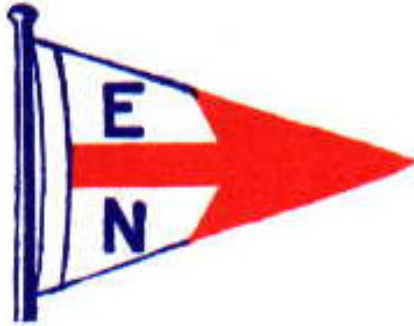


East Norwalk Boating and Yacht Club

Bylaws



April 2014



EAST NORWALK BOATING AND YACHT CLUB, INC.

BYLAWS

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**AMENDED AND RESTATED
BYLAWS**

EAST NORWALK BOATING AND YACHT CLUB, INC.

April, 7, 2014

**ARTICLE I
NAME AND PURPOSE**

- 1.1 The name of the corporation is the East Norwalk Boating and Yacht Club, Inc. a non-stock, non-profit Connecticut Corporation, located at 60 Seaview Avenue in East Norwalk, Connecticut. (Hereafter, the “Club” or the “Corporation”). The purpose of the Club is to acquire and own land, buildings, docks and moorings for the use and convenience of its members in conducting Club business and social affairs, and for safely mooring vessels belonging to members; to engage in recreational activities, particularly boating; to promote among members and others the principles of good seamanship; and to encourage fellowship among its members and their guests.

With the approval of its Board of Directors, the Club shall be entitled to undertake any and all activities and incur indebtedness to fulfill its stated objectives and purposes. All business and indebtedness of the Club shall be executed by it in the name of the President and Treasurer.

**ARTICLE II
MEMBERSHIP**

- 2.1 Membership. The Club membership shall be limited to a nominal 100 active members, not including incumbent officers, Honorary or Life members. There shall be four categories of Club membership as follows:

2.1.a *Regular Active Membership.* These members are obligated to pay dues, fees, and assessments and entitled to attend meetings, vote, and freely make use of club facilities.

2.1.b *Honorary Membership.* These members are awarded the honor of membership for extraordinary service to the Club. They are not obligated to pay dues. They are entitled to attend all Club meetings, to vote and freely make use of Club facilities. These members are to be nominated by members in good standing and voted into this classification by a two-thirds majority vote of the membership in attendance.

2.1.c *Life Membership.* Club members are awarded Life Member status for being a member for 30 consecutive years. They are not obligated to pay dues. They are entitled to attend all Club meetings, to vote and freely make use of Club facilities. Review and nomination of all Life Members is made by the Board of Directors and passed to the general membership for vote. A majority vote awards the Club member Life Member status.

2.1.d *Family Membership.* This optional membership category may consist of spouses, domestic partners, parents, sons or daughters living under the same roof as the Club member. Privileges include entering the Club and using the facilities and member's boat. Persons covered by the family membership are required to comply with Club Rules and local, state and federal boating regulations. The fee for the family membership is a charge of not more than 50% of the annual dues fee, plus appropriate state taxes.

Active Members deployed overseas for military service. Active members deployed overseas for military service are exempt from paying dues for a period of up to four years.

2.2 Qualifications and Procedures for Membership. To be eligible for membership in the Club, applicants must be at least 18 years of age. They must submit a completed official East Norwalk Boating and Yacht Club application to the Secretary and furnish the personal background information requested. It is the responsibility of a Member to advise the Secretary of any status changes including but not limited to address changes.

2.2.a The Secretary will maintain the official membership applicant wait list not to exceed ten (10) applicants. When the wait list reaches a level of five (5) applicants or less, a drawing for applications will be held at future monthly meetings. The Secretary will post an application drawing notice in the clubhouse. Applicants will be voted into membership from the applicant wait list. When a vacancy exists from the Regular, Active Membership, an applicant is voted into membership by the majority of the membership at a regular meeting in order of the earliest date and lowest number noted on the applications from the wait list.

2.2.b Applications are distributed only to members by lottery at regular monthly meetings. The lottery winner(s) may give the application to another club member in good standing. The completed application must be returned to the Secretary within thirty (30) days or by the next monthly meeting. A member may submit one membership application per year (March 1 to March 1). The club will accept membership applications from non-Norwalk residents providing that the club membership at that time consists of at least 70% Norwalk residents. However, applications from Club Members' sons and daughters will always be accepted, even if they are not Norwalk residents.

