



Adopted May 9th, 1952
(with subsequent amendments)
(last amendment approved April 27, 2019)

Chapter I Definitions

SECTION 1.

- a. Board of Governors shall consist of the elected officers, elected Governors, , and Committee Chairpersons (as per Article V of the Constitution of the South Bay Cruising Club).
- b. The elected officers consist of Commodore, Vice Commodore, Rear Commodore, Treasurer, and Recording Secretary.

Chapter II Meetings

SECTION 1. General Meetings shall be held at least four times each year, one of which shall be held in early November and be known as the Annual Meeting. Notice of the time and place of holding same shall be sent to each member at least 15 days prior thereto.

SECTION 2. At General Meetings the order of business, except as ordered by the presiding officer shall be:

1. Reading and Correction of Minutes
2. Report of Officers
3. Report of Committees
4. Elections, if applicable
5. Unfinished Business
6. New Business

SECTION 3. At all meetings of the Club 15% of the voting membership shall constitute a quorum.

SECTION 4. Special Meetings may be called by the Commodore or by the elected Board of Governors. Notice of time and place of holding of such meetings must be sent to each voting member at least five days prior thereto. The Commodore or Board of Governors must call a special meeting of the Club when so requested in writing and signed by at least 25 voting members of the Club, and at such meetings only the special business for which the meeting was called shall be considered. The notice

shall specify said special business.

SECTION 5. If a quorum is not present at a Special Meeting, the presiding officer may adjourn the meeting to a day and hour fixed by him or her, with suitable notices to be sent to every voting member on the roster ten days or more prior to the meeting. Should the meeting again fail to constitute a quorum, the matter for which the meeting was called may either be brought up at the next general meeting under the heading of "new business" or ruled "of no consequence" by the presiding officer of the special meeting that has failed to constitute a quorum for the second time, and if so ruled, the matter is to be considered closed unless reopened by petition of 25 voting members for a Special Meeting.

SECTION 6. Meetings of the Board of Governors shall be held at such times and places as the Commodore shall designate. Seven members of the Board of Governors shall constitute a quorum.

SECTION 7. Special meetings of the Board of Governors may be called by the Commodore. Upon the written request of any three members of the Board, the Commodore shall call a Special Meeting of the Board.

Chapter III Membership

SECTION 1. There shall be four classes of members:

- a. Regular Members - Regular members shall be members elected by the Board of Governors and in good standing.
- b. Honorary Life Members - The Honorary Life Member status is reserved for members having successfully served as Commodore for two consecutive years. Honorary Life Members shall be exempt from dues and assessments.
- c. Junior Members - Junior Membership is reserved for Sons and Daughters of the Regular, Senior and/or Honorary Life Members in good standing. Junior members are between the ages of 16 and 26.
- d. Senior Members - Regular Members may change their membership status to Senior membership if they have attained the age of 65 years, with a club membership in good standing for 15 years and may or may not own a boat. Senior status will include all the privileges of regular membership.

SECTION 2. Membership shall entitle both member and spouse as members to full participation in all club activities.

SECTION 3. No award, trophy, or office may be received or conferred upon, or held by, any member not in good standing.

SECTION 4. To be eligible for election to Regular Membership, every candidate must be the owner of a cruising sailboat that has a head, galley, lifelines and is self-righting (multi-hulls excluded), or a qualified racing sailboat as defined by SBCC handicap requirements, berthed on Great South Bay or nearby waters (from E. Rockaway to Shinnecock) and must be sponsored by two members in good standing. A two-thirds majority vote of the Board of Governors present shall be required for election to membership.

SECTION 5. No member shall sponsor more than four candidates for membership in one calendar year. Members are expected to serve as mentors to those whom they sponsor.

SECTION 6. To be eligible for election to Junior Membership, the applicant must have attained the age of sixteen and not yet reached his or her twenty-sixth birthday and be residing with parent who is a member in good standing. This membership is contingent upon the parent's continued membership. Only one club mailing will be sent to each household. The Junior membership terminates upon reaching the age of twenty-six.

SECTION 7. Any member whose dues remain unpaid after April 1 shall be deemed not in good standing. Any member whose dues remain unpaid by December 31 shall have membership terminated and shall have no residual privileges of membership.

