

**BY-LAWS  
OF  
FROSTBITE YACHT CLUB, CONNECTICUT RIVER SQUADRON, INC.**

**ARTICLE I  
NAME AND PURPOSE**

The name of the corporation is Frostbite Yacht Club, Connecticut River Squadron, Inc. dba Frostbite Yacht Club (hereinafter "FBYC"). The nature of the activities to be conducted and the purposes of FBYC, are to engage in any lawful acts or activities that are permitted under the Connecticut Revised Nonstock Corporation Act (the "Act") and that are social, charitable, educational and/or scientific in nature, entitling FBYC to qualify under Section 501(c)(4), (6) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the "Code"), and more particularly to facilitate sailboat racing and related activities among adults and youth sailors during the Spring ("Spring Series") and Fall ("Fall Series") of each year on the Connecticut River.

**ARTICLE II  
BURGEE**

The FBYC burgee shall be a blue triangular pennant with a white polar bear image.

**ARTICLE III  
MEMBERS, MEMBERSHIP, EXPULSION, AND PROBATION**

**Section 1. Generally.** Membership of FBYC may be obtained by payment of the amounts and agreement to the terms set by the board of directors of FBYC (the "Board"). Membership binds the Member to these Bylaws and all other rules, terms, and conditions established by the Board. Only Members in good standing of FBYC, their crew, and guests may participate in races conducted by FBYC. The Board may choose to offer an Associate Membership, under terms and conditions determined by the Board.

**Section 2. Life Membership.** Upon making a payment to FBYC in an amount to be determined by the Board, a member becomes a lifetime member of FBYC and is entitled to a reduction in the Spring Series and Fall Series racing fee in an amount to be determined by the Board. Lifetime members are subject to all rules and responsibilities applicable to members.

**Section 3. Resignation.** Any Member of FBYC may resign by providing a signed, dated, written statement of resignation. A Member who resigns shall not be scored for the racing series occurring at the time of the resignation, nor shall any portion of the membership fee be returned.

**Section 4. Termination of Membership by Expulsion or Probation.** Any Member may be expelled or placed on probation by a two-thirds vote of the Board, after a hearing in which the subject Member has an opportunity but not an obligation to present his or her position, in the manner of protest hearing, said hearing to take place no earlier than 10 days after reasonable efforts are made to give notice of the hearing to the Member. The Board shall appoint a person, who may or may not be a member of the Board, to present the case in favor of expulsion or probation; if that appointed person is a Board member, that person may vote on the issue of expulsion or probation. A Member who is expelled shall not be scored for the racing series occurring during an expulsion. The Board shall determine all other terms of expulsion or probation, including length of time, limitations on activities, participation as guest, return of membership fee, scoring, and awards. Any person subject to expulsion or probation may request reinstatement or modification of the terms of probation in a writing delivered to the FBYC Commodore, but such reconsideration shall not take place within 6 months of the initial action by the Board to expel or place a person on probation. The terms of expulsion or probation can be modified by the Board by majority vote. Expulsion and probation is solely a matter involving FBYC and not U.S. Sailing; the decision of the Board is disciplinary and not subject to appeal.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 1. Generally.** All corporate powers shall be exercised by or under the authority of the Board, and the activities, property and affairs of FBYC shall be managed by or under the direction of the Board. The Board shall be self-perpetuating. The rules governing the size of the Board and the management of its affairs shall be as set forth in these By-Laws.

**Section 2. Qualifications.** In order to serve on FBYC's Board, an individual must be elected by the Board and must have demonstrated an interest in perpetuating the mission of FBYC.

**Section 3. Size of Board; Term of Office.** There shall be a minimum of five (5) board members on the Board. The prescribed number of board members shall be that number fixed from time to time by resolution of the Board, or, if the Board does not fix the number, then the prescribed number shall be the number of board members elected at the most recent annual meeting of the Board. No board member shall be removed from office or have his or her term of office shortened because of a reduction in the prescribed number of board members. Board members shall be elected for a one year term, and thereafter without limit until resignation, removal, or their respective successors are properly elected and qualified.

**Section 4. Removal.** A Board member may be removed from office at any time with or without cause upon the affirmative vote of two-thirds (2/3) of the Board. Board members may be removed by judicial proceedings to the extent provided by the Act.

**Section 5. Vacancies.** A vacancy in the Board may be filled for the unexpired portion of the term by vote of the Board; provided, however, if the Board members remaining in office constitute fewer than a quorum, then they may fill the vacancy by the affirmative vote of a majority of all of the Board members remaining in office.

