

CONSTITUTION

Revised November of 2005 Revised January of 2024

ARTICLE I: Name of the Organization:

The group shall be known as the Harbor Masters of Portland, Maine, Inc.

ARTICLE II Statement of Purpose:

The Harbor Masters is a brotherhood of gay and bisexual men and women involved in and committed to a leather/levi lifestyle. The members begin with a joint affirmation of the power and appreciation of their sexuality and a positive gay/bisexual identity. We exist to be a positive force within the gay community of Portland and the surrounding area. Members are committed to improving the social, political, and fraternal life of gay and bisexual people. We are a group who intends to enjoy a full social life. We will organize and bring about a whole range of activities that will allow a fuller and more enjoyable companionship with the people in the area. We will be in contact with other groups with similar purposes and arrange for joint social ventures as well as publicize these groups' activities for our members' enjoyment. We will attempt to be a positive force in the gay community by maintaining positive gay lifestyles, supportive networks for independent and communal education, political involvement and general well being.

ARTICLE III Membership:

Membership shall consist of Full Members (Commodores and Admirals are a type of Full Member), Associate Members, Pledges, and Honorary Members. The types of membership are deemed thus:

Full Membership:

A Member of the Harbor Masters should live within reasonable commuting distance of downtown Portland, Maine. He/she is expected to attend general meetings of the Club, to involve him/herself in a range of Club activities and to present him/herself with pride and dignity whenever wearing the colors of the club. A full member has one vote. Commodore/Admirals: When a brother or a sister of the Club has taken it upon him/herself to perform meritorious services to the Club in a singular event or over a

period of time, the Executive Committee may offer to that person the status of Commodore. The designation brings with it all rights and privileges of a Full Member.

Associate Membership:

If anyone wishes to participate in the Harbor Masters' but not as a Full Member, he/she may apply for Associate Membership. He/she is expected to attend as many Club functions and general meetings as possible, especially when he/she is in the Portland area. An Associate Member has one half (1/2) vote.

Pledgeship:

Before an applicant's full membership in the Harbor Masters' may be voted on, he/she must first serve a period of at least three months as a Pledge. He/she must attend at least three meetings and as many Club functions as possible during this period. He/she will have 1/2 vote and he/she must attend one out of town Club function. Only when the requirements have been completed and the pledge is voted in as full members may he/she own and wear the colors of the Club.

Honorary Status:

Very occasionally, and only when compelling reasons exist for recognition for having contributed a major form of support and fraternal interaction with the Club, the Executive Committee may offer to that person Honorary Membership Status in the Harbor Masters. The designation does not carry with it any obligations in terms of attendance, activity or payment of dues nor does it grant voting rights.

ARTICLE IV: Officers – The Executive Committee:

The Executive power of the organization shall reside in the Executive Committee. The Executive Committee shall consist of the officers listed below. In case of an emergency an Executive Officer may fulfill his/her perception of his/her duty to the best of his/her ability but his/her action must be validated by the general membership at the first possible meeting. An officer must be a Full Member. The Executive Committee shall meet at least once a month.

1.**President – Captain**: To preside over all meetings and functions of the Club and its Executive Committee. To represent the Club at appropriate functions. He/she is an ex officio member of all committees.

2.**Vice President – Executive Officer**: To relieve the President whenever he/she is not available to lead a meeting or to perform his/her other duties. To chair appropriate committees involved in the social functioning of the Club. The Executive Officer is in charge of the annual run.

3.**Road Captain – Navigator**: The Road Captain's duties are to organize the structure of out of state Club functions. The Road Captain is the presiding officer when the club is on the road.

4.**Secretary – Yeoman**: He/she is responsible for recording all minutes of the Club. The Secretary, with the Treasurer, will keep the club roster.

5.**Treasurer – Purser:** To oversee all financial dealings of the Club. To receive and record all dues, initiation fees, contributions and other monies. To present a financial statement to the Club at every meeting.

6.**Corresponding Secretary – Communications Officer** – He/she shall monitor and/or maintain the organizations web site, and shall be responsible for all club communications.

7.**Master-at-arms – Boson**: He/she is responsible for monitoring of pledges and shall chair the Membership Committee.

ARTICLE V: Elections

1. Nomination meetings shall be conducted during the August and September general membership meetings, which are held at least 30 days before the Election.

