



**CHESAPEAKE MORGAN ASSOCIATION
BY-LAWS**

With changes adopted April 2, 2005

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ARTICLE 1 -- NAME

The organization Association shall be known as the Chesapeake Morgan Association.

ARTICLE 2 --- PURPOSE

The purpose of the association is to advance the sport of yachting, promote seamanship and enhance the enjoyment and good fellowship of its members.

ARTICLE 3 --- MEMBERSHIP

There shall be three classes of members: Voting, Associate and Honorary.

Voting Members: Voting members must be current or former owners of a Morgan yacht. Voting members may hold office, provided they are a member in good standing. The aggregate owners of each enrolled yacht shall be entitled to one vote on behalf of their vessel on each question appropriately submitted for membership action at special or regular meetings of the Association. Immediate members of the family or joint owners represented by the enrolled yacht shall be entitled to all Association privileges, subject to the voting limitations contained in this Article.

Associate Members: Associate members are individuals, families or joint owners who share the Association's purposes as set forth in Article II. They are entitled to all of the privileges of voting members, except that they cannot vote on matters established by these Bylaws. Associate members must be recommended by at least one Voting member.

ARTICLE 3 --- MEMBERSHIP (Continued)

Honorary members: Honorary members shall be individuals selected by the Board of Trustees in recognition of their exemplary services or contributions to the purpose of the Association.

Application for Membership: All candidates for membership (except honorary members) shall submit their application on the prescribed form to the membership committee. The application shall be accompanied by such portion of the membership dues and fees as prescribed by the Board of Trustees. The decision of the membership committee to accept or reject an application shall be final, except that any rejected application is subject to review by the Board of Trustees.

Dues: The annual dues shall be prescribed by the Board of Trustees and shall be payable on April 1 of each year. Any member who joins between January 1 and March 31 of any year shall not be subject to renewal dues for the following year.

A member may be suspended from all privileges of the Association for failure to pay annual dues within thirty days after they become due or who shall fail to pay any indebtedness to the Association within thirty days after a bill is rendered. The decision as to suspension shall be made by the Board of Trustees.

Any member who shall be charged in writing addressed to the Commodore with conduct injurious to the order, peace, interest, or welfare of the Association shall be informed of the charge in writing by the Board of Trustees. The member shall then have at least fifteen days to answer the charges either in person or in writing. Upon two-thirds vote of those Trustees present at the hearing, such member may be expelled and the decision shall be without appeal. The Trustees also may, on majority vote of those present take such other actions short of expulsion which they in their sole discretion deem appropriate.

ARTICLE 4 --- MEETINGS

There shall be an annual meeting of the Association held during the Month of November at a site selected by the Trustees. Officers and trustees shall be elected at the annual meeting and shall assume their offices at that time.

Special meetings may be called by order of the Commodore or the Board of Trustees. All membership meetings shall be held upon not less than fourteen days after transmittal of written notice to all voting members and the date, time, and site of all meetings shall be set forth in said notice. No less than 25% of the enrolled voting membership present in person is required for a quorum at any annual or special membership meeting.

Any member of the Association, joint owners, and their immediate family members may participate in the discussions of official Association matters, but only one vote per enrolled yacht of a Voting member may be cast on any matter brought to a vote.

ARTICLE 5 --- OFFICERS AND BOARD OF TRUSTEES

The officers of the Association shall be Commodore, Vice Commodore, Rear Commodore, Recording Secretary, and Treasurer, who shall be voting members. The term of office shall be for one year.

The Board of trustees of the Association shall consist of the officers, plus two Trustees-at-Large.

Officers or trustees may be elected to a second one-year term in the same office.

The Board of Trustees shall have the power to manage all affairs of the Association to determine the amount of dues and assessments, and to make all contracts necessary for the proper transaction of Association business. They may delegate to any officer such power as they deem necessary to carry out Association business.

The Trustees shall, before February 1 of each year, adopt a budget for the next twelve months. They shall have the power to revise said budget from time to time as they shall determine appropriate.

The Board of Trustees shall meet at least twice in each year to conduct Association business.

Any vacancies on the Board of trustees shall be filled for the balance of the term by recommendation of the Commodore, subject to approval by the Board. Should a vacancy occur in the office of Commodore, the Vice Commodore shall serve in the unexpired term.

ARTICLE 6 --- NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

At least thirty days before the annual meeting, the Trustees shall select a nomination committee to recommend candidates for the following offices: Commodore, Vice Commodore, Rear Commodore, Recording Secretary, Treasurer and two Trustees-at-Large. The Nomination Committee shall consist of five voting members.

The Committee shall recommend and caused to be mailed to each voting member, its slate of candidates.

Preferences for Officer shall be given to those in the line of succession. No person shall be recommended for office unless he has consented thereto.

At the annual elections, any voting member may propose another voting member as an additional candidate for any elected office and the voting members present shall be free to vote for such member.

ARTICLE 7 --- DUTIES OF OFFICERS

Commodore: The Commodore shall preside at all meetings of the Board of Trustees, and all meetings of membership. He shall perform such other duties as shall be imposed on him by the Board of Trustees or as assigned to him elsewhere in these by-laws. He shall have the power to call meetings of the Board, appoint all standing and special committees (other than the Nomination Committee) and shall be an ex-officio member of all committees except the Nomination Committee.

Vice Commodore: The Vice Commodore shall assist the Commodore and shall act as Commodore with full powers of that office in the absence of the Commodore.

Rear Commodore: The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of the duties of their offices.

Recording Secretary: The Recording Secretary shall keep the minutes and other official reports of the Association and shall distribute copies thereof to Trustees within thirty days.

Treasurer: The Treasurer shall keep account of all monies received and deposit same in the name of, the Association in such depository as shall be designated by the Board of Trustees. He or she shall not pay out or disburse any Association monies except in such manner and for such purposes as shall be approved by the Board of Trustees or the proper Club officers. At the Annual Meeting, he/she shall submit to the Board of Trustees a written financial report and a proposed budget for their consideration. He/she shall maintain an accurate record of the paid membership and of all funds owed to the Association.

ARTICLE 8 --- STANDING COMMITTEES

The following shall be standing committees: Membership Committee and Events Committee of the Association:

The Membership Committee shall receive, review, approve and maintain all applications for membership in the Association, and shall annually provide to all members a list of the membership.

The Events Committee shall prepare for the Board of Trustee's approval an agenda of cruising destinations (e.g. raft-ups, etc.) for each sailing season.

ARTICLE 9 --- AMENDMENTS TO THE BY-LAWS

Amendments to these by-laws may be made at the Annual Meeting, or at special meetings of the membership called for that purpose, or by mail ballot of the membership. A two-thirds vote of those present and voting, or of those voting by mail, is required for an amendment. Written notice of any meeting shall be submitted to the Board of Trustees at least thirty days before said meeting and notice shall be given to all members in writing at least fourteen days before said meeting. In the event of a mail ballot being taken, at least thirty days from date of notice shall be allowed for receipt of ballots.