

**MOOSEHEAD LAKE YACHT CLUB**  
**BYLAWS**  
**Amended August 6, 2022**

**ARTICLE I**  
**NAME AND PURPOSE**

As per the August 22, 1908 Certificate of Organization of a Corporation filed in the State of Maine, the name of this club shall be the Moosehead Lake Yacht Club (hereinafter referred to as MLYC). The purpose of the MLYC is to support the variety of summer boating and outdoor activities afforded by the Moosehead Lake region, and to host boating and social events conducive to such activities.

**ARTICLE II**  
**MEMBERSHIP**

**SECTION 1.** Membership in the MLYC is open to adult persons who are year-round or summer residents of the greater Moosehead Lake region or who have community ties to the region, and who wish to participate in MLYC events and activities. The maximum number of active memberships in the MLYC is established by the Board of Trustees, and there shall be two categories of membership in the MLYC: Active and Nonresident.

- A. Active Members are members in good standing who are current in dues payments and who have attended at least one event every two years. Active members are eligible to participate in all MLYC events, activities, and voting. No privileges of Active Members can be transferred to another person.
- B. Nonresident Members are members in good standing who are unable to come to Moosehead for the season and who have applied to the Board of Trustees for nonresident status and a reduced membership fee. The level of fees will be determined as a part of the board's annual budget review. Nonresident Members will not have the rights and privileges of Active Members during the period of their nonresident status.

**SECTION 2.** Persons interested in membership in the MLYC must attend at least one event prior to being nominated by an Active Member in good standing. The Active member in good standing making the nomination must complete and sign the membership form available on the MLYC website. Two other Active Members who are willing to endorse said nomination must each submit a written letter/email of endorsement to accompany the application. The complete application packet (signed application and 2 letters of endorsement/emails) should be submitted to the Chair of the Membership Committee. Completed applications are reviewed and voted upon by the Board of Trustees in order of receipt.

**SECTION 3.** Annual dues are per person and are established by the Board of Trustees for each budget cycle at the annual business meeting.

## **ARTICLE III OFFICERS**

**SECTION 1.** The officers of the MLYC shall be a Commodore, a Vice Commodore, a Rear Commodore, a Treasurer, and a Secretary/Historian.

**SECTION 2.** The Commodore shall automatically succeed from the office of Vice Commodore without the necessity of an election. The Vice Commodore, Rear Commodore, and Secretary/Historian shall be elected by electronic or, upon written request, by mail balloting prior to the Annual Meeting. The Treasurer shall be appointed by the Board of Trustees.

**SECTION 3.** The terms of office for Commodore, Vice Commodore, Rear Commodore, and Secretary/Historian shall be two years. Anyone having once served as Commodore and Vice Commodore shall be ineligible within five years to serve again in those offices. Anyone serving as Rear Commodore or Secretary/Historian shall be eligible to serve a second consecutive term if elected to do so. The term of office for Treasurer shall be at the discretion of the Board of Trustees.

### **SECTION 4. Duties of the Commodore**

- A. Responsible for the successful formulation and execution of the club's activities.
- B. Preside at Trustee meetings and meetings of the club. In the event of procedural questions, Robert's Rules of Order shall apply.
- C. In cooperation with the Treasurer and the Vice Commodore, prepare a budget for the following year and submit it to the Board of Trustees for review and approval within two weeks following the Annual Meeting.
- D. Control total expenses for the year within a five percent margin of the approved budget.
- E. In cooperation with the Board of Trustees, establish the date, time, location, member fee, guest fee, and the theme of each social event. Before the end of April, disseminate this information to all members, together with a list of elected officers and Trustees. Included shall be a copy of the approved budget and a bill for annual dues.
- F. Prepare the Vice Commodore for succession.

### **SECTION 5. Duties of the Vice Commodore**

- A. Assist the Commodore in the discharge of his or her duties and officiate in the Commodore's absence.
- B. Attend Trustee meetings.
- C. Serve as Social Chair. Duties include:
  1. Planning and implementing the dining and social activities for each general meeting of the club.
  2. Secure event chairs or co-chairs for each general meeting of the club.
  3. Assist each event chairperson in selecting and securing capable committee members.
  4. Make every effort to broaden committee participation and to include new members.
  5. Following each event, with input from event chairs and committees, prepare and give to the Treasurer and Secretary/Historian a report detailing the preparations, expenditures, problems encountered, and any other information that would be helpful to future social chairpersons.

