

**RIVER RATS, INC.**

**FAIR HAVEN SAILING CLUB**

**CONSTITUTION**

**ARTICLE I**

**NAME**

Section 1. The name of this organization shall be "RIVER RATS, INC." trading as FAIR HAVEN SAILING CLUB.

Section 2. This organization shall be a non-profit organization, incorporated under the laws of the State of New Jersey.

**ARTICLE II**

**PURPOSE**

Section 1. The purpose of RIVER RATS, INC. shall be as stated below:

- a. To promote interest in aquatic activities among children and to encourage family participation.
- b. To provide training for safe and pleasurable participation in such activities.
- c. To provide, wherever possible, suitable facilities of the attainment of these purposes.

**ARTICLE III**

**AMENDMENTS**

Section 1. Amendments to this Constitution and its By-Laws may be made at any meeting of the organization by a two-thirds vote of the eligible voters present, or by written proxy, provided the total vote is equal to 20% of the Member Families, and also provided proposed amendments shall have been presented and read by the Yeoman at a previous meeting of the organization at least two weeks previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

**BY-LAWS**

**ARTICLE I**

**MEMBERSHIP AND VOTING RIGHTS**

Section 1. Categories. There shall be four categories of membership in the organization: Family Membership, Sustaining Membership, Honorary Membership and Life Membership.

Section 2. Family Membership. Family Membership is available to families who have at least one child under the age of 16 years at the time of application, or to an adult who will sponsor a child or children, and who are interested in furthering the objectives as stated in the Constitution.

Section 3. Sustaining Membership. Sustaining Membership is available to Member Families. Such membership entails no committee responsibilities as defined in Section 9 below, and provides no facilities privileges or voting rights.

Section 4. Honorary Membership. Honorary Membership is annual and can be voted by the Executive Committee for the Mayor of Fair Haven and such public officials or other friends of the River Rats who deserve the honor of recognition by the organization. Honorary Membership entails the same rights as Sustaining Membership.

Section 5. Life Membership. Life Membership is reserved for those certain families who founded or have given long term service to the River Rats. It entails all rights of family membership. It is proposed by the Executive Committee and approved by the membership at a General Meeting.

Section 5.1. Voting Rights. Each Member Family in good standing is eligible to cast one vote at General Meetings or Special Meetings. A member is in good standing if it is not delinquent in any dues, fees or assessments owed.

Section 6. Family Membership in the organization shall be limited to a total of 125 families, of which no more than 25 families shall reside outside of Fair Haven.

Section 7. Member families, having once qualified, cannot be deprived of membership due to a change of status, except as otherwise provided in these By-Laws.

Section 8. Any variation from the stipulations set forth in Sections 1 through 7 must be approved by a majority of the eligible voters represented at a General Meeting.

Section 9. Each Family Membership shall assume responsibility for work on one or more of the Permanent Operating Committees.

Section 10. A unanimous vote of the Executive Committee may deprive any family of membership for cause.

Section 11. An application for membership into Family or Sustaining categories, or for transferal of a membership to a different category, after having been processed by the Administrative Committee, must be approved by a majority vote of the Executive Committee. If there are more valid applications than available Family Memberships, Fair Haven residents shall be given preference over non-residents. Within these two groups, priority of application will determine the order of consideration for acceptance.

## **ARTICLE II**

### **DUES**

Section 1. The initiation fee for Family Membership shall be defined in the annual approved budget, and shall become payable when approval of a membership has been voted.

Section 2. The dues for Family Membership shall be defined in the annual approved budget, shall entitle a family to membership for a calendar year, and shall be payable by March 15 of the calendar year.

Section 3. The dues for Sustaining Membership shall be defined in the annual approved budget, and payable as above.

Section 4. Honorary and Life Memberships do not entail the payment of dues.

Section 5. Upon application, a Member Family may pay its dues in equal portion in two installments on March 15 and July 15.

Section 6. Any membership delinquent in its dues past the March 15 date shall be referred to the Executive Committee for whatever action it deems necessary.

**ARTICLE III**

**TRUSTEES**

Section 1. It shall be the duty of the Trustees to formulate policies for the continuity of the aims of this organization. They shall be empowered and required to authorize expenditures by the Executive Committee in excess of \$200 over the approved budget.

Section 2. The Trustees shall be six (6) members in good standing. Two trustees shall be elected at each Annual General Meeting for a term of three years, and take office upon election. Any vacancy occurring during the term of a Trustee shall be filled by a majority vote of the remaining trustees and the person so elected shall serve until the next Annual General Meeting. A replacement for the unexpired term shall be nominated by the nominating committee for election at that Meeting.

Section 3. The Trustees shall be responsible for having a competent audit made of the Purser's books after the end of every calendar year.

**ARTICLE IV**

**OFFICERS AND THEIR RESPONSIBILITIES**

Section 1. The Officers of the organization and the permanent operating committees reporting to them shall be:

<u>Officer</u>	<u>Committee</u>
Skipper	-
Executive Officer	Administration
Chief Officer	Water Activities
First Officer	Facilities
Second Officer	Social
Purser	-
Yeoman	-

Section 2. The officers shall be elected at the Annual General Meeting. They shall take office upon election and hold office until the next Annual General Meeting or until their successors shall have been elected as provided as provided in Section VI.

