

**BY LAWS
THE DARIEN BOAT CLUB, INCORPORATED**

ARTICLE I - NAME

The name of this organization is THE DARIEN BOAT CLUB, INCORPORATED, a non-profit 501(c)(7) corporation in compliance with the Connecticut revised non-stock corporation act, dated 2011.

ARTICLE II - OBJECTS

Section 1. The mission of The Darien Boat Club, Inc. (the Club) is to provide boating and harbor facilities and foster their improvement; to cooperate with national, state, and local authorities and organizations toward this objective; to encourage and promote safe boating and good fellowship among its members and all members of the boating community; and to aid and cooperate with national, state, and local authorities in times of national emergency or local disaster.

Section 2. The Club facilities are not to be used for commercial activities nor are members involved in commercial activities to use the facilities to depart from or return to the Club facilities when engaged in their commercial activities.

ARTICLE III - MEMBERSHIP

Section 1. There shall be three classes of membership in the Club: Active, Honorary, and Senior Citizen.

Section 2. Active members must not be less than eighteen (18) years of age, domiciled in Darien, and otherwise qualified for membership in the Club under the terms hereinafter set forth.

Section 3. Proof of domicile may be requested of any applicant or member at any time by the Executive Committee or its designee and must be furnished upon request. Such proof shall be, at a minimum, a residential address supported by a utility bill, driver's license, or tax return. Mail drops, post office boxes, and business addresses are not acceptable. The Club requires a telephone number, and an e-mail address. Unpublished information will be kept confidential upon request. A member who fails to maintain a legal residence (domicile) in the town of Darien for a period of more than six months and day per year shall not be entitled to membership in the club. In addition to documentation, the Executive Committee may require any applicant or member to provide an affidavit to support the claim of domicile. The Executive Committee in all cases retains the right in its sole discretion to determine whether an applicant's or member's proof of domicile is sufficient.

Section 4. An applicant for active membership in the Club shall be elected to membership by a majority vote of the Executive Committee upon recommendation of the Membership Committee.

Section 5. Honorary memberships may be recommended by the Executive Committee for certain individuals who have distinguished themselves by reason of conspicuous services rendered in the interests and objects of the Club. Upon recommendation by a majority vote of the Executive Committee, an honorary member must be elected to such membership by a two-thirds vote of the members present and voting at a general meeting. Honorary members shall not be subject to payment of dues. Honorary members will be granted all other privileges of active members except fee items for which they must pay.

Section 6. Senior citizen members must be at least 70 years of age. All dues and fees will be frozen upon request to the Executive Committee after members reach their 70th birthday.

Section 7. Upon death of a member, their spouse will be offered the opportunity to continue the membership with full benefits and privileges providing the spouse complies with membership requirements.

Section 8. Membership may be transferred to a member's spouse once during the lifetime of the membership providing the spouse complies with membership requirements. All such requests will be submitted on the official Club "Transfer of Membership" form and reviewed and approved by the Executive Committee. Any boat residing in a Club slip needs to be re-registered in the new member's name.

ARTICLE IV - OFFICERS

Section 1. The elective officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and Financial Secretary.

ARTICLE V - DUTIES AND POWERS OF ELECTED OFFICERS

Section 1. Commodore. The Commodore is the chief executive officer of the Club, and presides at all meetings of the Club. They shall perform such other appropriate duties as may be defined in the By Laws, or required by action of the Executive Committee. They shall take command whenever the boats or the membership of the Club are assembled.

Section 2. Vice Commodore. The Vice Commodore shall assist the Commodore in the discharge of their duties, and in the absence of the Commodore shall act in their place and stead. The Vice Commodore shall be in charge of all personnel and shall supervise all employees in conjunction with the Club Manager. When the office of Commodore becomes vacant during a regular term of office, the Vice Commodore shall assume the office of Commodore in accordance with Article IX Section 5 of these By Laws.

Section 3. Rear Commodore. The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their duties, and in the

absence of the Commodore and the Vice Commodore, shall act in the Commodore's place and stead.

The Rear Commodore shall be in charge of all Club property and shall supervise the House and Grounds chairperson.

Section 4. Secretary. The Secretary shall:

- (a) Keep a record of all proceedings of the Club and of the Executive Committee.
- (b) File and preserve all documents, records, reports, and communications connected with the operation of the Club.
- (c) Act as Secretary to the Executive Committee.
- (d) Notify the membership of meetings of the Club and of its Executive Committee.
- (e) Make such reports at the meetings of the Club as the Commodore may direct.
- (f) Review and act on before publication, all matters of publicity concerning the activities of the Club.
- (g) Take such action and perform such duties with respect to elections as are prescribed by Article IX of the By Laws.
- (h) Perform such other appropriate duties as may be directed by the Commodore and the Executive Committee.