## **ARTICLE V** **MEETINGS**

**Section 1. Annual Meeting of Board and Members.** The annual meeting of the Board and Members shall be held each year during the month of December; provided, however, that if in any year the annual meeting is not, or cannot be held during such month, then the annual meeting may be called for any date or time before or after such month in the manner set forth below for calling special meetings. Written notice of the annual meeting specifying the time, date and place of the meeting shall be given to each Board member at least ten (10) but no more than fifty (50) days before the meeting, and to the Members by any method deemed appropriate by the Board. At the annual meeting, the Board may elect new Board members for the coming year and may bring up any other matters relating to the affairs of FBYC; provided, however, that none of the Fundamental Matters (as defined herein) may be brought before the meeting unless specifically described in the written notice of the meeting. In addition, at every annual meeting, the Board shall nominate the slate of officers for the coming year, and the Members (see Article III), shall approve or reject the slate of officers.

**Section 2. Regular Meetings.** Regular meetings of the Board shall be held at the time and place specified from time to time by resolution of the Board or as called by the Commodore or Vice Commodore. Notice of the meetings need not be given; provided, however, that Fundamental Matters may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least ten (10) but no more than fifty (50) days before the meeting. If no resolution shall be in effect, regular meetings of the Board shall be called in the manner set forth below for calling special meetings of the Board.

**Section 3. Special Meetings.** Special meetings of the Board may be called by the Commodore, and shall be called by the Commodore upon the written request of directors representing one-third (1/3) of the existing directorships. If the Commodore does not call the meeting within seven (7) days after receipt of the written request, the directors making the request may call the meeting. Notice may be given by the person(s) calling the meeting. At least ten (10) days oral or written notice of each special meeting stating the date, time and place of the meeting shall be given to each director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

**Section 4. Conduct of Meetings and Proxy Voting.** Each annual, regular or special meeting of the board of directors shall be conducted in accordance with these By-Laws and the then most current edition of *Robert's Rules of Order*. Voting by proxy shall be permitted at all meetings of FBYC. Proxies can be mailed to the Secretary or votes can be telephoned to at least two (2) members of the Board. All notices of meetings shall contain a general statement of major matters to be discussed at the meeting. The order of meetings shall be:

- Roll call
- Reading of the minutes of the previous meeting
- Commodore's Report
- Treasurer's Report
- Unfinished Business
- Committee Reports
- Elections
- New Business

**Section 5. Waiver of Notice.** A director may waive notice of any meeting required under these By-Laws by a written instrument executed and filed with the secretary of FBYC either before or after the date and time specified in the notice. The secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**Section 6. Quorum and Voting Requirements.** A majority of the prescribed number of directorships shall constitute a quorum for the transaction of business at any meeting of the board of directors. The affirmative vote of a majority of the prescribed number of directorships shall be required for action by the Board on any matter, except for those matters for which the vote of a greater proportion of the directorships is required by the Act, the Certificate of Incorporation or these By-Laws.

**Section 7. Participation in Meeting by Teleconference or Similar Means.** A director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously communicate with one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Meetings and voting may be conducted by email as allowed by law. An email from a director shall be deemed a signed writing wherever a writing is suggested or required in these By-laws.

**Section 8. Transaction of Business Without Meeting.** Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all directors are given notice of the action sought to be taken and the action is approved by a majority of the members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by a director, and included with the minutes or filed with the records of FBYC.

Action taken by written consent without a meeting is effective when a majority of the directors have signed the consent, unless the consent specifies a different effective date.

**Section 9. Compensation of Directors.** The directors shall not receive a salary for their services as directors. By vote of the board of directors, the directors may be allowed compensation for expenses incurred by them in attending meetings of the Board and committees as set forth in the vote.

**Section 10. Fundamental Matters.** As used in these By-Laws, "Fundamental Matters" means the following matters: (a) the removal of a director, (b) the dissolution and liquidation of FBYC, (c) the amendment of these By-Laws, (d) the amendment of the Certificate of Incorporation, and/or (e) the merger, or the sale, lease, exchange or other disposition of all, or substantially all, of the property of FBYC. Any action by the board of directors with respect to any Fundamental Matter shall require specific notice and the affirmative vote of two-thirds (2/3) of the prescribed number of directorships for approval.

**Section 11. Special Meetings of the Membership.** Special Meetings of the membership can be called by majority of the board of directors provided members are given notice at least two weeks in advance. Ten percent (10%) of the membership plus at least two (2) officers of FBYC shall constitute a quorum at any meeting of the membership. A majority of a quorum shall be sufficient for any decision of any question presented to the Members other than an amendment of the By-laws or the Certificate of Incorporation, which shall require a two thirds (2/3) vote of the quorum.

## **ARTICLE VI** **BOARD COMMITTEES**

**Section 1. Establishment and Powers.** The Board may form a committee comprised of at least one member of the Board and other interested persons. The Board shall, by resolution, define the powers to be held by each Board committee, and each Board committee may exercise those, and only those, powers; provided, however, that no Board committee may approve any Fundamental Matter. Each Board committee shall serve at the pleasure of the Board and shall keep minutes of its proceedings which shall be reported to the Board.

