

CONSTITUTION AND BY-LAWS
OF THE
OCEAN PINES BOAT CLUB, INC.

Last Revised Date: 07/17/2015

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OF THE
OCEAN PINES BOAT CLUB, INC.**

ARTICLE I – DEFINITIONS

As used in these By-Laws:

Section 1.01. The term “Ocean Pines” shall mean the subdivision know as Ocean Pines, which is situated in Worcester County, Maryland.

Section 1.02. The term “Ocean Pines Association” shall mean and refer to the corporation responsible for governing and managing the affairs of the subdivision of Ocean Pines, hereinafter referred to as the “Association”.

Section 1.03. The term “Member in Good Standing” shall mean and refer to a member of the Association who is not delinquent in any assessments or other charges established by the Association, who is not in continuing violation of any Restrictive Covenants of the Association, and who is not delinquent in any fees or charges established by the Ocean Pines Boat Club, Inc.

Section 1.04. These by-laws hereby prohibit discrimination in membership or other activities on the basis of race, sex, age, religion, or national origin.

ARTICLE II – IDENTIFICATION

Section 2.01. Name. The name of this organization shall be the Ocean Pines Boat Club, Inc. hereinafter referred to as the “Club”.

ARTICLE III – OBJECTIVES

Section 3.01. The objectives of the Club will be to:

- (a) Promote interest, fellowship, good sportsmanship, and safety in boating activities.
- (b) Coordinate and plan social and special activities for its members as herein defined.

- (c) Advise and assist the Association on matters pertaining to boating, marina, and waterways activities
- (d) Participate in activities of other boating or yacht clubs or organizations, including reciprocal agreements.
- (e) Present an organized and collective voice for the boating community of Ocean Pines.

ARTICLE IV – MEMBERSHIP

Section 4.01. There shall be two classes of membership in the Club; regular and associate.

Section 4.02. All adult persons who are:

- (a) Members in “good standing” of the Ocean Pines Association; or
- (b) Seasonal or annual rental residents of property subject to Ocean Pines Association assessment; or
- (c) Ocean Pines Association employees;

shall, upon collection of dues, become regular members of the Club on a household basis and entitled to member rates, to vote and to hold Club Office.

Latest revision 09/17/2014 (see Revision Appendix for details)

Section 4.03. All adult persons who are not qualified under Section 4.02 but are:

- (a) Former regular members of the Club; or
- (b) Legally keeping a boat within the confines of Ocean Pines on a seasonal or annual basis;

shall, upon payment of dues, become associate members of the Club on a household basis and entitled to member rates, but not to vote or hold Club Office.

Section 4.04. Dues for regular and associate members shall be the same and all memberships shall be issued on a household basis.

ARTICLE V – ORGANIZATION

Section 5.01. Board of Directors. The affairs of the Club shall be managed by the Board of Directors consisting of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, Editor-in Chief, and not more than seven (7) nor less than four (4) Directors. The Board of Directors will begin its term of office after the election at the Club's Annual Meeting. Latest revision 4/28/2015 (see Revision Appendix for details)

Section 5.02. Duties. The Board of Directors shall carry out the objectives as stated in ARTICLE III above, transact all business of the Club arising between meetings of the membership and be responsible for all Club activities and finances.

Section 5.03. Powers. The Board of Directors shall have the power to adopt such rules, regulations, and motions governing the Club and its Members as may be found, in their sole discretion, useful or necessary, but not in conflict or violation of any governing documents of the Association, or these By-Laws.

Section 5.04. Operation, Fiscal, and Membership Year. The operational, fiscal, and membership year of the Club will be Dec. 1 through Nov. 30.