Section 5. Treasurer. The Treasurer shall:

- (a) Manage all monies belonging to the Club.
- (b) In conjunction with the Commodore, Accountant, and Manager; pay all bills contracted by the Club which have been certified as correct by the Commodore.
- (c) Keep a true and complete record of all monies received and dispersed in their capacity as Treasurer of the Club.
- (d) Have prepared for presentation at the Annual Meeting an itemized report of receipts and disbursements for the year to date, and report on the financial condition of the Club at such other times as the Commodore and the Executive Committee may direct.
- (e) Have executed at the expense of and in the name of The Darien Boat Club, Inc., Director's & Officer's Insurance as the Executive Committee shall require.
- (f) Perform such other duties as may be appropriate and required by the Commodore and the Executive Committee.

Section 6. Financial Secretary. The Financial Secretary shall:

- (a) Provide a periodical review of outstanding bills and monies owed to the Club
- (b) Perform other such duties as assigned by the Commodore and the Executive Committee.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee which shall consist of the

elected officers, the two preceding past commodores (providing they are still active, honorary, or senior citizen members in good standing), and the chairperson of each standing committee appointed by the Commodore.

Section 2. The Executive Committee shall:

- (a) Pursuant to, and within the limitations of the By Laws, act as the principal governing body of the Club.
- (b) Have general charge of the policies, management, and finances of the Club.
- (c) Define and maintain custody of all property of the Club. Appropriate such sums of money for such purposes as may be deemed for the best interests of the Club.
- (d) Pass on all applications for membership, and elect new members to the Club.
- (e) Nominate individuals for Honorary Membership who qualify under Article III, Section 5 of the By Laws.
- (f) Fill any vacancy in any elective office excepting that of Commodore, by a majority vote of the committee.
- (g) Designate the banks in which funds of the Club shall be deposited, and determine the amount of Director's & Officer's Insurance.
- (h) Take all necessary action on all measures introduced at and acted upon at any general or special meeting.
- (i) Determine the amount and type of insurance to be carried by the Club.
- (j) Establish a calendar of events for each season, and notify the members on these programs.
- (k) Take all other action necessary to promote the best interests of the Club.
- (l) The Executive Committee shall meet at least 8 times during the year with the first meeting to be held within 4 weeks following the Annual Meeting in November.
- (m) The Executive Committee has the authority to hire a Club Manager and provide direction to such manager.

ARTICLE VII - STANDING COMMITTEES

Section 1. The standing committees of the Club shall be:

- (a) Membership Committee
- (b) Fleet Committee
- (c) Racks & Lockers Committee
- (d) House and Grounds Committee
- (e) Launch Committee
- (f) Entertainment Committee
- (g) Public Relations Committee

Section 2. The Commodore shall immediately after their election appoint to the chairperson of each standing committee a member at large. The member so appointed will serve on the Executive Committee, and perform the duties of their respective committee with the assistance of any aides they may require.

Section 3. Membership Committee. The chairperson of the Membership Committee shall:

- (a) Investigate all applicants for membership and determine their eligibility in accordance with Article III of these By Laws.
- (b) Present properly completed applications for membership to the Executive Committee for action under Article VI Section 2 paragraph (d) of these By Laws.
- (c) Notify by letter each applicant of their election to membership in the Club along with their membership bond.
- (d) Provide the Secretary and the Treasurer with the names and addresses of the newly elected members.

Section 4. Fleet Committee. The captain of the Fleet Committee shall:

- (a) Have general charge of all docking facilities of the Club.
- (b) Keep an accurate record of all assignments to members of docking space, and notify the Club Manager of the assignments and any changes that may occur.
- (c) Keep an up-to-date waiting list of all applicants for docking space, and assign vacant space to members on this list in accordance with the rules and policies established by the Executive Committee.
- (d) Enforce the docking regulations as adopted by the Executive Committee.
- (e) The Fleet Captain will report to the Rear Commodore.

Section 5. Racks & Lockers Committee. The chairperson of the Racks & Lockers Committee shall:

- (a) Have general charge of the racks, dinghy chain, and lockers.
- (b) Keep an accurate record of all assignments of locker space, racks, and dinghy chain assignments, and notify the Club Manager of the assignments and of any changes that may occur in these assignments.
- (c) Keep an up-to-date waiting list of applications for locker space, racks, and dinghy chain space, and assign vacant space to members on these lists in accordance with the rules and policies established by the Executive Committee.
- (d) The Rack & Lockers Chairperson will report to the Rear Commodore.

