

# Sailing Club of Oriental

Oriental, North Carolina  
Founded, 1984

## BYLAWS

### ARTICLE 1 – Name

The name of the organization is Sailing Club of Oriental.

### ARTICLE II – Purpose

The purpose of the Club is to encourage and plan cruising and boating activities for the recreation of the members.

### ARTICLE III – Membership

SECTION 1. Classes of Membership. The Club shall have two classes of membership, Regular and Honorary.\*1

SECTION 2. Memberships shall be individual and personal. In the case of couples residing at the same address, each party will have the right of individual membership.

SECTION 3. Membership in the Club shall be limited to those who own a boat equipped for cruising, meaning that it has sleeping accommodations for at least two persons in the cabin and that it has a head and galley and the owners own or rent property or a boat slip in Pamlico County, NC. Before an application will be acted upon for membership, the applicant must attend two on-the-water events; one of which will include a scheduled SCOO overnight cruise. Applicants are welcome to attend shore side events as a guest of a member. Any member retiring from boating may continue membership.\*1

SECTION 4. Honorary Membership may be bestowed from time to time upon those individuals to whom the Board of Governors desire to grant recognition and honor.

### ARTICLE IV – Board of Governors

SECTION 1. Number and Designation. The government of the Club shall be vested in a board of twelve (12) governors, the board to include (5) officers designated in Article V of these bylaws, and one (1) the immediate past Commodore.

### BYLAWS, ARTICLE IV – Board of Governors, Section 1 (continued)

The remaining six (6) governors shall be divided into three equal classes with the term of office each being three years. At the first election held after the adoption of these bylaws, two of the governors shall be designated as one-year governors, two of the governors shall be designated as two-year governors, and the remaining two governors shall be designated as three-year governors. At each annual meeting the successors of those governors whose terms expire shall be nominated and elected as provided in ARTICLE VII.

SECTION 2. Vacancies. A vacancy on the Board of Governors occurring for any reason other than expiration of the term may be filled by the affirmative vote of a majority of the remaining governors present at any meeting of the board. Such successors shall hold office until the next annual meeting and until a successor is elected and qualifies.

SECTION 3. Meetings. Regular meetings of the Board of Governors shall be held at least four (4) times per year. No notice of any regular meeting of the Board of Governors shall be required, provided that the day and time of such regular meetings are fixed by resolution of the Board of Governors. Special meetings of the Board of Governors may be called by the Commodore or upon written request of three members of the Board of Governors. Written or oral notice of such meetings must be given to the members of the Board of Governors at least one day prior to the date thereof.

SECTION 4. Quorum. Seven (7) governors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Governors. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting.

SECTION 5. Powers and Authority. The Board of Governors shall have entire authority in the management and control of the Club's affairs, finances, business, and property. The Board of Governors shall approve all contracts and shall have authority over all standing committees, shall decide on all appropriations, and shall approve all non-budget commitments of one hundred dollars (\$100.00) or more. The Board of Governors shall have the power to censure, suspend, or expel any member for reasonable cause deemed sufficient by the Board by a two-thirds vote of the governors present at such meeting, after such member shall have had a notice in writing of the charges made and an opportunity to be heard thereon. Charges for expulsion shall be such conduct or activity that is detrimental to the good and welfare of the Club or of such a nature as to be an embarrassment to the Club.

### ARTICLE V – Officers

SECTION 1. There shall be five (5) officers of the Club: the Commodore, the Vice Commodore, the Rear Commodore, the Secretary, and the Treasurer,

BYLAWS, ARTICLE V – Officers, Section 1 (continued)

each of whom shall be nominated and elected as provided in ARTICLE VII and shall serve a term of one year, and thereafter until successors shall have been elected. The officers shall take office immediately following their election during the Annual Meeting of the Club and shall also serve as governors on the Board of Governors as provided in ARTICLE IV of these bylaws.

SECTION 1.1 Commodore. The Commodore shall take charge of the leadership of the Club and command of the fleet activities of the Club shall preside at all meetings of members and of the Board of Governors, shall enforce the laws and regulations of the Club, and shall have and exercise the powers, duties, and functions pertaining to this office or as set forth in these bylaws or as may be assigned by the Board of Governors.

SECTION 1.2 Vice Commodore. The Vice commodore shall assist the Commodore, shall in the absence of the Commodore, have the powers and perform the duties of the Commodore, and shall have such powers and such other duties as may be assigned by the Board of Governors or the Commodore.

SECTION 1.3 Rear Commodore. The Rear Commodore shall assist the Vice Commodore and shall be Acting Commodore in the absence of the Commodore and Vice Commodore.

SECTION 1.4 Secretary. The Secretary shall act as secretary of all meetings of members and of the Board of Governors at which he or she is present, shall have supervision over giving and serving of notices of the Club, shall be the custodian of the minutes and records of the Club, and shall conduct the correspondence of the Club.

