

**PACIFIC INTER-CLUB YACHT ASSOCIATION OF NORTHERN CALIFORNIA**  
**Organized 1896—Incorporated 1958**

**BY-LAWS—Revised March 1, 1999, Last Revision May 19, 2009**

**ARTICLE I. NAME**

The name of this Association shall be the “Pacific Inter-Club Yacht Association.”

**ARTICLE II. OBJECT**

- A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.
- B. Additionally, the purpose of this corporation is to constitute an association of yacht clubs and boating organizations, to promote inter-club communications, yachting activities and the social interaction relating thereto, and to organize and conduct programs, which enhance the general welfare of the member organizations.

**ARTICLE III. MEMBERSHIP**

Membership in the Association shall be open to non-profit yacht clubs or recreational boating organizations located in Northern California which meet the following qualifications: (1) shall be committed to the promotion of recreational boating, (2) shall have been in active existence for a minimum of two years, (3) shall have a regular dues-paying membership, whose members own a minimum of twenty recreational watercraft, and 4) shall have interests compatible with Member Clubs.

A. Membership in the Association shall consist of the following:

- (1) Regular Members. Those clubs and organizations which have applied for membership and that meet the above qualifications, and which have been recommended by the Board of Directors and approved by the Assembly of Delegates.
- (2) Associate Members. Those clubs and organizations, which have applied for membership, but that, do not meet all of the above qualifications, and which have been recommended by the Board of Directors and approved by the Assembly of Delegates.

B. Application for membership must be made by letter from the Club Commodore to the Association Administrative Secretary with the following included:

- (1) Its headquarters, permanent mailing address, list of officers, a roster of all members including the date each was accepted for membership, a copy of the Club's By-laws, and a copy of the Club's Articles of Incorporation.
- (2) A description of its fleet, including the approximate number of watercraft in each category (e.g., power, sail, personal watercraft, etc.).
- (3) An outline of its ability to contribute to the interests of yachting, such as safety education, encouragement of junior boaters, and public service activities.
- (4) A check for an initiation fee as specified by the Board of Directors plus the first year's dues in the amount specified by the Board of Directors.

C. The Membership Committee will evaluate the application and submit its recommendation to the Board of Directors. The Board will review the application and make its recommendation to the Assembly of Delegates, which may, by two-thirds vote of those present, approve the application.

D. Termination of Membership.

(1) Membership may be terminated for any of the following reasons: voluntary withdrawal, nonpayment of dues or assessments, failure to uphold the objectives of the Association or failure to meet the qualifications for membership.

(2) A Regular or Associate Member Club may voluntarily withdraw its membership in the Association effective immediately or at the time specified by the Club Commodore, by a written notice to the Association Administrative Secretary. Unless otherwise specified, the acceptance of such voluntary withdrawal shall not be necessary to make it effective.

(3) A Regular or Associate Member Club may be terminated for nonpayment of dues any time after June 1, at the discretion of the Board of Directors.

(4) If the Board of Directors determines that termination of a Member Club is warranted due to failure to uphold the objectives of the Association or meet the qualifications for membership, the Member Club to be terminated shall be given 30 days notice of the termination by First Class Mail addressed to the Club Commodore at the last address shown on the records of the Association. The notice shall state the reasons for termination and shall also state that the Member Club has an opportunity to submit a written statement explaining why, in its opinion, the termination should not take place. This statement must be received not less than five days before the effective date of the termination. The Board of Directors shall consider the Member Club's statement, if any, and make a recommendation to the Assembly of Delegates. A termination for failure to uphold the objectives of the Association or meet the qualifications for membership must be approved by a two-thirds vote of those present at the Assembly of Delegates meeting, which considers the recommendation for termination.

E. Reinstatement of Membership.

(1) A Member Club whose membership in the Association has been terminated by voluntary withdrawal or delinquency of dues or assessments may be reinstated as a Member Club within twelve months from the date of termination by written request to the Association Administrative Secretary. The written request must be accompanied by the amount of delinquent dues and/or interim dues and charges, but not a new initiation fee. The Treasurer will verify that the amounts tendered are correct and will submit the request to the Board of Directors for its approval.

(2) A Member Club whose membership in the Association has been terminated by voluntary withdrawal for a period not greater than twenty-four months may be reinstated upon application as in Article III, Section B. and approval as in Article III, Section C, in which case the initiation fee may be waived by a majority vote of the Board of Directors.

