

MINUTEMAN YACHT CLUB, INC  
BY-LAWS

Article I. — Name

The name of the corporation is Minuteman Yacht Club, Inc. (the “Club”).

Article II. — Objectives

The objectives of the Minuteman Yacht Club are: to be a voice for Westport area boaters, whether sail or power, large or small, in-the-water, on trailers or dry-stalled; to protect our boating and water sport areas from encroachment by interests that seek private gain or undue restriction; to assist in efforts that will maintain the environmental integrity of Westport shoreline and cruising areas, balanced by a concern for the basic needs of boaters; to improve safety afloat; to increase knowledge of our local waters; to foster a camaraderie and social spirit among members; to continue to enhance our position in the community of Long Island Sound yacht clubs; to encourage membership by all boatmen in the Westport area.

Article III. — Office

The principal office of the corporation shall be in the Town of Westport, County of Fairfield, State of Connecticut.

Article IV. — Officers

Section 1. Offices to be Filled — The officers of the Club shall be five in number and consist of a Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer. These officers shall concurrently be members of the Board of Governors.

Section 2. Election and Term of Office — The officers of the corporation shall be elected annually by the membership at the regular Annual Meeting. The term of office of each officer shall commence at the official Change-of-Watch function or December 1<sup>st</sup>, whichever comes first. Each officer shall serve until a successor shall have been duly elected or appointed. An exception to this is the office of the outgoing Treasurer, whose tenure is extended for ten days after the Change-of-Watch event, should one take place and should it be a dinner and/or dance, in which case the Treasurer’s responsibilities during this ten-day extension are limited to the preparation of a final summary of the cost of the affair and to direct payment of such expense.

With the exception of the Commodore, every officer may be nominated, and if elected, serve as many consecutive terms as the membership deems appropriate. The Commodore may serve a maximum of two one-year terms in any four-year period, both of which may be consecutive. After four consecutive calendar years out of office, such person may be re-elected to any officer’s position including that of Commodore.

Section 3. Removal of Officers — Any officer may be removed by the affirmative vote of at least eight members of the Board of Governors whenever in its judgment the best interests of the Club would be served thereby.

Section 4. Vacancies in Office — In the case of vacancy in the office of Commodore or Vice-Commodore because of death, resignation, removal, disqualification, or otherwise, the officer next in rank shall fill such vacancy for the unexpired term. In the case of a vacancy in any other office, the same shall be filled by the Board of Governors and such officer shall serve in such office for the unexpired term.

Section 5. Commodore — The Commodore shall be the principal and Chief Executive of this Club with power to perform all such duties as the Chief Executive of an incorporated club may need to perform. The Commodore:

(a) shall in general supervise and control all of the business and affairs of the Club; shall command the Squadron; preside at all meetings and enforce the By-Laws and Rules and Regulations of the Club; may, at the Commodore's pleasure, call Special Meetings of the Club or of the Board of Governors, and must call a Special Meeting of the Club on the written request of ten percent or more Regular Members or of eight Governors.

(b) shall appoint, subject to the approval of the Board of Governors, the Special Officers of Fleet Captain, Flag Lieutenant, and a Measurer when necessary; as well as Chairs of the Standing Committees; shall appoint all Special Committees. The Commodore shall be an ex officio member of all Standing and Special Committees except Nominating where the Commodore's membership is at the option of the Nominating Committee Chair.

(c) may sign, with the Secretary or any other officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized.

(d) shall, in general, perform all duties usually incident to the office of Commodore and other duties as may be prescribed by the Board of Governors and as further defined in these By-Laws.

Section 6. Vice Commodore — It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of the duties enumerated above, and, in the Commodore's absence, or in case of a vacancy in the office of Commodore, to act as Commodore. Further duties are defined in these By-Laws.

Section 7. Rear Commodore — It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties, and in their absence, or in case of a vacancy in the office of Commodore and Vice Commodore, to act as Commodore. Further duties are defined in these By-Laws.

Section 8. Secretary — The Secretary, when present, shall act as secretary of all meetings of members and of the Board of Governors and when the Secretary is not present, the Commodore shall appoint a secretary pro tem. The Secretary shall have supervision over the giving and serving of all Club notices, shall conduct the usual correspondence of the Club and of the Board, shall maintain appropriate files, shall have the powers and duties usually incident to the office of Secretary and shall have such powers and perform such of the duties as may be assigned by the Board of Governors or the Commodore, and as further defined in these By-Laws.