**Section 2. Chairperson, Meetings, Etc.** The members of each Board committee may elect from among their number a chairperson, who shall preside at all meetings of the Board committee and who shall appoint one or more members to record the minutes of such meetings. Regular meetings of each Board committee shall be held at least once a year on a date and at a time and place to be designated by the members of the Board committee. Special meetings of any Board committee may be called by the chairperson or by any two (2) members of the Board committee. The person(s) calling any special meeting shall set the time and place of the meeting. Written or oral notice of each special meeting of the Board committees, including the purpose thereof, shall be given by the secretary, or his or her agent, to each Board committee member at

least ten (10) days before the time appointed for such meeting. Notice need not be given for any regular meeting, or in the case of any special meeting, to any member who attends the special meeting or who waives notice in a writing executed and filed with the Secretary either before or after the meeting. The secretary shall file this waiver with the records of the meeting. The presence of a majority of the committee memberships shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the committee members shall be required for every action by each Board committee unless a greater proportion of votes is required by the Act, the Certificate of Incorporation or these By-Laws.

## **ARTICLE VII** **OFFICERS**

**Section 1. Titles, Election and Duties.** The Board shall elect as officers a Commodore, Vice Commodore, Secretary, and a Treasurer, and may from time to time elect one or more such other officers as they deem expedient. Any two or more offices may be held by the same person. The duties of the officers of FBYC shall be the duties imposed by these By-Laws and prescribed by the Board. The officers need not be Board members prior to their election; after election, all officers shall be Board members.

**Section 2. Commodore.** The Commodore shall be the chief executive officer of FBYC and shall see that all orders and resolutions of the Board are carried into effect. The Commodore shall seek advice from the Board, shall preside at all meetings of the Board and shall perform such other duties as may, from time to time, be assigned to him or her by the Board. The outgoing Commodore shall be a voting member of the Board and of all standing committees.

**Section 3. Vice-Commodore.** The Vice-Commodore shall assist the Commodore in the discharge of said duties, and in the absence or disability of the Commodore, perform the duties and exercise the powers of the Commodore.

**Section 4. Treasurer.** The Treasurer shall be the chief financial officer of FBYC and shall keep the fiscal accounts of FBYC. The Treasurer shall receive all moneys due FBYC, and pay all FBYC bills. All FBYC checks or other payments greater than \$500.00 requires an affirmative vote of a majority of the Board. The Treasurer may endorse checks, notes and other obligations for and on behalf of FBYC and shall deposit the same and all monies and valuables in the name of and to the credit of FBYC in the banks and depositories the Board shall designate. The Treasurer shall prepare a Report of FBYC's financial affairs to be presented during the Spring Series and at the Annual Meeting in December. The Treasurer shall prepare or have prepared the financial statements that FBYC is required to prepare or file with the appropriate governmental agencies.

**Section 5. Assistant Treasurer.** The Assistant Treasurer, if any, shall assist the Treasurer in the performance of the Treasurer's duties and shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

**Section 6. Secretary.** The Secretary shall perform such tasks as requested by the Board and keep the minutes of the meetings of directors and shall authenticate records of FBYC unless any of such duties are delegated to another officer by the Board. The Secretary shall keep a correct role of all members, of changes in membership. The Secretary shall give notice of meetings as required in these By-Laws. The Secretary shall have custody of the corporate seal, if any, and all books, records and papers of FBYC except those in the custody of any other person authorized to have custody and possession of books, records and papers by a resolution of the Board.

**Section 7. Assistant Secretary.** The assistant secretary, if any, shall assist the secretary in the performance of the secretary's duties and shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary.

**Section 8. Compensation of Officers.** No officer shall be eligible for a salary or other compensation for his or her services as an officer of FBYC.

**Section 9. Term of Office.** Each officer except the Commodore shall serve for an unlimited number of one-year terms or until his or her successor is duly elected and qualified, but any officer may be removed by Board at any time with or without cause and with or without notice or hearing as provided for in these By-Laws. The Commodore shall serve for no more than two (2) consecutive one-year terms. Any officer vacancy shall be filled by the Board.

## **ARTICLE VIII**

### **RELATIONSHIP WITH ESSEX YACHT CLUB**

**Section 1. Generally.** FBYC operates from the facilities made available to it by the Essex Yacht Club, Novelty Lane, Essex Connecticut, or any such similar facility if the Essex Yacht Club is unavailable.