2.2.c Fully completed applications for Club membership must bear the signature of two (2) members in good standing and must be accompanied by the current initiation fee and meet all requirements of the application. Names of membership applicants will be read by the Secretary at a regular or annual meeting. Applicants may also be presented by the Membership Committee for a vote into membership by the membership, at any duly called and noticed membership meeting. If membership status is approved by the members, the new member will be considered in good standing upon full payment of the then current annual dues.

2.3 Annual, Regular, and Special Meetings of Members. Unless otherwise stated in a meeting notice, all membership meetings are held in the clubhouse. The Annual Meeting of the membership shall be held on the first Monday in March. Written notice will be sent to each member at least ten (10) days in advance of the Annual Meeting. Regular meetings will be scheduled in the evening of the first Monday of each month, other than for the months of December and January. Where the first Monday of any given month coincides with a state or federal holiday, the meeting will be held on the first Tuesday of that month. Special Meetings of the membership may be called by the Commodore, the Board of Directors, or by the Commodore or Board of Directors at the request of at least ten (10) members in good standing. Written notice of any Special Meeting of the membership must be sent to all members at least ten (10) days in advance of the meeting. Said notice shall state the time, place and agenda for the meeting. The business conducted at Special Meetings is limited to those matters specified in the written notice.

2.4 Voting Privileges and Meeting Quorums. Each member attending a membership meeting is entitled to one vote, in person or by absentee ballot obtained from the Secretary. If the member intends to vote by absentee ballot, the ballot must be sealed and delivered to the Secretary, Commodore or other Officer prior to the meeting. If a ballot is for the Election of Officers during the March Annual Meeting, those ballots are to be returned only to the Nominating Committee. Exclusive of officers attending, a quorum for transaction of Club business at any meeting is seven (7) members. The Commodore will normally not vote, except in cases of a tie vote.

2.5 Member Fees, Dues and Special Assessments. The Board of Directors shall determine annually the amount of membership dues and other member fees, based upon an annual budget approved by the membership at the Annual Meeting. The Board shall communicate the schedule of dues and fees to the membership on a regular basis. During their terms, Club Officers will be exempt from payment of normal dues and fees. Board members will be exempt from paying membership dues. The Board may also periodically propose special assessments, which shall be posted in the Clubhouse and circulated to the membership at least one month ahead of the membership meeting at which such special assessment is to be voted upon by the members and passed by a majority vote.

2.6 Default in Payment; Loss of Membership Privileges. Members must pay all dues, fees, and any other charges incurred in full, annually, by the April membership meeting. The Financial Secretary or other Board member shall notify any member who has failed to make full payment of all dues and fees for the year no later than one week prior to the April membership meeting. If payment is not made by the conclusion of the April meeting, the delinquent member shall have his or her membership terminated immediately. The Secretary shall notify the member of the termination by (Certified) mail. Members terminated for non-payment are allowed to accompany a member in good standing in the Club.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors shall consist of eight members who are elected to their positions by the vote of the membership: the five officers collectively referred to as the executive committee, as well as three additional advisors who are Board members but not officers.

3.1 Powers and Duties. The property and affairs of the Club shall be managed and conducted by the Board of Directors, which may exercise all such powers and do all such things as may be exercised or done by the Corporation. (Hereafter, the “Board” or “Directors”).

3.1.a The Board shall exercise general supervision and management over Club property and its proper upkeep and insurance. It shall control the running expenses in connection with upkeep and may incur debts in the name of the Club for maintenance, materials and services required.

3.1.b The Board may order an examination without audit of the books and records of the Treasurer, Secretary, Financial Secretary or Committee Chairs, as the Board deems necessary, and shall report on the results of such examination to the membership at the next regular meeting.

3.1.c The Board shall have oversight of all Committees. It shall also be responsible for actions taken by the Club for failures of members to abide by standing rules established and approved by the Club.

