



Bylaws



Hawaii Kai Boat Club

Bylaws

Stated as of August 15th 2011

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Bylaws of the Hawaii Kai Boat Club

Approved August 15, 2011

ARTICLE 1

THE CLUB

1.1 Name, Status, Office and Registered Agent. The name of the Club shall be "Hawaii Kai Boat Club". The Club is a Hawaii Non-Profit corporation and has no seal. The principal office of the Club and its mailing address is 906 Koko Isle Circle, Honolulu, Hawaii 96825. The Club shall operate on a calendar year basis for fiscal, governance and other purposes. The registered agent for the Club shall be its current commodore whose address as registered agent shall also be at the principal office of the Club. The Club, by action of its Board of Directors (the Board) without amending these Bylaws may change its registered office, registered agent and principal office or any of them from time to time.

1.2 Purpose and Mission. The Club is organized and shall operate to provide for the pleasure, recreation and other non-profitable purposes of its members, as an organization described in Section 501(c) (7) of the Internal Revenue Code. Consistent with its status as a Section 501(c) (7) tax exempt entity, the primary purpose for which this Club is organized and its primary mission is to provide a medium through which its members may participate in the sport of yachting, and to promote and foster interest in the knowledge of sailing, boating, navigation, safety and other maritime activities and to cooperate with federal, state and municipal officials in the protection of life and property on the high seas and within the waters of the State of Hawaii. Subject to the Club's primary purpose and mission, the Club may offer such social and recreational activities to its members as are consistent with its nonprofit, tax-exempt status.

1.3 Pennant (Burgee or Flag). The Club pennant shall be triangular in shape and in the proportion one and a half to one and shall have a white field and thereon a blue wave shape that shall be visible from both sides. An illustration of the pennant appears on the logo on the first page of these Bylaws. The pennant may be flown only by boats of the Club's squadron, and by boats under direct control of members of the Club in good standing, and by other boats as permitted by the Board. The Club retains all copyright and other intellectual property rights associated with the logo, the pennant and other intellectual property of the Club. The Board may by resolution specify further design detail for the pennant.

1.4 Non-Discrimination. The Club and its members shall at all times observe all federal, State of Hawaii, and City and County of Honolulu human rights and non-discrimination laws, regulations and ordinances applicable to any Club activity, procedure or practice. No person may be refused membership, denied office or be prevented from participating in any activity of the Club in violation of such human rights laws, regulations or ordinances.

ARTICLE 2

MEMBERSHIP

2.1 Admission and Classes of Membership. The Board shall have the power to admit members provided that:

- 1 - No person shall be admitted without being sponsored by a current member in good standing.
- 2- No person shall be admitted over the objection of more than one member of the Board. A Board member unable to attend a meeting may register his or her objection prior to the meeting with any of the other officers or directors attending the meeting.
- 3- The Board shall have the authority to limit the number of members in each and every classification.
- 4 – Any person who has previously been rejected for membership shall not be reconsidered for membership in any classification until one year after the rejection
- 5 – Ownership of a boat is not a requirement for membership..

The Membership Committee shall administer membership rules subject to Board approval as further provided in Section 10.6. Classes of membership and qualifications for eligibility as members shall be as set forth in the following Sections of this ARTICLE 2:

2.2 Charter Members Charter Members shall be Regular Members admitted for membership during the initial phases of the formation of the Club, and shall have all the privileges of Regular Members and have no special privileges except that they may not be charged any additional initiation fees more than they have paid initially.

2.3 Regular Members. Any person 21 years of age or over shall be eligible for this class of membership. Regular members shall have all of the privileges of the Club including, but not limited to, the right to vote. A regular membership shall be held by one person (one spouse member card is permitted) except that a married couple or legal domestic partnership may jointly hold regular membership, in which case only one of them may vote, hold elected office at any one time. Upon the death of a joint regular member, the surviving member shall retain status as a regular member but shall no longer be a joint member.