Section 9. Treasurer — It shall be the duty of the Treasurer to keep the accounts of the Club amply and correctly in appropriate ledgers and to make written reports of the accounts and proceedings as may be required by the Commodore, or the Board of Governors.

The Treasurer shall: be the custodian of all Club funds, depositing same in the name of the Minuteman Yacht Club, Inc., in such depository acceptable to the Board of Governors; have custody of all insurance policies and be responsible for renewals of same in amounts satisfactory to the Board of Governors; pay all bills contracted by the Corporation; record all receipts and disbursements in books suited to the purpose and maintain appropriate files; make reports of the condition of the books when so directed by the Commodore or the Board of Governors; and shall submit the Club accounts, books and records for audit when directed to do so by the Board of Governors. Further duties are defined in these By-Laws.

#### Article V. — Members

Section 1. Classes of Members— There shall be two classes of membership: Regular and Associate. Any person who shall satisfy the requirements hereinafter set forth and assume the obligations imposed by the Club shall be eligible for membership. No application for membership shall be rejected because of race, color, creed or gender.

Section 2. Qualifications for Regular Membership —Regular Membership shall be limited to boat owners eighteen years of age or over who are residents of the Town of Westport, Connecticut. There shall be but one membership for each family unit. A family unit shall include the applicant, spouse and minor children and any other family member who resides with the applicant. Membership may continue whether or not that member retains ownership of a boat.

Section 3. Qualifications for Associate Membership — Any person eighteen years of age or over who does not qualify for Regular Membership may maintain an Associate Membership in the Club covering the applicant, spouse and minor children under such rules as the Board of Governors may from time to time establish. Associate Members may serve on, but may not be Chair of any Committees.

Section 4. Voting — Only Regular Members of the Club shall be entitled to vote and serve as officers or governors. Each Regular Member shall have the right to one vote on all matters and questions coming before the membership.

Section 5. Termination of Membership — The Board of Governors, by affirmative vote of at least eight Board members, may censure, suspend or expel a member for cause after an appropriate hearing. Cause shall include ineligibility, or conduct detrimental to the welfare, interest or character of the Club.

Section 6. Reinstatement — Upon written request signed by a suspended or expelled member and filed with the Secretary, the Board of Governors may, by the affirmative vote of at least eight of its members, reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 7. Resignation — Members shall be considered resigned should they not renew their annual membership within three months after it becomes due. Additionally, any member may resign during the year by filing a written resignation with the Secretary, but such resignation shall not relieve that member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. A resignation shall not prejudice rejoining at a later date.

Section 8. Transfer of Membership — Membership in the Club is not transferable or assignable.

#### Article VI. — Board of Governors

Section 1. General Powers — The affairs of the club shall be managed and controlled by its Board of Governors. The Commodore shall be the Chair.

Section 2. Specific Powers and Limitations — The Board of Governors shall have the following powers, among others: to elect special classes of members as here-to-fore defined; to discipline, censure, suspend or expel any member herein; to fix penalties; to reinstate any member suspended or expelled; to remove any elected or appointed officer or member of a committee for cause; to make rules for their own government, for committees and for any property owned by the Club; to promulgate and enforce these By-Laws; and to approve the budget. The Board of Governors shall not have the power to increase dues or fees, levy assessments or assess any service charges affecting a part or all of the membership without approval of the membership. The Board shall not have the power to sell or mortgage the Club's real estate without the approval of the membership.

Section 3. Number, Tenure and Qualifications —  
The majority of the Board of Governors may, from time to time, fix or alter the number of Governors; provided, however, that the number of Governors comprising the Board of Governors shall be no less than three (3) nor more than twenty (20), plus the number of officers. The Governors shall be elected at the Annual Meeting of the membership and shall hold office until the next Annual Meeting of the membership and until their

successors are elected and qualify. All Governors shall be regular Members in good standing and shall be at least 21 years of age.

Past Commodores who have completed one full year in office and who maintain any class of membership shall be members of the Board of Governors with all the privileges thereto accorded for three years following the end of their term of office as Commodore. Their number shall be in addition to those noted above. Past Commodores who remain regular members are encouraged to seek election as Governors following this period.

Section 4. Regular Meetings — The Board of Governors shall meet at least once a month during eight of the twelve months of the calendar year. Additional meetings will be at the pleasure of the Commodore.

Section 5. Special Meetings — Special Meetings of the Board of Governors must be called by the Commodore upon the written request of eight members of the Board of Governors..

