

SAILING CLUB OF ORIENTAL  
Oriental, North Carolina  
founded 1984  
BYLAWS

**ARTICLE I – 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 as follows, subject to the qualifications and rights set forth in this Article: Regular membership and Honorary membership.

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 who are permanent residents of Pamlico County, N.C. 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.

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 the five (5) officers designated in Article V of these bylaws, and one (1) the immediate Past Commodore. The remaining six (6) governors shall be divided into three equal classes with the term of office for 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

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**ARTICLE IV – Board of Governors (continued)**

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 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.

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**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, 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.

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**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.

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 or 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, addressed 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.

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**ARTICLE VI – Meetings of Members (continued)**

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.

**ARTICLE 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 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 the 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

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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 March of each year a list of those persons who were members for the preceding year whose dues have not been paid. The Board of Governors shall vote at that March 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 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.