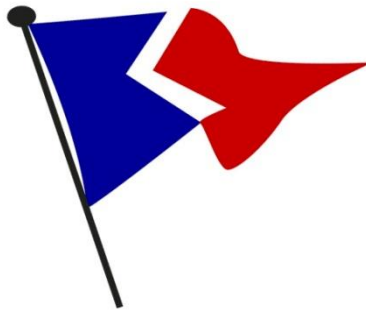


THE
BYLAWS
of the
Benicia Yacht Club

October 19, 2022



Founded 1977

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BYLAWS OF THE BENICIA YACHT CLUB, INC.

BENICIA, SOLANO COUNTY, CALIFORNIA

FOUNDED FEBRUARY 1977

INCORPORATED NOVEMBER 28, 1977

ARTICLE I

NAME, PLACE OF BUSINESS, PURPOSE, SEAL AND DEFINITIONS

- 1.1 NAME - The name of the Corporation is "BENICIA YACHT CLUB INCORPORATED". The term Club and Corporation hereinafter used in this document shall be considered one and the same.
- 1.2 PLACE OF BUSINESS - The place of business of the Corporation is Benicia, Solano County, California.
- 1.3 PURPOSES - The purposes, for which this non-profit California Corporation is founded, are to:
 - a) Foster and encourage yachting and boating activities.
 - b) Promote and increase the knowledge and efficiency of its membership and others in the science of navigation and the art of handling, operating and maintaining powerboats, sailboats and other watercraft.
 - c) Promote the social interests and pleasures of its membership.
- 1.4 SEAL - The Corporate Seal of the Benicia Yacht Club shall set forth the name of the Corporation and shall have inscribed thereon the words, "Incorporated November 28, 1977, California".
- 1.5 DEFINITIONS -
 - 1.5.1 Boat Owner - The term "Boat Owner", for the purposes of these Bylaws, shall mean one who is the owner of, or a bona fide partner in the ownership of, "A Boat".
 - 1.5.2 A Boat - The Board of Directors shall have the final authority to decide what constitutes a boat.
 - 1.5.3 Membership - As pertains to ARTICLE II and ARTICLE XII of these Bylaws, Membership is explicitly defined as the entity through which an individual is embodied as a Member of this Club. In all other areas of these Bylaws, membership will generally mean all Active Members, collectively, as a whole.

- 1.5.4 Member - A Member is an individual(s), whose name(s) appears on the initial Nomination for Membership, which has been processed and approved in accordance with ARTICLE III, herein.

The Board of Directors may, upon written request of a Member in Good Standing, add/remove an individual to/from the Nomination for Membership on which said requesting member's name appears. Except in the case of death, the name(s) appearing on the initially processed and approved Nomination for Membership shall not be removed without the written consent of the individual to be removed. The ability to add or remove names shall only apply to those types of Membership defined in ARTICLE II, Section 2.2.

- 1.5.5 Member in Good Standing - Only Members in Good Standing shall be entitled to the rights, privileges, limitations, and liabilities afforded to their Membership. A Member in Good Standing shall at a minimum meet all of the following criteria:
- a) A Member, whose Membership, as defined in ARTICLE II, Section 2.3, below, is currently Active; and
 - b) A Member who is not delinquent in dues, fees, assessments or other debts rightfully owed the Club.

ARTICLE II

MEMBERSHIP

2.1 ELIGIBILITY - Any person, twenty-one (21) years of age or over, with an interest in boating and in the purposes for which this Club was founded, is eligible for a Membership. This Club does not discriminate by reason of race, color, religion, sex, sexual orientation, marital status, disability or national origin.

2.2 TYPES OF MEMBERSHIP - The following Types of Membership are available to nominees.

2.2.1 REGULAR MEMBERSHIP - This type of Membership is the basic Membership of this Club. The Members of the first one hundred (100) Regular Memberships are designated as Charter Members. All subsequent Members shall be designated as a Regular Member. This type of Membership shall be available to all eligible member candidates.

For reporting purposes only, a Regular Membership, whose Member(s) is/are (a) Charter Member(s), may be designated as Charter.

The following lists the rights, privileges, limitations and liabilities specifically afforded to the Member(s) of an Active Regular Membership:

- a) Shall have a maximum of two (2) Members per Membership;
- b) May vote, but limited to one vote per Membership;
- c) May hold Elective Office, but limited to one Member concurrently holding office from each Membership;
- d) Shall pay the full initiation fee, at the discretion of the Board of Directors;
- e) Shall pay the current dues rate established by the Board of Directors;
- f) Shall pay all assessments and fees;
- g) May apply for a Life-Time Member status; and
- h) All other rights, privileges, limitations and liabilities that may rightfully be imposed by the Board of Directors, by these Bylaws or by vote of the Members.

2.2.1.1 LIFE-TIME MEMBER - A Life-Time Member is a Regular Member who has chosen to offset the dues of their Regular Membership with a one-time payment. The amount of the payment shall be set by the Board of Directors, but in no case shall the amount set be less than ten (10) times the then current annual dues amount. Application for Life-Time Member status shall be made in writing to the Board of Directors. The applicant shall be a Member in Good Standing for the two (2) years preceding their request for Life-Time Member status. Said Member will be a minimum of fifty-five (55) years of age. The Board of Directors shall not approve a request for Life-Time Member status, if the then current number of Life-Time Members exceeds ten percent (10%) of the total number of Regular Members whose Regular Membership is Active.

Only the Member(s) whose name(s) appear on the initial Nomination for Membership or subsequently modified by written request to the Board of Directors (see ARTICLE I, Section 1.5.5, above) prior to the time of approval for Life-Time Member status, shall be designated a Life-Time Member. Any individual subsequently added to the Regular Membership of a Life-Time Member is not a Life-Time Member and will, at the discretion of the Board of

Directors, pay the current dues rate for a Regular Membership, starting at a time to be determined by the Board of Directors.

This Member classification is not a type of Membership and is not transferable, except to the surviving spouse, who had been subsequently added to the Regular Membership of a Life-Time Member. A Life-Time Member shall be subject to all other rights, privileges, limitations and liabilities, except payment of dues, afforded to a Regular Membership.

2.2.2 BUSINESS MEMBERSHIP - This type of Membership shall be available to any bona fide business entity. A Member of a Business Membership shall be designated as a Business Member. Subsequent Business Memberships may be added under the sponsorship of a primary Business Membership for the employees of that business. Only the primary Business Membership shall pay the initiation fee. Each Business Membership, separately and individually, is responsible for paying all dues, fees, and assessments. ARTICLE III, herein, applies to all (both primary and sponsored) Nominations for Membership under this section.

Should the primary Business Membership become Inactive, the Board of Directors shall offer, in writing, to all remaining sponsored Active Business Memberships, the opportunity of changing to an Associate or Regular Membership, solely by Board approval. Said type(s) of Membership to be offered shall be at the discretion of the Board of Directors at the time such offer is made. In making this offer, the Board of Directors may reduce or waive the initiation fee associated with each type of Membership being offered.