Section 6. Notice of Special Meetings — Notice of any Special Meeting of the Board of Governors shall be given at least two days prior thereto either orally, by phone, e-mail or by written notice delivered personally to each Governor at his address as shown by the records of the Club. If notice is by mail or telegram, such notification must be sent at least four days prior to the meeting date.

Section 7. Quorum — A majority of the members of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at said meeting, a majority of the Governors present may adjourn the meeting to another date and make provision for proper notice of the subsequent meeting.

Section 8. Attendance at Meetings — Any Governor who shall have failed to attend all meetings of the Board of Governors during three consecutive months and has not contacted the Commodore to be excused prior to any of the meetings shall be notified by the Commodore that these absences were noted, and unless the Board of Governors recognizes such absences as being due to extenuating circumstances, such member's resignation from the Board of Governors shall be requested forthwith.

Section 9. Vacancies — Any vacancy occurring among the Governors shall be filled by vote of the Board of Governors. A Governor elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 10. Manner of Acting — The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the entire Board of Governors, unless the act of a greater number is required by law or by these By-Laws.

Section 11. Compensation — Governors as such shall not receive any stated salaries for their services, but by resolution of the Board of Governors the expenses of attendance, if

any, may be allowed for attendance at Special Meetings of the Board; but nothing herein contained shall be construed to preclude any Governor from serving the Club in any other capacity and receiving compensation therefor.

Section 12. Informal Action — Any action required or permitted by law to be taken at a meeting of Governors or any committee may be taken without a meeting if a written consent to such action is signed by the entire Board of Governors or such committee, as the case may be and filed with the minutes of proceedings of the Board of Governors or such committee.

## Article VII. — Meetings of Members

Section 1. Notice of Meetings — Membership Meetings are to be called at least fifteen (15) days prior to their occurrence by appropriate mailed notice stating the place, day and hour of the meeting.

In case of a Special Meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. The call to a Special Meeting shall be mailed at least 15 days prior to the date of the meeting.

Section 2. Annual Meeting — An Annual Meeting of the members shall be held in the month of October, in each year, beginning with the year 1967, for the purpose of electing the Officers and Governors, and for the transaction of such other business as may come before the meeting. If the election of Officers and Governors shall not be held as designated herein at an Annual Meeting, or at any adjournment thereof, the Board of Governors shall cause the election to be held at a Special Meeting of the members as soon thereafter as possible.

Section 3. Special Meetings — Special Meetings of the members may be called by the Commodore. The Commodore must call a Special Meeting of the members upon receipt of the written request of not less than eight members of the Board of Governors or not less than 10 percent of the Regular Members. If the Commodore shall not, within 15 days after receipt of such request, call such meeting, such members may call same.

Section 4. Quorum and Manner of Acting — Fifteen Regular Members or 10 percent of the Regular Membership, whichever number shall be less, shall constitute a quorum at a membership meeting; and their actions shall be the act of the entire Club, unless the act of a greater number is required by law, or by these By-Laws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to another date and make provision for proper notice of the subsequent meeting.

Section 5. Conduct of Meetings — Meetings of the Club shall be conducted in accordance with Roberts Rules of Order unless the Commodore, for good cause, elects to suspend such rules for any specific meeting.

Section 6. Proxies — At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized representative.

Section 7. Place of Meeting — The Board of Governors may designate any place, either within or without the Town of Westport, Connecticut, but within Fairfield County Connecticut, as the place of meeting, or for the Annual Meeting or any Special Meeting.

#### Article VIII. — Committees

Section 1. Appointments — The appointments of Fleet Captain, Flag lieutenant, and Measurer when needed shall be made by the Commodore and approved by the Board of Governors. Chairs of Standing Committees shall be appointed by the Commodore and approved by the Board of Governors. Chairs shall select members of their Committees. Appointment of Special Committees shall be made by the Commodore. Any or all appointees may also be Officers of the Club or Members of the Board of Governors.

Section 2. Standing Committees — Standing Committees shall consist of the Facilities Committee, the Program Committee, the Public Relations Committee, the Regatta Committee, the Awards Committee, the Change-of Watch Committee, the Good-Guy Award Committee, and the Membership Committee. A majority of any such committee shall constitute a quorum.

Section 3. Nominating Committee — The Nominating Committee shall nominate candidates for all elective offices to be filled at the next Annual Meeting. Before nominating, they shall have carefully considered the qualifications of their candidates for the particular office for which each is to be nominated. The proposed slate shall be mailed to the membership with the notice of meeting for the Annual Meeting.

