

THE CONSTITUTION AND BYE-LAWS OF THE NASSAU YACHT CLUB

Amended November 21, 2016

NAME

1. The name of the Club is "THE NASSAU YACHT CLUB".

PENNANT

2. The pennant of the Club shall be a pennant with stripes of blue, white, and red with the letters "NYC" in red upon the white section, as represented by either figure 1 or figure 2. The pennant in figure 1 shall be used on official printed material of the Club.

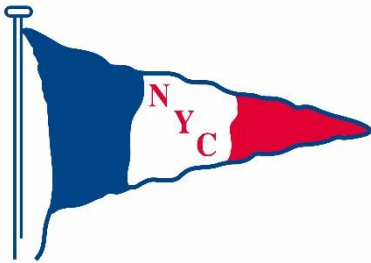


Figure 1

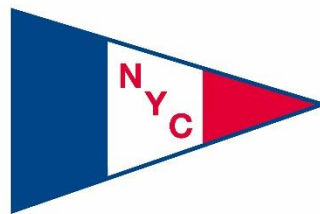


Figure 2

OBJECTS

3. The objects of the Club are:

- (a) To encourage yacht building and yacht sailing by amateurs
- (b) To encourage yacht racing by the promotion of regattas and the giving of prizes, and by any other means which may from time to time be determined upon by the Club.
- (c) To provide and maintain docks, a club house and suitable environment for the use of the Members of the Club.

MEMBERS

4. The Club shall consist of the following kinds of Members who shall have the rights and privileges detailed in the Fifth Schedule:

- (a) **Young Individual Member:** Any resident of New Providence, or any island within a 15 mile radius thereof, who is 18 years to 29 years of age.
- (b) **Individual Member:** Any resident of New Providence, or any island within a 15 mile radius thereof, who is 30 years of age or older.
- (c) **Young Family Members:** Any couple living together as husband and wife who are residents of New Providence, or any island within a 15 mile radius thereof, both of whom

are 18 years to 29 years of age.

- (d) **Family Members:** Any couple living together as husband and wife who are residents of New Providence, or any island within a 15 mile radius thereof, either one of whom is 30 years of age or older.
- (e) **Junior Member:** Any Person between the ages of 8 and 17 years may become a Junior Member of the Club. All children of members upon reaching age 8 shall be registered as Junior Members unless requested otherwise in writing by their parents. No Junior Member shall be supplied with intoxicating beverages of any kind anywhere on the Club premises. Any application for Junior membership shall be endorsed by the parent or guardian of the child.
- (f) **Student Member:** Any Junior Member upon reaching age 18 and attending an accredited school, college or university may become a Student Member.
- (g) **Non-Resident Membership:** Any person, or any couple living together as husband and wife, who are not a resident of New Providence or any island within a 15 mile radius thereof, may become Non- Resident Members of the Club.
- (h) **Life Members:** Any Member of the Club who has consistently contributed to the development of the Club to the betterment of the Members may be elected to Life Membership of the Club at a General Meeting. Any such Member shall be recommended in writing for approval by the Executive Board. Life Members and their spouses shall not be liable for subscription fees.
- (i) **Temporary Individual Membership:** Any person 18 years of age or older, may become a Temporary Individual Member of the Club for a period not exceeding five months in any 12 month period. In the event a Temporary Member leaves without discharging any account due the Club, such account shall be paid by those Members who proposed and seconded the application.
- (j) **Temporary Family Membership:** Any couple living together as husband and wife may become Temporary Family Members of the Club for a period not exceeding five months in any 12 month period. In the event Temporary Family Members leave without discharging any account due the Club, such account shall be paid by those Members who proposed and seconded the application.
- (k) **Honorary Members:** Any person may become an Honorary Member of the Club for a period not exceeding 14 days in any 6 month period. A Member in good standing must introduce an Honorary Member. The Commodore or the Executive Board, on behalf of the Club, shall have the power to issue an unlimited number of Honorary Memberships to any person of such distinction whose presence could only be regarded as an honour to the Club. In the event any Honorary Member leaves without discharging any account due the Club, such account shall be paid by the Member introducing such Honorary Member.
- (l) **Ex-Officio Honorary Members:** The following shall be granted Ex-Officio Honorary Membership annually in the Club:

- 1) The Governor General of The Bahamas
 - 2) The Prime Minister of the Bahamas
 - 3) The Minister of Tourism
 - 4) The Commodore, The Royal Nassau Sailing Club
 - 5) The President, The Bahamas Olympic Association
 - 6) The Chief Officer, Bahamas Air Sea Rescue Association
 - 7) The Chief Flag Officer, Coral Reef Yacht Club, Miami
 - 8) The Chief Flag Officer, Miami Yacht club, Miami
- (m) **Corporate Members:** Any company, organization, body corporate or professional partnership having offices on New Providence may be invited to apply for election as a Corporate Member solely for the purpose of lunching in the dining room between 11:30am and 3:00pm during the work week (excepting when the dining room is closed), and for attending such other functions at the clubhouse by invitation as may be determined by the Commodore. A Corporate Member shall nominate not more than six representatives who may exercise these limited privileges of membership including bringing guests (not more than six on anyone occasion). Expenses incurred by a Corporate Member shall be paid at the time of service. A Corporate Member shall not attend or vote at any general meeting of the Club, or be eligible for election to any office. A Corporate membership may be subject to annual renewal at the discretion of the Executive Board.

APPLICATION, RE-CLASSIFICATION and ELECTION OF MEMBERS

5. Every application for membership or change in membership status shall be considered by the Executive Board. The Executive Board shall decide whether or not the application shall be accepted in the class of membership for which the applicant applies or for any other class of membership. The decision of the Executive Board shall be final. The Executive Board shall not be required to give reasons for their decisions on applications for membership.

- (a) All applications shall be proposed and seconded by two Members in good standing who shall countersign the application form.
- (b) All applications shall be posted in the club house at least 14 days prior to being submitted to the Executive Board for consideration.
- (c) All applicants, upon election shall be required to pay an entrance fee as set out in the First Schedule.
- (d) All applicants requesting re-classification shall on acceptance pay a re-classification fee as set out in the Second Schedule.
- (e) All applications for change in classification shall be made in writing within 60 days of any such change becoming necessary.
- (f) In the event that the Executive Board declines an application for membership, the declined applicant may not reapply for membership for a period of twenty-four (24) months from the date of the declined application.

SUBSCRIPTIONS AND FEES

6. Subscriptions and fees, and any changes will be handled as follows:

- (a) The monthly subscription and minimum spend of Members shall be as set out in the Third Schedule.
- (b) The dockage fees shall include all fees as set out in the Fourth Schedule.
- (c) The monthly subscription of Members and/or the dockage fees may be increased yearly by the Executive Board subject to not more than any cost-of-living increase as published by the Central Bank of the Bahamas. Any other change or special assessment must be approved by a majority vote of Members present at the Annual or Semi-Annual General Meeting of Members or at an Extraordinary General Meeting called for that purpose.
- (d) The monthly subscription of any new Member shall commence on the first day of the next calendar month in which their application was approved.
- (e) Any Member whose application for change in status has been approved shall pay the monthly subscription and minimum spend as set out in the Third Schedule commencing on the first day of the next calendar month in which their application was approved.

RETIREMENT

7. A Member may retire from membership at any time by giving to the Honorary Secretary notice thereof in writing. Any Member retiring without having paid their subscription or minimum spend for the then current month shall be liable for the same.

EXPULSION OR SUSPENSION

8. Expulsion or suspension from membership can occur as follows:

- (a) The Executive Board, for the Club in meeting, may expel or suspend any Member from membership in the Club who willfully disobeys any of the rules of the Club or persistently disregards the authority of the officers or committees of the Club, or who is guilty of conduct rendering such Member unfit to be a Member of the Club.
- (b) The Executive Board shall expel any Member upon receiving a resolution to that effect passed at a meeting of the Members of the Club by three-quarters of the voting Members of the Club in attendance at the meeting.
- (c) A Member expelled under clause 8(a) may appeal to a meeting of the voting Members of the Club.
- (d) A Member suspended under clause 8(a) may not be suspended, i) for a period greater than three (3) months, or ii) on more than one occasion in any five (5) year period.

