

BYLAWS  
of  
THE NORTHEAST HARBOR FLEET (AMENDED AND RESTATED AS OF AUGUST 4, 2021)

By Certificate of Organization of a Corporation under the general Law of the State of Maine, the name of said corporation is: The Northeast Harbor Fleet.

The purpose of the corporation is: A Yacht Club for the promotion of yachting as an amateur sport at Northeast Harbor in the Town of Mount Desert, Maine and its vicinity.

Article I - Membership

SECTION 1. Membership in the Northeast Harbor Fleet shall be open to persons interested in yachting and shall be divided into seven classes, namely: Honorary Members, Senior Members, Family Members, Individual Members, Intermediate Members, Sustaining Members, and Resident Student Members. The Board of Directors, or its designees, may from time to time elect eligible persons to one of the seven classes of membership. Candidates for membership must be nominated and seconded for membership by Family, Individual or Intermediate members in good standing.\* The nominating letters should be addressed to the Chair of the Membership Committee, The Northeast Harbor Fleet, P.O. Box 462, Northeast Harbor, Maine 04662. A former member who was in good standing\* at the time their membership was terminated may apply for new membership by submitting an application to the Chair of the Membership Committee.

\*"In good standing" means that all dues, assessments and fees had been paid in full.

HONORARY MEMBERS - Honorary Members shall be such persons as the Board of Directors may from time to time elect to Honorary Membership. Honorary Members are entitled to the full privileges of membership. There are no dues or assessments for Honorary Members.

SENIOR MEMBERS - A member who has reached the age of 80, and who has paid dues for a period of 35 years, shall not be required to pay further dues and assessments. Annual dues and assessments for those members who reach the age of 70 and who have been members for 25 years may be at a reduced rate as set by the Board of Directors. Senior Members have the same privileges as Individual Members.

FAMILY MEMBERS - Any person or couple otherwise eligible for membership may be elected to Family Membership of the Fleet. Family Membership is required when more than one individual in a family unit consisting of a head of household, his or her spouse and or their children under the age of 24 desires to enjoy the privileges of membership or to extend these privileges to Family Guests (defined as visiting children, grandchildren, or great grandchildren of the Family Member(s) for a period not to exceed one week each summer). Family Guests need not be resident in the same household as the Family Member(s). In no case will Family Guests be eligible for more than one week membership privileges per summer. Upon reaching the age of 24, children of Family Members shall be automatically eligible for Intermediate Membership.

INDIVIDUAL MEMBERS - Any eligible person who has reached their 30th birthday may be elected an Individual Member of the Fleet. An Individual Member of the Fleet may become a Family Member

without application by notifying the Chair of the Membership Committee and paying the dues for that class of membership.

INTERMEDIATE MEMBERS - Any eligible person who has reached their 24th birthday but has not yet reached their 30th birthday as of the last day of the current Fiscal Year may become an Intermediate Member of the Fleet. Current Intermediate Members qualify as "member on board" to win Fleet Trophies, are eligible to represent the Fleet as NEHF Team Members and may invite guests. They may become Individual Members or Family Members when they reach their 30th birthday, without application, upon paying the dues, assessments, and initiation fee for Individual or Family Membership. The initiation fee shall be reduced by the amount of prior dues paid by the applicant in this category

SUSTAINING MEMBERS - A person who has been a member of the Fleet for five consecutive years or more may become a Sustaining Member by notifying the Chair of the Membership Committee before April 30 of the current year. Sustaining Members have no voting privileges, are not entitled to participate in Fleet events, use the Fleet facilities or rent a Fleet mooring and are not counted in the calculation of a quorum for Member Meetings. Sustaining Members who wish to re-instate their full membership (either Individual or Family) must notify the Chair by before April 30 of the current year and must pay the appropriate Membership Fee.

RESIDENT STUDENT MEMBERS - Available to persons who are residents of Hancock County, who have reached their 6th birthday and are enrolled as students in the Northeast Harbor Sailing School. Resident Student Members are not entitled to voting privileges, and do not qualify as the "Member on Board" in Northeast Harbor Fleet races, other than those races conducted by the Northeast Harbor Sailing School. There shall be no initiation fee for Resident Student Members.

GUESTS - The Northeast Harbor Fleet welcomes the crews and houseguests of members when they are accompanied by the member and abide by Fleet regulations. House guests may participate in the Adult and Junior Sailing Program(s) of the Northeast Harbor Sailing School for a period of up to one week, provided: 1. they are sponsored by the member; 2. there is space in the Program; 3. they meet such eligibility requirements as the Fleet may from time to time have in effect for the programs, and 4. they pay the applicable activity fees. The facilities and moorings of the Fleet are restricted to use by members only, except upon invitation of the Fleet to non-members participating in Fleet sponsored events.

INITIATION FEE - The Board of Directors may establish an initiation fee that shall be paid by new Family and Individual Members of the Fleet and those former members whose membership has lapsed for one year or more.