2 The Election will be each year in the month of November.

3 The Master-at-Arms chairs "open floor" nominations for Executive Committee and Board of Directors.

4 Any member, may move to nominate any member who meets the requirements for the elected position.

5 A member, who meets the requirements for the elected position, may move to selfnominate.

6 A nomination may be immediately accepted or declined.

7 The Master-at-Arms must contact all absent nominees to determine whether they accept or decline the

nomination and report back to the general membership at the following meeting.

8 A member may run for and hold more than one elected position with exception to the offices of President and Secretary, which may not be held concurrently by one person.

ARTICLE VI Voting:

1 Only Members in good standing may vote.

2 Forty (40) percent of the membership shall constitute a quorum, so long as one of those present is a member of the Executive Committee.

3 A proxy vote in the election of officers and in voting on amendments to the constitution will be accepted if the vote is written, signed, dated, and delivered to the Secretary before the meeting.







Revised 2007

ARTICLE I: NAME

1 The name of the corporation shall be The Harbor Masters of Portland, Maine Inc. Hereinafter referred to as the "Corporation", "Organization", and/or "Club".

2 The Corporation is organized pursuant to the Maine Non-Profit Corporation Act, 13-B, M.R.S.A. 101, et .

3 The Harbor Masters is a 501.3 (c) organization.

ARTICLE II: CORPORATE SEAL:

1 The Seal of the Corporation shall be circular in form, and bear the Name of the Corporation and words: "The HARBOR MASTERS." and figures showing it was incorporated in the State of Maine.

ARTICLE III: MEMBERSHIP

The Corporation shall have five (5) classes of members: Full Member (Commodores and Admirals are a type of Full Member; Associate Member; Pledge; Honorary Member; Alumni Member; The qualifications and rights of all members, and the manner of election, or appointment, are as follows:

1 FULL MEMBERSHIP:

A Full Member of the Harbor Masters, Inc. must reside within a reasonable commuting distance of Portland, Maine. A Full Member has full voting rights and all other membership privileges. A Full Member shall be expected to: Attend monthly meetings. Participate at club nights and other club activities. To present himself/herself with pride and dignity when & wherever wearing the Colors of the Club. To pay all appropriate dues of Full Membership. To endorse and subscribe to the published of the Organization. A Full Member has the right to own and to wear the large Back-Patch of the organization. Applicants for Full Membership must complete an Application and pay application fee in Full. The Master-At-Arms shall make application available.

The applicant must be sponsored by two (2) Full Members. A majority of the Voting Membership in attendance is required for the acceptance of an applicant to be approved for Pledgeship at the next monthly meeting following the submission of the written application.

2 COMMODORES/ADMIRALS: (This is a type of Full Member)

Very occasionally, and only when a compelling reason exists, the voting membership, in recognition of an individual's contribution of support with the members of the members of the organization, may be awarded a Commodore or Admiral Membership in the Harbor Masters, Inc. The Commodore or Admiral member will have all the rights and privileges of a full member but does not pay dues. Commodores and Admirals may hold office and do participate in any way as a Full Member.

3 ASSOCIATE MEMBERSHIP:

If a person wishes to participate in the activities of the Organization, but is unable to function as a Full Member, he/she may apply for Associate Membership. An Associate Member must pay the prescribed dues. An Associate Member has only one-half (1/2) voting rights. Associates are expected to: Attend as many general meetings, and Club functions as possible. One (1) meeting is required per calendar year. To present himself/herself with pride and dignity when/whenever wearing the Insignia (Colors) of the Club. The Associate Member shall be allowed to wear the smaller Colors Patch of the Corporation. Applicants for Associate Membership must complete an Application Form. The Master-at-Arms of the Organization will make such forms available. The applicant must be sponsored by at least two (2) Voting Members of the Organization. A vote shall be taken upon the application. A simple majority of the Voting Membership in attendance is required for the acceptance of the applicant as an Associate Member. Applicants for Associate Membership are not required to serve as Pledges. Associate Members may to advance to Full Membership, without Pledgeship, if requested by the Associate Member, after a minimum of twelve (12) months of membership and completion of Full Member Pledge requirements. Any Associate Member who is elected to hold office in the Corporation, shall be up-graded to Full Membership status. (unless that position is the Assoc Member representative on the BOD.)