The Nominating Committee shall be chaired by the Immediate Past-Commodore, and in the event of unavailability, the next most recent Past-Commodore. Two other Regular Members shall be appointed by the Commodore to this committee and approved by the Board of Governors, one of whom may be the Commodore.

Section 4. Facilities Committee — The purpose of the Facilities Committee is to maintain a continuing review of municipal and other non-private facilities used by substantial numbers of Club members and to intervene with appropriate officials and/or boards to rectify improper situations; and to propose improvements and service features that are reasonable, proper and beneficial to our area and to the boating community.

The Chair of the Facilities Committee shall be the Commodore. The Commodore may, however, with the formal concurrence of the Board of Governors, vacate the chair and appoint another person. Other members of this Committee will include the Chair of each marina, yacht basin, moorage or other on-or-off-water facility in which club members have a significant involvement and where their interests, as deemed by the Board, merit the appointment by the Commodore or a Chair of that facility, and others as appropriate.

Actions of this Committee are to be reported on by a member of the Committee at the next subsequent Board Meeting so they appear in the minutes of that meeting, unless formal minutes were prepared, in which event they are to be appended to the minutes of the Board meeting.

Section 5. Program Committee — This Committee is charged with the preparation of a Calendar of Club Events for the upcoming year, the submission of same to the Board of Governors for approval, and when approved, the dissemination of the Calendar to the membership via any appropriate means. The Committee will further provide for the implementation of the program, except for the Change-of-Watch event, appointing an Event Chair and Committee if needed, for each event where preparation is sufficiently extensive to require such appointment. Otherwise, the Program Chair will see to necessary arrangements for each event where a Chair or Committee has not been assigned.

This Committee shall consist of a Chair and other members as needed.

Section 6. Public Relations Committee — This Committee shall be responsible for informing the community of Club events, activities and other items of interest in order to create a favorable attitude toward the organization and thus gain support for its objectives. All appropriate media shall be used, as good practice dictates.

Section 7. Regatta Committee — The responsibilities of this Committee are to organize and run regattas, and other contests such as Predicted Log events, in the name of the Minuteman Yacht Club, and to determine the winners of such events, and to make awards to these winners as appropriate.

(a) This Committee shall receive and act upon all protests and their decisions shall be final, except in cases of appeal to the Yacht Racing Association of Long Island Sound. Any Committee member who is a party to a protest shall recuse themselves from any action involving such protest. They shall have full power during a race to disqualify any vessel which has violated any of the racing rules of the Club as established by the Fleet Captain. They shall assign Racing Numbers as necessary. They shall keep a record of all regattas of the Club with full details. The Fleet Captain shall have power to appoint a Protest Committee subject to approval of the Board of Governors.

(b) The Committee shall be under the command of the Fleet Captain, who may recommend the appointment of a Chair who can also be an Officer or a Member of the Board of Governors. It shall include at least two other members recommended by the Fleet Captain for appointment, and additional members as necessary, who are to act as Starters, Judges and other officials.

Section 8. Awards Committees — This Committee shall be responsible for the designation of candidates for awards of a non-competitive nature, and which are usually given at the Change-of-Watch event. Chief among these are the Order of the Wet Minuteman, the Hard Luck Trophy, the Minuteman Service Award, the Minuteman Medal, and others as designated from time-to-time by the Board of Governors. The one

exception will be the Jim Anderson “Good Guy” Commemorative Award, which will not be under the purview of this Committee. The Chair shall be an Officer designated by the Commodore. Two other members, each preferably a Facility Chair, are to be appointed by the Commodore.

Section 9. Change-of-Watch Committee — This Committee is responsible for all arrangements pertaining to the Change-of-Watch event; with the exception of designating its date, which is the responsibility of the Program Committee. The Commodore shall appoint a Chair, or Co-Chairs as appropriate. The Commodore shall exercise fully ex officio prerogatives on this Committee.

Section 10. The Good Guy Award Committee — The Jim Anderson “Good Guy” Commemorative Award is bestowed from time-to-time on that citizen of the area whose efforts have best served Westport-area boaters and whose character and human qualities do honor to the memory of our former shipmate—James T. Anderson. Standing composition of this Award Committee is the Commodore as Chair, the Vice Commodore and a Past Commodore appointed by the Commodore as members. Its deliberations are to be private. Its duties are to choose a recipient, arrange for the award and make the presentation, generally at a Change-of-Watch event; or announce at that time that the Committee did not have a candidate for the award that year.

