

BY-LAWS ACUSHNET RIVER SAFE BOATING CLUB, INC.

ARTICLE I

The name of this corporation shall be: ACUSHNET RIVER SAFE BOATING CLUB, INC.

ARTICLE II

PURPOSES

The corporation is formed to aid Flotilla 1-605 in promoting safe boating, and fostering efficiency in the operation of all boats.

To won, purchase, lease, acquire, use, mortgage, pledge, sell, assign, transfer or otherwise dispose of such personal and real property as may be necessary, expedient or proper to provide and maintain a clubhouse and marina for its members in the pursuit of their activities as Coast Guard Auxiliarists.

Or to otherwise carry out the above purposes.

ARTICLE III

SEAL

The corporation seal shall consist of a circular die bearing the name of the corporation, its date and place of incorporation, and such other device or inscription as the Directors may determine. The form of the seal may be changed by the Directors whenever they shall so order.

ARTICLE IV

ACCOUNTING PERIOD

The accounting period will be kept on the calendar year basis, from January 1, through December 31.

ARTICLE V

ANNUAL MEETING

The Annual Meeting of the members of the corporation shall be held on the second Wednesday of November.

ARTICLE VI

OFFICERS

The elected officers of the corporation shall be the President, Vice President, Treasurer and Secretary.

As may be deemed necessary or convenient to perform the functions of the Corporation, the President, with the approval of the Board of Directors, shall appoint the chairperson of all standing committees and each such chairperson shall choose the members of the committee.

ARTICLE VII

DUTIES OF OFFICE

The PRESIDENT shall manage the affairs of the Corporation, subject to the direction by votes of the Corporation and by votes of the Directors. He shall, when present, preside at all meetings of the Corporation or Directors. He may, in his discretion, call meetings of the Corporation, Directors or any Committee.

He shall perform all other duties required by law or the Corporation.

The VICE PRESIDENT shall act for the President in the latter's absence or incapacity, and shall perform all other duties assigned to him by the President, by the votes of the Corporation or the Directors, or required by law.

The TREASURER shall collect and hold in the name of the Corporation all monies payable to it, shall pay all its legitimate bills, and shall keep accurate and complete financial records of all tangible and intangible personal property and of all real property received, held or disposed of by the Corporation. At the expiration or termination of his term of office, he shall pay over all funds and turn over all records, which shall always be and remain the property of the Corporation, to his successor in office or as directed by vote of Directors.

The SECRETARY shall keep and file all documents and records, except financial, for the Corporation, these being and remaining the property of the Corporation, and shall keep a complete and accurate record of all its proceedings. He shall handle all the Corporation's correspondence and issue all notices and other announcements. He shall also keep an accurate and complete roster of members.

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors shall consist of the following:

- (a) Ex-officio members: Immediate Past President of the Corporation, President, who shall act as chairman of the Board and vote only in the case of a tie vote, Vice President, Treasurer, Secretary, who shall keep all its records, and record all of its proceedings, and issue all of its notices and other announcements, and the incumbent Flotilla Commander of Flotilla 1N65.
- (b) Elected members: There shall be twelve (12) Directors, who shall hold office for a three (3) year term with no less than four (4) such Directors being elected annually. If an elected Director during the course of his term is elected to an office which makes him an ex-officio member of the Board of Directors, the assumption of such office shall terminate the directorship to which he has been elected and create a vacancy therein.
- (c) This vacancy shall be filled by reference to the record of votes for the Board of Directors held at the prior Annual Meeting.

The person with the next highest vote assumes the position

ARTICLE IX

DUTIES OF OFFICE

The Directors shall fill all vacancies for the duration of the unexpired term. The Directors shall examine and cause to be properly audited annually the books, accounts and other properties of the Corporation. The Board of Directors shall require that all checks issued by the Corporation be countersigned with two signatures. The authorized signatures shall be the President, Treasurer or Chairman of the Audit Committee. The Board of Directors, subject to the vote of the members, may, by their votes, direct the officers in the management of the affairs of the Corporation.

ARTICLE X

MEETINGS

The Board of Directors shall meet monthly, the first Tuesday of each month.

General meetings will be held the third Wednesday of February, May and September.

Special meetings, of the Corporation or of the Board of Directors, may be called by the President, and three (3) Directors, or any ten (10) members, by filing a signed, written

notice of the same, stating type, time, date, place and purpose of said meeting with the Secretary. The Secretary or the Secretary's designee will give notice of at least (7) days for all meetings. Notice will be given by electronic mail (e-mail) to all members that have a valid e-mail address in our records. Notice of all meetings will be posted on the ARSBC website. Members that do not have a valid e-mail address will be given written notice. (Changed 11/11/2009 at Annual Meeting.)

Actual knowledge of, or presence at any meeting by a Director or member shall constitute waiver of said notice.