#### **ARTICLE IV. MEMBERSHIP OR REPRESENTATION IN OTHER ORGANIZATIONS**

A proposal for membership or representation of the Association in any other organization shall first require written notification to the Commodore and Delegates of each Member Club, at least 30 days prior to the meeting of the Assembly of Delegates at which a vote is to take place. A majority of the Member Clubs present voting in the affirmative shall be required. The Board of Directors shall elect or appoint representatives to other organizations from the current

designated Member Club Delegates. Any appointee must have been a Delegate for at least one year. Upon termination of status as a Delegate, the appointment as a representative to another organization shall be terminated.

#### **ARTICLE V. DUES**

The annual dues of Member Clubs shall be specified by the Board of Directors and will appear on the Dues Statement sent in January of each year. Clubs or organizations admitted to membership in mid-year will have their dues pro-rated for the partial year during which they are new members.

#### **ARTICLE VI. DELEGATES**

- A. Each Member Club shall be entitled to representation in the Assembly of Delegates by three Regular Delegates who shall be voting members of the Club they represent.—The Club Commodore shall designate delegates in writing to the Association Administrative Secretary.
- B. A Member Club may also be represented by a Delegate-At-Large, who is defined as a person who formerly served as President of the Association. A Member Club may be represented by a Delegate-At-Large, in addition to its regular Delegates, if such representation is requested in writing by the Club Commodore to the Association Administrative Secretary. In this capacity, a Delegate-At-Large may represent only one club at a meeting of the Assembly of Delegates.
- C. Each Regular Member Club shall be entitled to one vote, to be cast by one of its Delegates or a properly designated Delegate-At-Large. Associate Member Clubs are not entitled to vote.

#### **ARTICLE VII. OFFICERS**

- A. The elected Officers of the Association shall be the President, the First Vice President and the Second Vice President. The aforesaid Officers shall also be known as Commodore, Vice Commodore, and Rear Commodore respectively. A Past President shall also be known as a Staff Commodore, and may serve as a Delegate-At-Large, as described in Article VI, above.
- B. The Secretary-Treasurer shall be appointed by the Board of Directors.

#### **ARTICLE VIII. DIRECTORS**

The Board of Directors shall consist of twelve members. They are:

- A. The three elected Officers of the Association with the President as Chairman of the Board.
- B. The immediate Past President.
- C. The Secretary-Treasurer.
- D. Seven elected Directors.

## **ARTICLE IX. ELECTION OF OFFICERS AND DIRECTORS**

The Officers, except for the Secretary-Treasurer, and the Directors shall be elected by the Assembly of Delegates with not more than one representing any one Member Club. Each candidate for elective office must be a Regular Delegate to the Assembly.

- A. The Nominating Committee shall be composed of the three immediate PICYA Past Commodores, plus one Delegate from the Delta and one Delegate from the Bay Area. Each Delegate will serve for two years and the Delegates will alternate. Each year, by January 10, a new Delegate is appointed to the Nomination Committee by the three Staff Commodores and the incumbent Delegate. The new Delegate will be approved by the Assembly of Delegates at the April Assembly meeting. The Junior Staff Commodore shall serve as the Nominating Committee Chairperson. If one of the Staff Commodores cannot complete their term on the Nominating Committee, the current Commodore shall complete the term. In the event of more than one vacancy on the Committee then the immediate Past Commodore(s) shall revert back to the committee to fill the vacancy(s).
- B. The Nominating Committee shall select a slate of Association Officers and Directors from among the current roster of Delegates. Their selection shall be announced at the October Assembly of Delegates meeting.
  - (1) Other nominations may be made by petition signed by not less than five Delegates from five Member Clubs, provided such petition is filed with the Association Administrative Secretary not more than fifteen days following the October meeting.
  - (2) The Association Administrative Secretary shall include with the notice of the November meeting a list of all nominations made.
  - (3) All nominations shall be made with the written concurrence of the nominee.
- C. The election shall be by secret ballot provided, however, that in the event any office is uncontested, by motion duly made and seconded, the sole candidate may be elected by acclamation.
- D. The election shall be held at the November Assembly of Delegates meeting and the following shall apply:
  - (1) The Officers shall hold office for one year, commencing January 1.
  - (2) The seven elected Directors shall hold office for two years, commencing January 1. To prevent the terms of office of all Directors from being concurrent, no more than four shall be elected for a two-year term in any one year. Interim terms of one year shall apply to establish alternating two-year cycles or to fill a vacancy until the normal term ends.
  - (3) The immediate Past President's term is concurrent with the term of the President.
- E. Any Officer or Director may resign, effective immediately or at a later time specified by the Officer or Director, by a written notice to the Association Administrative Secretary. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

## **ARTICLE X. RESPONSIBILITIES OF OFFICERS**

The Officers shall perform the duties prescribed by the By-laws and by the parliamentary authority adopted by the Association in Article XVII of these By-laws.