ACCOUNTS AND SUSPENSION

9. All Member accounts should be kept current or face the following consequences:

- (a) A Member's account shall become due for payment at the end of the calendar month following the statement date.
- (b) Any Member who fails to pay any account owing the Club within one month after the same becomes due shall be automatically suspended from membership in the Club and such Member's name shall be posted in the Club, and such person shall remain suspended until such account is paid. If such account is not paid within 90 days after the same shall have become due, by decision of the Executive Board, such Member may be expelled from membership in the Club and the name of such Member shall be struck off the membership list.
- (c) Any Member suspended shall cease to be entitled to the privileges of membership, and shall not be entitled to use the club facilities as long as such Member is suspended.
- (d) Any Member suspended shall be required to pay all monthly subscriptions and dockage or other fees due for the months during such suspension before such suspension shall be lifted.
- (e) The Executive Board may decide upon the amount of credit to be extended by the Club to any Member.
- (f) Any Member expelled in accordance with clause 8(a) or 9(b) shall have no claim on the property of the Club.
- (g) No Member whose membership has been terminated shall be re-admitted to the Club until all accounts outstanding against such Member have been paid in full. If re-admitted all outstanding dues and charges must be paid in full along with the appropriate entrance fee.

OFFICERS

10. At the Annual General Meeting (AGM) of the Members of the Club the following Officers shall be elected. All Officers shall hold office for one year or until the next following Annual General Meeting of Members, whichever shall be the shorter period.

- (a) **Commodore:** The Commodore shall be elected from amongst the Members of the Club having the power to vote and shall be the Chief Executive Officer of the Club. The Commodore shall preside at all meetings and shall be Ex-Officio Chairman of the Executive Board. No bill in excess of \$5,000 shall be paid without the prior authorization of the Commodore.
- (b) **Vice-Commodore:** The Vice-Commodore shall be elected from amongst the Members of the Club having the power to vote and shall officiate in the absence of the Commodore. The Vice-Commodore shall be an Ex-Officio Member of the Executive Board.

- (c) **Honorary Secretary:** The Honorary Secretary shall be elected from amongst the Members of the Club having the power to vote and shall keep the minutes of all meetings of the Club Members and the Executive Board, and all records and Membership and Yacht Lists. The Honorary Secretary shall also perform such other duties as pertain to the office and shall be an Ex-Officio Member of the Executive Board.
- (d) **Honorary Treasurer:** The Honorary Treasurer shall be elected from amongst the Members of the Club having the power to vote. The Honorary Treasurer shall keep the financial books and securities of the Club, and shall disburse funds in excess of \$5,000 only on the order of the Executive Board after authorization by the Commodore. The Honorary Treasurer shall be an Ex-Officio Member of the Executive Board. The Honorary Treasurer shall report at every meeting of the Members of the Club, before any votes are taken, the names of such Members as are in arrears or suspended.
- (e) **Honorary Board Members:** Two Honorary Board Members shall be elected from amongst the Members of the Club having the power to vote. The Honorary Board Members shall be Ex-Officio Members of the Executive Board and shall perform such duties as may be requested by the Commodore.
- (f) Every Officer shall be elected at the Annual General Meeting (AGM) of the Members of the club and shall be voted upon separately, and the candidate receiving the greatest number of votes in each case shall be deemed elected. The voting shall be by secret ballot or with show of hands and shall be by nomination.
- (g) No Member may serve as Commodore for more than two years in succession or Vice-Commodore for more than two years in succession.

COMMITTEES

11. Committees of the Club shall consist of the following.

- (a) (i) **Executive Board:** The Executive Board shall consist of seven voting Members of whom the following shall be Ex-Officio members: Commodore, Vice-Commodore, Honorary Secretary, Honorary Treasurer, two Honorary Board Members and the Chairman of the Racing Committee.
 - (ii) The Chairman of the Racing Committee shall be appointed by the Commodore with the majority approval of the remainder of the Executive Board. The Commodore shall use his or her best efforts for such appointment to be made by no later than the second monthly meeting of the Executive Board following the AGM at which the Commodore was elected.
 - (iii) The management of the Club and the administration and direction of all the Club's property and amenities shall be vested in and exercisable by this board.
 - (iv) Any Member of this board must resign if:
 - (1) he is no longer a Member of the Club
 - (2) he becomes a lunatic, or of unsound mind or bankrupt

(3) he is requested in writing by three-fourths of the Members of the Club to vacate his office

(4) he is requested in writing by five other members of this board to vacate his office

(v) This board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit, provided the board shall meet not less than once in each and every month. They may determine the quorum necessary for the transaction of business. Until otherwise determined, four members shall be a quorum.

