

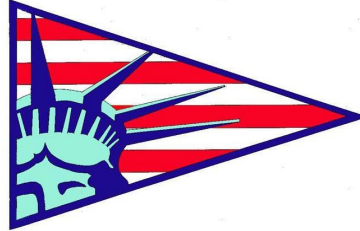
**Liberty Yacht Club**

80 Audrey Zapp Drive  
Jersey City, NJ 07305



**Liberty Yacht  
Club**

80 Audrey Zapp Drive  
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# By-Laws

April ..., 2019

**Liberty Yacht Club**

80 Audrey Zapp Drive  
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**ARTICLE I**

**ORGANIZATION AND MISSION**

**Section I: Club Name**

The Club shall be known as Liberty Yacht Club (“Club”).

**Section II: Incorporation and Location**

The Club shall be incorporated in the State of New Jersey as a non-profit corporation under Section 501(c)(7) of the Internal Revenue Code. The Club will conduct its regular meetings and activities at Liberty Landing Marina (or the approximate location) in Jersey City, NJ until a permanent meeting location is established.

**Section III: Mission**

The mission of Liberty Yacht Club is to: 1) promote sailing and boating activities in the greater New York Harbor area (“Area”) and beyond; 2) foster education programs in boating safety and seamanship; and to 3) provide social activities for its members in order to develop camaraderie and goodwill among our members, marina tenants and the boating community. The Club will faithfully promote environmental awareness and endeavor to safeguard our waterways.

The official Mission Statement of the Club shall be *Friendship. Seamanship and Time Well Spent.*

**Section IV: Club Burgee**

The Club Burgee (“Burgee”) shall be triangular with a blue border and horizontal red and white stripes. On the hoist edge of the Burgee is a partial rendition of the face and crown of the Statue of Liberty, as depicted at the top of this page. The Burgee will also function as the official logo of the Club.

Only Regular members and **Legacy** members in good standing may fly the Burgee. Burgees for regular members shall be made of heavy material and stitched double-sided, designed to withstand the rigors of flying outdoors from a halyard. Associate member burgees may be a lighter material and screen-printed.

**Section V: Volunteer Organization**

The Club is a not-for-profit organization made up entirely of volunteers. No Officer or Member shall draw a salary or other compensation for their services. The Club shall not have any employees, either full- or part-time.

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**ARTICLE II  
MEMBERS**

**Section I: Membership**

Membership is welcome to all individuals regardless of ethnicity, nationality, religion, disability, or gender. Membership is available to all individuals above twenty-one (21) years of age, and of good moral character. Membership may however be limited on a non-discriminatory basis, based on available facilities and accessibility. New members shall be sponsored by an existing Club member who has been in good standing for a minimum of one year. Potential member applications shall be forwarded to the Membership Committee for approval. The Club reserves, at the discretion of the Membership Committee, the unencumbered right to refuse membership.

A member in good standing is any member whose dues has been paid for the year and has not been censured or is not under suspension or termination by the Executive Committee.

Memberships are assigned to individuals and not boats. Boats with multiple owners or time shares cannot share a membership.

All members shall receive a LYC membership card with a unique member number. Members should keep the same card for the duration of their membership. Replacement cards will be issued for a fee of \$5.

Membership shall consist of Regular, Legacy and Honorary members which are defined as follows:

**Regular Membership (RM):** Regular members shall consist of all individuals who either own a boat which is moored or docked in the greater New York Harbor and lower Hudson River Area, or are a member of a sailing or boating club in the Area, or have an active interest in all things sailing or boating in the Area. Each Regular Membership may include **NAMED** spouse or significant other ~~who reside in the same household~~ of the applying or existing member. All member privileges and benefits are extended to both individuals of the regular membership with the exception that voting rights shall be limited on only one vote per regular membership, and only one individual may serve as an Officer at a time. Both individuals of a regular membership shall receive their own membership card.

Children (under 21 years of age, or under 23 years of age if a student at a recognized school of higher education) of regular members may enjoy the privileges and benefits of the Club except the right to vote or hold office.