4 PLEDGES:

Before a person can be accepted as a Full Member of the Organization, he/she must serve a period of at least three (3) but not more than six (6) months as a Pledge. A Pledge Member must attend at least three (3) general meetings during the Pledgeship period. The Pledge Member will be obligated to pay Full Membership dues during the Pledgeship period. Goals that a pledge is expected to complete during his/her Pledgeship: To attend three (3) club activities. Attend one (1) out of town activity Shall have 1/2 vote at general meetings of the membership, and voice rights will be recognized, May be asked to serve on Club committees and to assist such committees in a worthy manner, Shall be under the direct authority of MAA during his/her Pledgeship, May be requested to extend his/her Pledgeship, if it is so voted by the voting membership. Upon the completion of the pledges requirements, a Pledge may be made a Full Member upon the acceptance by majority vote. A vote shall be taken on the application. A simple majority of the Voting Membership in attendance shall be required for the acceptance of the Pledge application for Full Membership. A pledge may withdraw his/her application for Full Membership at any time for consideration before a final vote by the membership of the Organization.

4 HONORARY MEMBERSHIP:

When a compelling reason exists, the membership, in recognition of an individual or organization's contribution of support with the members of the Organization, may offer to that member an Honorary Membership in the Harbor Masters, Inc. Honorary status does not impose any obligations of attendance, activity, or dues payment upon the member so honored. The Honorary Member does not have voting rights, or other membership privileges, but a voice during discussions on issues before the membership will always be respected by the membership.

5 ALUMNI MEMBERSHIP:

If a full member in good standing leaves the area of the Harbor Masters, Inc. they may request to drop to Alumni status. An Alumni is a full, but not voting member. Alumni may still wear and own the full back patch of the Club. Alumni will become a full voting member when they return to the area and make the request.

ARTICLE IV: MEETINGS

1 LOCATION: Meetings of the members may be held at such locations as are designated by the Executive Board, or majority of present voting members at any regular meeting.

2 ANNUAL MEETINGS: The Annual Meeting shall be held in November, as such a place as Executive Board shall designate. The meeting shall be held for the purposes of electing the officers and the board of directors, the reading of Annual Reports, and the transaction of such other business as may legally come before the meeting. A simple majority of the board plus forty percent (25%) of the voting members of record either in person or by proxy, shall constitute a quorum. The election of Officers of the Organization shall take place at the Annual Meeting.

3 NOTICE: Notice of the time and place of the Annual Meeting shall be given by Recording Secretary, or designee by U.S. Mail or e-mail to each Voting Member not less than ten (10), nor more than thirty (30) days prior to the Annual Meeting. Written notice shall state the following information: the place, date, and time of the meeting.

4 SPECIAL MEETINGS: Special Meetings may be called by the President/Captain; by two (2) members of the Executive Committee; by the Board of Directors; and/or upon the request of any five (5) Voting Members of the Corporation. Notice of Special Meetings shall include:

- (a) The purpose, or purposes, of the meeting
- (b) The place of the meeting to be held; and,
- (c) The day/date and the time.

Special Meeting notices shall be delivered not less than ten (5) days, or more than twenty-nine (30) days prior to the date of the announced meetings. Special Meeting notices may be delivered; or:

(a) By U.S. Mail/e-mail

(b) At the direction of the President/Captain

- (c) By the Recording Secretary
- (d) By the Directors and/or Officers; and
- (e) By the Voting Members calling the meeting.

5 REGULAR MEETINGS:

Regular Meetings of the Corporation are to be held every other month. The Recording Secretary records attendance at such meetings of The Harbor Masters.

6 QUORUM:

Twenty-five (25) percent of the Full Members shall constitute a Quorum, so long as one (1) Officer of the Corporation is present at the meeting.

GUESTS:

Guests shall be welcome at any meeting, but guests may be asked to withdraw by the Presiding Officer when deemed necessary and proper.

RULES OF ORDER:

Regular meetings shall be conducted according to Roberts "Rules of Order" as determined by the presiding officer. The Presiding Officer shall conduct all meetings in an orderly and expeditious manner. All regular meetings shall have a prepared agenda. The Presiding Officer, or his/her designate, shall have full authority of conducting meetings.

