

**BY-LAWS OF THE  
NEW CASTLE SAILING CLUB  
Amended – February 2005**

**ARTICLE I.  
OFFICES**

The principal office of the corporation shall be in the City of New Castle, New Castle County, Delaware, and the resident agent in charge thereof shall be the Club itself.

**ARTICLE II.  
CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Incorporated Delaware".

**ARTICLE III.  
MEETINGS OF MEMBERS**

A. The annual Fall Meeting of the Members for election of Directors shall be held during the month of November each year, on such day, other than a legal holiday, and at such time and place as shall be chosen by the Board of Directors and shown in the Notice of the Meeting. At this Meeting, the Members shall elect by majority voice vote a Board of Directors, and may transact such other business as may come before the Meeting.

B. In addition to the Annual Fall Meeting, the Annual Spring Meeting shall be held during the month of March each year, on such day, other than a legal holiday, and at such time and place as shall be chosen by the Board of Directors and shown in the Notice of the Meeting, at which Meeting the Members may transact such business as may come before the Meeting.

C. Special meetings of the Members may be called at any time by the Commodore, and shall be called by the Commodore or Secretary on the request of a majority of the Directors, or at the request in writing of ten Active Members entitled to vote.

D. For the transaction of business, one quarter of the Active Members, present in person or by proxy, shall constitute a quorum.

E. All meetings of the Members shall be held at such place or places, within or without the State of Delaware, as may from time to time be fixed in the respective notices or waivers of notice thereof.

F. A complete list of Members entitled to vote, arranged in alphabetical order, shall be prepared by the Membership Chairman and available at all membership meetings.

G. Each Member entitled to vote shall, at every meeting of the Members, be entitled to one vote in person or by proxy, signed by him or her. Only Active Members shall be entitled to vote.

H. Notice of all meetings shall be mailed by the Secretary to each Active Member entitled to vote, at his or her last known post office address, for annual meetings at least ten days, and for special meetings at least five days, prior thereto.

## **ARTICLE IV. DIRECTORS**

A. The property and business of the corporation shall be managed and controlled by its Board of Directors, nine in number. Directors shall be chosen from the Active Members.

B. The Directors elected and qualified at the Annual Fall Meeting will begin their official duties at the first Board Meeting in December. They shall be elected by the Active Members, except that if there be a vacancy in the Board by reason of death, resignation or otherwise, a replacement shall be elected to fill the vacancy for the unexpired term by majority vote of the remaining Directors.

C. An Active Member who has served as Commodore and who has relinquished that office may be elected by the membership an Honorary Member of the Board of Directors as a mark of appreciation of his or her past services to the Club provided he or she is not nominated and elected a Director. An Honorary Member of the Board shall not be counted in determining the presence or absence of a quorum nor shall he or she have a vote at meetings of the Directors. An Honorary Member of the Board shall have the privilege of the floor at all meetings of the Directors and is entitled to serve, if appointed by the Directors, as Chairman of any committee.

## **ARTICLE V. POWERS OF DIRECTORS**

A. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the laws of the State of Delaware, the certificate of incorporation and these by-laws.

B. The Board of Directors shall have power:

1. To purchase or otherwise acquire property, rights or privileges for the corporation, which the corporation has power to take, at such prices and on such terms as the Board of Directors may deem proper.

2. To create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.

3. To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper.

4. To confer on any director of the corporation the power of selecting, discharging or suspending such employees.

5. To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.

6. To sell or otherwise dispose of property belonging to the corporation at such prices and on such terms as the Board of Directors may deem proper.

## **ARTICLE VI. INDEMNIFICATION**

The Board of Directors shall be indemnified by the Club for all good faith actions taken while conducting the Club's business.

Any individuals participating in the Club's activities shall do so at their own risk and will hold the Club, its Directors, and fellow members blameless for any injury or loss suffered. Club members shall inform their family members and non-member guests of this provision and will bear sole, personal responsibility for their safety.

**ARTICLE VII.  
MEETINGS OF DIRECTORS**

A. At the first regular Board Meeting in December, the newly elected Directors shall meet for the purpose of organization, assignment of duties, and the transaction of other business. The newly elected Directors may also fix their own date and place of meeting for the purpose of organization and election of officers.

