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ARTICLE I MEMBERSHIP

Section 1 - Founding Members. The Founding Members of the Club are: Michael Costagliola, Gerald Finsen, Sandy Jamieson, Donald Ostrower and Richard B. Tyrell. So long as they shall continue to comply with all of the qualifications and obligations of Regular Members, they shall have all the rights and privileges of Regular Members and, in addition, those rights and privileges specifically set forth in these By-Laws.

Section 2 - Regular Members. Every Regular Member (also referred to in these By-Laws as “Member”) shall be the owner and captain of an offshore sailing vessel. In the event of a co-ownership of a vessel, only one such co-owner shall be a Member.

An ‘offshore vessel’ is a vessel having wind ¹ as it’s principal means of propulsion, and which is not less than twenty-eight (28) feet overall length, has inboard auxiliary power, has permanent sleeping berths, a permanently installed galley and head, and shall meet other qualifications as may be determined from time to time by the Board of Governors.

¹ Amended to include power-boat owners

Regular Members shall have all of the privileges of the Club, including voting and holding flag office, subject to the provisions as may appear elsewhere in these By-Laws.

ARTICLE II ELECTION OF MEMBERS

Each founding Member is a Member of the Club. Until the calendar year commencing January 1, 1975, every other candidate for membership in any Class in the Club shall be only by the unanimous consent of the Board of Governors. Thereafter every other candidate shall be proposed and seconded by two Members at a Membership meeting, provided the names of such prospective members be circulated to the membership in the announcement for that meeting.

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At the request of any Member present and voting, the voting on any candidate shall be by written ballot. Three negative ballots or votes shall exclude. The Board of Governors may adopt from time to time, such additional procedural rules for the submission of candidates for membership, not inconsistent with other provisions of these By-Laws, as it may determine in the best interest of the Club.

ARTICLE III MEMBERSHIP MEETINGS

Section 1 – Annual Meetings. An annual meeting of the Members shall be held each year at such time, not later than April 30th, and at such place, as shall be determined by the Board of Governors.

Section 2 - Special Meetings. Special meeting of the Members may be called by the Commodore of the Club, and shall be called by him at the request of two or more Governors or ten or more members of the Club.

Section 3 - Notice of Meetings. Not less than ten days prior written notice of the time and place of such meeting shall be given to each Member. In the case of a special meeting, such notice shall also specify the business to be transacted at the meeting, and no business shall be transacted thereat other than so specified.

Section 4 - Voting. Each Member shall be entitled to one vote ² on each item of business to be transacted at the meeting. A majority of the members shall constitute a quorum for the conduct of business. Except as otherwise provided by law, or these By-Laws, all matters shall be determined by the vote of a majority of votes cast at any meeting. Only members personally present at a meeting shall be counted for quorum and voting purposes ³.

Amended as follows:

² Spouses of Members shall have full membership privileges (Annual meeting 4/1/1991)

³ Voting by signed proxy ballots is permitted.

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ARTICLE IV BOARD OF GOVERNORS

Section 1 - Duties. The Board of Governors shall have general charge and control of the policies and finances of the Club. They shall have the power to create such committees as they shall determine, appoint the members, designate the chairman, and define the duties thereof.

Section 2 - Meetings. They shall hold such meetings, at such times and places, and with such notice as they may determine.

Section 3 - Voting. A majority of the Board of Governors shall constitute a quorum at any meeting, and the act of a majority of those present shall constitute the act of the Board.

Section 4 - Election. Until the year commencing January 1, 1975, the Founding Members shall constitute the Board of Governors. Thereafter, the Board shall be composed of the Flag Officers of the Club.

ARTICLE V OFFICERS

Section 1. The officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore (each of whom shall be a regular Member of the Club), Secretary and Treasurer. The Commodore, Vice Commodore and Rear Commodore shall be the Flag Officers.

Section 2. It shall be the duty of the Commodore to command the Squadron, to preside at all meetings of the Club, and the Board of Governors, and to enforce the laws and regulations of the Club and perform such other duties as may be set forth in these By-Laws.

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties and to officiate in his absence.

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It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties, and to officiate in their absence.

The Secretary and Treasurer shall perform such duties as are normally pertinent to such offices, as well as such duties as are from time to time assigned to them by the Board of Governors.

Section 3. Each officer shall be elected by the Members at a meeting thereof, to serve for a term of three years ⁴.

⁴ Amended to: One year (1978)

ARTICLE VI FLEET OFFICERS

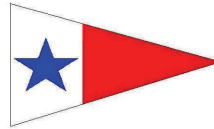
The Commodore may appoint Fleet Officers, including a Fleet Captain, and define their duties. Such Fleet Officers shall hold office during the pleasure of the Commodore.

ARTICLE VII ANNUAL DUES

Each regular Member, and member of any other class, shall pay such dues as shall be determined by the Members at any meeting thereof. Full annual dues are payable for any portion of a year during which a person is a Member of the Club.

ARTICLE VIII BURGEE

The Burgee of the Club shall be in the following form:



Blue Star on a White Background
and Smaller Red Triangle

ARTICLE XIX AMENDMENTS

Any amendments to these By-Laws must be approved by two-thirds vote of the Members present and entitled to vote at a meeting of the Members of the Club.

*By-Laws: reprinted from the Original,
dated January, 1973 including revised
versions dated May 31, 1981 and
Amendments from 1991.*

Dated: August 1, 2008

MUSCETA COVE YACHT CLUB

Founded in 1973 -

BY-LAWS

Includes 1978, 1981 and 1991 revisions



MUSCETA COVE YACHT CLUB
PO Box 173
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