ARTICLE VI – OFFICERS AND DIRECTORS

Section 6.01. Make-up and Election. The elected officers of the Club shall consist of Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, and Editor-in-Chief each of whom shall be a member in good standing. In addition to the officers, the Board of Directors shall include not more than seven (7) nor less than four (4), elected Directors, all of whom shall be members in good standing. The Board of Directors may appoint one (1) or more Assistant Secretaries or Treasurers. No officer other than the Secretary, Treasurer, and Editor-in-Chief may serve more than three (3) consecutive terms in any one (1) office. The election of all Officers and Directors shall take place at the Annual Meeting. Last revision 04/28/2015. (see Revision Appendix for details)

Section 6.02. Term. The term of office for all Officers and Directors shall be for one (1) year from the date of election at the Annual Meeting and/or until their successors are elected and installed, whichever comes first.

Section 6.03. Vacancies. If any Officer or Director shall die, resign, become unable or become disqualified to hold office, said, or any, vacancy shall be filled by a majority vote of the remaining Board Members.

Section 6.04. Resignation. Any Officer or Director who misses two (2) successive Regular or Special Meetings of the Board of Directors without being excused by the Commodore may by majority vote of the Board of Directors be removed from office and the vacancy filled as stated in Section 6.02 above.

ARTICLE VII – MEETINGS

A. Membership

Section 7.01. Membership. There will be at least four (4) general membership meetings of the Club during the membership year. A meeting will be held in November and will be designated as the Annual Meeting, Election of Officers and Directors will be conducted at this meeting. Other general membership meetings shall be held at the time and place set by the Board of Directors. At membership meetings such business as determined by the Commodore and/or the Board of Directors will be conducted.

Section 7.02. Special Meetings. Special meetings of the membership may be called by order of the Commodore, by a majority vote of the Board of Directors, or by written petition to the Secretary of the Club signed by at least ten (10) percent of the total number of Member Households in good standing,

Section 7.03. Quorum. At any meeting of the members, the presence in person of Member Households in good standing and representing at least ten (10) percent of the total number of Member Households shall constitute a quorum for the transaction of business for the Club. A quorum shall be presumed in the absence of a quorum call.

Section 7.04. Notices of Meetings. At the direction of the Commodore or the Board of Directors, notice of any meeting of the members shall be provided to all Member Households in good standing not less than ten (10) nor more than sixty (60) days prior to such meeting. Notice of any meeting of the members shall specify the place, date, and time of the meeting and in the case of a Special Meeting the limited purposes(s) of such meeting.

B. Board of Directors

Section 7.06. Regular Meetings. The Board of Directors shall meet at least ten (10) times during the operational year. The dates, time, and place of these meetings shall be determined by the Board of Directors at the first meeting convened after the Annual Meeting and may be adjusted from time to time by majority vote of the Board of Directors. All meetings will be open to Members of the Club in good standing.

Section 7.07. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Commodore or upon written request to the Commodore of four (4) members of said board. The purpose(s) of the meeting must be stated and the full Board of Directors notified of the date, time, place, and purpose(s) of the meeting at least three (3) days in advance thereof. The business conducted at these meetings shall be limited to the stated purpose(s) thereof and votes limited to a single issues may be made by telephone poll.

Section 7.08. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum thereof except for filling of vacancies, which shall require a majority of the remaining Officers and Directors for a quorum.

ARTICLE VIII – DUTIES OF OFFICERS

Section 8.01. Commodore. The Commodore is the chief executive officer of the Club and will preside at all meetings of the Board of Directors and general membership. It shall be the responsibility of the Commodore to familiarize all Officers and Directors with the Constitution and By-Laws, and their duties and responsibilities therein. The Commodore will represent the Club as required at all meetings with the Board of Directors or General Manager or the Ocean Pines Association. On matters pertaining to boating, waterways, and related matters, appoint Chairs as required to committees, subject to approval of the Board of Directors, serve as an ex officio member of all committees, have authority to sign checks and pay bills in the absence of the Treasurer and discharge such other duties as may be assigned by the Board of Directors.

Section 8.02. Vice Commodore. The vice Commodore will temporarily act in the place and stead of the Commodore in the event the Commodore's absence, inability, or refusal to act, and discharge such other duties as may be assigned by the Board of Directors as may be delegated by the Commodore. The Vice Commodore will be responsible for all facets of the Annual Fall Meeting and shall be a member of the Boat Parade Committee.