2.4 Youth Members. Any person under 21 years of age but not less than 10 years of age shall be eligible for this class of membership. Youth members shall have full use of the Club only so long as the regular member sponsor guarantees his or her conduct. Youth member cards shall bear the number of the Regular member sponsor. Youth members do not have the right to vote.. Spouse member cards shall not be issued to Youth members. At age 21, each youth member shall be eligible for Regular membership by payment of regular member dues, but does not have to pay any initiation fee.

2.5 Flag Members. Flag members are regular members who own vessels 16 feet or greater LOA and that are registered with the State of Hawaii and issued HA numbers. Those members will have the HKBC burgee affixed to their membership cards.

2.6 Honorary Members. The Board, at its discretion by vote, may confer honorary memberships upon distinguished persons in the community. Honorary memberships shall be good for the year in which they are conferred by Board vote. Honorary members shall not have the right to vote or hold office. Spouse member cards shall not be issued to honorary members.

2.7 Transfer to Another Class of Membership. The Board shall have the authority to approve all member requests to transfer to another class of membership provided that all requirements of that class are met including, but not limited to the payment of initiation fees.

ARTICLE 3

CLUB MEETINGS

3.1 General Meetings There shall be a General Meeting of the Club on the first Tuesday of September each year at which the election of officers and directors shall be held in the manner set forth in these Bylaws and further determined by the Board. The Board may change the general meeting date.

3.2 Special Meetings. Special meetings of the Club shall be called by the commodore, the Board, or upon written request of 10 regular members in good standing each signing a petition for such a meeting with membership numbers of each person listed. Any petition by members for a special meeting shall be filed with the secretary and the secretary may within 10 days of such receipt ask the persons signing to orally reaffirm their request and determine the sufficiency of the petition.

3.3 Committee Meetings. Committee meetings may be called by the commodore or the chairperson of the committee at any time. Informal notification of committee meetings is sufficient with 48 hours' notice being the minimum. Notification for committee meetings shall be by telephone, email or any suitable electronic means (text messaging).

3.4 Notice. General and Special Meetings shall be called by posting a notice on the Club bulletin board and mailing a written notice or by email, fax or other electronic means to all voting members of the Club in good standing, addressed to their last address as shown on the Club roster, or to their last email address, fax number or other electronic address maintained by the Club, not less than ten (10) days prior to the date of the meeting. The notice shall state the meeting place, date, time, purpose and the authority under which the meeting is called.

3.5 Quorum. Not less than ten percent (10%) of members qualified to vote present, in person, shall constitute a quorum at a general or special meeting of the Club. Unless the Club charter, these Bylaws or laws of the State of Hawaii require a greater vote, if a quorum is present, the affirmative vote of a majority of the votes of members in good standing voting at a duly called general or special meeting (which affirmative votes also constitute a majority of the quorum) is an act of the Club.

3.6 Proxies. Proxies shall not be recognized for any purpose at any Club meeting.

3.7 Procedure. Club general and special meetings shall be governed by the current edition of Robert's Rules of Order.

ARTICLE 4

OFFICERS and DIRECTORS

4.1 Board of Directors. The Board shall consist of five (5) members: The Immediate Past Commodore and the four elected officers of the Club. If the offices of the Secretary and Treasurer are combined, the unfilled vacancy will be filled by another regular member in good standing.

4.2 Elected Officers. The elected officers of the Club shall be the Commodore, Vice Commodore, Secretary and Treasurer. The Commodore, Vice Commodore, and Immediate Past Commodore are considered Flag Officers of the Club.

4.3 Appointees. The Commodore shall appoint other persons to serve in special offices created by the commodore with the approval of the Board from time to time to assist the Board including a Sailing Master, historian, publications editor, judge advocate and other appointees as the commodore may determine.

ARTICLE 5

QUALIFICATIONS AND ELECTIONS OF OFFICERS AND DIRECTORS

5.1 Qualifications. Every elected officer and director of the Club shall be a regular member in good standing and resident of the State of Hawaii at the time of his or her nomination, and for the duration of his or her term of office. Any elected officer or director who establishes a permanent residence outside the State of Hawaii during the term of his or her term of office shall thereupon resign his or her office. All officers may be reelected to office except that flag officers may not be nominated or elected to more than two (2) consecutive terms to the same office. No one individual may hold more than one elected office except in the case of the Secretary and Treasurer combining the offices. That person would only have one vote in a Board meeting.