Guests of regular members must "pay at the door" the posted fee for attending club events. A guest may not take the place of a spouse or significant other at an event. An individual with a Regular Membership who has not listed a spouse or significant other on their membership

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application/renewal form may bring one guest to all events for the same cost charged to members for each event.

**Legacy Membership (LM):** Legacy members shall consist only of individuals who have been Regular members for a minimum of 3 consecutive years and are no longer sailing or boating in the greater New York Harbor and lower Hudson River Area, who would like to continue to support the club, fly the Burgee, and call themselves an LYC member regardless of location. They have no voting rights and may not hold office. They have limited privileges and benefits, may attend Club social events and participate in boating activities but must “pay at the door” as required for each event. Each Legacy membership may include spouse or significant other who reside in the same household of the applying or existing member. Any limited member privileges and benefits are extended to both individuals of the Legacy membership. Legacy members may only bring guests to those LYC events designated as open to all.

**Honorary Members:** The Board of Governors may, from time to time, extend an honorary membership to any individuals deemed appropriate, in particular members of the U.S. Coast Guard, armed forces and visiting dignitaries. Such honorary memberships are limited to a maximum of five at any time. Honorary members shall be exempt from any initiation fees or membership dues. Honorary members may not vote and/or hold office. It will be the discretion of the Executive committee as to whether an Honorary member pays at the door for club events.

**Member Guest (MG):** Guests of current members in good standing shall be deemed Member Guests and may attend club events, however an additional “pay at the door” fee may be required.

**Non-Members (NM):** Non-Members may attend Club events only if the event is designated as open to all. Otherwise, a non-member cannot attend club events.

**Volunteering:** LYC is a volunteer-based organization. In order for the club to thrive all hands need to be on deck. We strongly encourage all members make their best effort to volunteer to help make the club a success.

## Section II: Application

Any individual desiring to become a member of the Club, and who meets the qualifications described in Article II, Section I above, must submit a Membership Application Form (“Form”) to the Membership Committee. The Form must be signed and endorsed by a regular member in good standing, serving as the applicant’s sponsor. It is the preference of the Membership Committee that all Forms are filled out electronically and emailed to the Sponsor. Electronic signatures are allowed.

## Section III: Membership Year

The membership year shall run from May 1 to April 30.

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### **Section IV: Fees and Dues**

The Club shall assess an initiation fee ("Fee") and annual membership dues ("Dues") from members in order to finance Club expenditures, including, but not limited to, first-time member burgees, administrative expenses, educational programs, social events and sailing/boating activities.

The initiation Fee and Dues for each category of membership (**Regular and Legacy**) shall be proposed by the Executive Committee to the members at the Annual General Meeting ("AGM") each year. Any proposed changes to the initiation Fee and Dues shall be approved by a majority of members present at the AGM and entitled to vote; and shall take effect on the first day of the following membership year as defined in Article II, Section III.

Dues shall be payable in full prior to the beginning of the membership year on the due date of May 1st. The Membership Committee may at their discretion make alternative payment arrangements for members on a case by case basis.

Members who have not paid their annual dues within thirty (30) days of the due date shall be designated as Not in Good Standing and cannot vote or attend Club paid events.

New members shall be charged a nominal initiation fee in order to partially offset the cost of the Club Burgee, membership cards and other related expenses.

With the exception of courtesies extended to Honorary members, all members of the Club shall be required to pay dues.

### **Section V: Member's Code of Conduct**

All members of the Club and each of his/her immediate family members agrees to act with decorum and to comply with the Club Rules and By-Laws. Any refusal or neglect to do so, or any conduct which, in the opinion of the Executive Committee, is offensive or unworthy of a member, and injurious to the peace, order, welfare and reputation of the Club, shall place a member at risk of disciplinary action. Members shall also be responsible for the actions of their guests and their compliance with the Club Rules and By-Laws.