Section 8.03. Rear Commodore. It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharging of their duties and in their absence to act in their stead. The Rear Commodore will be responsible for general membership meetings and outside or member speakers and shall be Chair of the Program Committee. Speakers shall be chosen based upon their interest to the boating community, novice and “old salt”, male and female alike, and the speakers’ freshness to the Ocean Pines community.

Section 8.04. Fleet Captain. In the absence of the other officers, the duties of the Commodore shall devolve on the Fleet Captain. The Fleet Captain, under the authority of the Commodore, shall have primary responsibility for all waterborne boating activities including the raft-ups and shall be a member of the Waterways Committee. The Fleet Captain shall also act as liaison with the Ocean City Power Squadron.

Section 8.05. Secretary. The Secretary will keep or cause to be kept the minutes of all meetings of the Club and Board of Directors, keep a list of Committee Chairs, and see that all committee reports are properly dated and filed, cause a roster to be kept of all Member Households of the Club with addresses, both email and postal, serve on the Membership Committee, answer correspondence under direction of the Commodore, and discharge such other duties and powers as may be assigned by the Board of Directors or as may be delegated by the Commodore.

Section 8.06. Treasurer. The Treasurer shall be the chief financial officer of the Club, shall keep or cause to be kept complete books and records showing the financial condition of the Club, collect and deposit all monies in a designated bank in the name of the Club, sign checks and pay all bills approved by the Commodore or the Board of Directors, make a financial report at all meetings of the Board of Directors or Membership, and prepare all statements to the members and serve as Chair of the Budget and Finance Committee. The Treasurer shall also supervise the preparation of all event financial reports by the respective event chairs.

Section 8.07. Editor-in-Chief. The Editor-in-Chief is the editor leader of the OP Boat Club’s newsletter “The Voice” having the final responsibility for its creation and distribution. In addition, will set-up and distribute the “Tow Buddy Roster” and arrange for the distribution of the “Member Roster. Last revision 04/28/2015. (see Revision Appendix for details)

ARTICLE IX – NOMINATING PROCEDURE

Section 9.01. Nominating Committee. At least sixty (60) days prior to the Annual Meeting, the Commodore, subject to confirmation by the Board of Directors, will appoint a Chair and not less than two (2) additional members to a Nominating Committee, all of whom shall be members in good standing. The Committee shall propose at least one (1) candidate for each vacancy of the Officers and Directors and submit said candidates to the Commodore within thirty (30) of their appointment. No member of the committee may be placed in nomination. The Commodore will verify the eligibility of the nominees and report the names of the candidates at a Board of Directors meeting prior to the Annual Meeting.

Section 9.02. Nomination by Petition. Additional nominations may be made by petition signed by Member Households in good standing representing at least ten (10) percent of the total number of Member Households in the Club and delivered to the Secretary at least thirty (30) days before the Annual Meeting. Written consent to serve is required of all candidates and must be delivered with the petition.

ARTICLE X - ELECTION

Section 10.01. Method of Election. Elections for all uncontested vacancies shall be by acclamation at the Annual Meeting. In the event of a contested election and at least twenty (20) days prior to the Annual Meeting, the Commodore will appoint an Elections Committee, consisting of not less than three (3) members in good standing, none of whom shall be candidates for any office. Elections for all contested vacancies shall be by secret written ballot. Elections for all uncontested vacancies shall be by acclamation at the Annual Meeting. When required, the Elections Committee shall prepare and distribute ballots to all voting Member Households in good standing in attendance at the Annual Meeting. The ballots will show the names of all candidates for the contested vacancies. The voting Member Households may cast only one (1) vote in respect to each office.

ARTICLE XI - COMMITTEES

Section 11.01. Committees. The Board of Directors may establish such committees as prescribed in the By-Laws and such other committees and task forces to advisory bodies as it deems appropriate to carry out its purposes. All chairs and committee members shall be members of the Club in good standing.