Section 11. Membership Committee — This Committee shall be responsible for the forwarding of dues notices and follow through on same; as well as for activities to increase Club membership. Additionally, the Committee will maintain the current Official Membership List. The Commodore shall appoint a Chair and others as appropriate.

#### Article IX. — Duties of Appointed Special Officers

Section 1. Duties of the Fleet Captain — The Fleet Captain shall direct the undertaking of all regattas and other contests such as Predicted Log events. The Regatta Committee is under the command of the Fleet Captain.

Section 2. Duties of the Flag Lieutenant — The Flag Lieutenant shall have responsibility for the control, maintenance and storage of all properties of the Club, except actual facilities leased or owned by the organization and except for Club files. The Flag Lieutenant shall keep complete and proper records of all such properties, indicating their location and/or disposition.

Section 3. Duties of the Measurer — It shall be the duty of the Measurer, upon request of the owner, or by direction of the Regatta Committee, to obtain the prescribed measurements of any particular vessel owned or chartered by that Club member and to compute the Rating Measurements. The Measurer shall act in accordance with the Measurement Rules of the United States Yacht Racing Union. The Measurer’s findings shall be reported on a suitable form to the Fleet Captain, having duly certified such

report. If deemed necessary, the Measurer may require that the vessel be hauled out at the expense of the owner.

In the event that the Measurement Rules of any association to which the Club or member belongs requires methods or dimensions other than those required by the United States Yacht Racing Union, the Measurer shall also comply therewith. Any expense incurred in connection therewith shall be borne by the member.

## Article X. — Nominations

Section 1. Presentation of Nominations — The Nominating Committee shall present in writing to a meeting of the Board of Governors nominations for Officers and other members of the Board. The Board of Governors shall review such nominations to assure that they meet the By-Law requirements for candidates.

Section 2. Extent of Nominations, Proper Notice — The Nominating Committee shall nominate at least one Regular Member each for Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, six Governors and Past Commodores nominated in accordance with Article VI, Section 3; the totality of which will constitute the Board of Governors. Notice of these nominations shall be mailed to all members with the notice of the Annual Meeting, and such notice is to include the date, time and place of the Annual Meeting.

Section 3. Alternate Nominations, Proper Notice — Nominations other than by the Nominating Committee shall not be presented to the membership for voting unless presented in the form of a complete slate of candidates proposed by at least ten Regular Members. Such slates may include nominees from the slate proposed by the Nominating Committee. These alternate nominations must be filed with the Secretary of the Club not less than eight days before the date of the Annual Meeting and a notice containing all such nominations shall be mailed to members at least five days before said Annual Meeting.

Section 4. Nominations Excluded — No other nominations shall be effective unless made in accordance with the preceding provisions.

## Article XI. — Fiscal Year

The fiscal year of the Club shall begin on the first day of January and end on the thirty-first day of December in each year.

## Article XII. — Dues, Fees, and Assessments

Section 1. Setting of Rates — Adjustments to Annual Dues and the levying of fees, assessments and service charges, if any, shall be approved by a vote of Regular Members at the Annual Meeting of the Club upon recommendations of the Board of Governors. If not accepted, such recommendations may be re-proposed at the next meeting of the Membership.

Section 2. Payment of Dues — Dues are payable as of the first day of January in each fiscal year. Applicants for membership applying between January 1 and June 30 of any year will be required to pay the full current year's dues. New applicants applying between July 1 and October 31 will be required to pay half the current year's dues. In each case, any special assessment will be paid in full. New applicants applying on or after November 1 will pay full dues and assessments, however they will also apply to the subsequent year. In this context, a new applicant is someone who has never been a member of the Club.

Section 3. Default and Termination of Membership — Any member in default of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable will be considered to have resigned unless arrangements for delayed payments are made with the Treasurer and accepted by the Board of Governors.

#### Article XIII. — Document of Membership

The Board of Governors will provide for the issuance of a card providing evidence of membership in the Club. Such card shall be signed by the Treasurer or any Officer empowered from time-to-time by the Board of Governors, and shall be sealed with the seal of the corporation. If this card shall be lost, mutilated, or destroyed, a replacement may be issued upon such terms and conditions as the Board of Governors may determine. Membership cards for Officers, other Members of the Board and Past Commodores shall designate their respective titles.