SECTION 1.5 Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of the Club and shall cause the same to be deposited in the name of the Club in such banks or trust companies as the Board of Governors may designate. The Treasurer shall have supervision over the accounts and all receipts and disbursements, shall make only such payments as are provided or authorized by the Board of Governors and shall render financial reports to the Board of Governors and to the members at the meetings of the Governors and at the annual meeting of the Club.

ARTICLE VI – Meetings of Members

SECTION 1. Annual Meeting. The annual meeting of the Club shall be held at such place and time as shall be designated by the Board of Governors in the notice of the meeting.

BYLAWS, ARTICLE VI – Meetings of Members (continued)

SECTION 2. Special Meetings. Meetings of the members may be called at any time by the Commodore or by the Board of Governors. Upon the written request of five percent or more regular members, the Commodore shall call a special meeting of members for the purposes specified in such request and shall cause notice thereof to be given. If the Commodore shall not, within fifteen days after receipt of such request, call such meeting, such members may call the same. In the case of a special meeting the notice shall also state the purpose of purposes for which the meeting is called and no other business shall be transacted at such meeting.

SECTION 3. Notices of Meetings. Notice of the annual meeting or any other meeting of members of the Club stating the place, day, and hour of such meeting and purpose of the meeting shall be given to each member not less than three nor more than forty five days before the meeting.

Notice of an annual meeting shall also set forth the names of the nominees for election as officers and governors. Any matter relating to the affairs of the Club may be brought up for action at any annual meeting of the members, provided, unless stated in the notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal.

Notice of the annual meeting or special meeting may be either by mail or electronic mail, addresses to the last known address of the member of the Club, or by publication in a newspaper having circulation within the County of Pamlico, North Carolina. Provided reasonable efforts have been made to give notice as provided by these bylaws, the notice given shall be deemed sufficient to comply with these bylaws and no action taken by either the Governors or the members at a meeting shall be deemed void for insufficiency of notice provided best efforts have been made in connection with the giving of notice.

SECTION 4. Quorum. One-third of the Regular membership of the Club shall constitute a quorum for the transaction of the business at any meeting of the members. The Regular members present at a duly held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 5. Rules of Order. The meetings of the Club shall be governed generally by Roberts Rules of Order, latest edition.

SECTION 6. Proxies. No member shall be eligible to vote by proxy.

ARTICLES VII – Nominations and Elections

SECTION 1. A Nominating Committee shall be appointed by the Board of Governors during their regular meeting held in August of each year. The

## BYLAWS, ARTICLE VII – Nominations and Elections (continued)

Nominating Committee shall nominate and publicize the names of the members to serve as Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and members of the Board of Governors. A list of these nominations shall be included in the notice of the annual meeting.

SECTION 2. Nominating by Members. Nominations for officer or governor may be made by any Regular member from the floor at the time of the annual meeting of the Club. The person nominated by said member must be present or must have indicated a willingness to serve.

SECTION 3. Elections. All elections for officers and governors of the Club shall be held at the annual meeting of the Club. If additional nominations are made from the floor a written ballot shall be used.

SECTION 4. Nominating Committee. The nominating Committee selected by the Board of Governors shall consist of five Regular members of the Club.

## ARTICLE VIII – Standing Committees

SECTION 1. Committees. There shall be three permanent committees of the Club and such interim committees as may be specified by the Board of Governors from time to time. The three standing committees shall be the Membership Committee, the Cruising Committee, and the Program and Social Committee. The Chairman of the Cruising Committee shall be the Vice Commodore of the Club, and the Chairman of the other two permanent committees shall be chosen from among the other Governors of the Club. The membership of each committee may be designated by their Board of Governors, or the Board of Governors may specify that the Chairman shall appoint said members.

SECTION 2. Membership Committee. The Membership Committee shall adopt a written application for membership which form shall be completed and submitted to the Membership Committee by any person seeking membership in the Club. Approval or disapproval of such application, in accordance with the requirements of these bylaws, shall be vested in the Board of Governors.

## ARTICLE IX – Dues and Payments

SECTION 1. The amount of annual dues may be changed only at an Annual or Special Meeting of members.

SECTION 2. Payment of dues. The annual dues of the Club shall be payable on or before the Annual Meeting (held in January) of each year. The Treasurer shall deliver to the Board of Governors by February of each year a list of

## BYLAWS, ARTICLE IX – Dues and Payments (continued)

those persons who were members for the preceding year whose dues have not been paid. The Board of Governors shall vote at that February meeting to strike from the membership roll of the Club all those members whose dues have not been paid for that year.

## ARTICLE X – Miscellaneous

SECTION 1. Fiscal Year. The fiscal year of the Club shall be the calendar year.