**Section 2. Operation and Use of Essex Yacht Club Facilities.** (a.) All Member vehicles must be parked in the grass/gravel lot located at the back of Essex Yacht Club and not on any pavement, unless that Member is also a member of Essex Yacht Club with parking privileges. (b.) Only Essex Yacht Club docks can be used for FBYC purposes, unless a Member or yacht club has the express permission of the owner/manager of such other docks. (c.) The consumption of alcoholic beverages not purchased at Essex Yacht Club is forbidden. Drinking alcoholic beverages can only take place in the bar at Essex Yacht Club. Failure to comply with these rules may result in a DSQ for the day's racing, in the sole discretion of the Board after hearing.

**Section 3. Use of Essex Yacht Club Property.** FBYC acknowledges that it has no involvement in any decision by the Essex Yacht Club to bar any person from using the facilities of Essex Yacht Club. Any person barred by Essex Yacht Club from using its facilities cannot participate in races conducted by FBYC, either as skipper/helmsman, crew, or guest. Any refund of moneys paid to FBYC by such person will be considered by the Board on a case-by-case basis.

**ARTICLE IX**  
**DISTRIBUTION OF ASSETS**

**Section 1. Generally.** None of the income or assets of FBYC shall ever be distributed to, or inure to the benefit of, its directors or officers or to any private individual. FBYC may, however, reasonably compensate any individual for services performed for FBYC and may reimburse directors for reasonable expenses as provided herein.

**Section 2. Lack of Directors.** In the event that the last remaining director of FBYC shall die, resign or be unable or unwilling to serve as director and shall fail to appoint a successor director or directors as provided in these By-Laws, then upon application of any interested person or of the Attorney General of the State of Connecticut, the court having jurisdiction over charitable corporations in the State of Connecticut shall in its discretion either (i) appoint one or more directors to act in the manner and with the powers provided in the Certificate of Incorporation and these By-Laws; or (ii) order the liquidation of FBYC, in which case its remaining net assets shall be distributed by the court in the manner described in Section 3 of this Article VI.

**Section 3. Voluntary Dissolution and Liquidation.** FBYC may be dissolved and liquidated at any time by the affirmative vote of two-thirds (2/3) of the directorships. Upon liquidation, the assets remaining after payment of all liabilities shall be transferred, in the amounts and proportions determined by the vote of two-thirds (2/3) of the directorships, to charitable, educational, religious and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so transferred by the board of directors shall be disposed of by the court having jurisdiction over charitable corporations in the State of Connecticut, exclusively for exempt purposes, or to such organization or organizations as the court shall determine, which are organized and operated for such purposes.

**ARTICLE X**  
**OTHER PROVISIONS**

**Section 1. Indemnification and Advances.** FBYC shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law. In this regard, the board of directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law.

**Section 2. Corporate Seal.** The corporate seal shall be a circular seal with the full name of FBYC set forth in the margin of the circle.

**Section 3. Fiscal Year and Financial Statements.** The fiscal year of FBYC shall run from January 1<sup>st</sup> to December 31<sup>st</sup> each year. FBYC shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a

statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

**Section 4. Amendment of By-Laws.** Except as otherwise specified by the Act, new By-Laws may be adopted, and existing By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the prescribed number of Board members at a meeting for which notice of the new By-Laws, or of the amendment or repeal, has been given as provided in these By-Laws. No change shall be made in these By-Laws that will affect the status of FBYC under the Code.

**Section 5. Record of Changes.** Whenever a By-Law is amended or repealed, or a new By-Law is adopted, the action and the date on which it was taken shall be noted on the original By-Laws in the appropriate place, or a new set of By-Laws shall be prepared incorporating the changes.

**Section 6. Amendment of Certificate of Incorporation.** The Certificate of Incorporation may be amended at any time by the affirmative vote of two-thirds (2/3) of the prescribed number of Board members at a meeting for which notice of the amendment has been given. No change shall be made in the Certificate of Incorporation which will affect the status of FBYC under the Code.

**Section 7. Merger or disposition of substantially all assets.** FBYC may merge, or sell, lease, exchange or otherwise dispose of all, or substantially all of the property of FBYC, at any time by the affirmative vote of two-thirds (2/3) of the prescribed number of directorships at a meeting for which notice of the action has been given.

**Section 8. Inconsistencies with Certificate of Incorporation.** In the event of any inconsistency between the Certificate of Incorporation and these By-Laws, the terms of the Certificate of Incorporation shall prevail.

**Section 9. Statutory Reference.** The term "*Act*" as used in these By-Laws means Title 33, Chapter 602, of the General Statutes of Connecticut as amended from time to time or any replacements of Title 33, Chapter 602.

Certified by the secretary of the Frostbite Yacht Club as the By-Laws adopted by resolution of the sole incorporator effective as of September 5, 2012.

Jen Hull  
Jen Hull, Secretary

Adopted and ratified at a meeting of the Board of Directors of Frostbite Yacht Club, this 5<sup>th</sup> day of September, 2012.