SECTION 2. Annual dues for the seven classes of membership shall be set by the Board of Directors. Dues, assessments, and charges are payable within 30 days of invoice. A member whose dues, assessments, or charges remain unpaid on July 1 is subject to having his or her name posted at the Fleet until outstanding invoices have been paid. A boat will only be scored in a Fleet race or event once the outstanding dues, capital assessments, charges and/or entry fees (if any) have been paid. A race entered prior to payment shall be scored a DNS. Members whose dues, assessments or charges are unpaid by July 31 will have their names dropped from the membership rolls and is subject to initiation fee(s).

SECTION 3. To fund capital assets, the Board of Directors may also assess the membership a sum in

addition to the annual dues, capital dues, but only upon notice to the membership of the purpose and need for any such assessment. The assessments shall be limited to the Family and Individual members and shall be in proportion to the annual dues for those classes of members.

SECTION 4. Any member who shall have paid all dues, capital dues and charges currently owed may resign upon written notice given to the Treasurer. Upon termination of membership for any reason, a member shall forfeit to the Fleet all the benefits and privileges of membership and all right, title and interest in and to the Fleet and any of the Fleet's property.

SECTION 5. Membership shall not be transferable unless, in the case of death of a member, the Board of Directors in its discretion shall so permit.

SECTION 6. A member may be expelled by a majority vote of the Board of Directors or a majority vote of the entire Fleet Membership at any duly convened meeting of said Board or members of the Fleet, for failure to comply with the articles of incorporation, by laws, or any duly adopted policies, rules or regulations of the Fleet, provided that ten days written notice shall have been given to such member setting forth the intention to propose his or her expulsion, the specific reasons thereof, and the right of the member to appear and be heard in person or by counsel at the meeting at which such expulsion shall be proposed.

## Article II - Meetings of Members

SECTION 1. The annual meeting of members shall be held at Northeast Harbor in the month of August or September in each year on such day and at such hour and place as the Board of Directors shall determine. Special meetings of the members may be called at any time by the Commodore or by the Board of Directors or at the written request of ten or more members.

SECTION 2. Seven days written notice, from the date of postmark, of each meeting of the members shall be sent to each voting member. In the case of Special meetings, notification given by electronic mail will be considered written notice. If a meeting is adjourned, it shall not be necessary to give any notice of the reconvening of the adjourned meeting.

SECTION 3. Each voting member, which shall include all members except Sustaining Members and Resident Student Members, shall be entitled to vote in person or by proxy at every meeting of the members.

SECTION 4. The election of Officers and Directors shall be by ballot. A majority of the votes cast at a duly organized meeting at which a quorum of members is present in person or by proxy shall be necessary at all elections. Ten percent (10%) of the members eligible to vote shall constitute a quorum for the transaction of business at any meeting of members.

## Article III - Officers and Directors

SECTION 1. The Officers of the Fleet shall be a Commodore, a Vice Commodore, a Rear Commodore, a Clerk, a Treasurer and such other officers and assistant officers as may be deemed necessary and advisable by the Board of Directors.

SECTION 2. All Officers and Directors shall be elected by the members of the Fleet at the annual meeting and shall hold office from the first of October following the election for a period of one year, or until their successors are elected. Except as provided in Article VI, no person shall be eligible for election to any office at the annual meeting unless nominated in writing by five members and filed with the Clerk not less than five days before the annual meeting. All such nominations shall be posted on the bulletin board of the Fleet for five days preceding such meeting. Notwithstanding the provisions of this Article III, Section 2, for so long as a certain Coordination Agreement dated as of January 1, 2021, between the Corporation and The Northeast Harbor Fleet (the "Coordination Agreement") remains in effect, the members of the Fleet shall act to elect its Officers and Directors only as provided in Section 4 of the Coordination Agreement, as the same may be amended from time to time.

SECTION 3. Any Officer or Director may be removed by the members at a special meeting of the members called expressly for that purpose whenever, in their judgment, the best interests of the Fleet will be served thereby, and the members shall have the power to fill any vacancies in any office, occurring for whatever reason. The affirmative vote of 2/3 of the members entitled to vote shall be required for the removal of an Officer or Director.

SECTION 4. The duties of the Commodore, Vice Commodore, Rear Commodore, Clerk and Treasurer, shall be those usually pertaining the offices of President, Senior Vice President, Vice President, Secretary and Treasurer, respectively. The Commodore shall be an ex officio member of all committees.

SECTION 5. The Board of Directors shall consist of the Officers.

SECTION 6. The Board of Directors shall manage the affairs of the Fleet, and except as otherwise provided by the Charter or by these bylaws, shall exercise all powers of the Fleet. Specifically, but without limitation, the Board of Directors shall have the power and authority to hire and appoint a Fleet Manager and Assistant Treasurer to perform those duties assigned by the Board of Directors. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Article IV - Management Committee

SECTION 1. The Management Committee shall consist of the Officers and such other members appointed by the Commodore.