SECTION 2. Interpretation of the Bylaws. In the event of any conflict in the interpretation of these bylaws, the interpretation adopted by the Board of Governors shall be conclusive and binding on the Club and the members.

## ARTICLE XI – Amendments

SECTION 1. By the Members. These bylaws may be amended, added to, altered or repealed, or new bylaws may be adopted, at any meeting of the members by affirmative vote, in person, of a majority of the Regular members entitled to vote at such meeting, provided that the notice of the meeting included notice of such proposed action.

SECTION 2 Revision Record

Bylaws revised in January, 1988

Bylaws revised in October, 1991

Bylaws revised in January, 1998

Ref: General Membership Meeting Minutes, January 1998  
Membership Amendment: Article III, Section 3. applicant must attend two on-the-water events; one of which will include a scheduled SCOO overnight cruise.  
Officers: Article V, Section 1...addition of Section 1.3 for Rear Commodore.

Bylaws revised in January, 1999

Ref: General Membership Meeting Minutes, January 1999.....  
A general housekeeping was accomplished to accommodate the 1998 revisions; neuter gender referrals, and reflect consistencies to include: Article III, Section 1...three classes of membership changed to two  
Section 4..eliminated no associate member,  
Section 5..renumbered as Section 4.  
Article IV, Section I...board of 11 governors changed to 12...4 officers changed to 5 ...immediate Past Commodore changed

ARTICLE XI – Amendments SECTION 2 (continued)

to ...five officers designated in Article V of these Bylaws and one (1) immediate Past Commodore.

Section 4...Quorum five governors changed to seven  
Article V, Section 1...four officers changed to five with Rear Commodore added... renumbered 1.1 to 1.5 to conform to proper outline format

Section 5...added "non-budgeted" to second sentence

Article VI, Section 1 ...removed specific date and time for annual meeting

Section 2...renamed Special Meetings

Section 3...third paragraph of Section was moved to Section 2 as it pertains to Special Meetings...first paragraph, last sentence, thirty days changed to forty five days ...last paragraph, first sentence, added...mail or electronic mail addressed....and removed phrase "or by posting a notice on a bulletin board regularly maintained and utilized by the Club in the course of its periodic activities.

Section 5...Roberts Rules of Procedure, latest edition changed to Roberts Rules of Order, latest edition.

Article VII...Section 1..Rear Commodore added

Article IX...Section 1..specific dollar amount for dues removed

Section 2..removed last sentence as no longer applicable re:

Article III, Section 3 amendment

Bylaws revised July 17, 2001

Article IX...Section 2...payable on or before the fifteenth day of February of each year,...changed to ...payable on or before the Annual Meeting (held in January of each year).

Bylaws revised January 15, 2005

Article VII..Section 1...first sentence...Board of Governors during their regular meeting held in November...November changed to August...First sentence now reads: A Nominating Committee shall be appointed by the Board of Governors during their regular meeting held in August of each year....The remainder of Article VII, Section 1 remains the same.

Bylaws revised January 21, 2006

Article III, Section 3 wording changed from: "Membership in the Club shall be limited to those who own a boat equipped for cruising, meaning that it has sleeping accommodations for at least two persons in the cabin and that it has a head and galley, who also own or rent a land-based residence in Pamlico

ARTICLE XI – Amendments SECTION 2 (continued)

County which they occupy at least part of each year, or who own a lot in Pamlico County on which they intend to build a residence they will occupy within a year. Before an application will be acted upon for membership, the applicant must attend two on-the-water events; one of which will include a scheduled SCOO overnight cruise. Applicants are welcome to attend shore side events as a guest of a member. Any member retiring from boating may continue membership."

Wording changed to: "Membership in the Club shall be limited to those who own a boat equipped for cruising, meaning that it has sleeping accommodations for at least two persons in the cabin and that it has a head and galley, and who are permanent residents of Pamlico County, NC. Before an application will be acted upon for membership, the applicant must attend two on-the-water events; one of which will include a scheduled SCOO overnight cruise. Applicants are welcome to attend shore side events as a guest of a member. Any member retiring from boating may continue membership."

Bylaws revised January 21, 2011

Article XI, Amendments revised to add SECTION 2. Revision Record and identify and incorporate all the known (preceding) revisions to date.

\*1 Bylaws revised January 18, 2014

Article III, Section I Classes of Membership used to read: The Club shall have two classes of membership as follows,subject to the qualifications and rights set forth in this Article: Regular membership and Honorary membership

Article III, Section 3 used to read: Membership in the Club shall be limited to those who own a boat equipped for cruising, meaning that it has sleeping accommodations for at least two persons in the cabin and that it has a head and galley, and who are permanent residents of Pamlico County, NC. Before an application will be acted upon for membership, the applicant must attend two on-the-water events; one of which will include a scheduled SCOO overnight cruise. Applicants are welcome to attend shore side events as a guest of a member. Any member retiring from boating may continue membership.