3.1.d The Board may retain on behalf of the Club the services of outside legal, financial or insurance professionals if deemed necessary and in the best interests of the Club. Where such outside professional assistance is obtained, the Board shall advise the Club membership of the nature of such assistance, the costs incurred and the general nature of the outside professionals’ work. The Board is not obligated to discuss specific details if said details can affect the club negatively or affect litigation proceedings.

3.2 Election, Number, Term, and Make-up of Board. At each Annual Meeting, the members shall elect the Board of Directors. The Board shall consist of the Commodore, Vice-Commodore, Secretary, Financial Secretary, and Treasurer as well as three (3) additional Club members in good standing, who are not Officers. The term of office for Board members shall be one year, or until successors have been elected.

3.3 Resignation. Any Director of the Corporation may resign at any time by giving written notice to any member of the Executive Committee. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal. Any Director may be removed from the Board of Directors by affirmative vote of a majority of the membership, excluding the director at issue. Such action may be taken at any meeting at which notice of the proposed Director removal shall have been duly given to the Director, together with or as a part of the notice of the meeting. Such removal may be with or without cause.

3.5 Vacancies. Any vacancy on the Board of Directors may be filled by a majority vote of the remaining Directors, the person elected to fill such vacancy to hold office for the unexpired portion of the term of his predecessor.

3.6 Board Meetings. The Board may hold its meetings, regular, annual or special, at any time or place. An annual meeting of the Board of Directors shall be held as soon as practicable after the Annual Meeting of the membership.

3.7 Notice of Meetings. Notice of regular meetings shall be given in the same manner as for special meetings of the Board. Special Meetings of the Board shall be held whenever called by a Commodore or by at least two (2) of the Directors in office. At least two days written or oral notice of each such special meeting stating the time and place of the meeting shall be given to each Director. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice of such meeting.

3.8 Board Waiver, Quorum, Adjournment and Manner of Acting.

The attendance of a Board member at any meeting, without protesting the lack of proper notice of the meeting prior to the commencement of the meeting, shall be deemed to be a waiver by him or her of notice of that meeting. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Any meeting of the Board may be adjourned from time to time by a majority vote of the Directors present at such meeting. The Commodore will normally not vote, except in cases of a tie vote. In the absence of a quorum for any such meeting, a majority of the Directors present may adjourn such meeting to another time and place until a quorum shall be present. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three days. The act of a majority of the Directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may be otherwise specifically provided by statute or these Bylaws. If all the Directors consent in writing to any action taken or to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.

3.9 Committees. The Board of Directors is responsible to appoint committees. Committees may consist of Board members and non-Board members. All committee chairs shall keep the Board apprised of their requirements for, and expenditures of, Club funds, and of the progress of their work.

3.9.a Authority. Committees shall have and may exercise only that authority that is specifically provided in the Board resolution appointing that committee, except that no committee shall have the authority to: (a) fill vacancies on the Board of Directors; (b) adopt, amend or repeal Bylaws; (c) amend or repeal any resolution of the Board, or (d) take action, the power of which is solely lodged in the Board of Directors, or in the Membership, by the Bylaws, the Certificate of Incorporation or state law.

3.9.b Floats and Moorings Committee. This Committee, consisting of its Chair and at least two (2) active members, shall be responsible for assignment of dock space or moorings to members, as appropriate to size of vessel; for verifying the vessel's dimensions; and for general maintenance and upkeep of the float facilities. It may also recommend to the Commodore the establishment of rules for the safe use of the Club docks by members and guests. The Committee shall also post current dock and mooring assignments, along with the wait list for dock space and moorings.

3.9.c Membership Committee. This Committee, consisting of a Chair and two (2) active members, shall be responsible for reviewing applicants for membership, reporting its findings to the Secretary and membership, and otherwise assisting in the orderly processing of membership matters before the Club.

3.9.d House Committee. This Committee, consisting of a Chair and at least (1) active member (more if the Committee Chair determines additional members are needed), shall be responsible for all purchases of supplies for the cleanliness of the club and refreshments for meetings and will coordinate food services for meetings. Accurate records will be kept and submitted of all disbursements related to facilities and periodically report such to the Board. This Committee may also advise the Commodore and Board in matters pertaining to upkeep of Club properties and facilities and may assist them in raising monies for future expansion.