The Secretary, at the direction of the Executive Committee, shall notify the member in writing of any alleged infraction or violation of the Code of Conduct, and give the cited member fourteen (14) days to appear in person in front of the Executive Committee for a fair and reasonable hearing that is carried out in good faith. At the hearing, the member shall have an opportunity to hear the charges brought and to respond to such charges. Upon such hearing, or upon failure to appear, the Executive Committee may censure the member, or may also elect to suspend or forfeit the members' membership in the Club. Members who are censured or are suspended are considered Members Not in Good Standing and are not eligible to vote in General meetings.

### **Section VI: Contact Information**

Each member shall be responsible for notifying the Secretary in writing of his or her current address and contact information including email address. Email shall be the Club's primary form of communication with members. Neither the Club nor the management of the Club shall be responsible for missed communication or actions taken as a result of members' failure to notify the Secretary of his or her current contact information.

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**Section VII: Non-Transferable**

Membership in the Club is not transferrable, and no assignment shall be recognized for any purpose.

**Section VIII: Termination**

Membership shall be terminated if: 1) the member notifies the Secretary in writing of his/her intent not to renew membership; 2) Dues have not been paid within sixty (60) days of the beginning of the membership year; or 3) membership has been forfeited as a result of a duly held hearing (see Article II, Section V).

**Section IX: Reinstatement**

A former member may apply for reinstatement of membership without seeking an endorsement of a regular member in good standing, provided the membership has lapsed within a one year time frame.

**ARTICLE III**

**BOARD OF GOVERNORS**

**Section I: Role**

The Club shall maintain a permanent Board of Governors ("Board"), who's role is to provide strategic direction and oversight for the Club, with the regular or "day-to-day" management of the Club the responsibility of the elected members or Officers who form the Executive Committee (see Article IV, Section I). The Board holds ultimate responsibility and accountability for the Club on behalf of the members of the Club.

It is the Board's goal to follow best practices in governance and maintain a clear separation between oversight and management. As such, a Board Member may not serve as an Officer with the exception of there is a limited number of members (quantitative or qualitative) from which to nominate Officers, or there is no more than one Board Member serving as an Officer at any one time.

The Board has the right to intercede in any activity, and in any capacity, for the good and welfare of the Club. However, the Board may not interfere with the actions caused by a majority vote of the general membership, or actions caused by a duly elected Officer if such actions are not clearly contrary to the best interest of the Club and its members.

The names of all Board of Governors Members shall be appropriately filed with the Secretary of the State of New Jersey as a Trustee of the organization.

**Section II: Board Committees**

The Board shall establish the following standing Committees for the purpose of providing oversight, developing policy and leadership for the Club: 1) Governance Committee; 2) Finance Committee; and 3) Nominating Committee.



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**Governance Committee:** The Governance Committee is charged with providing guidance and ensuring the General Committee's adherence to the Rules and By-Laws of the Club. In addition, the Committee is responsible for developing and articulating the long range strategic plan for the Club.

**Finance Committee:** The Finance Committee is charged with overseeing the budget development and financial controls. In addition, the Committee shall be responsible for developing policies related to finances, including long-range financial planning, and for reviewing and approving the proposed annual budget prior to presentation to the general membership.

**Nominating Committee:** The Nominating Committee is charged with identifying potential members to serve as Executive and General Officers of the Club. Emphasis shall be placed on identifying potential candidates early and providing opportunities for those members to gain more experience in various aspects of the Club.

The Board Committees shall comprise a minimum of two Board Members each who may sit on no more than two standing Committees. The various Committee chairpersons may appoint regular members in good standing to join a Committee for a period of no longer than one year.

**Section III: Service**

The Board of Governors shall consist of an odd number of Board seats, which is currently set at five seats. This number shall only be increased through unanimous consent of the existing Board and approval of a minimum of a two-thirds majority vote of the regular membership quorum. All Board Members must be a regular member in good standing of the Club.

There is no term limit to serving on the Board of Governors. However, should a Board seat become vacant either through resignation, retirement or for any reason, then an individual(s) may be added to the Board of Governors at any time after the vacancy provided he/she meet the following requirements:

- A minimum of two years as a regular member of the Club
- Approved by a majority vote of the regular membership quorum
- Unanimous approval of the existing Board of Governors

No Member of the Board of Governors shall receive any form of compensation from the Club for their services.