(vi) The Executive Board shall establish terms and conditions for the use of wet dockage. These shall be referred to as the Dock Rules. All Members berthing a boat in a wet slip in the docks must sign a dock agreement and abide by the Dock Rules.

(vii) The Executive Board shall make rules relating to the use of the club house and premises used by the Members of the Club. These shall be referred to as The House Rules. The House Rules and/or Dock Rules may be altered by the Executive Board, provided the Executive Board duly notifies the Members of the Club of its decision promptly.

(viii) Any four members, provided that the Commodore or Vice-Commodore is one of the Members, may at any time convene a meeting of this board. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes the Chairman shall have a second and deciding vote. A meeting of the Executive Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the rules of the Club for the time being vested in or exercisable by the Club generally.

(ix) The Commodore or Vice-Commodore shall preside at all meetings of this board. All acts done at any meeting of the Executive Board or by any person acting as a member of that board, shall, notwithstanding that if afterwards it be discovered that there were defects in the appointment of any such member, acting as aforesaid, be as valid and effectual as if every such person had been duly appointed and was qualified to be a member. When all members of this board sign the minutes of a meeting of this board, the same shall be deemed to have been duly held notwithstanding that the board had not actually come together or that there may have been technical defects in the proceedings. A resolution in writing, signed by all of the members shall be as valid and effectual as if it had been passed at a meeting of the board duly called and constituted.

(x) The administration and direction of the affairs of the Club shall be vested in the Executive Board, who in addition to the powers and authorities of these presents or otherwise conferred, may exercise all such powers and do all such acts and things as may be done by the Club in general meetings. No regulation made by the Members in general meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulation had not been made.

(xi) Any vacancy occurring in the Executive Board shall be filled upon recommendations of the Commodore and with the majority approval of the remaining members of that board. All such appointments shall be deemed temporary and held only until the next scheduled General Meeting of the Members of the Club.

- (b) (i) **Membership Committee:** A Membership Committee shall consist of Members of the Club who shall be appointed by the Commodore with the approval of the Executive Board. The Chairman of the committee will be appointed by the Commodore. This committee will be responsible for membership development and the review of the membership list on an annual basis. This review will be to determine proper contact information along with determining any re-classification that might be necessary.

(ii) All recommendations by the Membership Committee will be provided to the Executive Board for review and a final decision.
- (c) **Special Race Committee:** Special Race Committees can be appointed at the discretion of the Executive Board to deal with special sailing events.
- (d) **Nominations Committee:** The Nominations Committee shall consist of not less than two Members of the Club, and shall be responsible for presenting a list of candidates for election as Officers at the next Annual General Meeting (AGM). By no later than the 1st day of September in each year, the Commodore shall appoint the Chairman of the Nominations Committee, who shall then appoint one or more additional Members at his or her discretion. The Chairman shall preside over the election of Officers at the AGM, which election, for the avoidance of doubt, may also include suitably qualified Members who have been nominated from the floor of the meeting.

APPOINTEES

12. The following shall be appointed.

- (a) **Dockmaster:** The Dockmaster shall be appointed by the Commodore with the majority approval of the remainder of the Executive Board and shall be responsible for all matters relating to the docks, dry boat storage and use of the hoists and ramps. The Dockmaster may attend meetings of the Executive Board but shall not be entitled to vote at such meetings.
- (b) **Rear Commodore:** A maximum of two (2) Rear Commodores may be appointed by the Commodore with the majority approval of the remainder of the Executive Board to assist with any duties as requested by the Commodore. Rear Commodores may attend meetings of the Executive Board but shall not be entitled to vote at such meetings.
- (c) **General Manager:** The General Manager shall be appointed by the Commodore with the majority approval of the remainder of the Executive Board and shall be responsible, subject to the direction and supervision of the Board, for the management of the club house and premises and of all social functions held therein. Such General Manager shall report directly to the Commodore and Executive Board on the finances and operations of the Club.