Chapter IV Elections

SECTION 1. The officers of the Club, as defined in Article V, Section 2 of the Constitution, and the seven elected governors shall be chosen by ballot at the Annual Meeting of the Club held in an odd numbered year. They are to assume office on the following January 1st. Each voting member in good standing shall be entitled to cast one vote, as described in Chapter XV Voting, for each office and a majority of the votes so cast shall be necessary to elect a candidate. Tellers shall be appointed by the presiding officer.

SECTION 2. Nominations of candidates for the foregoing offices shall be proposed by a Nominating Committee consisting of the following:

- a. The current Commodore
- b. Two elected members of the Board of Governors appointed by the Commodore.
- c. Three members of the Club, appointed by the Commodore, who shall not be members of the Board of Governors.

SECTION 3. At least one month prior to the Annual Meeting of an odd numbered year, the Nominating Committee shall mail to all voting members of the Club a proposed slate to be voted upon. Additional names may be added to this slate if submitted to the Nominating Committee in writing ten days prior to the Annual Meeting by any fifteen voting members of the Club in good standing.

SECTION 4. The Flag Officers shall be the Commodore, the Vice Commodore and the Rear Commodore.

SECTION 5. The Flag Officers may not hold the same office for more than one two-year term plus any unexpired term.

SECTION 6. In the event of a vacancy occurring in the elected Board of Governors or an elected Officer, the unexpired term of such vacancy may be filled by a majority vote at a meeting of the Board of Governors.

Chapter V

Duties and Powers of the Board

SECTION 1. The Board of Governors shall have the general management and control of the affairs and funds and property of the Club and all rights and powers connected therewith shall be vested in them.

SECTION 2. At each Annual Meeting, or within thirty days thereafter, the Commodore will appoint a Fleet Captain, Regatta Captain, Corresponding Secretary, Fleet Surgeon, Chanteyman, Membership Chairperson and such committee chairpersons and committees as deemed necessary. Chairpersons thus appointed become additional members of the Board of Governors unless otherwise provided in the appointment. They are to assume office on the following January 1st.

SECTION 3. The Board of Governors shall perform the following specific duties:

- a. Manage all the affairs of the Club and take charge of Club property.
- b. Hold meetings at which a quorum shall consist of at least the following seven members of the Board: one of the Commodores, one of the Secretaries or the Treasurer, five other members of the Board.
- c. Keep minutes of their proceedings.
- d. Reprimand or otherwise discipline any member whose conduct is detrimental to the welfare of the Club, per Chapter XVIII.

Chapter VI

Duties of Flag Officers

SECTION 1. The Commodore shall command the fleet, preside at meetings of the Club and Board of Governors, enforce the rules and regulations and appoint chairpersons of necessary committees. The Commodore may call special meetings of the Club and shall do so at the written request of three members of the Board of Governors or of twenty-five members of the Club. The Commodore may call informal meetings during a regatta or cruise but no business shall thereby be transacted unless it be of a temporary nature.

SECTION 2. The Vice Commodore shall assist the Commodore in discharging his duties, and in his absence shall succeed to the functions and perform the duties which would devolve upon the Commodore.

SECTION 3. The Rear Commodore, in the absence of the Commodore and the Vice Commodore, shall succeed to the functions and perform the duties which would devolve upon the Commodore.

SECTION 4. In the absence of the three Commodores, the Treasurer, the Recording Secretary and the senior elected member of the Board shall succeed to the above mentioned duties in that order.

Chapter VII

Duties of the Elected Governors

SECTION 1. The elected Governors shall be entrusted by the membership to affirm compliance with the Constitution and By-Laws of the SBCC at all times.

Chapter VIII

Duties of the Treasurer & Membership Chairperson

SECTION 1. The Treasurer shall be custodian of the Club funds and shall maintain an accurate balance sheet of same, shall make a Treasurer's Report at each meeting, shall advise the Board of Governors on all expenditures and disbursements, shall receive all dues and make a report of same to the Board of Governors. The Treasurer shall prepare The Annual Treasurer's Report with the assistance of an Auditing Committee appointed by the Commodore.

SECTION 2. The Treasurer shall make all disbursements authorized by the Commodore and shall so maintain records of same that an accounting may be ordered by the Board of Governors at any time on ten days' notice.