Should the Member of a sponsored Business Membership no longer be employed by the primary Business Membership and upon written notification of termination of employment by the primary Business Membership, the Board of Directors shall proceed to offer an alternative Membership to said sponsored Business Member as prescribed in the preceding paragraph of this Section.

Sponsored Business Memberships failing to request a change in type of Membership within ninety (90) days after such an offer is made, shall be terminated by the Board of Directors.

The following lists the rights, privileges, limitations and liabilities specifically afforded to a Member of an Active Business Membership:

- a) Shall have a maximum of one (1) Member per Membership;
- b) Shall not vote;
- c) Shall not hold Elective Office;
- d) Shall pay the full initiation fee (primary Membership only), at the discretion of the Board of Directors;
- e) Shall pay the current dues rate established by the Board of Directors;
- f) Shall pay all assessments and fees;
- g) Shall not apply for a Leave of Absence; and
- h) All other rights, privileges, limitations and liabilities that may rightfully be imposed by the Board of Directors, these Bylaws or by vote of the Members.

- 2.2.3 HONORARY MEMBERSHIP - This type of Membership may be bestowed on an individual that the Club wishes to honor. A Member of an Honorary Membership shall be designated as an Honorary Member. The initial term of an Honorary Membership shall be for the calendar year in which it is approved; ARTICLE III, herein, applies. At the last scheduled Board Meeting of each calendar year, the Board of Directors shall renew (for a term of one (1) year) or revoke, individually and separately, the then existing Honorary Memberships.

The total number of concurrently Active Honorary Memberships shall be limited to six (6).

Honorary Memberships are bestowed by the Club to honor an individual of distinction and/or merit; as such, the Board of Directors may, at any time, terminate the Honorary Membership of a person who does not continue to warrant such recognition.

The following lists the rights, privileges, limitations and liabilities specifically afforded to a Member of an Active Honorary Membership:

- a) Shall have a maximum of one (1) Member per Membership;
- b) Shall not vote;
- c) Shall not hold Elective Office;
- d) Shall not pay an initiation fee;
- e) Shall not pay dues;
- f) Shall not pay assessments and fees;
- g) Shall not apply for a Leave of Absence; and
- h) All other rights, privileges, limitations and liabilities that may rightfully be imposed by the Board of Directors, these Bylaws or by vote of the Members.

- 2.2.4 CREW MEMBERSHIP - This type of Membership shall be available to any individual who crews on a boat racing under the burgee of the Benicia Yacht Club. The Member of a Crew Membership shall be designated as a Crew Member. Nominations for a Crew Membership shall be sponsored by the owner of said boat, who shall, at the time nomination is made, be a Member in Good Standing. Nominees shall not be the owner, in whole or part, of a boat racing under the burgee of the Club.

Crew Memberships shall be Active only for the length of the racing season as determined by the Board of Directors. At the end of said racing season the Board of Directors shall terminate all Active Crew Memberships. A Crew Membership shall only be reinstated once by the Board of Directors.

A Crew Member may at any time submit a request for a Change in Type of Membership (see Section 2.4.6, below). If said request is received no later than ninety (90) days after the termination of the second Active Membership period, all processing fees paid by said Member for the Crew Membership shall be deducted from the initiation fee of the Membership for which the Crew Member is requesting.

The following lists the rights, privileges, limitations and liabilities specifically afforded to a Member of an Active Crew Membership:

- a) Shall have a maximum of one (1) Member per Membership;
- b) Shall not vote;

- c) Shall not hold Elective Office;
- d) Shall not pay an initiation fee;
- e) Shall pay the current dues rate and processing fees established by the Board of Directors;
- f) Shall not pay assessments;
- g) Shall not apply for a Leave of Absence; and
- h) All other rights, privileges, limitations and liabilities that may rightfully be imposed by the Board of Directors, these Bylaws or by vote of the Members.

2.2.5 MILITARY & MARITIME UNIVERSITY MEMBERSHIP

This membership is available to any individual 21 years of age, actively serving in the United States military services of the Army, Navy, Marine Corps, Air Force and Coast Guard, or actively enrolled in the University of the California Maritime Academy.

Upon expiration of service for the military or Coast Guard, Benicia Yacht Club, Military Membership will also expire. For Maritime University personnel, membership will expire upon completion of enrollment in the Academy. An individual with a Military or Maritime University Membership in the Yacht Club in good standing may apply for a Regular Membership status subject to the requirements of this membership.

The following lists the rights, privileges, limitations and liabilities specifically afforded to the member(s) of active, Military and Maritime Academy Membership:

- a) Shall have a maximum of two (2) members per membership;
- b) May vote, but limited to one vote per membership;
- c) May hold elective office;
- d) Shall not pay an initiation fee;
- e) Shall pay fifty percent (50%) of the current dues rate as established by the Board of Directors;
- f) Shall pay assessments and fees as determined by the Board of Directors;
- g) May apply for a leave of absence;
- h) Membership will be limited to active military service time or university enrollment; and
- i) All other rights, privileges, limitations and liabilities that may be rightfully imposed by the Board of Directors, these By-Laws or by vote of the members.

2.2.6 JUNIOR MEMBERSHIP - This type of Membership shall be available to any individual who has not reached the age of twenty-six (26). The Member of a Junior Membership shall be designated as a Junior Member.

A Junior Member must submit a written request for a Change in Type of Membership (see Section 2.4.5, below) no later than ninety (90) days after reaching the age of twenty-six (26). The Membership of a Junior Member failing to submit said request within the required time period shall be terminated by the Board of Directors.

The following lists the rights, privileges, limitations and liabilities specifically afforded to the Member of an Active Junior Membership:

- a) Shall have a maximum of one (1) Member per Membership;
- b) May vote;

- c) May hold Elective Office;
- d) Shall not pay an initiation fee;
- e) Shall pay fifty percent (50%) of the current dues rate established by the Board of Directors;
- f) Shall not pay assessments and fees;
- g) Shall not apply for a Leave of Absence; and
- h) All other rights, privileges, limitations and liabilities that may rightfully be imposed by the Board of Directors, these Bylaws or by vote of the Members.

2.3 STATUS OF MEMBERSHIPS -

2.3.1 ACTIVE - A Membership is Active, if it is not Inactive or on a Leave of Absence. Only Active Memberships shall be able to actively exercise all the rights, privileges, limitations and other liabilities afforded to that Membership.

A Member of an Active Membership may be additionally designated as an Active Member.

For reporting purposes only, a Regular Membership, who's Member(s) is/are (a) Life-Time Member(s), may be designated as Life-Time.

2.3.2 INACTIVE - A Membership is Inactive, if it is not Active or on a Leave of Absence. The Status of Inactive shall be applied to all Memberships whose Member(s) have Resigned; been Suspended or Expelled; or, been in some other way terminated in accordance with these Bylaws.