ARTICLE XI

QUORUMS AND VOTES

At all meetings, the presence of a quorum shall be necessary to transact business and for all votes, unless otherwise provided herein, a majority shall carry all votes.

No meeting shall be opened without a quorum and no meeting shall be opened later than one half (1/2) hour after the time designated for it to be held.

The President shall have and cast one (1) vote at the Director's meeting only in event of a tie.

For a Director's meeting a quorum shall consist of ten (10) or more Director's.

For a Corporation meeting a quorum shall consist of twenty five (25) or more members.

The seat of a Director who shall fail to attend three consecutive meetings of the Board without a satisfactory explanation accepted by secret ballot by a majority of the remaining Directors shall be declared vacated and filled in accordance with these By-Laws.

The Board of Directors may not authorize the expenditure or more than Five Thousand Dollars (\$5,000) upon any single project or purpose without first obtaining the consent of the members at a regular or special meeting.

ARTICLE XII

MEMBERSHIP

Full membership in good standing in the United States Coast Guard Auxiliary Flotilla 1N-65 is a requisite to membership in this Corporation. Permanent status members in Flotilla 1N-65 shall not be eligible to vote or to hold an elective office in this Corporation.

ARTICLE XIII

DISCIPLINE

Any act or conduct by any member which is found to be inimical or injurious to the best interest of the Corporation shall be cause for loss of his membership in the Corporation.

A charge of any such act or conduct may be made against a member by an officer, Director or member of the Corporation by making a signed written detailed statement thereof to the Secretary.

The Secretary upon receipt of any such charge shall immediately notify the President thereof, and a Board of Directors meeting shall be held thereon within twenty-one (21) days of its receipt by the Secretary.

The person charged shall receive a copy of the charge and written notice of the Directors meeting to be held thereon at least seven (7) days before said meeting.

He shall be granted a full hearing at the Directors meeting.

The Directors by two-thirds vote of the Board may, upon finding for cause, terminate his membership in the Corporation.

The notice of the vote of the Directors meeting shall be given to the charged party, in writing, by the Secretary within three (3) days after notice of the Board of Directors, vote thereon to him.

The charged party shall receive a full hearing before the membership within twenty-one (21) days of claiming an appeal therefore and a majority vote of the membership in favor thereof shall terminate his membership.

Membership of any charged party shall automatically be terminated and the Secretary shall immediately strike his name from the roster of members, upon the expiration without appeal of the appeal period after a Board of Directors vote to so terminate it or, after appeal, upon the casting of a vote by a majority if the members voting it at a Corporation meeting held on the issue.

All notices to a charged party shall be sent by certified mail.

ARTICLE XIV

NOMINATIONS, ELECTIONS AND APPOINTMENTS

Election to all offices shall be made at the Annual Meeting of the Corporation.

The chairman of a nominating committee shall be appointed by the President, with the approval of the Board of Directors, at least sixty (60) days before the Annual Meeting of the Corporation. They shall nominate candidates for all elective offices, and submit it writing, the chosen nominees to the Secretary.

The Secretary, subject to directions by the vote of the Board of Directors, shall cause a suitable ballot to be prepared showing the elective offices and the nominees therefore and also provide adequate blank spaces for possible floor nominations. He shall distribute a such ballot to each member with the notice to each member of the Annual Meeting.

Nominations may be made from the floor at the September Meeting and shall be closed for nominations from the floor at such meeting.

All elective offices shall take effect as of January 1st, of the year succeeding the election at the Annual Meeting.

The members may at a regular meeting and after due notice of the proposed rules, adopt such standing rules as are deemed appropriate, permitting absentee balloting for officers and Directors.

All officers shall be members in good standing.

ARTICLE XV

CHANGE OF BY-LAWS

These By-Laws may be amended, revised, altered, replaced, deleted, in part or in whole, or otherwise changed by a two-thirds (2/3) affirmative vote at a Corporation meeting, the call of which has been mailed to each member at least seven (7) days before the time of said meeting, stating said purposes.

ARTICLE XVI

PROCEDURE

All meetings shall be conducted in accordance with “Roberts Rules” and any revisions or amendments thereto, unless otherwise provided for herein.

ARTICLE XVII

DISSOLUTION

In the event of dissolution of the Corporation, all property remaining after payment of all legal debts and obligations of the Corporation shall be donated to a charitable institution to be chosen by vote of the members at that time.

ARTICLE XVIII

SEVERABILITY

These By-Laws and the portions thereof are several. Should any By-Law or portion thereof be declared illegal or void, all other By-Laws and portion thereof shall not be affected and shall remain in full force and effect.

ARTICLE XIX

DUES STRUCTURE

Dues to be decided by annual meeting of the Board of Directors and Flotilla Commander of 1N-65.

ARTICLE XX

EFFECTIVE DATE

All previous By-Laws are hereby repealed and the foregoing hereby substituted in place thereof, effective, except as otherwise provided herein, as of November 2003.