Section 6. House & Grounds Committee. The chairperson of the House & Grounds Committee shall:

- (a) Have general charge of the clubhouse as well as furnishings and house equipment, as well as supervision over the maintenance, repair, and improvement of the property and equipment of the Club.
- (b) Advise the Commodore of the condition of the Club property and equipment, and make recommendations concerning its maintenance or its need of repair or replacement.
- (c) Obtain estimates and other necessary information on projected repairs, replacements, and improvements to the property and equipment of the Club.
- (d) Enforce the rules and regulations governing the use of the clubhouse and its facilities, as adopted by the Executive Committee.

(e) The House & Grounds Chairperson shall report to the Rear Commodore.

Section 7. Launch Committee. The chairperson of the Launch Committee shall:

- (a) Have general charge of the launch program.
- (b) Evaluate and approve launch holder memberships.
- (c) In conjunction with Club Manager, insure proper winter storage and that spring/fall maintenance is performed.
- (d) Assist Fleet Captain with slip documentation.
- (e) The Launch Committee Chairperson will report to the Rear Commodore.

Section 8. Entertainment Committee. The chairperson of the Entertainment Committee shall:

- (a) Set dates for picnics and other Club social functions.
- (b) Recruit volunteers to help with social functions.
- (c) Hire entertainment, caterers, and other necessary services to facilitate Club social functions.
- (d) Document costs and work with Commodore, Treasurer and Accountant to pay bills for Club social functions.
- (e) The Entertainment Chairperson will report to the Vice Commodore.

Section 9. Public Relations Committee. The chairperson of the Public Relations Committee shall:

- (a) Have general charge of the Club social media accounts.
- (b) Work with local news media to portray the Club in a favorable light.
- (c) Highlight the Club's participation in Charitable and Community events.
- (d) Promote the Club to the community in the interest of recruiting new member families.
- (e) The Public Relations Committee Chairperson will report to the Vice Commodore.

Section 10. Special Committees. The Commodore may at their discretion appoint Special Committees to perform certain duties which in their opinion require the aid and attention of such a committee. The chairman of any Special Committee shall be an ex-officio member of the Executive Committee.

ARTICLE VIII - ELECTIVE COMMITTEES

Section 1. There shall be an Auditing Chairperson elected from the membership at large by the members present and voting at the general meeting held in May of even numbered years. The Auditing Chairperson shall consist of a professionally-qualified individual. The Auditing Chairperson shall:

- (a) Examine all the records of the Treasurer.
- (b) Audit the Treasurer's books.
- (c) Certify the Treasurer's Annual Report, or report any discrepancy therein at the February general meeting.

- (d) Advise the membership of any changes it may recommend in the conduct of the Treasurer's office.
- (e) The chairperson shall be responsible for the audit and report their findings to the Executive Committee.

Section 2. The Nominating Committee shall consist of three former Commodores in good standing. The most recent Past Commodore will be Chairperson.

- (a) Pursuant to the provisions of Article IX of these By Laws, the Nominating Committee shall canvass the membership and select a slate of candidates for the elective offices of the Club. The selections shall then be filed with the Secretary at or before the general meeting held in September of each year.

ARTICLE IX - NOMINATIONS, ELECTIONS AND VACANCIES

Section 1. At the general meeting to be held in September of each year the Nominating Committee will announce and file with the Secretary its slate of candidates to consist of one nominee for each elective office to be voted upon at the Annual Meeting to be held in November. The Secretary shall thereupon distribute a list of such nominations to each member at their last known e-mail address not later than October 1st preceding the Annual Meeting.

Section 2. This article shall not exclude independent nominations of any other candidates, but a candidate who has not been named by the Nominating Committee shall not be eligible for election to any office unless their nomination has been endorsed by at least ten active members in good standing who have delivered their nomination to the Secretary on or before October 15th immediately preceding the Annual Meeting. The Secretary shall thereupon distribute a notice of such independent nominations to the membership no later than October 25th.

Section 3. The election to any office to which an independent nomination has been made must be by secret ballot.

Section 4. Elective officers shall be elected at the Annual Meeting and shall hold office until the close of the next Annual Meeting or until the election or appointment of their successors.

Section 5. A vacancy occurring in the office of Commodore shall be filled by the Vice Commodore. The unexpired term of the Vice Commodore and of any other vacancy in an elective office shall be filled by the Executive Committee.