**ARTICLE IV**

**OFFICERS**

**Section I: Executive Committee**

The Club shall be managed in its day-to-day activities by an Executive Committee of Officers elected on an annual basis at the Annual General Meeting. In carrying out its duties on behalf of the Club members, the Executive Committee shall strive to follow the strategic goals and policies as set forth by the Board of Governors.

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The Executive Committee shall consist of five (5) Executive Officers: 1) Commodore; 2) Vice Commodore; 3) Rear Commodore; 4) Secretary; and 5) Treasurer. The Commodore, Vice Commodore and Rear Commodore are Flag Officers and may fly either square or swallow-tailed burgees befitting their positions.

The roles and responsibilities of the individual Executive Officers are set forth below.

### Section II: Executive Officers' Role and Responsibilities

**Commodore:** As senior or principal Flag Officer, the Commodore provides and encourages leadership for all Club activities. He or she shall set the direction for the Club, provided it is aligned with the strategic goals and policies set forth by the Board. In addition, the Commodore has the following roles and responsibilities:

- Organization and day-to-day management of the Club
- Chairs the Executive and/or General Committee meetings
- Represents the Club at official functions
- Reports to the Board on a regular basis
- Chairs, and provides a report to members at member meetings including the AGM

**Vice Commodore:** The Vice Commodore is second in command, and a Flag Officer responsible for the organization and management of all sailing/boating activities on the water, and associated aspects, of the Club. In addition, the Vice Commodore has the following roles and responsibilities:

- Provide and encourage leadership in the Club's sailing and boating activities
- Assist the Commodore in the discharge of his/her office
- Represent the Club at official functions in the absence of the Commodore
- Act as Commodore, assuming all management responsibilities in the absence of the Commodore
- Attend the General Committee meetings and provides a report on sailing and boating programs and activities
- Provide a report to members at the AGM

**Rear Commodore:** He/she is third in command, and a Flag Officer responsible for the organization and management of all the land-based aspects of the Club, including educational programs and social events. In addition, the **Rear** Commodore has the following roles and responsibilities:

- Provide and encourage leadership in the Club including boating safety and seamanship
- Assist the Commodore in the discharge of his/her office
- Represent the Club at official functions in the absence of the Commodore or Vice Commodore
- Act as Commodore, assuming all management responsibilities in absence of the Commodore or Vice Commodore
- Attend the General Committee meetings and provides a report on educational and social activities
- Provide a report to members at the AGM

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**Secretary:** The Secretary is an Officer and has overall responsibility for membership matters. He/she is also responsible for all Club records and maintaining Club legal documentation as required. In addition, the Secretary's roles and responsibilities include:

- Chair the Membership committee, create and implement recruitment and retention programs
- Print and distribute membership cards and burgees
- Act as the point of contact for Club correspondence
- Organize the date and time of General Committee and General member meetings
- Send out email notification of the General meetings
- Collaborate with the Commodore to produce the agenda for the General Committee and General member meetings including the AGM
- Attend the General Committee meetings and provides a report on membership matters
- Take and distribute minutes of the General meetings
- File all necessary reports and forms as required by Federal, State and Local laws

**Treasurer:** The Treasurer is an Officer and is responsible for all Club finances. The Treasurer is required to keep the Executive Committee apprised of the Club's financial position at each Executive Committee meeting. In addition, the Treasurer has the following roles and responsibilities:

- Maintain true and accurate financial records
- Prepare an annual budget to be approved by the Executive Committee
- Attend the Officer's Committee meetings and provide a regular budget report
- Provide semi-annual financial reports to members
- Arrange payment of all invoices due which were approved in the budget
- Promptly notify Membership Committee of member dues paid

### Section III: Officer's Committee

The Executive Committee shall be assisted in the carrying out of its duties through the appointment of four (4) members to General Officer positions which are designated as follows: 1) Fleet Surgeon; 2) Fleet Captain; 3) Port Captain; and 4) Social Media/Communications Officer. Together, the nine (9) Officers, the Executive Committee and General Officers, comprise the Officer's Committee.