#### Article XIV. — Official Seal

The corporate seal is in the form of a circle and has inscribed thereon the name of the corporation and the words "Corporate Seal, Connecticut, 1967–The Minuteman Yacht Club, Inc."

#### Article XV. — Club Burgee, Flag Etiquette, Officer Flags

Section 1. Club Burgee — The Club Burgee shall be a navy blue pointed flag; the hoist two-thirds of the length, displaying a kneeling Minuteman with musket in hand, depicted in white and facing the hoist. It may not be used for any business or commercial purpose except with the permission of the Board of Governors.

Section 2. Vessels Privileged to Fly Burgee — Only Regular Club Members or Associate Club Members are entitled to fly the Club Burgee on their vessel or on any vessel chartered by them. The Club Burgee may not be flown on a member's vessel if it is chartered by a non-member.

Section 3. Flag Etiquette — At locations so designated by the Board of Governors, and from time-to-time by the Commodore, the Club Burgee and the United States Flag are to be flown from 8:00 A.M. to sunset every day during the yachting season. The Burgee shall be flown from the truck of the flagstaff and the United States Flag from the peak of

the gaff, except on Memorial Day, or other days of mourning, when flags will be flown as prescribed by United States Naval Regulations. The flag of the Senior Flag Officer officially present shall be flown from the starboard yardarm. If the flagstaff is a mast with yardarm only, the United States Flag shall be flown at the truck and the Club Burgee flown from the starboard yardarm (facing seaward).

Section 4. Officers' and Other Official Flags — The Commodore shall display a rectangular flag with a blue field, with a centered device in white consisting of a fowl anchor encircled by 13 five-pointed stars; the Vice Commodore, a flag the same as the Commodore's, substituting red for the blue field; the Rear Commodore, a flag the same as the Commodore's, with the device in red on a white field. The Fleet Captain shall fly a rectangular flag with a blue fowl anchor on a white field. Past Commodores shall display a rectangular flag with a white fowl anchor preceded by three white stars vertically arranged along the hoist, all on a blue field. The Regatta Committee flag shall be rectangular with a red vertical fowl anchor, flanked by the letters R C, in white on a blue field. The Secretary may fly a flag with crossed quills, in white on a blue field; the Treasurer, a white acorn on a blue field.

#### Article XVI. — Contracts, Checks, Deposits and Gifts

Section 1. Contracts — The Board of Governors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. — All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time-to-time be determined by resolution of the Board of Governors. In the absence of such determination by the Board of Governors, such instruments shall be signed by the Treasurer and countersigned by the Commodore or the Vice Commodore.

Section 3. Deposits — All funds of the Club shall be deposited from time-to-time to the credit of the Club in such banks, trust companies or other depositories as are acceptable to the Board of Governors.

Section 4. Gifts — The Board of Governors may accept on behalf of the Club any contribution, gift, bequest or devise.

#### Article XVII. — Books, Records and Audits

The Club shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings. The Board of Governors and committees having any of the authority of the Board of Governors, shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member, or his agent or attorney for any proper purpose at any

reasonable time. The Treasurer is charged with the responsibility of submitting Club books, accounts and records for an audit when directed to do so by the Board of Governors. Upon the request of the Treasurer, the Board of Governors shall order such an audit.

#### Article XVIII. — Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Stock Corporation Act of Connecticut, or under the provisions of the articles of incorporation or the By-Laws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Article XIX. — Amendments

Section 1. Procedure for Amending — These By-Laws may be amended at any Regular, Annual or Special Meeting by the favorable vote of the Regular Members in good standing present in person or by proxy and voting thereon, providing notice of such an amendment shall have been included in the notice of the meeting.

Section 2. Proposers of Amendments — Amendments to the By-Laws may be proposed by the Board of Governors; or by at least 10 percent of all of the Regular Members in good standing, but not less than ten in number.

Section 3. Proper Notice — Written notice of a meeting at which amendments to the By-Laws are to be considered shall be mailed to all Regular Members at least 15 days prior to such meeting.

Revised By-Laws -- Accepted October 12, 2001 by Membership

Article VI, Section 3 amended and approved at 1989 Annual Meeting  
Article VII, Section 2 amended and approved at 1992 Annual Meeting

Revised By-Laws — Accepted October 20, 1976 by Membership

Accepted January 18, 1977 by Westport Recreation Commission.

Original By-Laws accepted by Westport Board of Selectmen, March 14, 1967