MEETINGS

13. Meetings of the Club take place in several ways:

- (a) (i) An Annual General Meeting (AGM) of the Members shall be held at the club house in the month of November in each year on a date to be determined by the Executive Board.

(ii) The business of such meeting shall be to receive the Commodore's Report, the Honorary Treasurer's Report, the passing of the accounts, the election of officers and any other business which the Executive Board or any qualified Member shall see fit to bring before the meeting. Prior to the AGM, the year end accounts of the Club shall have been reviewed or audited by an independent member of the Bahamas Institute of Chartered Accountants.
- (b) A Semi-Annual General Meeting of the Members shall be held in the month of May in each year to transact the general business of the Club.
- (c) The Executive Board may at any time, or, on the written requisition of any 25 qualified Members stating the business for which it is required, convene an Extraordinary General Meeting for any specific purpose.
- (d) Notice of every Annual and Semi-Annual General Meeting shall be given to all qualified Members by the Honorary Secretary at least fourteen days before the date of such meeting. Notice of any Extraordinary General Meeting shall be given by the Honorary Secretary to all qualified Members at least seven days before any such meeting.
- (e) 25 qualified Member's shall constitute a quorum at any meeting. If a quorum exists at roll call it shall be deemed to exist throughout the meeting.
- (f) Every qualified Member shall be entitled to one vote at any meeting. In the event of an equality of votes the Chairman of the meeting shall have a second and casting vote. All questions shall be decided by a majority of the votes present.
- (g) At any meeting, unless a poll is demanded by a Member, a declaration by the Chairman of the meeting that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive. If a poll be demanded as aforesaid, it shall be taken in such a manner as the Chairman shall direct.

RACING

14. The Club shall comply with the rule as defined in the International Sailing Federation Racing Rules of Sailing.

CLUB PROFITS

15. No Member of any Committee of the Club, and no employee of the Club shall have any personal interest in the sale of intoxicating liquor or food prepared therein, or in the profits arising from such sale.

GUESTS

16. A guest book shall be kept at the club house in which the name of every guest shall be entered, together with the date of the visit and the name of the introducing Member. No guest shall be served food or beverages without the invitation of and in the company of the introducing Member.

17. The following special categories of guests may use the facilities of the Club:

- (a) Attendees at a regatta hosted by the Club are permitted to use all of the Club's facilities for the duration of the regatta, and will be granted temporary account privileges on production of a valid credit card of a type approved for use by the Club.
- (b) Visitors to the Club from other yacht clubs that have been approved by the Executive Board will be permitted to use the club house, pool and dry storage facilities of the Club. In the absence of special cross billing arrangements with the other club, all such visitors will be granted temporary account privileges only on production of a valid credit card of a type approved for use by the Club

TRUSTEES

18. The Commodore, the Vice-Commodore, the Honorary Secretary and the Honorary Treasurer shall be deemed to be the Trustees of the Club, and all property of the Club shall be vested in them as such Trustees as aforesaid.
19. Anyone who shall cease to be a Member of the Club shall forfeit all rights to any interest in and claim upon the Club, its property and funds.

AMENDMENTS

20. (a) This Constitution or any clause thereof, may be altered or repealed, or new clause(s) added. Any proposed amendment(s) shall be submitted in writing to the Executive Board for consideration as to the impact such amendment shall have on the Club operation and Members. If approved in principle the proposed amendment shall be submitted to Members for approval.
- (b) All such proposed amendments shall be circulated to the voting Members of the Club for their consideration at the next Annual or Semi-Annual General Meeting or Special Meeting called for this specific purpose. Notice for such meeting shall include on the agenda the specifics of such proposed amendment(s).
- (c) Any Motion from the floor, at any general meeting, for a proposed amendment to the Constitution shall be considered and referred to the Executive Board for consideration and shall be put to the Members of the Club for ratification at an Extraordinary General Meeting of the qualified Members called for that specific purpose.