The General Officer positions are appointed by the Executive Committee and shall serve for one year or until the start of the next membership year. There are no term limits to General Officer positions.

### Section IV: General Officers' Role and Responsibilities

**Fleet Surgeon:** Shall be the medical advisor of the Club and shall carry out such duties as prescribed by the Executive Committee, including providing medical instruction and first aid as needed.

**Fleet Captain:** Shall assist the Vice Commodore with the discharge of his/her duties including organizing sailing regattas, races, poker runs, cruising outings, raft-ups and other water-based activities. In addition, he/she shall assist in organizing the annual lighted boat parade. The Fleet Captain shall create a calendar of events each winter and present it to the Rear Commodore and the other Flag Officers. He/she shall also give monthly updates to the Executive Committee regarding their activities.

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**Port Captain:** Shall assist the Rear Commodore with the discharge of his/her duties including organizing educational programs, guest speakers, seminars, BBQs, port (on-shore) social/entertainment events and other land-based activities. The Port Captain shall create a calendar of events each winter and present it to the Vice Commodore and the other Flag Officers. He/she shall also give monthly updates to the Executive Committee regarding their activities.

**Social Media/Communications Officer:** Shall assist the General Committee in maintaining the public image of the Club through the Club's Website, Facebook, Instagram, and Twitter accounts to name a few. He/she shall strive to be active in posting event photos or other marketing photos and/or commentary on a regular basis for the purpose of promoting Club activities. The Social Media Officer shall give monthly updates to the Executive Committee regarding their activities.

**Section V: Term**

The term of office for all elected Officers shall be for the one year beginning May 1st and running through April 30th, or the membership year as defined in Article II Section III. A member may not hold the same office for more than two consecutive terms.

**Section VI: Vacancy**

If an Officer retires, or if there is a vacancy for other reasons, the Board, at its discretion, shall either call a special election for the purpose of filling the vacancy or appoint a regular member in good standing to the position.

**Section VII: Removal from Office**

Any Officer may be removed from office at any time by a vote of two-thirds (2/3) of the entire membership at a special meeting. This vote shall only be in person or by email proxy (absentee ballot).

Notwithstanding the paragraph above, any Officer may be removed from office with or without cause at any time by an affirmative vote of at least three-quarters of the Board of Governors. The Board shall have a duty to notify the membership within five days of such action and shall take steps necessary to fill the vacancy as soon as possible.

**ARTICLE V**

**GENERAL COMMITTEES**

**Section I: General**

The Club shall maintain the following standing General Committees ("GC"): 1) Membership Committee; 2) Programs Committee; and 3) and Sailing and Boating Committee. The Club may expand the number of General or Special Committees based on the recommendation of the Commodore to the Board of Governors. Appointments to the individual Committees have a term of one (1) year from May 1st through April 30th, or the membership year as defined in Article II Section III. All service is voluntary.

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**Membership Committee:** The Secretary shall chair the Membership Committee and may appoint up to four (4) members to the Committee. The primary role of the Membership Committee is to create and implement recruitment and retention programs for prospective and current members. In addition, the Committee shall approve new member applications consistent with the Rules and By-Laws, update the Club roster, and print and distribute membership cards and burgees

**Programs Committee:** The Port Captain shall chair the Programs Committee and may appoint up to six (6) members to the Committee. The role of the Programs Committee is to develop a sense of camaraderie, friendship and personal development among the members by planning and providing educational opportunities and social activities. Responsibilities shall include securing dates and locations for Club events, arranging for speakers, food & beverage, and entertainment as necessary. In addition, the Committee shall strive to keep a tally of those planning to, and actually have, attended the event for budgeting purposes.

**Sailing and Boating Committee:** The Fleet Captain shall chair the Sailing and Boating Committee and may appoint up to six (6) members to the Committee. The role of the Committee is to develop a sense of camaraderie, friendship and goodwill among the members by planning, providing, and organizing opportunities for regattas, races, raft-ups and rendezvous. In addition, the Committee shall also be tasked with organizing the annual lighted boat parade.