Section 6. No Officer shall be elected to the same office for more than three successive terms without one term intervening unless voted on and approved at the annual meeting.

ARTICLE X - MEETINGS AND NOTICES

Section 1. The Annual Meeting shall be held each year in the month of November, no later than the 20th day of the month. The Executive Committee on or before October 1st, will announce the place and time of this meeting.

Section 2. There shall be at least three general meetings each year: one to be held in February, one in May, and one in September.

Section 3. Special meetings may be called by the Commodore or the Executive Committee, and must be called by the Secretary upon written request of ten or more members of the Club. The notice of a special meeting must state the objects thereof, and no other matters shall be acted upon at any such meeting.

Section 4. Notices of the Annual Meeting and the report of the Nominating Committee shall be distributed to each member on or before October 1st preceding the Annual Meeting. Notices of any independent nominations shall be distributed to each member on or before October 25th preceding the Annual Meeting.

Section 5. Notices of a general meeting or any special meeting shall be distributed to each member not later than ten days prior to the date of such meeting.

Section 6. The following order of business shall be observed at all General Meetings except Special Meetings.

1. Reading of the minutes of the previous meeting.
2. Reports of officers.
3. Reports of committees.
4. Communications.
5. Unfinished business.
6. Elections. (Annual Meeting)
7. New business.

At the February meeting appropriate action shall be taken on the report of the Auditing Committee before the Treasurer's report shall be approved and filed on even numbered years.

Section 7. All questions of parliamentary practice shall be determined in accordance with "Roberts Rules of Order."

Section 8. In situations where Roberts Rules of Order and these By-Laws conflict, these By-Laws prevail.

ARTICLE XI - QUORUMS

Section 1. Twenty-one members shall constitute a quorum at any General or Special Meeting of the Club.

Section 2. Five members shall constitute a quorum at any meeting of the Executive Committee.

ARTICLE XII - DUES AND INITIATION FEES

Section 1. The annual dues and other applicable fees of active members shall be determined by the Executive Committee. These dues are payable in accordance with Article XII, Section 2, of these By Laws.

Section 2. All dues and fees are due and payable February 1st of the current year. Any member whose dues and fees are not received with a postmark prior to the grace period of February 15th of that year shall have their membership terminated for non-payment, unless excused for proper cause by the Executive Committee. Any member so excused will retain all privileges, subject to payment in full of all dues and fees. In addition, a late fee may be charged.

Section 3. Any member terminated for non-payment of dues and fees will automatically lose all privileges and services.

Section 4. Applicants approved for membership will be required to pay an initiation fee determined by the Executive Committee in addition to the annual dues.

Section 5. Dues paid by any member elected to membership after October 1st in any year shall apply as dues payable on or before February 1st of the ensuing year, subject to proper adjustment should the annual dues be changed between these dates.

Section 6. All persons approved for active membership in the Darien Boat Club, Inc. must purchase a \$100 interest-free bond to be held for the duration of their membership. Such bond will be refunded in accordance with the agreement on the Membership Application.

Section 7. The amount of the annual dues, facilities assessment, or initiation fee may be changed only by the Executive Board. Any such amendment must be voted upon at a General Meeting or at a special meeting called for that specific purpose.

ARTICLE XIII - RESIGNATIONS

Section 1. All resignations shall be in writing and addressed to the Club Manager. Nonpayment of dues and/or fees will result in termination of membership.

Section 2. Any resignation request received after May 1st of any year shall not entitle the member to a refund.

Section 3. Termination or resignation of membership shall result in a release from all rights and titles to, or interest in or to the assets of the Club.

Section 4. Applications for reinstatement shall be in writing, addressed to the Commodore or the Secretary, and may be granted only by the Executive Committee.

ARTICLE XIV - PRIVILEGES OF MEMBERS AND THEIR FAMILIES

Section 1. The election to membership in the Club of any applicant shall not in any way place an obligation on the Club to provide the member with locker space, docking space, or other boating facilities rented to members until such time as these

facilities become available and the member has made proper application for their use to the standing committee chairperson in charge of that facility.

Section 2. Each member of the immediate family of an active Club member permanently residing in the member's household (except for children who are either married or 25 years of age or older) shall be entitled to the privileges of the Club and the use of the facilities subject to the rules, regulations, and limitations imposed by the Executive Committee. Only the active, honorary, or senior citizen member of a member family present at a meeting may vote. Proxy representation by their family will not be allowed.