B. Regular meetings of the Directors shall be held each month on such dates and at such times and places as may be fixed by resolution of the Board, notification of this action being given to all Directors; thereafter, no further notification shall be required except in the event of a change. Traditionally, regular Board meetings are held at 7:30 p.m. on the second Tuesday of every month in the Clubhouse at 7th and South Streets, New Castle, Delaware.

C. Special meetings of the Directors may be called by the Commodore on four day's notice in writing or on one day's notice to each Director by telephone, and shall be called by the Commodore in like manner on the written request of two Directors.

D. A majority of the Directors is required to constitute a quorum for transacting the Club's business.

**ARTICLE VIII.  
COMMITTEES**

A. The Board of Directors by resolution or resolutions approved by a majority of the whole Board shall designate an Executive, a Finance, a Membership, a Nominating, a Race, a Sailing and Instruction, a Publications, a Program and other Committees as deemed necessary. Such resolutions shall define the duties of the committees so appointed. These committees shall have and may exercise the powers of the Board of Directors to the extent provided in the resolution or resolutions designating such committees.

B. Committees shall meet at stated times or on notice to the Commodore or the Board of Directors. They shall fix their own rules of procedure.

C. Committees shall regularly report their proceedings and actions to the Board of Directors.

D. The EXECUTIVE COMMITTEE, comprising the five officers defined in Article X-A, shall exercise all powers of the Board of Directors between the meetings of said Board, except the power to fill vacancies in their own membership, which vacancies shall be filled by the Board of Directors.

E. The FINANCE COMMITTEE, led by the Treasurer shall:

Prepare an annual budget including a forecast of capital expenditures for approval by the Board of Directors at their October meeting and review the budget periodically during the year.

Advise and assist the Board and the Treasurer in following proper financial practices and maintaining proper records.

F. The NOMINATING COMMITTEE, comprising all Honorary Directors and other appointees selected by the Commodore, shall:

Nominate candidates for the offices of Commodore, Vice Commodore, Treasurer, Secretary and Fleet Captain, each of whom shall also be Directors of the club and an additional four Directors.

Assist the Commodore in selecting candidates for the various committee assignments.

Solicit from the Membership suggestions for candidates for Directors and publish the nominees at the time of the Notice for the Annual Fall Meeting.

Solicit nominations from the floor for any office or Director position at the annual fall Membership meeting. However, before a candidate's name may be placed in nomination he or she must have given permission to have his or her name placed in nomination and must have agreed to serve in the position for which they are nominated if they are elected. If this permission has not been given, the candidate's name may not be accepted in nomination for the position.

G. The MEMBERSHIP COMMITTEE, led by the Membership Director, shall:

Establish and publish procedures for issuing, receiving and acting on applications for membership and transfers between classes of membership, elect persons to membership other than Honorary, and report these procedures and actions taken or recommended to the Board.

Maintain and publish at least annually a Membership Roster, indicating qualified skippers.

Maintain a list of all Honorary Directors and Honorary Members.

Maintain a waiting list of people desiring to join the club.

H. The PUBLICATIONS COMMITTEE, led by the Secretary shall:

Publish and distribute Newsletters and all notices of meetings.

Distribute the Club Handbook and by-laws to all new members.

Revise the Club Handbook as needed.

Advise the Board on the interpretation of the by-laws and on the wording of proposed amendments.

Suggest improvements or revisions in the by-laws.

I. The SAFETY AND INSTRUCTION COMMITTEE, led by the Director of Safety and Instruction, shall:

Establish and publish minimum safety regulations for the use of the boats and facilities, reporting these regulations and any actions taken to the Board.

Provide instruction for those desiring to become skippers or crew members.

Designate as skippers and issue sail house keys to those the Committee feels have demonstrated at least the minimum knowledge and ability required for sailing safely on the Delaware River.

Periodically forward the names of newly Qualified skippers to the Membership Committee.

Assist the Fleet Captain in checking the fleet for unsafe conditions and equipment and in correcting any deficiencies.

Investigate all accidents or hazardous incidents involving Club boats and report findings and recommendations, if any, to the Board of Directors.

J. The RACING COMMITTEE, led by the Director of Racing, shall:

Organize, schedule and supervise races under rules to be established and interpreted by the Committee. The Committee is authorized to establish, purchase and award prizes in the name of the Club, within the limit set by the budget.