ARTICLE V: EXECUTIVE COMMITTEE/OFFICERS

The elected officers referred to as the Executive Committee, shall have authority and power to control and manage the affairs of the corporation.

1 Authority

The Executive Committee shall have full power, by majority vote, to adopt rules and regulations governing their action, and actions with respect to the distribution, and payment of the moneys received by the Corporation provided that the actions are in the best interest of the corporation. The Executive Committee shall not amend or change the Articles of Incorporation; or allow any part of the net earnings of the Corporation to inure to the personal gain or benefit of any private individual.

2 Number of Members

Members of the Executive Committee shall not be less than three (3) or more than ten (10). The Number of officers may change from time to time as requested by the Executive Committee.

3 Election

The Executive Committee shall be elected at the Annual Meeting of the Membership of the Corporation by a majority of the Voting Members. Each Member/Officer shall

continue in his/her Office until his/her successor shall have been duly elected; or until his/her death, resignation, removal, or departure outside the area.

4 Removal from Office

Any Officer may be removed from his/her duly elected and/or appointed office with or without cause, by a vote of two-thirds (2/3) of the entire Voting Membership; providing notice of such meeting is announced.

5 Vacancies

Any vacancies in the Executive Committee, rising at any time, and from any cause, may be filled for the unexpired term at any meeting of the membership, by a majority of the Voting Membership in attendance at the meeting of the announced vacancy.

6 Meetings

Regular meetings of the Executive Committee shall be conducted at such time and place, as they shall designate. Notice of a meeting of the Executive Committee need not be given to the general membership. Special Meetings of the Executive Committee may be conducted upon the call of the President/Captain, or by any two (2) Directors and/or Officers of the Corporation.

7 Quorum of the Executive Committee.

At all meetings of the Executive Committee, a majority of Officers then in office, shall constitute a Quorum for the orderly transaction of business. In the absence of a Quorum, a majority of the Officers present may, without giving notice, other than the announcement at the meeting, adjourn the meeting until a Quorum is obtained.

8 Resignation

Any Executive Committee Member may resign at any time by submitting written statement to the Board of Directors of the Corporation. The resignation shall take effect at any time specified in resignation.

9 Voting

At any meeting, each Officer present, in person, shall be entitled to one (1) full vote, with the exception of the Chair, who only votes to break a tie.

ARTICLE VI: THE BOARD OF DIRECTORS:

1 Membership of the Board of Directors.

The Board of Directors, voted upon by the membership, to include as many members as needed for its purpose but not to have less than three (3) members. One Director shall be elected from the list of Full Members; one from the list of Commodores, Admirals and Past Presidents; and one from the list of Associate Members.

2 Duties of the Board of Directors.

Refer matters to the Executive Committee to Amend the "Articles of Incorporation", the Constitution or the By-Laws. Recommend to the membership the sale, or other disposition of funds. Act as an arbitrator between members of the membership, the Executive Committee and the membership, or two members of the Executive Committee. Bring to the membership any matter of business.

ARTICLE VII: OTHER COMMITTEES:

By choice of the organization, there may be Standing Committees or committees at will. Standing Committees are committees that will continue, while committees at will, shall have a short life span, be called for a specific purpose and then shall end. The Executive Committee or Board of Directors may recommend to the Members the creation of any committee or sub-committee for any purpose and for any length of time. Examples of such committees may be: run committee, historian committee, etc.

ARTICLE VIII: OFFICERS:

1 The Officers of the Corporation shall be: President/Captain; Vice President/Executive Officer; Road Captain/Navigator; Secretary/Yeoman; Treasurer/Purser; Corresponding Secretary/Communications Officer; and Master-at Arms/Boson.

2 From time to time the membership may deem necessary to appoint and/or to Elect other officers as it may see fit.

3 One (1) Voting Member may hold more than one (1) Office/position in the Corporation; except that one (1) Voting Member may not maintain the Office/Title of President/Captain and Secretary/Yeoman.

4 No legal and binding instrument required to be signed by more than one (1) Officer may be signed by only (1) Officer/member in more than one (1) capacity.

5 The Executive Committee or membership of the organization may authorize the reimbursement of expenses reasonably incurred on behalf of activities for the benefit of the Corporation. To the highest sum of Fifty (\$50.) Dollars per Office of the Organization in the form of a "Discretionary Fund"; providing that a full and total explanation for such use of such funding is presented at the next Regular Meeting of the Corporation before the membership of the Organization.