## **ARTICLE VI**

### **ELECTIONS**

#### **Section I: Nominating Committee**

The Nominating Committee is charged with identifying potential members to serve as Executive Officers of the Club. The Nominating Committee may also make recommendations to the Executive Committee on promising candidates to serve as General Officers. Emphasis shall be placed on identifying potential candidates early and providing development opportunities for those members to gain experience in various aspects of the Club.

The Nominating Committee shall consist of two Board Members and up to five (5) regular members. The Board shall appoint up to four (4) members of the Committee, and the Commodore shall appoint one (1) member, preferably from those who are not seeking election. All members of the Committee shall be regular members in good standing. A minimum three (3) of the appointed members must be boat owners. All appointments to the Nominating Committee shall occur at least ninety (90) days prior to the Annual General Meeting.

The Nominating Committee shall interview all potential candidates for the Executive Committee in order to determine eligibility and qualifications. In addition to being regular members in good standing, candidates shall be a member for a minimum of one year. The names of nominated candidates shall be provided to the general membership a minimum of thirty (30) days prior to the elections at the Annual General Meeting.

#### **Section II: Election of Officers**

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Regular members of the Club, who are entitled to vote, shall elect the Executive Officers of the Club at the Annual General Meeting. All Officers shall be elected to the Executive Committee based on a simple majority vote of ballots cast by entitled members in attendance at the AGM or via email. Voting shall be carried out either by a secret ballot at the meeting, or in the case of members unable to attend the AGM, via an email sent directly to the chair of the Nominating Committee at least 48 hours prior to the AGM.

In the case of a tie vote for any Executive Officer, a “run-off” election at the AGM will be held immediately after the initial election. If a tie remains after the second vote, the Board will immediately convene a special session and will select the Officer based on the majority vote of the Board.

**Section III: Eligibility to Vote**

All regular members of the Club who are in good standing are entitled to vote at the Annual General Meeting and during the year at General member meetings. However, although regular membership is extended to two individuals as defined in Article II Section I, each regular membership is only entitled to one vote in all elections.

**Section IV: Date**

Elections for Officers of the Club will occur at the Annual General Meeting on a date selected by the chair of the Nominating Committee in coordination with the Club Secretary. The date shall be generally set for the last two weeks of March, but in no event shall it occur later than April 15th.

**ARTICLE VII  
GENERAL MEETINGS**

**Section I: Purpose**

The purpose of the General membership meetings is to provide a forum for the Commodore and other Officers to regularly update members regarding Club activities and general Club information. The General membership meetings also provide an opportunity for members to publicly voice their opinions or offer suggestions with regards to Club business and activities. It is the goal of the Board to ensure that the meetings are a forum for candid and open discussion between the members and the Officers.

All members agree to conduct themselves with decorum and dignity at all membership meetings. The Commodore or other presiding Officer shall have the right (but is not required) to request that Robert’s Rules of Order be maintained. If a member does not abide by these Rules and requests, he/she may be asked to vacate the meeting.

**Section II: Attendance**

Attendance at all General membership meetings is voluntary and is open to all members, and their immediate family or significant other. Prospective members may also attend General membership meetings.

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**Section III: Quorum**

The General membership meetings shall be the only forum for holding a vote of Officers or for General committee proposals. A quorum, for the purposes of voting, is considered to be a simple majority of the regular membership in attendance, plus any email proxy votes (absentee ballots) received from regular members who are unable to attend the meeting. Emails must be sent, with the exception of Officer elections (*see Article VI Section II*), directly to the Secretary forty-eight (48) hours prior to a vote. Only regular members in good standing are eligible to vote.

**Section IV: Frequency**

The Club shall hold meetings of the General membership at least two times a year. However, the Officers may, at their discretion, choose to hold member meetings on a more frequent basis.

The Secretary shall notify all members via email the date, time and location of all scheduled meetings. Notices shall be sent out at least fourteen (14) days prior to the meetings, or in the case of the Annual General Meeting, at least thirty (30) days prior. It is the member's responsibility to ensure that the Club has their current email address.