K. The PROGRAM COMMITTEE, led by the Vice Commodore, shall:

Schedule, arrange and conduct all Club social functions such as dinners, picnics, beach parties, etc.

## **ARTICLE IX. COMPENSATION OF DIRECTORS AND OFFICERS**

Directors and officers shall receive no compensation for their duties.

## **ARTICLE X. OFFICERS OF THE CORPORATION**

A. The officers of the corporation elected by the Board shall be a Commodore, a Vice-Commodore, a Fleet Captain, a Secretary, and a Treasurer. All officers shall also be Directors. No person shall hold more than one office.

B. Any officer may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. If any office becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

**ARTICLE XI.  
THE COMMODORE**

A. The Commodore shall be the chief executive officer of the corporation. It shall be the Commodore's duty to preside at all meetings of the Members and Directors; to have general and active management of the business of the Club; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute to all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments in the name of the corporation when authorized by the Board of Directors. The Commodore shall:

B. Have the general supervision and direction of the other officers of the corporation and shall see that their duties are properly performed.

C. Submit a report of the operations of the corporation for the year to the Directors at their meeting next preceding the Annual Fall Meeting of Members and to the Members at their Annual Fall Meeting.

D. Be ex-officio a member of all committees and shall have the general duties and powers of supervision and management usually vested in the office of President of a corporation.

E. Appoint not less than two auditors who shall audit the books of the Treasurer and shall before the Annual Fall Meeting certify their correctness to the Board of Directors.

**ARTICLE XII.  
VICE-COMMODORE**

The Vice-Commodore shall be vested with all the powers required to perform the duties of the Commodore in his or her absence or disability and shall lead activities of the Program Committee and perform such other duties as may be prescribed by the Board of Directors.

**ARTICLE XIII.  
FLEET CAPTAIN**

A. The Fleet Captain shall establish, publish and supervise procedures for maintaining the Club Fleet and auxiliary equipment: including trailers, dinghies, motors, and moorings, in sound condition for use. The Fleet Captain:

B. Shall supervise haul out, refitting and launching.

C. Is specifically authorized to expend Club funds for these purposes within the total amount provided for the Fleet Captain in the Annual Budget.

D. May withdraw boats or other equipment from use, reporting the cause and action taken to the Board of Directors.

E. Will select and organize boat captains and other specialists for fleet maintenance and will also recruit at least one Assistant Fleet Captain with the intent of developing a candidate for Fleet Captain in the following year.

**ARTICLE XIV.  
SECRETARY**

The Secretary shall keep a true record of the Proceedings of all meetings of the Members, of the Board of Directors, and the Executive Committee. The Secretary shall give proper notice of membership meetings to Members and to Directors and shall have responsibility for general membership publications.

**ARTICLE XV.  
TREASURER**

A. The Treasurer shall have custody of the funds and securities of the corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

B. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, the Executive Committee, or the Commodore, taking proper vouchers for such disbursements; he or she shall render to the Commodore and Directors, whenever they may require it, an account of all transactions as Treasurer; and shall render, to the Directors at their meeting next preceding an Annual Meeting and to the Members at that Annual Meeting, a report of the financial condition of the corporation.

C. The Treasurer shall lead the Finance Committee.

**ARTICLE XVI.  
DIRECTORS**

In addition to the Club's officers, there will be at least four Directors. The typical assignments for Directors may include the following positions:

A. Safety and Instruction Director: Supervise the activities of the Safety and Instruction Committee.

B. Racing Director: Supervise the activities of the Racing Committee.

C. Membership Director: Supervise the activities of the Membership Committee

D. Properties and Shore Facilities Director: Maintain the Club's Shore Facilities, supervise beach improvements and arrange for sanitary facilities at the beach, supervise maintenance or improvements for the clubhouse, grounds, or other club properties.

**ARTICLE XVII.  
CHECKS FOR MONEY**

All checks, drafts and orders for the payment of money shall be signed by the Treasurer and by the Commodore or Vice-Commodore or by such officer or officers as the Board of Directors may from time to time designate. No check shall be signed in blank.