SECTION 3. The Membership Chairperson shall notify each member-elect of acceptance and shall furnish a membership card.

SECTION 4. The Membership Chairperson shall keep the master list of racing members, assign numbers and keep the necessary committee chairperson promptly informed.

Chapter IX

Duties of the Corresponding & Recording Secretaries

SECTION 1. The Corresponding Secretary shall be in charge of the Club's official correspondence and shall keep the general membership informed of the activities of the Club.

SECTION 2. The Recording Secretary shall keep a true record of all proceedings at all meetings, shall keep a current set of the Constitution and By-Laws, as amended, and make these available to members on request.

Chapter X

Duties of the Fleet Captain & Regatta Captain

SECTION 1. The Fleet Captain shall be the chairperson of the Cruising Committee and shall be in charge of all logistics in connection with cruising activities.

SECTION 2. The Regatta Captain shall be the chairperson of the Regatta Committee and shall be in charge of all logistics in connection with racing activities.

Chapter XI Duties of the Fleet Surgeon

SECTION 1. The Fleet Surgeon shall make available his or her professional skill and knowledge when an emergency so requires and shall advise the Board of Governors on matters of health and sanitation which might arise out of a proposed Club activity.

Chapter XII Duties of the Chanteyman

SECTION 1. The Chanteyman shall lead in the singing of appropriate ballads when so requested by the Commodore and may from time to time render such original compositions which the moment might demand.

Chapter XIII Dues and Assessments

SECTION 1.

- a. Regular, Senior and Junior Members and Associates shall pay annual dues and other fees as fixed by the Board of Governors.
- b. Members who wish to race in Club events shall pay a racing fee which, if imposed, will be set by the Board of Governors each year. In the event the member has two boats or more and requires two or more handicaps, then two or more racing fees shall be paid.
- c. New Regular Members shall pay an initiation fee as fixed annually by the Board of Governors.
- d. Candidates for Junior Membership will not be required to pay the initiation fee. A Junior Member, on reaching twenty-six years of age may apply for Regular Membership without the required initiation fee. All other requirements for Regular Membership must be met.
- e. Honorary Members shall not be required to pay any dues during the period of their honorary membership but shall pay the racing fee if they race.
- f. Senior members and Associates shall pay at a rate determined by the board and such other fees as fixed by the Board of Governors.
- g. Dues are payable on January 1 and shall cover the period from January 1 to December 31. Dues shall not be prorated for a portion of the year. If elected to membership after October 15, dues will be applied to the following years dues.

Chapter XIV Club Fleet

SECTION 1. To qualify as a vessel in the Club Fleet, a yacht must be a sailing yacht equipped for cruising under sail and have a head, galley, lifelines and be self-righting (multi-hulls excluded), or be a racing sailboat that meets SBCC Handicap requirements, or a power boat equipped for cruising. Questions of doubt will be resolved by the Board of Governors.

SECTION 2. To be eligible to race in Club sponsored races a yacht must have the same characteristics as set forth in Chapter III, Section 4.

Chapter XV Nautical Etiquette and Flags

SECTION 1. Nautical customs and traditions shall be observed at all times, particularly while cruising.

- a. Flag officers shall fly the appropriate signal on their own yachts unless cruising with another club.
- b. All members may fly the Club burgee unless participating in a cruise or regatta sponsored by another organization to which they belong.
- c. Other authorized flags and pennants may be flown when appropriate.
- d. The Club burgee may be flown continuously while a vessel is in commission.

Chapter XVI Committee Chairpersons

SECTION 1. The Chairperson of a standing committee shall be a member of the Board of Governors and shall perform the duties assigned by the Commodore or the Constitution or By-Laws. In the event the Chairperson cannot attend a Board of Governors meeting, the Chairperson shall contact the Commodore to mutually select an alternate representative.

SECTION 2. A Vice-Chairperson may be selected by the Chairperson with the Commodore's approval.

Chapter XVII Voting

SECTION 1. Regular, Honorary Life, and Senior Member families in good standing shall be entitled to one vote at all Club meetings, subject to the following provisions:

- a. One vote may be cast by each family. By mutual agreement either the member or spouse may cast the one vote.
- b. Individual dues paying members may cast one vote.
- c. Junior Members and Associates are not entitled to vote.
- d. No member by reason of owning more than one yacht shall be entitled to more than one vote.

e. A vote must be cast by the member in person and not by proxy.