**Section V: Agenda**

With the exception of the Annual General Meeting, no formal agenda is required for general member meetings. Members are encouraged to inform any Officer in advance as to any topic they would like to specifically discuss. The Officers shall, at their discretion, determine if the topic brought forth is of sufficient interest to a large proportion of the membership to warrant discussion at a member meeting. In order to keep member meetings running on a timely basis, topics which are not on the agenda may be, at the discretion of the presiding Officer, tabled for the next meeting.

Minutes of membership meetings shall be maintained by the Secretary and will be available to all members on the Member's section of the Club's website.

**Section VI: Annual General Meeting**

The order of business, or agenda, at the Annual General Meeting shall be:

1. Commodore or other presiding Officer shall call the meeting to order
2. Reading and approval of the previous meeting's minutes
3. Report of the Board of Governors
4. Reports of the Flag Officers
5. Report of the Treasurer
6. Report of Committee Chairpersons
7. Unfinished business
8. Election of Officers
9. New business
10. Adjournment

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**ARTICLE VIII  
FINANCES**

**Section I: General**

The administrative expenses, programs and activities of the Club shall be financed in accordance with the annual budget approved at the Annual General Meeting.

**Section II: Disbursements**

The Treasurer shall have the authority to make disbursements for the Club's day-to-day administrative and operating expenditures as set forth in the budget which include, but are not limited to, Club and Officer's insurance, printing and supplies, and burgees.

Non-administrative expenditures, such as educational, social and entertainment expenses below \$500 may be authorized with the approval of the Executive Committee, as stipulated in the Club Finance Policies and Procedures.

Non-administrative expenditures, which have been previously outlined in the annual budget, in excess of \$500 but less than \$2,000 shall require the authorization of the majority of the Executive Committee. Non-administrative expenditures between \$500 and \$2,000 which have not been previously outlined in the annual budget shall require a simple majority vote of the regular membership quorum at a General membership meeting.

Club event or other expenditures in excess of \$2,000 shall be approved by a simple majority vote of the regular membership quorum at a General or special membership meeting or via email proxy per Article VI, Section III. All members must be notified of such a vote at least fourteen (14) days in advance of the membership meeting.

Any significant long-term obligations (i.e. leases) must be approved by the Board of Governors prior to the matter being presented to the General membership for a vote. Approval shall be by a two-thirds (2/3) majority vote of the regular membership quorum at a General meeting or via email per Article VI, Section III. All members must be notified of such a vote at least thirty (30) days in advance of the General meeting.

The right to make disbursements and/or sign checks remains solely with the Commodore, Treasurer and the Board of Governors.

The Club shall maintain insurance for the general liability and property owned by the Club, as well as for Directors and Officers Insurance.

**Section III: Reporting**

The Club's financial year shall be based on the calendar year and will run from January 1st to December 31st. Financial statements shall consist, at a minimum, of a Statement of Financial Position and Statement of Activities.

Monthly financial statements shall be prepared by the Treasurer and shall be presented to the Executive Committee and the Board of Governors.



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Quarterly financial statements shall be prepared by the Treasurer and shall be distributed to the general membership via email. Quarterly financial statements will also be available in the member's section of the Club's website. Quarterly statements shall be available and distributed fourteen (14) days after the end of the first (1Q), second (2Q) and third (3Q) quarters.

Annual financial statements shall be prepared by the Treasurer and certified by the Commodore. The annual financial statements shall be distributed to the general membership via email, and made available on the Club's website, no later than forty-five (45) days after the end of the financial year.

**ARTICLE IX**

**LIMITATION OF CLUB AND OFFICER'S LIABILITY**

**Section I: Limitation of Club Liability**

Members, their families and/or guests may attend Club events and activities entirely at their own risk and accept that:

- i). The Club as well as its Board and Officers will not be held liable for any damage or loss of property belonging to members, their families and/or guests.
- ii). The Club as well as its Board and Officers shall not be held liable for any personal injury arising out of attending Club events and activities, either sustained by members, their families and/or guests, or caused by members, their families and/or guests.
- iii). The Club neither owns, nor leases property or sailing and/or motor vessels

**Section II: Indemnification**

The Board of Governors and Officers shall be defended and indemnified by the Club in respect to any and all matters in which they have acted in any capacity for the benefit of the Club. Such defense and indemnification shall include the costs and expense of defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding. Any such indemnification may be provided although the person to be indemnified is no longer an Officer or Trustee of the Club. However, indemnification shall not be provided for any person with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Club.