A Member of an Inactive Membership may be additionally designated as an Inactive Member.

A Membership with only one Member who subsequently dies shall be made Inactive.

2.3.3 LEAVE OF ABSENCE - A Regular Membership is on a Leave of Absence, if it is not Active or Inactive, and having been applied for in accordance with Section 2.4.3, below, has been approved and still meets the criteria of said Section.

A Member of a Membership on Leave of Absence may be additionally designated as a Member on Leave of Absence.

2.4 GENERAL - The following general provisions apply to all types of Memberships unless explicitly excluded within Section 2.2 and its sub-Sections, above.

2.4.1 RULES AND REGULATIONS - Each and every Member of this Club, by accepting a Membership herein, agrees to be bound by all the Rules, Regulations and Bylaws of the Corporation.

2.4.2 RESIGNATIONS - Any Member may resign at any time upon written notice to the Board of Directors. There shall be no refund of dues, fees, assessments or other charges upon the resignation by a Member. Any Member who does not present a written notice of resignation, and becomes not a Member in Good Standing, shall be dealt with according to the appropriate Section(s) of these Bylaws. In either case, said Membership shall be appropriately made Inactive by the Board of Directors.

2.4.3 LEAVE OF ABSENCE - The Board of Directors may grant a Leave of Absence to a Regular Membership, when so requested, in writing, by a Member in Good Standing. Said Leave of Absence shall require that the Member's permanent residence be one hundred (100) or more miles from Benicia, California, or that special circumstances exist and are deemed appropriate by the Board of Directors. Said Membership shall not be required to pay dues while on Leave of Absence.

Said Leave of Absence shall continue for a period of time not to exceed five (5) years. The Board of Directors may, at the written request of said Member, extend this time limitation for a reasonable period of time.

Should a Membership on Leave of Absence fail to request Reinstatement to Active Status within the prescribed period of time or fail to continue to meet the criteria for which it was granted a Leave of Absence, said Membership shall be made Inactive by the Board of Directors.

2.4.4 REINSTATEMENT - Upon the written request of any past Member (Inactive or on Leave of Absence), who left as a Member in Good Standing and still meets the current requirements for that Type of Membership, said past Member may have their past Membership reinstated to Active Status by the Board of Directors. At the discretion of the Board of Directors, any initiation fee, past assessments or delinquent past dues, may be waived.

The Board of Directors may impose other fees, assessments and costs as deemed appropriate.

To qualify for Reinstatement, said Membership shall not have been Inactive or on Leave of Absence, consecutively or separately, for a period of time exceeding five (5) years from the time such Application for Reinstatement is received by the Board of Directors.

Reinstatement shall be contingent upon the availability of Memberships as determined by the Members or the Board of Directors in Section 2.5, below.

2.4.5 CHANGE IN TYPE OF MEMBERSHIP - A Member in Good Standing may request, in writing to the Board of Directors, a Change in Type of Membership. The Board of Directors may approve said request provided that the Member pays the difference between the initiation fee paid for the currently Active Membership and the now current initiation fee for the type of Membership being requested. The Member(s) shall meet all of the other criteria of the Membership being requested.

The Board of Directors may impose other fees, assessments and costs as deemed appropriate.

Upon approval by the Board of Directors, said Member(s) shall be subject to all of the rights, privileges, limitations and other liabilities afforded to the new Membership.

2.5 NUMBER OF MEMBERSHIPS - The maximum number of Regular Memberships to be concurrently Active in the Club may be determined from time to time by a vote of the Members in Good Standing eligible to vote. ARTICLE IV, Sections 4.4, 4.5 and 4.6, herein, applies.

The Board of Directors may from time to time establish the maximum number of concurrently Active Memberships for all other Types of Memberships contained in Section 2.2, above, unless that type of Membership is already explicitly limited by its respective sub-section.

- 2.6 MEMBERS AS EMPLOYEES / EMPLOYEES AS MEMBERS - A Member of the Club shall not be an employee of the Club. Employees shall not have family members as a direct report. Also, employees of the Club shall not be eligible for a Membership of the Club.
- 2.7 PAYMENT FOR DAMAGES - The Board of Directors shall have the power to set the amount and to direct that a Member pay the costs of repair or replacement of Club property damaged or destroyed by said Member or his/her guests. If said Member refuses to pay the costs as set forth by the Board of Directors, the Board of Directors shall refer such matters to the Personnel Committee. The Board of Directors and the Personnel Committee shall then proceed in accordance with ARTICLE VIII, Section 8.6.2 and its sub sections, herein.

ARTICLE III

ELECTION OF MEMBERS

- 3.1 PROPOSAL AND ELECTION - All nominees for a Membership of the Club shall be sponsored and nominated by a Member in Good Standing. Proposal and election of nominees for a Membership shall be in such form and manner as prescribed by the Board of Directors. Upon election by the membership and the fulfillment of such other requirements as the Board of Directors shall have fixed, the new Member will be issued a membership card, burgee, Bylaws, and Rules and Regulations of the Club.
- 3.2 PROCEDURE - All Nominations for Membership shall be posted on the bulletin board for thirty (30) days prior to the voting by the membership. Nominations for Membership shall be reviewed by the Membership Committee for their investigation and recommendation to the Board of Directors. The Board of Directors shall review the Nominations for Membership and the recommendations of the Membership Committee and make their recommendations to the membership of the Club at the next scheduled Regular Meeting.
- 3.2.1 APPROVAL - Approval of the Nomination for Membership requires a majority vote of the Members in Good Standing, eligible to vote, present at a Regular Meeting of the membership.

A quorum is not required for the election of new Members.

- 3.2.2 DENIAL - Nominations for Membership failing to receive an affirmative majority vote of the Membership Committee, the Board of Directors and the membership, shall be denied a Membership of the Club.