3.9.e Building Committee. This Committee, consisting of a Chair and at least one (1) active member (more if the Committee Chair determines additional members are needed), shall be responsible for all purchases of equipment and maintenance of Club facilities at the direction of the Board. It also shall keep records of all disbursements related to facilities and periodically report such to the Board. This Committee may also advise the Commodore and Board in matters pertaining to upkeep and expansion of Club properties and facilities and may assist them in raising monies for future expansion.

3.9.f Nominating Committee. Prior to the Annual Meeting, the Board of Directors shall appoint a member to chair the Nominating Committee, which will consist of three members who are neither Board members nor Officers. The Nominating Committee will propose a slate of Directors as well as solicit nominations from the floor at the February membership meeting. The slate of Board member candidates thus developed will be sent in writing by the Secretary, along with the notice of the Annual Meeting, to all members. At the Annual Meeting in March, members of the Nominating Committee shall conduct the election, tally the votes and report the results to the membership. Board members and Officers will be elected by a simple majority vote.

ARTICLE IV

OFFICERS; EXECUTIVE COMMITTEE

4.1 Number and Qualifications of Officers. The officers of the Corporation shall be President (Commodore), Vice-President (Vice-Commodore), Secretary, Financial Secretary and Treasurer.

4.2 Term, Election and Duties of Officers. Each officer shall be elected for a term of one year. Each officer shall hold office for the term for which he or she is elected, or until a successor has been duly elected. The Commodore and Vice-Commodore may not serve more than ten (10) consecutive terms in office, but may stand for re-election after one year's respite.

4.2.a President (Commodore). The President (Commodore) is the chief executive officer of the Corporation. It is the Commodore's duty to take command of the fleet, preside over all meetings of the Club and the Board of Directors, and to participate with the Board in the appointment of committees. The Commodore shall also, in concert with the Board, take steps to enforce the provisions of the Bylaws and house rules of the Club. The Commodore may call Special Meetings and shall do so upon written request from a minimum of ten (10) Club members in good standing.

4.2.b Vice President (Vice-Commodore). The Vice-Commodore shall assist the Commodore in the discharge of his/her duties. At the request of the Commodore, or in case of the absence or inability of the Commodore to act, the Vice-Commodore shall perform the Commodore's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon a Commodore.

4.2.c Secretary. In general, the Secretary shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the Commodore. The Secretary shall keep the minutes of Board meetings and membership meetings; be the custodian of the corporate records, including the current roll of Club members; and provide all members written notice of Annual and Special Meetings. The Secretary shall also keep the wait list of members desiring and entitled to docking or mooring privileges and issue membership cards annually to each member in good standing. The Secretary is to make all records available to all officers and members.

4.2.d Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; he or she shall keep full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation; and he or she shall deposit all moneys and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for disbursements, and shall render to the Officers and Directors regular statements of all his or her transactions as Treasurer, and an account of the financial condition of the Corporation whenever requested by the Board or any Officer. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board or the Commodore. The incumbent Treasurer shall be bonded. Treasurer is to make all records available to all officers and members.

4.2.e Financial Secretary. The Financial Secretary shall assist the Treasurer with the financial affairs of the Club and act under the supervision of the Treasurer. The Financial Secretary may assist in the completion and filing of federal and state tax returns and advise the members of the financial condition of the Club. The Financial Secretary also is responsible for billing and receipt of member dues, fees and charges, and delivering all such funds to the Treasurer.

4.2.f Other Officers. The Board may from time to time appoint such other officers as the Board may deem necessary or advisable, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

4.3 Removal of Officers. Any Officer of the Corporation may be removed with or without cause at any time by majority vote of the Board of Directors.

4.4 Executive Committee. The Executive Committee consists of all Officers, who become members of the Executive Committee immediately upon election to office. The Executive Committee may act in all instances on behalf of the Board of Directors and the Corporation, except if prohibited by the Bylaws or state law, or whenever the vote of the entire Board of Directors is required.

4.5 Vacancies. Except as otherwise provided in these Bylaws, when any President (Commodore), Vice President (Vice-Commodore), Treasurer, Secretary, or Financial Secretary or other office becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term by the Executive Committee and ratified by the Board at its next regular meeting.

