

BY-LAWS ACUSHNET RIVER SAFE BOATING CLUB, INC.

ARTICLE I

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

ARTICLE II

PURPOSES

The corporation is formed to aid Flotilla 1N-65 in promoting safe boating and fostering efficiency in the operation of all boats.

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

Or to otherwise carry out the above purposes.

ARTICLE III

SEAL

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

ARTICLE IV

ACCOUNTING PERIOD

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

ARTICLE V

ANNUAL MEETING

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

ARTICLE VI

OFFICERS

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

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

ARTICLE VII

DUTIES OF OFFICE

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

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

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

The TREASURER shall collect and hold in the name of the Corporation all monies payable to it, shall pay all its legitimate bills, and shall keep

accurate and complete financial records of all tangible and intangible personal property and of all real property received, held or disposed of by the Corporation. At the expiration or termination of the Treasurer's term of office, he/she shall pay over all funds and turn over all records, which shall always be and remain the property of the Corporation, to his/her successor in office or as directed by vote of Board of Directors.

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

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors shall consist of the following:

- (a) Ex-officio members: Immediate Past President of the Corporation, President, who shall act as chairman of the Board and vote only in the case of a tie vote, 111Vice President, Treasurer, Secretary, and the incumbent Flotilla Commander of Flotilla 1N-65.
- (b) Elected members: There shall be twelve (12) Directors, who shall hold office for a three (3) year term with no less than four (4) such Directors being elected annually. If an elected Director during the course of his/her term is elected to an office which makes him/her an ex-officio member of the Board of Directors, the assumption of such office shall terminate the directorship to which he/she has been elected and create a vacancy therein.
- (c) The Board of Directors shall fill all vacancies for the duration of the unexpired term. Board of Director vacancies shall be filled by reference to the record of votes from the prior Annual meeting of the Corporation.

The person with the next highest vote total in the previous election assumes the position. If no such person is suitable or available, then a special election will be held as directed by the Board of Directors.

ARTICLE IX

DUTIES OF OFFICE

The Board of Directors shall examine and cause to be properly audited annually the books, accounts and other properties of the Corporation. The authorized bank signatures shall be the President, and Treasurer. The Board of Directors, subject to the vote of the members, may, by their votes, direct the officers in the management of the affairs of the Corporation.

ARTICLE X

MEETINGS

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

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

Special meetings, of the Corporation or of the Board of Directors, may be called by the President or Vice President, and any additional three (3) members of the Board of Directors, or any ten (10) members, by filing a signed, written notice of the same, stating type, time, date, place and purpose of said meeting with the Secretary. The Secretary or the Secretary's designee will give notice of at least (7) days for all meetings. Notice will be given by electronic mail (e-mail) to all members that have a valid e-mail address in our records. Notice of all meetings will be posted on the ARSBC website. Members that do not have a valid e-mail address will be given written notice.

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

ARTICLE XI

QUORUMS AND VOTES

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

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

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

For a Board of Director's meeting a quorum shall consist of the President or Vice President and nine (9) other members of the Board of Directors.

For a Corporation meeting a quorum shall consist of the President or Vice President and twenty-four (24) other members.

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

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

ARTICLE XII

MEMBERSHIP

Membership in the United States Coast Guard Auxiliary Flotilla 1N-65 as a dues paying member or as retired status is a requisite to membership in this Corporation. Retired status members shall not be eligible to vote or to hold an elective office in this Corporation.

ARTICLE XIII

DISCIPLINE

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

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

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

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

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

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

The charged party may appeal the decision of the Board of Directors within twenty-one (21) days of the written notice and shall receive a full hearing before the membership within twenty-one (21) days of claiming

an appeal. A majority vote of the attending members in favor of termination thereof shall terminate his/her membership.

The Secretary shall immediately strike his/her name from the roster of members, upon the expiration of the appeal period without an appeal after a Board of Directors vote to terminate or, after appeal, upon the majority vote of the attending members at the Corporation meeting held on the issue.

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

ARTICLE XIV

NOMINATIONS, ELECTIONS AND APPOINTMENTS

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

The chairman of a nominating committee shall be appointed by the President, with the approval of the Board of Directors, at least sixty (60) days before the Annual Meeting of the Corporation.

At the September General Meeting, the Chairman will open nominations, accept nominations from the floor, and close the nominations. The Chairman will submit the nominations to the Secretary within ten (10) days following the September General Meeting.

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

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

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

All officers shall be members in good standing.

ARTICLE XV

CHANGE OF BY-LAWS

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

ARTICLE XVI

PROCEDURE

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

ARTICLE XVII

DISSOLUTION

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

ARTICLE XVIII

SEVERABILITY

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

ARTICLE XIX

DUES STRUCTURE

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

ARTICLE XX

EFFECTIVE DATE

All previous By-Laws are hereby repealed and the foregoing hereby substituted in place thereof, effective, except as otherwise provided herein, as of May, 2023.