**ARTICLE XVIII.  
BOOKS AND RECORDS**

The books, accounts and records of the corporation, except as otherwise required by the laws of the State of Delaware, may be kept within or without the State of Delaware, at such place or places as may from time to time be designated by the by-laws or by resolution of the Directors.

**ARTICLE XIX.  
NOTICES**

Notice required to be given under the provisions of these by-laws to any director or member shall not be construed to mean personal notice, but may be given in writing by depositing the same in a post office or letter-box.

**ARTICLE XX.  
CLUB BURGEE**

The Club Burgee shall be a triangular pennant having a hoist two-thirds the length of the fly; and having a colonial blue background on which shall be superimposed a yellow diamond, one of the acute angles of which shall be located midway in the hoist and the other at the end of the fly, the center line of the obtuse angles located one-half the distance from the hoist to the end of the fly.

**ARTICLE XXI.  
CONDITIONS OF MEMBERSHIP**

A. There shall be six classes of membership; Active, Honorary, Junior, Nonresident, Retired Social, and Inactive.

1(a) **ACTIVE MEMBERS:** Any person, desiring to participate actively in boating and sailing on the Delaware River, who shall make application to the Board of Directors of this corporation, in the form and under the conditions which may be specified from time to time by this corporation, and who shall receive the approval of the Board of Directors, or of the Membership Committee, upon payment to this corporation of an initiation fee or annual dues or both, in the amount or amounts set in accordance with Article XXII A. shall be designated an **ACTIVE MEMBER**.

1(b) An Active Membership consists of up to two adults, including the Active Member and an Auxiliary Member living in the same household. The Active and Auxiliary Members shall have the full use and privilege of sailing all boats owned by this corporation and of participating in all races following instruction and demonstration of their sailing ability to the satisfaction of the Sailing Committee. Sailing privileges will be conferred by awarding the Club's sail house key.

1(c) An Active Member in good standing shall have the privilege of voting at all Club Meetings. While the Auxiliary Member has full sailing privileges, he or she does not have voting privileges.

1(d) Upon the death of an Active Member while in good standing, the Auxiliary Member shall be designated an Active Member entitled to all rights and privileges of the deceased Active Member, subject to the provisions of Article A1(a), Article A1(b) and Article A1(c).

2(a) **HONORARY MEMBERS:** Any person who is or has been a Member in good standing, and whose loyalty and past service the Club wishes to acknowledge in an exceptional manner, may be designated by a majority vote of the Members present at any Annual Fall or Spring Meeting a lifetime **HONORARY MEMBER** of the New Castle Sailing Club.

2(b) The Membership Director shall maintain a list of all Honorary Members.

2(c) An Honorary Member shall not be required to pay any initiation fee or dues upon or subsequent to designation as such. He or she shall have the full use of all club property. This includes the privilege of sailing boats owned by this Club. An Honorary Member shall be sent notices of all Club Meetings and social events, shall have the privilege of the floor and shall be encouraged to participate in Club activities.

2(d) An Honorary Member shall not be entitled to vote at any meeting of this corporation.

3(a) **JUNIOR MEMBERS:** Active members' legal dependents are entitled to Junior Membership.

3(b) A Junior Member shall be entitled to participate in the sailing activities of the Club, subject to the appropriate instruction and demonstration of his or her sailing ability to the satisfaction of the Sailing Committee.

3(c) A Junior Member shall not be entitled to vote at any meeting of this corporation.

3(d) At the beginning of the sailing season after the Junior Member is no longer a legal dependent of the Active Member, Junior Membership shall terminate but the candidate will be offered Active Membership upon payment of the required annual dues and a review by the Membership Committee. The initiation fee will be waived for Junior Members becoming Active Members.

4(a) NONRESIDENT MEMBERS: Active Members who have paid at least one year's dues and who have moved at least seventy-five miles away from New Castle may apply for nonresident membership status. Return to the status of Active Member may be achieved without payment of initiation fee by request to the Membership Committee and by payment of the current annual dues for Active Members. A Nonresident Member shall receive all Club notices and may participate in Club activities.

4(b) A Nonresident Member shall not be entitled to vote at any Meeting of the Corporation.