Section 3. Applications for docking, locker, rack, and dinghy chain space will be assigned as per priority on the waiting list as vacancies become available. *All waiting lists will be ordered by date of membership and established on February 15th of the upcoming season.* Whenever a waiting list for facilities exists, a member family will be limited to one docking space, one locker, one rack space, and one dinghy chain space.

Section 4. Rental fees for slips, lockers, racks, and dinghy chain space and other boating facilities belonging to the Club will be established by the Executive Committee.

Section 5. The Club shall not be held liable for any damages resulting from personal injury to, loss of, or damage to any property of any member, or their family or guests while using the facilities and property of the Club.

ARTICLE XV - DISCIPLINE

Section 1. Any member may be censured, suspended, placed on probation, expelled, or their resignation may be requested by a vote of any six members of the Executive Committee, if he/she or any family member or guest is found guilty of an offense or misconduct which may be deemed detrimental to the interests of the Club. A member whose resignation has been requested by the Executive Committee, failing to comply with such request within 15 days from the mailing thereof, will automatically be expelled from the Club and membership terminated.

Section 2. Disciplinary action of the Executive Committee may be appealed by a signed petition from not less than ten active members in good standing. Upon appeal the action must be referred to a special meeting of the membership. A two-thirds vote of the members present and voting at the special meeting will be required to set aside the action of the Executive Committee.

ARTICLE XVI - AMENDMENTS

Section 1. These By Laws may be amended, or new By Laws made only when approved by a vote of two-thirds of the members present and voting at a regular or

special meeting called for that purpose and only after then submitted to and approved by the Darien Board of Selectmen, in accordance with the lease now in effect.

Section 2. The proposed amendment or new By Law must be stated in full on the notice of the meeting at which it is to be voted on.

Section 3. When a proposed By Law or amendment is properly placed before any such meeting for consideration, it may be altered or amended only by a vote of two-thirds of the members present and voting at the meeting.

ARTICLE XVII – DARIEN BOAT CLUB PROPERTY

Section 1. All property and equipment of the Club both real and personal, acquired and to be acquired, shall belong to and the title rest in its corporate name and capacity.

Section 2. Any real estate belonging to the Club, the buildings and the equipment connected therewith shall not be sold, leased, mortgaged, nor otherwise encumbered unless approved by a vote of two-thirds of the members present and voting at a regular or special meeting called for that purpose; nor shall real estate be purchased except in the same manner.

Section 3. The Club may issue bonds in the corporate name of the Club upon being granted the consent of the members by a vote of two-thirds of the members present and voting at a regular or special meeting called for that purpose. In no event shall the total amount of all bonds issued be greater than one and one-half times the average annual income of the club over the preceding five years.

Section 4. All funds belonging to the Club in excess of those necessary for running expenses shall be placed in a secured account and held there as a depletion and reserve fund. The Executive Committee shall have access to this fund only for the purpose of replacing depleted property and equipment, or for the addition of capital improvements to Club facilities. Withdrawals from this fund for any other use must be approved by a vote of two-thirds of the members present and voting at any regular meeting of the Club or a special meeting called for that purpose.

Section 5. All Club monies greater than \$1,000 shall only be withdrawn upon the joint signatures of the Commodore or Vice Commodore; and the Treasurer jointly. Expenses less than \$1,000 may be approved and paid upon one signature of the Commodore, Vice-Commodore, or Treasurer.

Section 6. Any capital improvement in the amount of \$25,000 or more must be approved by a vote of two-thirds of the members present and voting at a regular or special meeting called for that purpose. After such approval the proposal must be submitted to the Darien Board of Selectmen for approval in accordance with the lease now in effect.

Section 7. Any expenditure other than Capital Improvements, in excess of \$50,000 must be approved by a vote of two-thirds of the members present and voting at a General or Special meeting called for that purpose.

Section 8. The proposed Capital Expenditure of \$25,000 or more or any other expenditure in excess of \$50,000 must be stated on the notice of any meeting called for the consideration of these expenditures.

Section 9. Capital and Facilities assessments may be determined as needed by the Executive Committee under approval by a two-thirds vote of the members present and voting at a General or Special meeting called for that purpose.

Article XVIII - Interpretation

Section 1. The interpretation of these By Laws and all revisions or amendments to same rests in the hands of the Executive Committee. Their decision shall be final.

Section 2. These By Laws upon their passage and acceptance by the Club shall become the sole governing laws, rules, and regulations of the Club except as herein expressly provided and any and all former constitutions, By Laws, and changes therein or amendments thereto are hereby nullified.

These By Laws were approved by the members at a General Meeting held on May 1, 2019.
They were then approved by the Board of Selectmen on Xxxx N, 2019.