### **SECTION 6. Duties of the Rear Commodore**

- A. Assist the Commodore and Vice Commodore in the discharge of their duties and officiate in their absence.
- B. Attend Trustee meetings.
- C. Oversee other events/activities of the MLYC, such as Boat Show, Paddle Posse, Raft-Ups, Hiking, International Seaplane Fly-In Shuttle service, etc. Duties include:
  - 1. Assist each event/activity chairperson in scheduling and announcing events.
  - 2. Assist in efforts to broaden participation and to include new members.
  - 3. Assist event/activity chairpersons in preparing report detailing the preparations, expenditures, problems encountered, and any other information that would be helpful to future chairpersons. Such report to be submitted to the Treasurer and the Secretary/Historian.

### **SECTION 7. Duties of Secretary/Historian**

- A. Attend Trustee meetings.
- B. Duties of the Secretary/Historian include:
  - 1. Record minutes of all general meetings and Board of Trustee meetings.
  - 2. Handle correspondence of the club.
  - 3. Issue notices of meetings of the club and of the Board of Trustees.
  - 4. Obtain and retain reports of each social event and activity from the Vice Commodore and Rear Commodore.
  - 5. E-mail Board-approved minutes of meetings to Commodore which shall be made available to any Active Member upon written request.
  - 6. Collect club records and memorabilia in a Club Yearbook, and retain these materials for reference in future years.
  - 7. Appoint a photographer to assist in the recording of club events.

### **SECTION 8. Duties of the Treasurer**

- A. Keep a correct roll of members including current phone and cell phone numbers, summer and winter addresses, email addresses, and in the case of elected officers, the date of their election.
- B. Assist the Commodore and Social Chair in preparing a budget for the following year.
- C. Maintain custody of the funds of the club.
- D. Collect all dues, meeting fees and other income; keep same in a bank in the name of the club.
- E. Disburse funds for the purposes and within the amounts specified in the approved budget, or as modified by the Board of Trustees. Advise the Commodore promptly if there is reason to believe that total expenditures for the year will overrun the budget by more than five percent.
- F. Report income, expenses, and current balance sheet data to the general membership at the Annual Meeting.
- G. Maintain custody of all financial reports and related documents.
- H. Submit in a timely fashion the Annual Report required by the Maine Bureau of Corporations, Elections and Commissions and any other required forms or reports.

## **ARTICLE IV BOARD OF TRUSTEES**

**SECTION 1.** The Board of Trustees shall consist of seven members: the five Officers of the MLYC and two Trustees-at-Large.

### **SECTION 2. Trustees-at-Large**

- A. The Trustees-at-Large must have been members in good standing for the last three consecutive years. The term of office for a Trustee-at-Large shall be two years, ending immediately after the Annual Meeting. A Trustee-at-Large shall be eligible to serve a second consecutive term if elected to do so.
- B. Each Trustee-at-Large shall be elected in alternate years by electronic or, upon request, mail balloting prior to the Annual Meeting.
- C. Duties of Trustees-at-Large
  - A. Attend Trustee meetings.
  - B. Assist the Vice Commodore and Rear Commodore in the discharge of their duties, especially as regards oversight of social events and activities.
  - C. Assist the Secretary/Historian in the discharge of his/her duties including serving as recorder of minutes in his/her absence.

### **SECTION 3. Meetings and Conduct of Business**

- A. All meetings of the Board of Trustees shall be called by the Commodore or by three or more trustees. Board meetings are open to active members of the MYLC.
- B. A majority of Trustees shall constitute a quorum at any meeting of the Board of Trustees, and decisions enacted at a meeting at which a quorum is present shall be the act of the Board of Trustees.
- C. A member of the Board of Trustees may be dismissed from the Board and his or her Officer position for cause by a two-thirds vote of board members (rounded to the next highest whole number). Such action shall not be taken without affording the affected member appropriate due process, including two weeks notice before a vote is scheduled. Reasons for dismissal will be made available to any Active Member upon written request.

### **SECTION 4. Vacancies**

- A. If the office of Commodore becomes vacant, the Vice Commodore shall assume the position for the remainder of the term of office.
- B. If other vacancies occur, the Commodore, with Board approval, shall appoint a replacement to fill the remaining term of that Trustee.

## **ARTICLE V MEETINGS AND VOTING**

**SECTION 1.** The Annual Meeting of MLYC members shall normally be held on or around the third week of August at a place and time determined by the Board of Trustees.

**SECTION 2.** Forty percent of the members eligible to vote shall constitute a quorum for the transaction of business at any meeting of members. A majority of the votes cast at a duly organized meeting at which a quorum of members is present in person shall be necessary for all motions to pass. Upon failure to achieve a quorum, all items of business requiring a vote shall be effected by electronic balloting.

**SECTION 3.** Each Active Member shall be eligible to vote on any business brought before the membership for consideration.