5(a) RETIRED SOCIAL MEMBERS: A current member in good standing who is at least 65 years of age and who would like to remain affiliated with NCSC but who is no longer able to participate as an active sailor may become a Social Member. However, this membership change can occur only at the beginning of a membership year.

5(b) Members in this classification shall have all the privileges of a non-keyed member except they will not have voting rights

5(c) Members in this classification shall not be keyed, even though they may have been keyed as an active member.

5(d) Past members who were in good standing when they resigned from the club prior to the establishment of this membership category, and who meet the other eligibility criteria, may rejoin the club in the new membership category without payment of additional fees beyond the annual dues.

6(a) INACTIVE MEMBERS: A current member in good standing who will be unable to sail or participate in other on-the-water activities, but would like to maintain his or her affiliation with NCSC may become an inactive member. This membership change can only occur at the beginning of the membership year and shall be in effect for the full membership year.

6(b) Members in this class shall have all non-sailing, Active Member privileges except voting rights. They shall receive all club notices and may participate in only non-sailing club activities.

6(c) Members in this classification shall not be keyed, even though they may have been keyed as an Active Member.

6(d) Return to the status of Active Member may be achieved by request to the Membership Committee and by payment of the current annual dues for Active Members plus initiation fees as outlined in Article XXII Section F.

B. The Membership Committee shall deem as the primary requisite for membership the candidate's endorsement of the Club's objectives, his or her wholehearted support of the regulations governing the use of boats and accepted rules of safety in addition to those prescribed by law, and recognition of the need for a well-found boat to conform to these standards of boat and crew protection and operation.

A member disregarding these principles or others in a way that would be injurious to the welfare of the Club and its members, may have sailing privileges suspended by resolution of the Board of Directors, but a member cannot be dropped from membership before being given the opportunity to present his or her defense to the Directors. A decision reached by the Board of Directors may be reversed by a majority vote of the Active Members.

Upon suspension, resignation, or withdrawal of the Member, the Member's sail house key shall be surrendered to the Director of Sailing and Instruction.

C. Except as provided in Article XXI, Paragraph A 1(d), membership is not transferable.

**ARTICLE XXII.  
FEES AND DUES**

A. ACTIVE MEMBERS: The annual dues, and for new Active Members the initiation fee, shall be established by a majority vote of the members attending a membership meeting. Dues and initiation fees shall be payable on November 1, or in two installments on November 1 and May 1, or (for new members) as agreed by the Membership Committee.

1. An Auxiliary Member, no longer living in the same household as the Active Member, may become an Active Member by paying the annual dues for an Active Member as specified in Article XXII(A).

B. HONORARY MEMBERS: No initiation fee nor annual dues payment shall be required of an Honorary Member.

C. JUNIOR MEMBERS: There shall be no initiation fee for a Junior Member changing to Active Member status. Annual dues for Junior Members shall be set by the Board of Directors and are payable in full on November 1.

D. NONRESIDENT MEMBERS: There shall be no initiation fee for a Nonresident Member returning to Active Member status. The annual dues for Nonresident Members shall be set by the Board of Directors and payable in full on November 1.

E. RETIRED SOCIAL MEMBERS: There shall be no initiation fee for a Retired Social Member returning to Active Member status. The annual dues for Retired Social Members shall be 10% of the Active Member dues and shall be payable in full on November 1.

F. INACTIVE MEMBERS: An Inactive Member who chooses to return to Active Member status shall pay an initiation fee according to the following schedule:

Years as Inactive Member	% of current initiation fee due
1 year	0
2 years	25%
3 years	50%
4 years	75%
5 or more years	100%

The annual dues for Inactive Members shall be 10% of the Active Member dues and shall be payable in full on November 1.

G. Any Member whose initiation fee or annual dues are delinquent for a period of more than thirty days shall not have membership status nor the privileges of membership. If the delinquency continues beyond 45 days the member will be deemed to have resigned unless an extension of time for payment has been requested of and authorized by the Board of Directors.

H. Payment of the annual dues of a Member in good standing who enters the active military service of the United States may be waived from time to time by the Board of Directors for a subsequent year or years, the member to continue to be carried on the Membership Roster but in an inactive status.

**ARTICLE XXIII.  
DISSOLUTION**

In the event of dissolution of the Club, the Club assets which shall remain after payment of all outstanding obligations shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.