5.2 Elected Terms of Office. Each officer except the Immediate Past Commodore shall be elected annually to serve for a one year term until succeeded by a duly elected officer. One director shall be elected each year to serve a three year term. All terms shall commence on the first day of the year following the election.

5.3 Board Vacancies. In the event any of the elected directorates becomes vacant prior to the end of its term, the vacancy shall be filled at the next general meeting by the election of a director to fill the vacant directorate for the remainder term. In the time prior to the next

general meeting, the remaining directors may appoint a replacement Board member to serve until the next general meeting. That replacement Board member must still meet all of the qualification for election to the Board.

5.4 Nominations. Nominations for elected offices shall be submitted thirty (30) days in advance of the general meeting. If for any reason, there is a lack of qualified nominees for any elected office, nominations may be made from the floor of the general meeting with the approval of a majority of the voting members present.

5.5 Balloting. Balloting shall be by secret written ballot at the general meeting, except that the requirement may be waived for any office for which there is a single nominee.

5.6 Tallying. The election committee (or members appointed for the task) shall tally the ballots and announce the persons elected to office by having received the highest number of votes. A majority of votes is not required. In the event of a tie among or between those receiving the highest number of votes, such a tie shall be decided by a further run-off vote conducted by the election committee.

5.7 Absentee Balloting. To Be Determined

5.8 Removal of Officers of Directors. Any officer or director may be removed from office by a two-thirds vote, by secret written ballot, of the members present and entitled to vote at a special meeting called for that purpose at which a quorum is present. He or she shall first be presented with a charge of charges brought by at least 10 regular members in good standing, not less than five (5) days prior to such meeting at which he or she shall have the right to be heard.

ARTICLE 6

BOARD OF DIRECTORS

6.1 Meetings. Regular meetings of the Board of directors shall be held at least twice a year. Such meetings shall be held at such time and place as the Board may determine, but only after posting the date, time and place on the Club bulletin board not less than one (1) week before the meeting. Special meetings of the Board may be called by the commodore or by any three (3) members of the Board. Not less than 24 hours' notice for a special meeting shall be given to the members of the Board, in writing or in person by the secretary or the person calling the special meeting. The presence of any Board member at any meeting shall be the equivalent of a waiver of any defect in giving notice to the Board member. A Board member may not give a proxy for any meeting of the Board. The Board may permit any and all members of the Board to participate in a regular or special meeting of the Board by, or

conduct the meeting through the use of any means of communication whereby the all Board members may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting. All meetings of the Board are open to all members in good standing except that the commodore or other chair may recess any meeting of the Board, reconvene in executive session, and exclude members to discuss matters of a sensitive nature, including but not limited to pending or threatened legal claims or administrative actions, medical information, personnel matters, membership applications, suspensions, expulsions and fines of members, credit information and similar matters.

Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Board member, and included in the minutes filed with the Club records reflecting the action taken. Action taken by unanimous written consent is effective when the last Board member signs the consent, unless the consent specifies a different effective date. A unanimous written consent as described above has the effect of a meeting vote and may be described as such in any document.

6.2 Powers. Except as otherwise provided in the Charter (if any) or these Bylaws, all corporate powers of the Club shall be vested in the Board. In furtherance thereof, and in addition to all powers vested in them or implied by any provisions of these Bylaws, the Board shall have power:

- A. To establish general policies to effectuate the purposes and mission of the Club as well as its long range planning objectives.
- B. To appoint, control and manage the business affairs of the Club including without limiting the generality of the foregoing, the appointment and removal with or without cause any non-elected officers, agents and employees and to allow such compensation for their services as the Board shall deem proper and consistent with article C hereof.
- C. To prescribe the duties of any officer consistent with these Bylaws.
- D. To appoint or approve the appointment as provided in these Bylaws of such standing committees or other committees as provided in Article 10 for the conduct of the Club's activities, business or affairs and to define their jurisdiction duties and powers, provided that all committees shall be subject to the control of the Board and shall be subject to change at the pleasure of the Board.
- E. To make and enforce rules not inconsistent with these Bylaws regulating from time to time the affairs and conduct of the Club and the conduct of its members in connection with the Club, and of other persons admitted to any privileges of the Club or within its precincts, and to give effect to such rules of committees as shall

meet with the Board's approval; all as in the judgment of the Board shall deem advisable from time to time.