4.6 Resignations. Any Officer may resign his or her office at any time by giving written notice thereof to the Commodore or any other officer of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of receipt of the notice of resignation by the Board at its next meeting.

ARTICLE V
LOANS, CHECKS AND DEPOSITS

5.1 Loans. No loans in excess of \$1,000.00 shall be contracted on behalf of the Corporation, and no evidences of indebtedness in excess of \$500.00 shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances, as stated in the resolution.

5.2 Checks and Drafts. All checks, drafts or order for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed with the signatures or facsimile signatures of such officers or agents of the Corporation as the Board shall from time to time designate by name or title, or in lieu of any action by the Board, as the Commodore shall designate.

5.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or, in lieu of any action by the Board, as the Treasurer may select.

ARTICLE VI
CORPORATE RECORDS AND FINANCIAL STATEMENTS

6.1 Corporate Records. The Corporation shall keep at its principal place of business an original or a copy of the minutes of the meetings of the Board and minutes of the meetings of the members; and its Bylaws, including all amendments thereto, certified by the Secretary.

6.2 Financial Statements. At intervals of not more than twelve months the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto, and a statement of receipts and disbursements respecting its operations for the twelve months preceding such date. The balance sheet and statement shall be audited at least every 24 months by an independent public accountant and shall be deposited at the principal office of the Corporation and be kept for at least ten years from such date.

ARTICLE VII
INDEMNIFICATION

7.1 Indemnification. The Corporation shall indemnify and defend, to the full extent permitted by law, any Officer or Director of the Corporation.

ARTICLE VIII
HOUSE RULES; VIOLATIONS OF RULES OR BYLAWS

8.1 Establishment of House Rules. The Board of Directors, working with the Commodore, shall establish House Rules, in order to assure proper deportment by members and guests in their use of the Clubhouse and for the safe use of docks, floats and moorings. New and changes to existing House Rules are to be approved by the membership at any regular membership meeting by majority vote. The House Rules shall be prominently posted within 30 days on the Club property.

8.2 Enforcement of Bylaws and House Rules. The Board of Directors may take any reasonable and lawful actions to enforce the Bylaws and House Rules and, where appropriate and approved by majority vote of the Board, take actions against those who deliberately or repeatedly violate the Bylaws or House Rules of the Club.

8.3 Interpretation. The interpretations of Bylaws or of established House Rules, together with any subsequent changes or amendments approved by the membership, shall rest in the hands of the Board of Directors. Their decisions on those interpretations shall take precedence, subject only to override by at least two-thirds majority vote of the members attending a regularly scheduled meeting of the Club.

ARTICLE IX
MISCELLANEOUS PROVISIONS

9.1 Notice. Any notice required or permitted to be given under these Bylaws shall be in writing and shall be deemed to have been delivered if delivered in person or if sent by United States mail, postage prepaid, or by facsimile, or electronic mail addressed to such person at the address shown on the records of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

9.2 Amendments to Bylaws. Notice of any proposed amendments to these Bylaws shall be posted in the Clubhouse and sent in writing to all members at least ten (10) days prior to the meeting at which the vote on the proposed amendment(s) will be taken. Any amendments must be approved by a two-thirds (2/3) membership vote at any membership meeting at which a quorum is present.

ARTICLE X
Order of Business

At regularly scheduled meetings for business, the normal agenda shall be as follows, subject only to modifications as appropriate to special circumstances:

1. Reading of Minutes of Previous Meeting
2. Voting of New Members
3. Proposition for Membership
4. Committee Reports
5. Treasurer's Monthly Report
6. Communications and Bills
7. Old Business
8. New Business and Welfare of the Club
9. Secretary's and Treasurer's Annual Report (Annual Meeting)
10. Nomination and Election of Officers (Annual Meeting)
11. Adjournment

Business meetings may not be adjourned until the regular order of business has been fulfilled.

APPROVED BY FORMAL VOTE OF THE MEMBERSHIP OF THE EAST NORWALK BOATING AND YACHT CLUB, NORWALK, CT ON THIS DAY APRIL 7, 2014

ATTESTED TO:

Jeffrey S. Mangels

Jeffrey S. Mangels COMMODORE
CORPORATE SEAL
EAST NORWALK BOATING AND YACHTING CLUB, INC.