- A. Subject to the supervisory powers of the Board of Directors, the President shall be the general manager and chief executive officer of the Association and shall have authority to direct and control the business and affairs of the Association. The President shall have authority to enter into any contract or execute any instrument in the name of or on behalf of the Association with the prior approval of a majority of Directors present at a Regular or Special Meeting. The President shall preside over all meetings of the Board of Directors and of the Assembly of Delegates, and may call a Special Meeting of the Board of Directors or the Assembly of Delegates as may be warranted. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-laws.
- B. The First Vice President shall, in addition to performing the duties stated in Article XIII, assist the President and preside in the President's place in the absence of the President. The First Vice President, when performing all of the duties of the President in the President's absence, shall have all of the powers of, and be subject to all restrictions upon the President. The First Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the By-laws.
- C. The Second Vice President shall, in addition to performing the duties stated in Article XIII, assist the President and preside in the President's place in the absence of the President and the First Vice President. The Second Vice President, when performing all of the duties of the President in the President's absence, shall have all of the powers of, and be subject to all restrictions upon the President. The Second Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the By-laws.
- D. The Secretary-Treasurer shall oversee administrative support activities, including secretarial and bookkeeping functions, for which an outside contractor may be employed. Administrative support activities shall include the following:
- (1) provision of administrative assistance to the President.
  - (2) recording of the minutes of monthly meetings of the Board of Directors and of the Assembly of Delegates, and the publishing and distributing of said minutes to the respective bodies.
  - (3) dissemination of notices of the next meeting, respectively to Board members and to Delegates of Member Clubs, including time, place and agenda.
  - (4) preparation and maintenance of communications, reports, and records of the Association.
  - (5) maintenance of supplies for secretarial activities, provision of a mailing address for Association business, and maintenance of the administrative assets of the Association, as the Board of Directors may order.
  - (6) collection and receipt of all monies due the Association.
  - (7) payment of all bills contracted by the Association, with the approval of the responsible committee chairman, within the limitations of each specific budget category or as an individually approved budget item.
  - (8) maintenance of a record of the Association's finances in accordance with good business practices.

(9) presentation of a written report of the Association's financial standing and the current summary of budget items at each meeting of the Board of Directors, and annually at an Assembly of Delegates meeting.

The Secretary-Treasurer may be bonded, at the expense of the Association, as determined by the Board of Directors. The books of account shall at all times be open to inspection by any Director. The Secretary-Treasurer shall render to the President and Directors, whenever they request it, an account of all transactions and of the financial condition of the corporation. The Secretary-Treasurer shall cause the mailing of the notice of annual dues to each member Club, such notice to be mailed between January 15 and 31 for the current year. The Secretary-Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

#### **ARTICLE XI. RESPONSIBILITIES OF DIRECTORS**

- A. Subject to the limitations of these By-laws, the Articles of Incorporation, and the laws of California, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- B. Prior to execution, the Board of Directors shall review and approve all proposed written contracts. The Board of Directors shall review all continuing contracts annually, prior to March 31. The Board of Directors shall report on the status of all contracts to the Assembly of Delegates annually, prior to April 30.
- C. The Board of Directors shall approve all proposed expenditures that exceed the approved budget, and also any expenditures not previously authorized in the approved budget.
- D. The Board of Directors shall fill by appointment, from among the current Delegates, any vacancy in the office of any Officer or Director, and each person so appointed shall hold office for the remainder of the unexpired term of the predecessor Officer or Director. However, in the case of appointment of a Director when a vacancy arises during the first year of a two year Director's term of office, the appointment will be for the balance of the current calendar year and the office will be filled for the second year in the regular election of the Assembly of Delegates.
- E. The Board of Directors may replace any Officer or Director who has been absent from three consecutive Regular Board of Directors meetings and/or Assembly of Delegates meetings without cause determined to be satisfactory by the Board.
- F. The Board of Directors may replace any Officer or Director who, in the conduct of his person or of his office fails to act in the best interest of the Association and its objectives.
- G. Prior to any action in the foregoing paragraph F, the Officer or Director concerned must be notified, by certified mail, of the contemplated action. The notification must be sent not less than fifteen days prior to the Board of Directors meeting at which the case will be considered and it must invite the person involved to attend and be heard.

## ARTICLE XII. MEETINGS OF THE ASSEMBLY OF DELEGATES

A. Assembly of Delegates. There shall be a Regular Meeting of the Assembly of Delegates each month, with the exception of December and January, unless otherwise ordered by the Board of Directors.