PRESIDENT/CAPTAIN:

The President/Captain shall:

Preside at all meetings of the Board of Directors, and meetings of the membership, and the Corporation; generally manage and supervise the affairs of the Corporation; keep the Board of Directors fully informed by consulting with them concerning the activities of the Corporation. have power, and authority, to sign a loan; unless the Board of Directors shall specifically require an additional signature; represent the Corporation at all appropriate functions/activities of the Organization; shall be ex officio member of all appointed committees by him/her, or the Board of Directors, and/or the membership; be a Full Member of the Organization; have previously held at least one (1) Office within the Organization to be considered for office of President/Captain. Any of the above requirements may be waived by a two-thirds (2/3) vote of the Members present.

VICE PRESIDENT/EXECUTIVE OFFICER:

The Vice President/Executive Officer shall:

have such powers, and authority, and duties as may be assigned to him/her by the Executive Committee; act as the presiding officer, pro temp, in the absence of the President/Captain, and shall, in general, perform the duties and functions of the President/Captain Chair all committees involved in the social functions of the

Organization; be a Full Member in Good Standing of the Organization for a minimum of one (1) year; have held at least one (1) Office within the Organization prior to consideration of Vice President/Executive Officer. Any of the above requirements may be waived by a two-thirds (2/3) vote of the members present.

ROAD CAPTAIN/NAVIGATOR:

The Road Captain/Navigator shall:

organize and coordinate all Out-of-Town functions/activities of the membership and/or the Organization. Shall act as Presiding Officer, pro temp, in the absence of the President/Captain, and the Vice President/Executive Officer of the Corporation, at meetings of the Board of Directors, and/or the membership of the Corporation; perform as Captain in any activities and/or functions of the Organization attended outside the boundaries of Greater Portland. Be a Full Member of the Organization for a minimum of one (1) year; have held at least one (1) Office within the Organization prior to consideration of Road Captain/Navigator. Any of the above requirements may be waived by a two-thirds (2/3) vote of the members present.

SECRETARY/YEOMAN:

The Secretary/Yeoman shall:

act as Secretary of all meetings of the Board of Directors and the Regular Meetings and/or Special Meetings of the membership and/or Organization. The Secretary may be requested to attend the meeting of the Board of Directors for the purpose of taking minutes or the Board of Director can take the minutes themselves and deliver them to the Yeoman. keep the Minutes of all such meetings of the Organization; be responsible for the publication of communications within the Organization and notices of the Corporation. perform all duties incident thereto of the Office of the Recording. Secretary/Yeoman; and such other duties as shall from time to time be assigned to him/her by the Board of Directors and/or the membership of the Organization, shall be a Member in good standing.

TREASURER/PURSER:

The Treasurer/Purser shall:

oversee all financial affairs of the Corporation.

receive and record all dues, initiation fees, contributions, payments, and/or other moneys received by the Corporation; maintain or cause to be maintained a complete and accurate record of accounts and receipts and disbursements of the Corporation; deposit all moneys and other valuable assets of the Corporation, into accounts of the corporation. be a member in good standing within the Organization. be financially stable and respectable. render a monthly financial statement of his/her accounts to the membership and present a copy to the President and Secretary to include in the minutes. At all reasonable times, exhibit his/her books or accounts to any Officer, or Director, of the Organization. Perform all duties incident to the Office of Treasurer/Purser, and other such duties, as shall be assigned to him/her by the Executive Committee.

CORRESPONDING SECRETARY/COMMUNICATIONS OFFICER:

The Corresponding Secretary/Communications Officer shall:

be responsible for all intra and interclub communications, to include other clubs, interested parties, and persons contacting the Harbor Masters. maintain a record of all such correspondence and report same monthly to the membership at monthly meetings of the organization.

maintain the Harbor Master Web site be a member in good standing

MASTER-AT-ARMS/BOSON:

The Master-at-Arms/Boson shall:

be a member in good standing be responsible for the posting of membership information be responsible for receiving of applications for membership serve as chair of the Nominating Committee be responsible for the selection of the ballot counters be responsible for the submission of applications for membership serve as the Pledge Master

ARTICLE IX – ELECTIONS:

NOMINATION COMMITTEE: A nomination Committee of not less than three (3) Voting Members of the Corporation shall be appointed by the President/Captain at the regular monthly meeting in August. This committee will be Chaired by the MAA. Said Committee shall present to the membership of the Corporation a slate of at least one (1) acceptable candidate for each office, not less than two (2) months prior to the election of Officers at the Annual Meeting. Additional nominations can be made by the membership at the meeting immediately preceding the Annual Meeting in November.