ARTICLE IV

MEETING OF MEMBERS

- 4.1 ANNUAL MEETING - There shall be an Annual Meeting of the membership each and every calendar year. The October Regular Meeting shall be designated as the Annual Meeting, unless otherwise ordered by the Board of Directors, to conduct such business as the Board of Directors and the Members bring before it. Notice of this meeting shall be mailed to the Active Memberships a minimum of ten (10) days prior to the meeting. When properly noticed, the “WindWord” newsletter shall serve as mailed notice.
- 4.2 REGULAR MEETING - There shall be such regular meetings of the membership as the Board of Directors may designate and fix by Club Regulations.
- 4.3 SPECIAL MEETING - Special meetings may be called for any purpose - (a) by the Commodore; (b) by the Board of Directors; or (c) by petition signed by one-fifth (1/5) of the total Memberships eligible to vote. Any Member in Good Standing, eligible to vote, petitioning for a Special Meeting shall specify in detail the subject(s) to be placed before such meeting.
- Not less than ten (10) days prior to any Special Meeting, the Secretary shall notify each Active Membership eligible to vote by U.S. Mail. The notice for a Special Meeting shall state in detail the purpose(s) of the meeting. Subjects not specified in said notice shall not be considered at any Special Meeting.
- The costs of notification, for a Special Meeting called by petition, shall be paid by the petitioners.
- 4.4 QUORUM - A quorum shall consist of a Member in Good Standing being present from twenty percent (20%) of the Memberships eligible to vote, including at least five (5) members of the Board of Directors.
- A quorum must be present to accept or vote on any motions at any Special, Regular or Annual Meeting where business is conducted or is to be conducted, except for the election of new members as prescribed in ARTICLE III, Section 3.2.1, above.
- In the case of where a written ballot is required, only the ballots received and verified as eligible to vote shall be counted to establish this twenty percent (20%) quorum requirement.
- 4.5 ATTENDANCE AND VOTING - The members of the Board of Directors shall attend all Annual, Regular, Special and Board Meetings. All Members in Good Standing may attend and address Club meetings, but only one (1) Member in Good Standing from each Membership eligible to vote shall be entitled to vote.
- In the case of where a written ballot is required, absentee ballots are permissible. Absentee ballots must be received prior to the time set by the Board of Directors for the close of balloting.
- An affirmative vote of the majority of the votes cast shall be required to pass any motion or proposal.
- In the case of a written ballot, an affirmative vote of the majority of the ballots received and verified as eligible to vote shall be required to pass any motion or proposal.
- 4.6 PROXY - There shall be no voting by proxy.

- 4.7 BUSINESS OF MEETINGS - Business at the meetings of the Corporation should contain the following:
- a) Pledge of Allegiance
 - b) Roll Call of Officers
 - c) Approval of the Minutes of the previous meeting
 - d) Treasurers Report
 - e) Reports of the previous Director's meeting
 - f) Reports of the Committees and affiliated organizations
 - g) Applications of new members
 - h) Communications
 - i) Unfinished business
 - j) New business
 - k) Anything for the good of the Club
 - l) Adjournment
- 4.8 RULES OF ORDER - The proceedings of this Club at meetings will be governed by the latest edition of "Roberts Rules of Order" Unabridged, so far as its provisions are applicable and do not conflict with the Corporations Code of California and the Bylaws of this Corporation.
- 4.9 ELECTRONIC COMMUNICATIONS – Electronic meetings and communications shall be permitted in accordance with Roberts Rules of Order, State Law, and Benicia Yacht Club Rules and Regulations.

ARTICLE V

OFFICERS, DIRECTORS, AND BOARD OF DIRECTORS

- 5.1 BOARD OF DIRECTORS - The Board of Directors shall consist of nine (9) members, five (5) of whom will be Boat Owners at the time of their election. They are:
- a) Five (5) elected Officers of the Club
 - b) Four (4) elected Directors
- 5.2 HONORARY MEMBER OF THE BOARD - The most immediate Past Commodore shall be a non-voting member of the Board of Directors and serve a term of one (1) year.
- 5.3 OFFICERS -
- 5.3.1 The elective Officers shall be:
 - a) Commodore
 - b) Vice Commodore
 - c) Rear Commodore
 - d) Secretary
 - e) Treasurer
 - 5.3.2 Elected officers shall hold office from December 1st for a period of one (1) year thereafter.
 - 5.3.3 All Officers will be Flag Officers.
 - 5.3.4 Officers shall not serve more than two (2) consecutive terms in the same office except Secretary and Treasurer.
 - 5.3.5 Immediately upon taking office, the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer shall automatically become President, Vice President, Assistant Vice President, Secretary and Treasurer, respectively, of the Corporation.
- 5.4 ELECTION AND TERM OF ELECTED DIRECTORS - Two Directors shall be elected each year and shall hold office from December 1st following their election to the end of the second year (twenty-four (24) months) succeeding their election and, thereafter, until their successors shall have been elected and take office the December 1st following their election.
- Directors shall not serve more than two (2) consecutive terms.
- 5.5 BOARD MEETINGS - The Board of Directors shall meet at least once a month, on a fixed date established by the Board of Directors at their first meeting following their election, on call of the Commodore or on the written request of five members of the Board of Directors. Three days written notice shall be given for a special Board meeting. Meetings shall be open to all Active Members of the Club, but only the members of the Board of Directors shall participate in discussions, except as approved by the Commodore.
- 5.6 QUORUM, VOTING AND APPROVAL - A quorum of the Board of Directors shall be five (5) voting members. It shall require an affirmative vote of the majority present, but not less than four (4) members to approve any motion or adopt a resolution.

- 5.7 APPOINTING OFFICERS - The Board of Directors may appoint such other officers as in their judgement may become necessary from time to time, to serve until the date of the next Annual Meeting.
- 5.8 VACANCY - Should a vacancy occur in any elective or appointive office, it will be filled by the Board of Directors from the eligible membership of the Club. The Member so appointed shall serve the term of the vacancy.
- 5.9 ABSENCE - Any member of the Board of Directors who shall absent themselves from three consecutive meetings requiring the presence of the Board of Directors without rendering a sufficient reason for such absence shall be subject to forfeiture of office upon action by the Board of Directors in accordance with Section 5.13, below.
- 5.10 COMPENSATION - No Officer or Director of the Club is to receive any compensation.
- 5.11 GENERAL POWERS -
- 5.11.1 The government of the Corporation shall be vested in the Board of Directors. The Board of Directors shall manage the affairs of the Club, control its property and enforce the preservation of order and obedience to its Bylaws and Rules & Regulations. They shall have the power to appoint and remove all employees of the Club and to fix, reduce or increase their compensation. In general, the Board of Directors shall be responsible for the conduct of all affairs normally conducted by the Directors of a California Corporation.
- 5.11.2 They shall have the only power to incur indebtedness, but may not make the Club liable for any debt beyond the amount of money which shall, at the time of contracting such debt, be in the Treasury or due the Club and not needed for the discharge of prior debts and liabilities other than current monthly obligations.
- Should the Board of Directors deem that in the best interests of the Club an indebtedness in excess of this restriction is necessary, they shall present their proposal to the membership at a Regular Meeting and then post it on the Club Bulletin Board. The Secretary shall then mail the proposal, in the form of a written ballot, to each Membership eligible to vote.
- A written affirmative vote of two-thirds (2/3) of the Members in Good Standing eligible to vote shall be required to pass such a proposal.
- 5.11.3 They shall have the power to fix a schedule of charges for services or privileges of the Club House rendered to its Members and others.
- 5.11.4 They shall not incur or pay bills other than normal current obligations without the consent and approval of the majority of the Board of Directors, except for budgeted items.
- 5.11.5 They shall cause minutes to be kept of their proceedings and report the condition of the Club to the membership.
- 5.11.6 They shall have the power to adopt Club regulations consistent with these Bylaws for the purpose of providing ways and means for the proper government and conduct of the business and affairs of the Club, and shall likewise have the right and power to change them from time to time.