F. To determine and govern all matters affecting finances, discipline and decorum.

G. To borrow, lease or otherwise incur such indebtedness and grant such security interests, pledges, mortgages and leases as the Board deems necessary or advisable subject to the other restrictions of these Bylaws.

6.3 Quorum. A majority of the Board shall constitute a quorum to do business. In the event of any vacancy occurring through resignation, disqualification, absence from the Island of Oahu for over three (3) months, illness or death, the remaining members of the Board may elect to fill the vacancy until the next general meeting or during an absence or illness as the case may be, with a member having the same qualifications as required to serve in the position.

6.4 Club Organizational Chart. On or before the end of January of each year the incoming Board for that year shall cause to be posted on the bulletin board and organizational chart indicating the function, control and responsibility between the Board and all committees of the Club.

6.5 Capital Expenditures. To Be Determined

6.6 Publication of Action of the Board of Directors and Financial Reports. The Secretary shall cause to be posted on the Club bulletin board within one week after each meeting of the Board any minutes of a prior meeting, other than those of an executive session, as approved by the Board. The Treasurer shall cause to be posted on the bulletin board within one week after presentation to the Board a summary of the Treasurer's Report to the Board.

6.7 Bonding. To Be Determined

6.8 Budgets. Before February 1 of each year, the Board shall approve an operating budget and any capital expenditures budget for the current calendar year. The Board shall not approve a deficit operating budget. The Board shall also review and determine each year as part of the budget preparation, the establishment of reserves, if any, for future capital expenditures spending. The Board shall have the power to amend and revise the budgets from time to time.

6.9 Audit or Review of Financial Statements. The Board shall engage annually, after consultation with the Treasurer, a firm of Certified Public Accountants to perform an audit or review of the Club's financial statements for the calendar year, after which audited or reviewed financial statements shall be made available to Club members on request.

6.10 Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the Club in which a director of the Club (the Immediate Past Commodore, and elected officers who serve on the Board are directors for purposes of this section) has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved as provided in this section. A transaction in which a director has a conflict of interest may be approved if the material facts of the transaction and the director's interest were disclosed or known to the Board or a committee of the Board and the transaction was authorized, approved or ratified by the Board or a committee of the Board.

A director of the Club has an indirect interest in a transaction if:

1. Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or;
2. Another entity of which the director is a director, officer or trustee is a party to the transaction.

A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors either on the Board or in the committee, who have no direct or indirect interest in the transaction: provided that the transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section; provided the transaction is otherwise approved as provided in this section.

ARTICLE 7

DUTIES AND POWERS OF OFFICERS

7.1 Commodore. The Commodore shall be the chief executive officer of the Club and supervise its activities in accordance with the Charter (if any), these Bylaws and general policies established by the Board. The Commodore shall plan and preside at meetings of the Club and the Board, be an ex-officio member of all committees of the Club, assist the succeeding Commodore as needed to assure a smooth transition, and perform such other duties as are proscribed in these Bylaws or requested by the Board. The Commodore, following service for the Commodore's full term of office and unless re-elected, shall serve as Immediate Past Commodore for the succeeding year and shall perform such duties as are assigned by the Commodore, proscribed in these Bylaws or as requested by the Board.

7.2 Vice Commodore. The Vice Commodore shall perform the duties and possess the powers of the Commodore in the absence or disability of the Commodore. The Vice Commodore

shall be a member of the Operating Committee and shall perform such other duties as are assigned by the Commodore, prescribed in these Bylaws or requested by the Board.