SECTION 2. At Board of Governors meetings, all members of the Board shall be entitled to one vote. In the event more than one representative per committee is present, only one vote may be cast per committee.

Chapter XVIII

Discipline

SECTION 1. Every SBCC Officer, Committee Chair, Member or Associate (referred to as 'member' in the rest of this Chapter) must comply with the Constitution and By-Laws of the SBCC. Any refusal or neglect to do so, or any conduct by such member deemed injurious to the character or welfare of the Club, shall render such member liable to suspension or expulsion from the Club.

SECTION 2. Any person claimed to be in violation shall be subject to a preliminary informal conference with two people, consisting of the Commodore and/or duly elected Flag Officers or Governors, in order to remediate the conditions charged.

SECTION 3. If, after an informal conference, the injurious conduct on the part of the member persists, then a Formal Administrative Hearing will be scheduled. Notice of the Formal Administrative Hearing, along with reasons thereof, will be sent to the accused member by registered mail at least fourteen days prior to the hearing. The member shall have the right to be present at such Administrative Hearing and will be given the opportunity to be heard to defend or explain such conduct. The member will not be permitted to be present during subsequent deliberations and vote, but will be promptly notified of the results of such hearing both verbally and in writing.

SECTION 4. Members of the hearing shall consist of at least three and no more than five duly elected members, Flag Officers, or elected Governors and chaired by a person appointed by the Commodore. The hearing board will render a Finding of Fact, Decision and Order to be verified by the Commodore or next highest ranking Flag Officer. A permanent detailed record of the proceedings shall be kept on file. All correspondence pertaining to the hearing shall be sent by certified mail.

SECTION 5. The member adjudged guilty of such charges may be removed from office, suspended (for a period of not more than one year) from membership, or expelled from the Club by two-thirds vote of the Board of Governors present.

SECTION 6. Any member suspended or expelled shall pay full dues for the year in which such member is expelled or for the period of such suspension.

SECTION 7. An expelled member may apply in writing for reinstatement to membership after one year of expulsion. Reinstatement will be considered at a regular meeting of the Board of Governors and the reinstatement must be approved by a three-quarters vote of the board present.

Chapter XIX Indemnification

SECTION 1. To the extent permitted, and in the manner prescribed by law, the Club shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person, such person's testator or intestate is or was a trustee, a member of the Board of Governors, officer or committee member of the Club, or of any other corporation of any type or kind, domestic or foreign, which such person served in any capacity at the request of the Club, against judgments, fines, amounts paid in settlement and reasonable expenses (which the Club may advance), including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or in any appeal therein. The foregoing right of indemnification shall not be exclusive of any right to which any such person may be entitled.

SECTION 2. The Board of Governors in their discretion, may authorize the Club to indemnify any person other than a trustee, Board of Governor, or officer for expenses incurred or other amount paid in any civil or criminal action, suit or proceeding to which such person was, or was threatened to be, made a party by reason of the fact that such person, such person's testator or intestate, is or was an agent of the Club.

Chapter XX Amendments to By-Laws

SECTION 1. Amendments to the By-Laws may be adopted at any General Meeting by a two-thirds vote provided that the notice of the meeting shall have contained such amendments in full, such notice having been sent to each voting Member of the Club at least fifteen days prior to the proposed General Meeting.

Chapter XXI Courtesies Extended - Associates

SECTION 1. In order to encourage the companionship of our crew who race and cruise with us but do not own qualifying cruising sailboats of their own, and who have never been regular members in the past, the Club offers the hospitality of its functions and the convenience of its mailings. Upon sponsorship by two members in good standing, approval by the Board of Governors, and payment of such initiation fee and annual dues that the Board may deem appropriate, such individuals shall receive copies of all regular Club mailings, specifically invitations, newsletters, and one yearbook. They will be welcome at all Club functions but will have no membership privileges. It is required that they will immediately apply for membership in the event that they acquire a cruising sailboat, and that the Board will levy whatever additional fees may be deemed appropriate at that time.