ELECTION: Only Voting Members may nominate candidates for office; and vote for any said candidates. Votes in an election may be cast by proxy. The Proxy Ballot must be written, and it must be signed, dated, and delivered to the Secretary/Yeoman, before the Annual Meeting commences.

The Officers of the Corporation shall be elected each year. Elections to be held in conjunction with the Annual Meeting of the membership at the Annual meeting in November.

TERM OF OFFICE: Each Officer shall continue in his/her Office until his/her successor shall have been elected and duly qualified or until his/her death, resignation, removal, or departure from the area.

REMOVAL: Any duly elected and/or appointed Officer of the Corporation may be removed from office, with or without cause, by a written secret ballot of two-thirds (2/3) of the voting membership, providing notice of such action was to be taken at that announced meeting.

VACANCIES: If the Office of President/Captain becomes vacant, the Vice President/Executive Officer shall automatically become the President/Captain of the Corporation. If any other office, elected and/or appointed, including that of Vice President/Executive Officer on succeeding the President/Captain, becomes vacant, then said vacancy may be filled pro temp by special appointment of the Board of Directors, provided that said appointment shall not be more than three (3) months, and the appointee becomes a Full Member in the Organization. Any member filling a vacancy shall hold said office until the election of Officers at the Annual Meeting of the membership and/or the qualification of a successor.

ARTICLE X: VOTING

VOTING RIGHTS: Only Members in good standing shall have the right to vote. To be considered in "good standing" with the Corporation, dues applicable shall be current. Each Full Members shall have right to one (1) vote. Each Associate Member shall have right to one-half (1/2) vote. Each pledge shall have one (1/2) vote.

PROXY VOTES: A Proxy-Vote in the election of members of the Board of Directors, and/or Officers, and on the voting of amendments to the Bylaws, and the Charter will be accepted, if the vote is written and signed, dated and delivered to the Recording Secretary/Yeoman before the meeting at which the vote will be cast commences.

ARTICLE XI: DUES

The Dues of Members and Pledges shall be established by the vote of the membership. Any Voting member whose dues are in arrears shall not be considered a member in good standing, and shall forfeit his/her voting privileges. Any member that has not paid his/her dues for a consecutive period of six (6) months (by July). Any Voting member so expelled shall be so informed by the Treasurer.

ARTICLE XII: EXPULSION/DISCIPLINE

Any member may be expelled from the Organization only upon a written vote/ballot of a majority of the membership. Any member, whose expulsion is sought, shall be provided with a written notice of the reason for said expulsion and/or discipline upon said member. Notice of the time, and date, and location of the meeting where such action by the membership shall take place at least thirty (30) days before the commencement of the said meeting. Copies of such notice shall also be provided to the Membership.

ARTICLE XIII: COLORS

THE BANNER: The Organization/Corporation shall have an Official Banner. The Banner may be shown only at Official Organizational/Corporate functions/activities.

TRAVELING BANNER: The Organization also shall have a Secondary Banner displaying the Emblem/Insignia of the Organization. When any Member attends an Official function/activity of a like, or similar organization, he/she may request to take possession of the Secondary Banner for the sole purpose of displaying the said Banner at the function/activity.

COLORS: At various times the membership may approve the presentation to another organization, or institution, of recognized commonality, of the Emblem/Insignia of The Harbor Masters, Inc. as a gesture of friendship and fraternal good will.

ARTICLE XIV: AMENDMENTS OF BYLAWS

These Bylaws can be changed at any meeting of the membership where there is a quorum of 25 % of the membership in attendance without a thirty (30) day notice. A simple majority vote is all that is needed.

ARTICLE XV: FISCAL YEAR

The Fiscal Year of the Corporation shall be determined by the Board of Directors of the Organization.



Harbor Masters are a proud member of the ATLANTIC MOTORCYCLE COORDINATING COUNCIL (AMCC)