- 5.11.7 They shall have the power to procure the services of a Certified Public Accountant (C.P.A.) or Public Accountant (P.A.) to examine the books of the Corporation at any time they shall deem necessary.
- 5.11.8 They shall have the power to appoint a Business/Club Manager. The Board of Directors shall prescribe the duties and remuneration of the Business/Club Manager. The Business/Club Manager shall serve at the pleasure of the Board and report directly to the Commodore or his/her designee.
- 5.11.9 They have the power to sponsor organizations or enter into agreements to sponsor, non-profit organizations whose charitable or educational purposes further the purposes of the Club. The Board of Directors will include provisions in such agreements to ensure the Club is protected from undue liability from such relationships and require sponsored organizations make regular reports to the membership describing the conformance of their activities with the purposes of the Club.

Any sponsorship involving the transfer of more than five-hundred dollars (\$500) of Club assets to the sponsored organization are subject to ratification by the voting membership at the next of either the October Annual Meeting or the April Regular Meeting which are designated as Special Meetings for consideration of Board of Directors actions taken under this section.

- 5.12 REMOVAL FROM OFFICE OF AN OFFICER OR DIRECTOR - Should the Board of Directors receive a complaint in writing from a Member in Good Standing relative to the inappropriate conduct of an Officer or Director while acting in such capacity, the Board of Directors shall direct such complaints to the Personnel Committee for their investigation and recommendations. The Personnel Committee and the Board of Directors shall then proceed in accordance with Article VIII, Section 8.6.2 and its subsections, herein.
- 5.13 REMOVAL FOR CAUSE - Under extraordinary circumstances as determined by the Board of Directors, the Board of Directors may remove an Officer or Director from office upon a unanimous vote of the remaining members of the Board of Directors.
- 5.14 EXECUTIVE SESSIONS - From time to time it is necessary for the Board of Directors to hold executive sessions that are closed to all Members except those invited to be present by the Board of Directors. Only subjects of litigation, personnel, disciplinary matters or sensitive matters concerning Members may be discussed during executive sessions. All actions taken by the Board during Executive Session shall be announced upon the Board returning to open session.
- 5.15 INTERPRETATION OF BYLAWS - These Bylaws shall at all times be interpreted and applied consistent with, and not in violation of the California Nonprofit Mutual Benefit Corporation Law, the statutes and regulations governing nonprofit mutual benefit corporations under the Internal Revenue Code, the California Revenue and Taxation Code and all other applicable statutes and regulations. The interpretation of these Bylaws shall rest solely with the Board of Directors, subject to the rulings of a court of competent jurisdiction.

ARTICLE VI

DUTIES OF OFFICERS

- 6.1 COMMODORE - The Commodore of the Club, when present, shall preside at all meetings of the Corporation and the Board of Directors, enforce all the Rules and Regulations of the Club and be the Executive Officer of the Club. The Commodore is an ex-officio member of all committees, except the Nominating Committee. The Commodore shall have the power to make and sign contracts and agreements in the name and on behalf of the Club, and with the approval of the Board of Directors and while the Directors are not in session, the Commodore shall generally do and perform all acts incident to the Office of President of a California Corporation which are authorized or required by law. The Commodore shall appoint all committees and the Chairperson thereof.
- 6.2 VICE COMMODORE - It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of the Commodore's duties, and in the Commodore's absence or in case of vacancy in the Office of Commodore, to act as Commodore and to perform such other duties as the Commodore may from time to time delegate to the Vice Commodore.
- 6.3 REAR COMMODORE - It shall be the duty of the Rear Commodore to assist the Commodore to in the discharge of the Commodore's duties. The Rear Commodore shall be responsible for the enforcement of the House Rules and Regulations. In the case of absence or vacancy in the Office of Commodore and Vice Commodore, the Rear Commodore shall act appropriately as Commodore or Vice Commodore. The Rear Commodore shall perform such other duties as the Commodore or Vice Commodore may from time to time delegate to the Rear Commodore.
- 6.4 SECRETARY - It shall be the duty of the Secretary to:
- a) Have custody of the Corporate Seal;
 - b) Keep a true record of the proceedings of the Club in a book provided for the purpose;
 - c) Keep a correct roll of all the Memberships and their respective Members;
 - d) File all documents, records, reports and communications connected with the business of the Club;
 - e) Notify each nominee of their approved or denied Nomination for Membership, and upon Approval to furnish them with a membership card, copy of the Club Bylaws, House Rules & Regulations and Club Burgee;
 - f) Notify each Officer and Director of each Board of Directors' meeting and to notify each Membership of every Regular and Special Meeting;
 - g) Cause the necessary books and papers to be in readiness at the place of the meeting;
 - i) Keep a correct list and chart of all private signals which may be registered with the Secretary by the Members; and
 - j) Perform such other duties as may be prescribed by the Bylaws or which pertain to the office of Secretary that are not otherwise provided for, but which may be prescribed from time to time by the Board of Directors.

6.5 TREASURER - It shall be the duty of the Treasurer to:

- a) Receive all monies belonging to the Club and to disburse same at the direction of the Board of Directors;
- b) Make a report of the receipts and disbursements, together with a statement of monies in the Treasurer's custody, with proper vouchers at each monthly meeting of the Board of Directors, at the Regular Meetings of the membership or whenever called upon by the Board of Directors;
- c) Have custody of all the funds of the Club, which shall be deposited and kept to the credit of the Club with the bank or banks designated by the Board of Directors;
- d) Make disbursements only upon checks drawn and signed by one of the currently elected Officers of the Club or by individuals authorized by the Board of Directors. Checks in excess of \$2500 shall be signed by two (2) of these persons;
- e) Prepare and recommend to the Board of Directors an Annual Budget, prior to the start of the next Fiscal Year;
- f) Present to the Board of Directors the Fiscal Year End Financial Statement for the Fiscal Year in which he/she was Treasurer; and
- g) Perform such other duties as may be prescribed by the Bylaws or which pertain to the office of Treasurer that are not otherwise provided for, but which may be prescribed from time to time by the Board of Directors.

ARTICLE VII

ELECTION OF OFFICERS AND DIRECTORS

- 7.1 NOMINATING COMMITTEE - At least sixty days prior to the annual election, a Nominating Committee, consisting of five Members in Good Standing, eligible to vote, shall be appointed by the Board of Directors. The most immediate past Commodore shall be the chairperson. The chairperson shall propose four Members in Good Standing eligible to vote to be appointed to the Committee. No incumbent elective officer shall be appointed to the Nominating Committee. Members of the Nominating Committee shall not be eligible for nomination to office. The Nominating Committee shall report to the Secretary of the Club its nominations for all of the offices required to be filled at the annual election. It shall require a majority vote of the committee members to nominate. (April 21, 1999)

The prime responsibilities of the Nominating Committee are:

- a) To solicit applicants, first from the current members of the Board of Directors and then from the eligible Membership, for each position on the Board of Directors;
- b) To verify the eligibility of each applicant;
- c) To verify each applicant's qualifications for the position sought; and
- d) To conduct interviews with each applicant.