Section 11.02. Standing Committees. Standing Committees are as follows:

- (a) Waterways
- (b) Budget and Finance
- (c) Publicity
- (d) Membership
- (e) Constitution and By-Laws
- (f) Nominating (see Article IX)
- (g) Election (see Article X)
- (h) Audit (see Section 13.03.)

Section 11.03. Special Committees. Special Committees are as follows:

- (a) Boat Parade
- (b) Program
- (c) Social
- (d) SAV (Sub-Aquatic Vegetation)
- (e) Horseshoe Crab
- (f) Past Commodores

and as designated by the Board of Directors. By majority vote, the Board of Directors may, from time to time, make a Special Committee inactive for that membership year.

ARTICLE XII - ORGANIZATION AND DUTIES

Section 12.01. Waterways Committee. The Chair of the Waterways Committee shall select at least two (2) additional members one (1) of whom shall be the Fleet Captain and another of whom shall be the Chair of the Marine Activities Advisory Committee (if a Club member in good standing), subject to approval of the Board of Directors. It shall be their duty to monitor waterways and their ability to meet the requirements and desires of the boating community, to recommend improvements where warranted and to promote awareness and interest in the value and importance of the marine infrastructure among our members and the community. Specific attention should be given, but not limited to, boat ramps, navigability of waterways, buoyage, dockage, bridge clearances and erosion, and pollution control.

Section 12.02. Budget and Finance Committee. The Chair of the Budget and Finance Committee shall be the Treasurer who shall select at least two (2) additional committee members subject to the approval of the Board of Directors. It shall be their

duty to prepare a proposed annual budget with recommendations for raising funds and the fiscal consequences of any Club event.

Section 12.03. Publicity Committee. The Chair of the Publicity Committee shall be appointed by the Commodore subject to the approval of the Board of Directors. On request of the Chair, at least two (2) additional members shall be added to the committee, with the approval of the Board of Directors. The committee shall supervise and prepare copy for release to the official Ocean Pines Association publication and other publications, edit and distribute any official publication of the Club, and prepare notices of pending Club activities and items of interest. The Chair of the Publicity Committee is expected to attend or be represented at all meetings.

Section 12.04. Membership Committee. The Chair of the Membership Committee shall select at least two (2) additional committee members, one of whom shall be the Secretary of the Club, subject to the approval of the Board of Directors. It shall be their duty to maintain an up-to-date membership list, which is to be provided, upon request, to each Member Household, generate programs to promote membership, contact delinquent members for payment of dues, and develop orientation procedures for new members.

Section 12.05. Constitution and By-Laws. The Chair of the Constitution and By-Laws Committee shall select at least two (2) additional members, subject to approval by the Board of Directors. It shall be their duty to prepare and review all proposed amendments to the By-Laws for inconsistencies, style, and content prior to the submission to the membership for action. They shall also conduct an extensive review of the Constitution and By-Laws for form and content on at least a five (5) year cycle.

Section 12.06. Boat Parade Committee. The Chair of the Boat Parade Committee shall select at least two (2) additional committee members, one of whom shall be the Vice Commodore, subject to approval of the Board of Directors. It shall be their duty to organize all activities pertaining to the Boat Parade, including dinner, rules, entertainment, and prizes, etc.

Section 12.07. Program Committee. The Chair of the Program Committee shall be the Rear Commodore who shall select at least two (2) additional committee members, subject to the approval of the Board of Directors. It shall be their duty to provide and schedule all programs and speakers.

Section 12.08. Social Committee. The Chair of the Social Committee shall select at least two (2) additional committee members, subject to the approval of the Board of

Directors. It shall be their duty to provide, schedule, and supervise all social events as directed by the Commodore.

Section 12.09. Sub-Aquatic Vegetation (SAV) Committee. The Chair of the Sub-Aquatic Vegetation Committee shall select at least two (2) additional committee members, subject to the approval of the Board of Directors. It shall be their duty to organize and supervise all activities pertaining to the SAV and its protection and propagation.