Section 3. The skipper shall preside at all General Meetings and Executive Committee meetings and shall call special meetings: 1) whenever he may deem it necessary, 2) at the request of the Executive Committee; or at the request of 20 per cent of the Member Families of the organization. He shall impartially enforce the Constitution and the By-Laws. He shall be a member ex-officio of all committees except the Nominating Committee.

Section 4. The Executive Officer shall perform the duties of the Skipper in his absence. The Executive Officer shall be Chairman of the Administration Committee.

Section 5. The Chief Officer shall be Chairman of the Water Activities Committee.

Section 6. The First Officer shall be chairman of the Facilities Committee.

Section 7. The Second Officer shall be chairman of the Social Committee.

Section 8. The Purser shall maintain the financial records of the organization, be controller of all moneys, pay all bills approved by the Executive Committee of the Membership, deposit all

balances in a depository designated by the organization, and administer the approved budget described in Article VI. The Purser shall also carry out any other duties assigned by the Executive Committee.

Section 9. The Yeoman shall prepare the minutes of the general and special meetings of the organization and of the Executive Committee. The Yeoman shall also carry out any other duties assigned by the Executive Committee.

Section 10. Vacancies occurring in any office shall be filled for the unexpired term at any meeting of the Executive Committee by a majority of those present in person or by written proxy.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

Section 1. The elected officers shall compose the Executive Committee.

Section 2. The Executive Committee shall be responsible for carrying out the will of the organization as expressed in general meetings, and developing policies not otherwise denied to it.

Section 3. The quorum for an Executive Committee meeting shall be four officers present in person. The elected officers shall each have one vote at Executive Committee meetings.

Section 4. The Executive Committee must approve all individual disbursements of \$100 or more unless specifically enumerated in the approved budget.

Section 5. The Executive Committee is responsible for obtaining legal counsel and maintaining liaison with counsel as required.

Section 6. The Executive Committee shall vote on all applications for membership categories.

Section 7. The Executive Committee shall elect a successor for a resigned officer to fulfill the unexpired term.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. The Water Activities Committee shall plan and carry out all programs for training, racing, and other aquatic activities that fulfill the purpose of the River rats as stated in Article II of the Constitution and that are directed to it by the Executive Committee.

Section 2. The Facilities Committee shall plan and carry out all activities related to the development, operation, and maintenance of those facilities designated and directed to it by the Executive Committee.

Section 3. The Social Committee shall plan and carry out social activities related to the River Rats, or as directed by the Executive Committee.

Section 4. The Administration Committee shall plan and carry out all other activities related to the River Rats that are directed to it by the Executive Committee.

Section 5. The Nominations Committee shall consist of from three to five Member Families in good standing. The Skipper shall appoint members of the Nominations Committee no later than July 1 of each year for the purpose of presentation to the membership at the Annual General

Meeting. This slate will be presented to the membership not less than one week prior to the Annual General Meeting.

Section 6. Special committees can be created or voided by the Executive Committee. Special committee chairman shall be responsible to an officer of the organization as designated by the Executive Committee.

## **ARTICLE VII**

### **BUDGETS**

Section 1. The chairman of each permanent operating committee shall submit a proposed budget for his committee for the ensuing year to the Executive Committee within one month after the Annual General Meeting.

Section 2. The proposed budgets defined in Section 1 shall be consolidated by the Executive Committee and submitted in writing to the membership at least one week prior to the Winter General Meeting.

Section 3. The budget shall be approved by a two-thirds majority of a quorum of 20 per cent of the eligible Member Families present or represented by written proxy at the Winter General Meeting.

Section 4. No officer or member of the organization is authorized to incur liabilities on behalf of the organization, except as provided for in the approved budget.

## **ARTICLE VIII**

### **GENERAL MEETING**

Section 1. The Annual General Meeting shall be held in October or November each year, at which time the following business shall be conducted:

- a. The Chairman of the Nominations Committee shall present the slate of Trustees, and all Officers
- b. Nominations for each office to be filled may also be made from the floor by Member Families.
- c. Trustees and all officers shall be elected. All officers shall be made by secret ballot by those Member Families present, or by written proxy. Winning candidates shall be those receiving a simple majority of a quorum of 20% of Member Families present or represented by written proxy.

Section 2. The Winter General Meeting shall be held in January or February, at which time the proposed budget shall be voted upon as specified in Article VII.

Section 3. Mandatory general meetings are the Annual General Meeting and the Winter General Meeting. Special meetings may be called as specified in Article IV.

## **ARTICLE IX**

### **DISSOLUTION**

Section 1. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for payment for all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, scientific,

religious or educational purposes, as shall, at the time, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue laws, or to the Borough of Fair Haven, New Jersey; as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction.

## **ARTICLE X**

### **INDEMNIFICATION**

Section 1. River Rats shall indemnify every officer, trustee and corporate agent as defined in and to the full extent permitted by N.J.S.A., 15A: 3-4, and to the full extent otherwise permitted by law.