- 7.2 REPORT OF THE NOMINATING COMMITTEE - The Report of the Nominating Committee, with all the names and signatures of the Committee Members thereon, shall be submitted to the Club Secretary no later than twenty-five (25) days prior to the scheduled Regular Meeting in October and shall be posted on the Club's Bulletin Board within five (5) days, thereafter, by the Secretary. The Secretary shall mail a copy of the Report, in the form of a ballot, to each Membership eligible to vote no later than ten (10) days prior to the scheduled Regular Meeting in October.

- 7.3 NOMINATIONS BY PETITION - Other nominations may be made by petition of ten (10) Members in Good Standing eligible to vote, provided such petition is filed with the Secretary of the Club not less than fifteen (15) days prior to the scheduled Regular Meeting in October. In the event of nominations by petition, the Secretary of the Club shall, within five (5) days of receipt, post a copy of the petition or petitions on the bulletin board of the Club. The names of the Members being nominated by petition shall be added to the "Report, in the form of a Ballot" as prescribed in Section 7.2, above.

- 7.4 OFFICER ELIGIBILITY - The Member nominated for Commodore must have served as an Officer of the Board of Directors for at least one (1) year immediately prior to the time said Member would take office as Commodore or as determined by the Board. In the event that no current Officer is eligible, the field of potential nominees shall be expanded, first to the current Directors, and then to the other eligible Members in Good Standing.

- 7.5 VOTING AND ELECTIONS - Election of Officers and Directors shall be held at the scheduled Regular Meeting in October. ARTICLE IV, Sections 4.4, 4.5 & 4.6, herein applies, except that when more than two Members are running for the same position, then the person(s) receiving the highest number of votes will be deemed to have won regardless of whether that/those person(s) has/have received a majority of the ballots cast for that position.

No nominations shall be made from the floor at the scheduled Regular Meeting in October. All elections shall be by written ballot.

ARTICLE VIII

COMMITTEES

8.1 COMMITTEES AND DELEGATES - The Commodore may from time to time appoint Standing and Special Committees and delegates as the Commodore may deem necessary and advisable. Unless otherwise specified in ARTICLE VIII, below, the number of members to be appointed to each such Committee shall be determined by the Commodore, who shall also appoint one of said members to act as Chairperson of the Committee.

8.1.1 The standing committees are:

Entertainment Committee	Personnel Committee
Membership Committee	Race Committee
Publicity Committee	Audit Committee
House Committee	

8.2 ENTERTAINMENT COMMITTEE - The Entertainment Committee shall work with Club Management, special event and other committees to assist in gaining appropriate entertainment for the Club.

The committee shall stay abreast of planned social affairs of the Club, and have representation at such affairs as appropriate.

8.3 MEMBERSHIP COMMITTEE - The Membership Committee shall investigate the eligibility of Nominations and Reinstatements for Membership in the Club with recommendations to the Board of Directors. The committee will also inform the Board of Directors of resignations and requested changes in membership status. The Membership Committee will work with other committees and event organizers to promote membership drives and membership incentives. The committee shall participate in New Member orientation events and insuring that membership information remains secure.

8.4 PUBLICITY COMMITTEE - The Publicity Committee shall work with Club Management, special event organizers, and assist in developing flyers, news articles, in order to promote club members and community participation for regattas, races and other club sponsored events.

8.5 HOUSE COMMITTEE - The House Committee shall monthly review the status of club facilities (building, grounds, & equipment) and report conditions to the Board of Directors. They shall encourage member participation in order to maintain and improve conditions as appropriate and coordinate with management to facilitate necessary repair, improvement and appearance. The House Committee shall provide input to the Board of Directors regarding building preservation, equipment maintenance, and obtain consent to effect necessary contract repairs.

8.6 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the Vice Commodore (as chairperson), one Director, one past Commodore and two (2) Members in Good Standing eligible to vote, not on the Board of Directors. All appointments to the Personnel Committee shall be made by the Commodore.

8.6.1 DUTIES OF THE PERSONNEL COMMITTEE - The Personnel Committee shall investigate and hear grievances of employees that can not be resolved by the Club Manager. The Personnel Committee shall take such action as appropriate to resolve the grievance. If the aggrieved person is not satisfied with the determination of the Personnel

Committee, he/she may appeal the decision within thirty (30) days, to the Board of Directors.

The Personnel Committee shall investigate and make recommendations to the Club Manager and the Board of Directors regarding employee relations and working conditions. The Personnel Committee shall develop rules and regulations regarding employee relationships with the Club. Said rules and regulations shall be approved by the Board of Directors and reviewed annually by the Personnel Committee.

8.6.2 ADDITIONAL DUTIES OF THE PERSONNEL COMMITTEE - At the direction of the Board of Directors, the Personnel Committee shall investigate complaints from Members in relation to Club employees, other Members, Officers and Directors. All complaints shall be in writing, signed and dated by the complainant. The Personnel Committee may hold such hearings and interviews as necessary to determine the facts and validity of the complaint. The Personnel Committee shall make recommendations for appropriate action to the Board of Directors based on the results of their findings.

8.6.2.1 PROCEDURE - When considering complaints, the Personnel Committee shall be increased by two (2) Members in Good Standing eligible to vote, not on the Board of Directors. The additional Committee members shall be chosen by the most immediate past Commodore. During the investigation process the Personnel Committee shall take into consideration any previous actions or series of actions by the accused employee, Member, Officer or Director that violate the Bylaws, House Rules and Regulations or any conduct contrary to the purposes and dignity of the Club.

The Personnel Committee shall notify the accused employee, Member, Officer or Director of the complaint. The Personnel Committee shall set the time and location of their meeting to review the complaint. A written notice shall be sent to the accused at least ten (10) days prior to the time of the meeting. The accused shall have the right to appear before the Personnel Committee and be heard. Upon receiving the recommendations of the Personnel Committee, the Board of Directors shall take such action as they deem appropriate. The Board of Directors shall notify the accused, in writing, of its decision.

8.6.2.2 APPEAL - At any time within thirty (30) days after such decision by the Board of Directors, the employee, Member, Officer or Director may appeal, based on new facts and information, the decision to the Board of Directors. Upon hearing the new information the Board of Directors shall reconsider the facts and render its decision, which shall be final.

8.6.3 All Personnel Committee meetings shall be held in Executive Session.

8.7 RACE COMMITTEE - The Race Committee shall have the direction and control of all races held under the auspices of the Club. They shall appoint, from the Members in Good Standing, the necessary officials to act at all races. They shall determine, with the approval of the Board of Directors, what trophies and awards are desirable and arrange for the purchase thereof. It shall be the duty of the Race Committee to conduct races within applicable Racing Rules.