**ARTICLE X**

**EVENTS**

The Club may from time to time sponsor events or organized educational events or social activities which are in keeping with the purpose of the Club's Mission as outlined in Article 1 Section III. Any club events may be pre-paid by the Club or require a nominal payment from members prior to the event. Without exception, no event will be sponsored if it clearly places the Club or its members in immediate or serious risk, in any manner, or if the event is contrary to the Club's Mission.

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Participation in any event or activity, while encouraged, is purely voluntary. Members are urged to use their own sound judgment when participating in any activity, particularly on-water activities.

**ARTICLE XI  
POLITICAL ACTIVITIES**

The Club shall not contribute to, participate in, or intervene in any national, state or local political campaign on behalf of any candidate for political office. However, the Club may, on occasion, attempt to influence legislation which is, in the belief of the Board and Executive Committee, clearly and obviously in the best interest of the Club and its members. The general membership shall be notified of any attempts in advance.

**ARTICLE XII  
PUBLIC NOTICES**

No member may post any form of public notice or advertisement concerning the Club without the express permission of the Commodore and the Board of Governors.

Only the Officers, members of the Board of Governors, or their delegates are authorized to initiate correspondences with any organization or individual on behalf of the Club.

**ARTICLE XIII  
CLUB AFFILIATIONS**

The Club may affiliate itself or become a supporting member of other organizations in keeping with Article I of these By-Laws.

**ARTICLE XIV  
COMMUNICATIONS & WEBSITE**

The Club's primary source of communication with the general membership will be through the use of email and the Club Website. It is each member's responsibility to ensure that the Club has their current email address.

The Website shall be a source of news and information for members as well as prospective members and visitors to the Area, and shall include:

- Communications from the Board and/or the Commodore or other Officers

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- A Calendar of Events either hosted by the Club or deemed to be of interest to members
- A Ship's Store/Chandlery(?) with branded and non-branded Club apparel and articles
- List of Officers and contact information
- Club By-Laws

The Website shall also include a password protected Members Only section which shall include:

- Membership roster
- General meeting minutes
- Financial statements

The Website may also include other information deemed of interest to members which include, but is not limited to, blog postings, items for sale or barter, marine weather and links to other websites.

**ARTICLE XV  
SHIP'S STORE**

The Club shall commission the *Ship's Store* as the sole source for the Club Burgee as well as apparel and other articles bearing the Club logo. The Burgee shall only be available to the general membership.

The *Ship's Store* may sell other branded and non-branded items to members and guests of the Club. The pricing of items shall be determined by the Executive Committee, and the profit from sales shall go to the Club. The Club may, either by approval of the Executive Committee or a quorum majority vote, also sell articles with the Club logo at special events to the general public. In such case, these articles must be clearly identifiable as "special event" items and not suggest membership in the Yacht Club. The event name shall be more prominent than the name or logo of the Club.

**ARTICLE XVI  
AMENDMENTS**

The Club By-Laws may be amended, altered, or repealed at any annual or special meeting by an affirmative vote of a simple majority of the regular membership quorum in attendance or via email proxy, as defined by Article VII Section III.

Any proposed amendments, alterations, or motion to repeal shall have been proposed by resolution of the Board of Governors, or by petition signed by at least forty (40) percent of the regular members who are entitled to vote. A copy

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of such proposal for amendments, alterations, or motion to repeal must be distributed to all regular members at least fifteen (15) days prior to the annual or special meeting at which the vote will be taken. Modifications, if germane, but not material to, a proposed amendment or alteration, may be presented verbally at the meeting.

1. Presented and approved by General Members: July 1, 2016.
2. Amended and approved by General Members: April ..., 2019