7.3 Secretary. The Secretary shall keep a complete record of all general meetings of the Club and regular and special meetings of the Board and post minutes of these meetings on the Club bulletin board within one week after Board approval of such minutes, serve all notices required of the Secretary by these Bylaws, maintain or cause to be maintained a correct roll of all members by membership class and make available such roll to the membership no later than February 28th of each year, conduct official correspondence of the Club, and perform such other duties as prescribed in these Bylaws or requested by the Board.

7.4 Treasurer. The Treasurer shall recommend to the Board and supervise approved systems and procedures for the internal management of Club funds and methods of disbursing, recording, and safeguarding thereof; recommend in like manner and approve inventory controls and the periodic taking of inventories; recommend the approved investment of the Club's reserves and other funds in excess of those needed for day to day operations; recommend and arrange for approved short term financing needed for Club operations or long term financing needed for capital replacements or improvements; recommend approved procurement procedures of the Club; recommend and arrange approved insurance coverage necessary to protect the Club and its Officers and Directors from losses of any kind; and recommend and establish approved records retention requirements and procedures. The Treasurer shall also assist in the preparation of annual budgets, assist and oversee the preparation of monthly financial reports to the Board and annual financial statements to the Club membership, coordinate an annual audit or review of the Club's financial statements by an independent firm of Certified Public Accountants, oversee the preparation and filing of all required tax returns, and perform such other duties as are prescribed in these Bylaws or requested by the Board..

7.5 Combining Duties of the Secretary and Treasurer. The Board may combine the duties and responsibilities of the positions of Secretary and Treasurer. The person fulfilling the office of Secretary/Treasurer shall have one vote in Board meetings and if such a position is held by one person an additional Director shall be elected to serve on the Board.

ARTICLE 8

RESIGNATION, SUSPENSION, AND EXPULSION OF MEMBERS

8.1 Resignation. A Club member may voluntarily resign by written notice to the Board. A member who resigns shall be deemed to have resigned in good standing if such member's account is paid in full at the time of his resignation, or within a reasonable time thereafter as agreed to by the Treasurer. A member who has resigned in good standing shall be eligible for membership at a later date by the normal application procedures except that he shall not be charged another initiation fee. In addition, such a member may, by written request to the Board, seek reinstatement of the prior membership. Any member who resigns in bad standing shall be barred from the Club until all monies owed, including fines and collection costs, are paid in full and a period of one year has elapsed from such resignation.

8.2 Suspension and Expulsion. A two-third majority of the entire Board shall have the power at any regular or special meeting duly called to suspend or expel any Club member for:

- Infractions of the rules or these Bylaws;
- Misuse of Club property;
- Acts of disorderly conduct;
- Actions injurious or contrary to the best interest of the Club; or
- Actions which may bring the Club into disrepute.

It shall not matter if these infractions, acts or actions occur within the Club premises. In addition, a member may be suspended or expelled for delinquency of over three (3) months as provided in Section 9.5 upon the majority vote of the Board members present at any regular or special meeting. Prior to the suspension or expulsion, a member may be invited to be heard on any charges made against him or her with notice by hand delivery, certified or registered mail, courier service or other reasonable means of notice addressed to his or her last known address. Any member expelled shall be barred from the Club for a period of three years and until all monies including fines and collection costs owed are paid in full. The Board may, if it determines such action to be warranted also ban any member to be called before the Board pursuant to this section for a period of up to three months from the Club premises pending the suspension or expulsion and appeal process, the member so barred, however may, if the Board determines such action to be warranted, be relieved from the obligation to pay Club dues, assessments and Mini-Charge for such period.

8.3 Discipline. The Board shall have the power from time to time to reasonably determine and impose a fine or fines upon any member for any breach of these Bylaws, or any rule or Club regulation as well as late charges for the payment of dues and assessments, house charges and mini-charge.