8.8 AUDIT COMMITTEE - The Audit Committee shall review receipts and disbursements of the Club and report to the Board of Directors on an annual basis. The current Treasurer shall be a member, but not the Chairperson of this Committee.

- 8.9 COMMITTEE REPORTS - The Chairperson of each committee shall prepare and submit a report of its activities at the Annual Meeting. In addition to the forgoing, each Committee shall perform such other duties as may be assigned to them by the Commodore or the Board of Directors.
- 8.9.1 ANNUAL BUDGET - Each committee shall submit an annual budget to the Treasurer.
- 8.9.2 EVENT BUDGETS - A minimum of thirty (30) days prior to each Committee event, said Committee shall submit a written Event Budget to the Board of Directors in such detail as the Board may require.
- 8.9.3 CLOSURE - Each Committee in charge of any Event shall submit a written report on said Event to the Board of Directors within thirty (30) days after the Event or by October 1st, whichever occurs first. Included will be the receipts and expenditures incidental to said Event.

ARTICLE IX

APPOINTIVE OFFICERS

- 9.1 OFFICERS - The Commodore, subject to the Board of Directors approval, shall appoint a Fleet Captain or Fleet Captains (if two, one for sail and one for power) and a Port Captain. The duties of the foregoing officers shall be those assigned by the Commodore.

ARTICLE X

ACCOUNTS AND FUNDS

- 10.1 FINANCE COMMITTEE - The Board of Directors, as a whole, shall constitute the Finance Committee of the Club. They shall designate the financial institutions wherein the Club's funds shall be deposited. They shall be responsible for the Club's funds and financial matters in a manner reflecting good accounting practices and procedures. They shall provide as a minimum, an annual Compilation of the Club's financial records by a Certified Public Accountant.
- 10.2 RECEIPTS - All receipts shall be deposited in a timely manner and in the appropriate account to the credit of the Club.
- 10.3 ANNUAL BUDGET - The Board of Directors shall approve an Annual Budget. The Annual Budget adopted shall not exceed the reasonable certain income of the Club by more than ten percent (10%). The approved Annual Budget shall be reported at the November Regular Meeting.
- 10.4 LIFE-TIME MEMBER TRUST FUND - The Board of Directors shall create a Life-Time Member Trust Fund. All monies received, as prescribed in Article II, Section 2.2.1.1, above, shall be deposited in said Fund. This Fund shall be separate from all other accounts and monies of the Corporation. A minimum of fifty percent (50%) of the principal monies of this Fund shall be invested in securities guaranteed by the resources of the United States of America or insured by an agency of the United States government. The balance of this Fund may be invested in securities that provide a higher return and have a record of stability in the investment market. The Board of Directors shall determine the type and amounts of investments to be made. The interest derived from this Fund may be reinvested or may be deposited and used in the General Fund of the Club. At no time shall the principal amount of this Fund be withdrawn, except for investment in securities as provided above, or used as collateral for indebtedness of the Corporation. In the event of liquidation of the Corporation, this Fund shall be considered the same as any other asset and distributed in accordance with ARTICLE X, Section 10.8, Liquidation of the Club.
- 10.5 CERTAIN FUNDS - From time to time, as the Board of Directors deems appropriate, the Board may set aside and restrict certain funds for a specific purpose.
- 10.6 FISCAL YEAR - For accounting purposes, the Club's Fiscal Year shall be from October 1st through the next September 30th.
- 10.7 FISCAL REPORT - At the request of a Member in Good Standing, a Fiscal Year End Financial Statement will be made available. This report will be ready by January 15th following the end of the Fiscal Year.

10.8 LIQUIDATION OF THE CLUB - In the event the Club is liquidated, its then assets, after payment of all debts and obligations, shall be distributed in accordance with the requirements of the Internal Revenue Code. Any liquidation of the Club shall require an eighty-five percent (85%) approval of the Memberships eligible to vote.

ARTICLE XI

INITIATION FEES, DUES, AND ASSESSMENTS

- 11.1 AMOUNT OF FEES AND DUES - Initiation fees and dues for all types of Membership shall be fixed by the Board of Directors and may be changed by them from time to time, providing however, that the membership be notified in writing of any increase in dues no less than three months in advance of such increase.
- 11.2 INITIATION FEE - The initiation fee shall accompany each Nomination for Membership when submitted to the Club for processing. Said fee shall be refunded in the case of Denial or in the event the Membership is closed at the time the nomination is filed.
- 11.3 DUES - Each Membership shall pay dues annually, semi-annually, or quarterly in advance. Dues for a new Membership shall be prorated monthly, beginning with the month following that in which said Membership is approved.
- 11.4 ADDITIONAL REQUIREMENTS - The Board of Directors may from time to time fix additional requirements and/or obligations, which shall be a prerequisite for Membership.
- 11.5 SPECIAL ASSESSMENTS - The Board of Directors may levy special assessments for capital improvements or repairs as deemed necessary. They shall present their proposal to the membership at a Regular Meeting and then post it on the Club Bulletin Board. The Secretary shall then mail the proposal, in the form of a written ballot, to each Membership eligible to vote. A written affirmative vote of two-thirds (2/3) of the ballots received from the Memberships eligible to vote shall be required to pass such a proposal.
- 11.6 COST OF LIVING INCREASES - Effective October 1, 1997, each October 1, the dues amount may be adjusted, to the nearest dollar amount divisible by twelve (12) resulting in a whole dollar, according to the percent change, rounded to the next whole number, of the consumer price index for San Francisco-Oakland-San Jose, year ending June of each year, as published by the U.S. Department of Labor, Bureau of Labor Statistics. This section shall not be subject to Section 11.1.

ARTICLE XII

INDEBTEDNESS TO THE CLUB

- 12.1 DUES AND FEES BECOME DELINQUENT - Dues, fees, dishonored check(s) and/or any other indebtedness to the Club are payable on such dates as designated by the Board of Directors. If the payment of such dues and indebtedness, including all fees and costs, is not made within thirty (30) days after the date designated for payment of the same, all such dues and indebtedness shall thereupon become Delinquent, and written notice of the indebtedness shall thereupon be given by the Secretary to the Delinquent Member.
- 12.2 NOTICE OF DELINQUENCY - Within ten (10) days after the Notice of Delinquency has been given as required by Section 12.1, above, a list of delinquent Members shall be posted on the Club bulletin board. Upon the posting of said list, no delinquent Member thereon, shall have the right to use the Club facilities or to incur further debt to the Club until the amount of their delinquent dues and indebtedness shall have been paid.
- 12.3 SUSPENSION DUE TO DELINQUENCY - If any such delinquent Member has not paid the amount of their delinquent dues and/or indebtedness within thirty (30) days after the notice has been given, as required by Section 12.1, above, the Membership of the Delinquent Member may be suspended by the Board of Directors without any further notice or hearing of any kind, unless a written demand for a hearing and an offer to pay whatever may be justly due from the Member to the Club is delivered to the Secretary within said thirty (30) days.
- 12.4 REINSTATEMENTS - The Board of Directors shall have the power to reinstate the Membership of any Inactive Member whose Membership has been Suspended due to delinquency. Only upon a signed request for Reinstatement by said Member and upon the condition that such former Member pay all delinquent dues and indebtedness, including all fees and costs, shall said request be considered.