**SECTION 4.** Election of Officers and Trustees-at-Large shall be by electronic balloting. In the case of members without electronic access, mail ballots will be made available upon prior written request from the member. When feasible, all other voting will also be conducted by electronic balloting; otherwise, by in person vote at a duly organized meeting.

## **ARTICLE VI COMMITTEES**

### **SECTION 1. Membership Committee**

- A. The Board of Trustees shall serve as the MLYC Membership Committee, to be chaired by the Commodore.
- B. Duties of the Membership Committee
  1. Establish membership limits, based upon historic participation at club events, capacity of local event facilities, etc.
  2. Establish and make known to all members, the requirements and procedures for proposing prospective new members.
  3. Establish procedures for promptly considering prospective new members and shall, by a majority vote, admit new members into the club, strictly within the established membership limit.
  4. Encourage the admission of young members by giving priority to any applicant who is the son or daughter of an Active Member.
  5. Promptly convey the outcome of the application process to the member or members who had recommended each applicant.
  6. Extend to each new member a letter of congratulations upon his/her selection for membership in the club.
  7. Insure that each new member is formally introduced to other members at the next general meeting.

### **SECTION 2. Finance Committee**

- A. The Board of Trustees shall serve as the Finance Committee, to be chaired by the Treasurer.
- B. Duties of the Finance Committee

1. Review the Commodore's budget for the following year, before it is disseminated to the general membership.
2. Give prior approval for any unbudgeted programs or individual expenditure totaling more than five percent of the budgeted income for the year
3. Give prior approval for any unbudgeted assessment or increase in dues or event fees.

### **SECTION 3. Nominations & Elections Committee**

- A. The Board of Trustees shall appoint a three person Nominations and Elections Committee one of whom shall be the immediate past Commodore who shall chair the committee.
- B. The Nominations and Elections Committee shall annually present a slate of candidates for one Trustee-at-Large position, and shall biennially present a slate of candidates for Vice Commodore, Rear Commodore, and Secretary/Historian.
- C. Thirty-five days before the Annual Meeting, the Chair of the Nominations and Elections Committee or designee shall issue an electronic request for nominations for any open position to all MLYC Active Members. A nominee for Vice Commodore shall ideally either be currently serving or formerly have served on the MLYC Board of Trustees or in some other established MLYC leadership or committee position
- D. At least 14 days after the call for nominations, and no later than 21 days before the Annual Meeting, the Nominations and Elections Committee Chair shall close the nomination polls and certify the names of the three members named most frequently for each office on the nominating ballots. The Nominations and Elections Committee Chair shall determine each nominee's willingness to serve before a name is placed on the election ballot. Eligibility of a nominee shall be determined by the committee. At least 14 days before the Annual Meeting, the Nominations and Elections Committee Chair shall email to all members an electronic election ballot containing the names of no more than three and no fewer than one nominee(s) for each position Members who have made prior requests shall have their ballots mailed to them. The polls shall close three days before the MLYC Annual Meeting. Before the annual meeting, the Commodore shall email a letter to members whose names appeared on the ballot informing them of the outcome of the election vote.

**SECTION 4.** Additional committees may be appointed or dissolved, as deemed appropriate and necessary by the Board.

## **ARTICLE VII AMENDMENTS**

**SECTION 1.** These Bylaws may be amended by majority vote of the MLYC members by electronic balloting or at any Annual Meeting per the procedures outlined below. All proposals for amendment must be submitted in writing and include (a) a rationale for the need to amend, (b) an identification of the specific Bylaws language to be altered or deleted, and (c) the new language that would be incorporated into the Bylaws.

**SECTION 2.** The Board of Trustees acting on its own may present amendments to the membership for its approval. Such a motion to amend shall be communicated to the membership electronically at least two weeks prior to the Annual Meeting.

**SECTION 3.** Any Active Member may initiate a Bylaws amendment process by presenting the Board of Trustees with a Petition for Amendment endorsed by at least three other Active Members of the MLYC. In order to be considered at the upcoming Annual Meeting, amendment proposals initiated by Active Members must be submitted at least 35 days prior to the Annual Meeting. The Board of Trustees, at its discretion, may elect to present the Petition to the membership for a vote at the Annual Meeting or by electronic balloting, or to form an *ad hoc* committee to review the Petition before presenting it to the membership for a vote.

## **ARTICLE VIII LOSS OF MEMBERSHIP**

A member of the MLYC may be denied continued membership for cause by a two-thirds vote of Board of Trustees members (rounded to the next highest whole number). Such action shall not be taken without affording the affected member appropriate due process, including, but not limited to, two weeks notice prior to the Board meeting at which the vote is scheduled.