8.4 Appeal from Board Action. At any time, within thirty (30) days after such suspension or expulsion of a member by the Board is posted in accordance with these Bylaws, any 10 regular members of the Club in good standing may request (by written petition addressed to the Board in compliance and subject to Section 3.2) that a special meeting of the Club be called for the purpose of hearing an appeal from the action of the Board in suspending or expelling the member; and thereupon and within two (2) weeks after the later of the receipt of the request and the determination of its sufficiency in accordance with Section 3.2, a special meeting shall be called, and the appeal from the action of the Board shall be submitted to it. On the hearing of such an appeal, it shall require the vote of two thirds of the members present and entitled to vote at the meeting at which a quorum is present after a full hearing and disclosure of pertinent information to reverse the action of the Board and restore the member in question to his or her membership.

ARTICLE 9

INITIATION FEE, DUES, ASSESSMENTS, ARREARAGES

9.1 Initiation Fees. The Board shall from time to time establish the initiation fee schedule for all classes of membership which may be incorporated in the Membership Committee's rules.

9.2 Dues. The Board shall from time to time approve a membership dues schedule for all classes of membership which may be included in the Membership Committee's rules. Such membership dues schedule shall be adopted by action of the Board at least sixty (60) days prior to the effective date of any increase in the membership dues schedule.

9.3 Assessments. To Be Determined.

9.4 Arrearages. The Treasurer shall report to the Board any member who is delinquent by having failed to pay his or her indebtedness by the first of the second month following the date of the billing. The Secretary shall cause his or her name to be posted on the Club bulletin board stating the amount owing and his or her name shall remain posted until paid or written obligation to satisfy the billing is received and accepted by the Board. Any member so posed shall be denied access to the Club and any Club privileges.

9.5 Mini-Charge. To Be Determined

ARTICLE 10 COMMITTEES

10.1 Standing Committees. The Club may establish standing committees described in the following Sections 10.2 through 10.8: Activities Committee, Finance Committee, Membership Committee, Nominating Committee, Operating Committee, Communications Committee, and Special Committees.

Unless otherwise provided in this Article 10, the standing committees shall consist of a chair who shall be a regular member or spouse appointed by the Commodore and approved by the Board and two more additional committee persons appointed by the chair. The Board may remove any committee chair or member at any time with or without cause. All committees of the Club shall report to the Board or to the Operating Committee if the Board so directs, and shall be responsible to the Board.

10.2 Activities Committee. This committee will work with the facility manager and plan, budget, publicize and carry out Club social activities for members and guests, including traditional holiday events. In January of each year, the committee shall plan a schedule of social events for the year and publicize it as soon as it has been approved by the Board.

10.3 Finance Committee. This committee shall consist of a chair appointed by the Commodore and approved by the Board, the Treasurer, and two other members approved by the Board who are NOT current Board members. The Commodore shall be an ex-officio member of the committee, It is intended that this committee shall primarily be oversight in nature and as such shall review the proposed annual budgets before adoption by the Board for conformance with these Bylaws.

10.4 Membership Committee. This committee shall be responsible for membership development and retention and for the screening and processing of new member applicants, and shall make recommendation to the Board as to the suitability and qualifications of the applicants for membership. The committee will be tasked with specifying the Club's reciprocity policies with members of other recognized Clubs.

10.5 Nominating Committee. It shall be the duty of the committee to screen potential candidates and nominate a complete slate of candidates for annual election as provided in Section 5.4

10.6 Operating Committee. This committee shall be a minimum of five members made up of the Commodore or his appointee, the Vice Commodore, two elected directors and one regular member selected by the Commodore. If requested by the Commodore, other board

members may sit on the committee as non-voting members. In the absence of the Commodore appointing the chair, the chair shall be selected by this committee from among its members. The committee shall review and report to the Board, with recommendations as appropriate, on the business affairs of the Club, and on maintenance and operation of its facilities. The committee shall meet monthly in advance of the Board meeting.

10.7 Communications Committee. This committee shall be responsible for the Club communications to include mailings, email lists and mailings; print advertising and any other means of informing the members of the Club and the community of relevant Club activities.

10.8 Special Committees. In addition to the Election Committee contemplated in Section 5.6, Special Committees for the conduct of business and affairs of the Club may be appointed by the Commodore or the Board from time to time. The appointing authority shall define the jurisdiction, duties and powers of such committees, provided that all committees shall at all times be subject to change at the pleasure of the Board.