ARTICLE XIII

SUSPENSION OR EXPULSION OF MEMBERS

- 13.1 SUSPENSION OR EXPULSION OF MEMBERS - Any Member may be Suspended or Expelled for cause by the Board of Directors. Upon receipt of a written complaint from a Member in Good Standing relative to the inappropriate conduct of another Member, the Board of Directors shall direct the complaint to the Personnel Committee for their investigation and recommendations. The Board of Directors and the Personnel Committee shall then proceed in accordance with Article VIII, Section 8.6.2 and its subsections, herein.
- 13.2 RECONSIDERATION FOR MEMBERSHIP - An expelled Member shall not be eligible for any type of Membership for a period of at least one (1) year from the date of his/her expulsion.

ARTICLE XIV

HOLD HARMLESS CLAUSE

- 14.1 HOLD HARMLESS - Each and every Member of the Club, by using any of the Club facilities or by exercising any right or privilege incident to Membership in the Club, hereby agrees to hold the Benicia Yacht Club, Inc. and its Officers, Directors and employees harmless from any and all loss, damage or injury of whatsoever kind or nature sustained by said Member or his guests.

ARTICLE XV

INDEMNITY OF OFFICERS AND DIRECTORS

- 15.1 INDEMNITY - In the event that any of the Officers or Directors of this Corporation is required to pay for the services of an attorney concerning an actual or threatened suit against them for alleged wrongful acts that pertains to the performance of their corporate duties, the Corporation shall fully indemnify such Officers or Directors for all sums expended by them in the defense of such suit, including damages, attorney's fees and out of pocket expenses incidental to their defense.

ARTICLE XVI

BYLAWS AND AMENDMENTS

- 16.1 AMENDMENTS - Proposals for amendment(s) to the Bylaws shall be presented to the Board of Directors for its consideration.
- 16.2 PROCEDURE - Upon approval of the Board of Directors or upon written petition of at least one-fifth (1/5) of the Memberships eligible to vote, the Board of Directors shall have the proposed amendment(s) posted on the Club bulletin board at least thirty (30) days prior to the Regular or Special Meeting at which the amendment(s) is (are) to be voted upon by the membership. Copies of the proposed amendment(s) and notice of the meeting shall be mailed to each Membership eligible to vote at least ten (10) days prior to the time fixed for the meeting. Unless designated otherwise, the Annual Meeting and the April Regular Meeting are designated as Special Meetings for voting on amendment(s) to the Bylaws.
- 16.3 VOTING AND APPROVAL - Voting on amendment(s) shall be approved by written ballot. Voting and approval shall be in accordance with ARTICLE IV, Sections 4.4, 4.5 and 4.6.
- 16.4 CONSTRUCTION AND EFFECT - On all questions as to the construction or meaning of the Bylaws and Rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the membership eligible to vote at the Annual Meeting or at a Special Meeting convoked for that purpose.

These Bylaws by their adoption shall become effective.

- 16.5 PREVIOUS REVISIONS - Original Bylaws adopted July 16, 1977

16.5.1 Revisions:

September 16, 1981
May 17, 1989
October 18, 1989
April 18, 1990
October 17, 1990
October 16, 1991
October 19, 1994
June 18, 1997
April 21, 1999
October 20, 2004
October 16, 2013
April 19, 2017
October 19, 2022

ARTICLE XVII

DISTINGUISHING FLAGS, SIGNALS AND UNIFORMS

17.1 CLUB BURGEE - The distinguishing signal of the Club shall be a triangular flag with a base (hoist) two thirds (2/3) its length (fly). The colors are blue at the hoist and red at the fly. The blue and red colored portions of the burgee are to be separated by a white chevron.

The distinct flag (burgee) colors to be used are “Old Glory Blue” at the hoist, “White” for the chevron and “Old Glory Red” at the fly.

The design and official size of the Benicia Yacht Club Burgee is as shown in Figure 17.1, below.

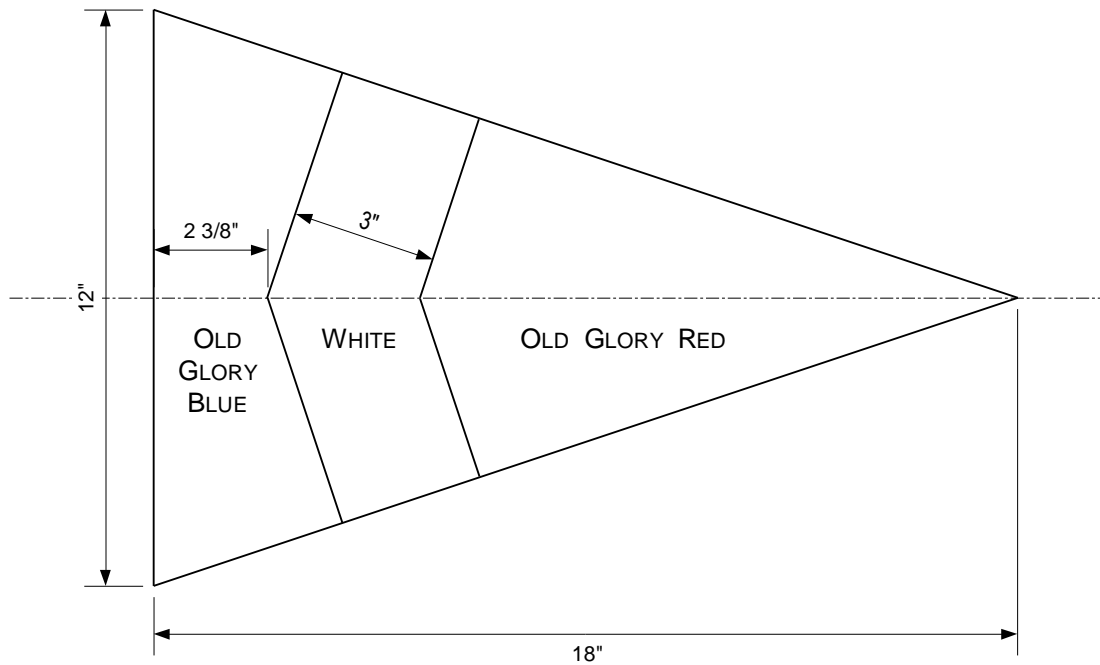


Figure 17.1 - The Benicia Yacht Club Burgee

17.2 PRIVATE SIGNALS AND UNIFORMS - Flag Officers, owners and Members may display distinguishing flags and wear distinguishing cap insignia in accordance with accepted yachting practice and etiquette. The Board of Directors may prescribe detailed Club regulations governing flags and signals.