SECTION 2. The Management Committee shall have such authority as may be delegated by the Board of Directors from time to time.

#### Article V - Race Committee

SECTION 1. The Race Committee shall consist of five or more appointed members and the Commodore and the Fleet Manager, as members ex officio. The appointed members shall serve for the same term, as provided by these By Laws with respect to Officers. Members of the Committee shall notify the Chair of the Committee prior to July First if they are unable to be at Mount Desert Island for any part of the

summer during which they have been appointed. The Race Committee Chair shall fill any vacancies which may occur for whatever cause, and may, at his/her discretion, at any time during the summer when there are insufficient members of the Race Committee present for the Race Committee to perform its assigned duties, appoint additional members of the Race Committee.

SECTION 2. The management of all races shall be under the direction of the Race Committee. All decisions of the Race Committee shall be by a majority vote of its members present, except that in the case of a tie, the Commodore shall cast the deciding vote, except as modified by these By Laws, or by Sailing Instructions applicable to specific events or the general authority of the Race Committee as defined in the Racing Rules of Sailing as adopted by the United States Sailing Association.

#### Article VI - Nominating Committee

SECTION 1. A Joint Nominating Committee shall be formed each year by the Commodore to nominate candidates to become Officers of The Northeast Harbor Fleet and Directors of the Northeast Harbor Sailing School. The Committee shall consist of five members, selected in the following manner: one member shall be the most immediate past Commodore willing to serve and shall serve as Committee Chair; one member shall be appointed by the current Commodore; one member shall be the current President of the Northeast Harbor Sailing School; and two members shall be at-large members appointed by the Chair described above, each of whom shall be a member of The Northeast Harbor Fleet but not a current officer of either The Northeast Harbor Fleet or the Northeast Harbor Sailing School and at least one of whom shall be a past member of the Board of Directors of the Northeast Harbor Sailing School.

SECTION 2. It shall be the responsibility of the current Chair of the Nominating Committee to determine the most immediate past Commodore willing to serve on the following year's Committee.

SECTION 3. The Committee shall nominate candidates for each office each year.

#### Article VII - Fleet Insignia and Flag

SECTION 1. The Fleet insignia shall be a symbolic compass with the arrow pointing northeast. It shall be shown as in the published in the Annual Report.

SECTION 2. The Fleet Burgee shall consist of a red pointed flag, the hoist to be two thirds of the length, with the Fleet insignia in blue of a diameter equal to one third of the length centered equidistant from the two longer sides of the flag and one third of the distance from the hoist to the end of the flag; the space between the outer band and the central disk of the insignia to be white.

SECTION 3. The members of the Fleet shall have the exclusive right to fly the Fleet Burgee. The Fleet Burgee shall be as shown on the front cover of the Annual Report.

#### Article VIII Fiscal Year

The fiscal year of the Fleet shall end on December 31.

#### Article IX Amendments

These bylaws may be amended either by:

The Board of Directors by unanimous vote at any regular or special meeting duly convened after seven days written or email notice to the Board of Directors; provided that within sixty days after the amendments of these by laws by the Board of Directors, written notice shall be sent to each member.

The members of the Fleet by 2/3 vote at any regular or special meeting duly convened after seven days written notice to the members.

Article X - Director or Officer Conflict of Interest.

SECTION 1. A conflict-of-interest transaction is a transaction in which a Director or Officer of the Fleet has a direct or indirect financial interest. For the purposes of this section, a Director or Officer has an indirect interest in a transaction if (a) another entity in which the Director or Officer has a material interest or in which the Director or Officer is a general partner is a party to the transaction; or (b) another entity of which the Director or Officer is a director, officer or trustee is a party to the transaction.

SECTION 2. A conflict-of-interest transaction is not voidable or grounds for imposing liability on a Director or Officer if the transaction was fair at the time it was entered into or is approved as provided in Section 3.

SECTION 3. A transaction in which a Director or Officer has a conflict of interest may be approved by the Directors or the members before or after consummation of the transaction as follows:

A. The Board of Directors or a committee of the Board may authorize, approve or ratify a transaction under this section if the material facts of the transaction and the Director's or Officer's interest are disclosed or known to the Board or committee of the Board. A conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Directors or of a committee of the Board who have no direct or indirect interest in the transaction, but a transaction may not be approved under this subsection by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this Section.

B. The members may authorize, approve or ratify a transaction under this Section if the material facts of the transaction and the Director's or Officer's interest are disclosed or known to the members. A conflict-of-interest transaction is approved by the members if it receives a majority of the votes entitled to be counted under this Section. Votes cast by or voted under the control of a Director or Officer who has a direct or indirect interest in the transaction and votes cast by or voted under the control of an entity described in subsection 1, paragraph A may not be counted in a vote of members to determine whether to approve a conflict-of-interest transaction. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this Section constitutes a quorum for the purpose of taking action under this Section.