ARTICLE 11 AMENDMENTS TO BYLAWS

11.1 Amendments. The Bylaws, excepting only as to officers, directors, their qualifications and selection, may be amended at the general meeting or any special meeting called for that purpose at which a quorum is present, by a two thirds majority of all members present and qualified to vote. Notice of a proposed amendment shall be given upon the vote of not less than three fourths of the Board or by a petition of at least 10 regular members in good standing. The notice shall include a copy of the proposed amendment and it shall be posted not less than ten (10) days prior thereto on the Club bulletin board. The Secretary shall make available to each member by any of the approved means, a copy of all adopted amendments within thirty (30) days after the effective date of such amendments.

ARTICLE 12 SPOUSES, DOMESTIC PARTNERS, DEPENDENTS OF MEMBERS; PROGRAM PARTICIPANTS

12.1 Spouses. Spouses and Domestic Partners of members shall have full privileges of a member subject to such restrictions as the Board may adopt from time to time, but they shall not have the right to vote.

12.2 Dependents. A regular member's dependent children, less than 18 years of age who are not members of the Club when under the supervision of the member or another adult authorized to be on the Club premises may enjoy the privileges of the Club subject to such restrictions as the Board may from time to time adopt. Members' children 18 years of age or older shall not have privileges of the Club except as guests accompanied by members.

12.3 Program Participants. Program participants who are not members of the Club, such as non-sponsored youth sailors, collegiate sailors, adult sailing students or canoe paddlers who participate in Club sponsored training programs, shall have access to the Club's facilities limited to those areas as determined by the Board. Program participants shall submit a Waiver of Liability before access to the Club or participating in any Club sponsored activities, and program participants under 18 years of age shall have such Waiver of Liability signed by a parent or legal guardian. The Board may, from time to time restrict program participation status for participants in activities related to the Club's purpose and mission. Program participants may not vote on any issue or attend any meeting without the expressed permission of the Commodore.

ARTICLE 13

INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.1 Actions by Third Persons. The Club shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that such person is or was a director or officer of the Club, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding had no reasonable cause to believe the conduct of such person was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create the presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of this corporation and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

13.2 Actions by or in Behalf of the Club. The Club shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was an officer or director of the Club against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action if such person acted in good faith and in a manner such person reasonably believed

to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Club unless and only to the extent that the court in which such action was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

13.3 Payment of Expenses. To the extent that a director or officer of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 13.1 or 13.2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

13.4 Payment of Judgments Etc. Any indemnification under Sections 13.1 and 13.2 of this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case upon a determination that indemnification of the officer or director is proper in the circumstances because the officer or director has met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not party to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even, if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Club, or (c) by a majority vote of the members.

13.5 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a particular case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified by the corporation as authorized in this Article.

13.6 Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE 14

EMERGENCY BYLAWS

14.1 Emergency Bylaws. The provisions of this Section shall be effective only in an emergency where a quorum of Board members cannot readily be assembled because of some catastrophic event. All provisions of the other sections of these Bylaws consistent with this section remain effective during the emergency.

14.2 Notice of Emergency Board Meeting. Any one member of the Board may call a meeting of the Board. Notice of such a meeting need be given only to those directors whom it is practicable to reach and may be given in any practical manner, including email, fax, publication, radio or text messaging.

14.3 Temporary Directors and Quorum. One or more chairs of standing committees present at a meeting of the Board shall be deemed to be Board members for the meeting in order of rank, in order of seniority, as necessary to achieve a quorum. In the event that there is less than a quorum of the directors present (including any chairs who are to serve as Board members for the meeting), those Board members present shall constitute a quorum.

14.4 Permitted Actions The Board, as constituted in Section 14.1 and after notice as set forth in Section 14.2 may:

1. Prescribe emergency powers to any officer;
2. Delegate to any officer or director any of the powers of the Board;
3. Designate lines of succession of officers and agents in the event that any of them are unable to discharge their duties;
4. Relocate the principal place of business, or designate successive or simultaneous principal places of business and;
5. Take any other action convenient, helpful, or necessary to carry on the purpose of the Club.