recommended and may include a statement relative to the impact of said changes. A proxy may be used for voting at any Annual Meeting or Special Meeting provided that such proxy is cast only for items for which notice was provided in accordance herewith, and such proxy is received in writing, by facsimile or by email by the Commodore, the Vice Commodore or the Secretary no later than 48 hours prior to the published meeting time. The Regular Member making the proxy must be reasonably identifiable on the face of the proxy, and the proxy must be signed by the Regular Member if received in a manner other than by email.

B. Only announced changes will be considered at a Special Meeting held for that purpose.