Section 12.10. Horseshoe Crab Committee. The Chair of the Horseshoe Crab Committee shall select at least two (2) additional committee members, subject to the approval of the Board of Directors. It shall be their duty to organize and supervise all activities pertaining to the horseshoe crab project.

Section 12.11. Past Commodores' Committee. The Chair of the Past Commodores' Committee shall be elected by its members but may not serve more than two (2) consecutive annual terms. Membership shall be limited to Past Commodores who shall automatically be appointed to the committee at the end of their term. The committee shall propose to the Board of Directors suggestions for new programs and improvements or modifications of existing programs, events, and objectives. All questions concerning prior practices, procedures, and policies of the Club shall be referred to their committee for its opinion and recommendation. Whenever the Board of Directors shall be deadlocked, this committee, by its majority vote, shall be empowered to break the deadlock and cast the deciding vote. This committee shall meet bimonthly unless otherwise determined by its membership or at the special request of the Board of Directors.

ARTICLE XIII – FINANCE

Section 13.01. Dues. The Board of Directors shall approve a budget for the ensuing year at least thirty (30) days prior to the beginning of the fiscal year and establish the amount of annual dues. If no such dues are fixed by the Board of Directors by such time, the current annual dues shall be deemed to be the dues fixed for the ensuing year.

Section 13.02. Suspension. Annual dues shall be due January 1st of each fiscal year. Any Member Household which shall not have paid their annual dues by April 1st shall stand suspended for non-payment and denied all Club privileges. The suspension shall be lifted after all payments and penalties due by the Member Household to the Club have been satisfied.

Section 13.03. Audit Committee. An Audit Committee of two (2) selected by the Commodore, and not to include any members of the Budget and Finance Committee, will audit the Club's financial records on a yearly basis. As a minimum, the duties of this Committee shall be to examine all records of the Treasurer as of the last day of the Club's fiscal year and submit a report of its findings to the Board of Directors and Membership for any necessary action and/or approval. Audit shall be completed within sixty (60) days of the end of the fiscal year.

ARTICLE XIV – AMMENDMENTS

Section 14.01. Proposed Amendments. Amendments to these By-Laws may be proposed by a majority vote of the Board of Directors or by written petition to the Secretary of the Club signed by Member Households in good standing representing twenty-five (25) percent of the total number of member households in the Club.

Section 14.02. Method. This Constitution and By-Laws may be amended at any regular or special meeting of the Membership by a favorable vote of two-thirds (2/3) of the Member Households present and in good standing; provided that written notice of such amendment(s) have been made available to each Member Household of the Club at least ten (10) days preceding the meeting at which such action is to be taken. Grammatical, spelling, and technical corrections only may be made by a favorable two-thirds (2/3) vote of the Board of Directors.

Revised: 08/03/2015

Approved: Ocean Pines Boat Club, Inc. Board of Directors

REVISION APPENDIX

The Revision Appendix contains the prior text of the paragraph or Section modified.

Revision Date: 10/22/2005

ARTICLE VIII – MEETING

Change not specified.

Revision Date: 10/22/2008

Added in Section 5.01.

*** “not more than 5 Directors, nor less than 4.”

Added in Section 6.01.

*** “not more than 5 Directors, nor less than 4.”

Revision Date: 11/14/2012

Changed Section 5.01.

*** Changed five (5) to seven (7)

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Revision Date: 04/28/2015

Modified Section 5.01 to added Editor-in-Chief

Section 5.01. Board of Directors. The affairs of the Club shall be managed by the Board of Directors consisting of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, and Treasurer, and not more than seven (7) nor less than four (4) Directors. The Board of Directors will begin its term of

office after the election at the Club's Annual Meeting. Latest revision 11/14/2012 (see Revision Appendix for details)

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Added Section 8.07 Editor-in-Chief.