B. Place of meetings. Meetings of the Assembly of Delegates shall be held at any place in or out of California designated by the Board of Directors. If not so designated, the meetings shall be held at the principal office of the Association.

C. Special Meetings.

(1) Special Meetings of the Assembly of Delegates may be called, upon written request, by not fewer than three members of the Board of Directors, by the President, or by ten or more Regular Member Clubs.

(2) The written request shall be delivered to the Association Administrative Secretary, and it shall state the general nature of the business proposed to be transacted at the meeting.

(3) The Board of Directors shall set a date for a Special Meeting to take place not less than 35 nor more than 90 days after the receipt of the written request.

(4) Within 20 days after receipt of the written request, the Association Administrative Secretary shall give notice to all Regular Member Clubs stating the place, date, and time of the Special Meeting, including the general nature of the business proposed to be transacted at the meeting.

D. Notices of meetings.

(1) All notices of meetings of the Assembly of Delegates shall be delivered or mailed not less than 10 days before the date of the meeting. The notice shall specify the place, date and time of the meeting and (i) in the case of a Special Meeting, the general nature of the business to be transacted, or (ii) in the case of a Regular Meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the Assembly of Delegates. The notice of any meeting at which Directors are to be elected shall include the names of all those who have been nominated at the time the notice is given.

(2) If action is proposed to be taken at any meeting relating to

(i) removal of Directors from office,

(ii) filling vacancies on the Board of Directors,

(iii) approval of contracts between the Association and a Director or a corporation, firm or association in which an Association Director is also a firm officer or director, or

(iv) amendment of the Articles of Incorporation or By-laws, the notice shall also state the general nature of that proposal.

(3) Notice shall be given by delivery in person or by first class mail addressed individually to each Regular Member Club Commodore, Association Administrative Secretary and all Delegates at the addresses then appearing in the records of the Association. If there is not any such address, notice shall be addressed to the Member Club at the principal office of the corporation, or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

E. Quorum.

The presence of one-third of the voting power entitled to vote at a meeting of the Assembly of Delegates shall constitute a quorum for the transaction of business at that meeting. If one or

more Delegates leave the meeting after it has been called to order, and a quorum no longer exists, the remaining Delegates may continue to transact business.

F. Voting.

- (1) Each Regular Member Club shall have one vote on each matter submitted to the Assembly of Delegates for a vote.
- (2) If a quorum is present, the affirmative vote of the majority of the voting power present at the meeting, shall be sufficient to adopt a motion, unless a two-thirds vote is otherwise specifically required by these By-Laws.
- (3) Voting at an Assembly of Delegates meeting may be by voice vote. Should there be doubt about the outcome, a second vote may be taken by roll call of Regular Member Clubs, and the results shall be included in the minutes of the meeting.<sup>1</sup>

G. Adjourned meeting; notice.

- (1) Any meeting of the Assembly of Delegates, whether a Regular Meeting or a Special Meeting, and whether or not a quorum is present, may be adjourned to continue at a later time, by the vote of a majority of the votes represented. At any continuation of an adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.
- (2) If the time and place of the continuation of an adjourned meeting are not announced at the meeting at which the adjournment is taken, or if the adjournment is for more than 45 days, or if after the adjournment a new record date is fixed for determining the Regular Member Clubs entitled to vote at the continuation of the adjourned meeting, a notice of the adjourned meeting continuation shall be given to all Club Commodores, Secretaries and Delegates of Regular Member Clubs entitled to vote at that meeting.

H. Order of Business. The order of business at each Assembly of Delegates meeting shall be:

- (1) Roll Call and introduction of guests
- (2) Adoption of minutes of previous meetings
- (3) Communications
- (4) Report of Clubs
- (5) Report of Officers.
- (6) Report of Committees
- (7) Unfinished Business
- (8) New Business
- (9) Matters of Interest to Yachting

The Commodore may suspend or change the above order of business.

**ARTICLE XIII. MEETINGS OF THE BOARD OF DIRECTORS**

A. There shall be a Regular Meeting of the Board of Directors each month during the year except the month of December unless otherwise ordered by the Board of Directors.

B. Special Meetings; notice.



(1) Special Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or upon written request to the Association Administrative Secretary signed by not fewer than three members of the Board of Directors.

(2) Notice of the time and place of any Special Meeting of the Board of Directors shall be given to each Director by mail, by telephone, by facsimile, or in person, at least seven days in advance. The notice shall specify the purpose of the meeting.

C. Meeting place and procedures. Meetings of the Board of Directors shall be held at the principal office of the Association or at any other place that is designated from time to time by the Board. Any meeting, Regular or Special, may be held by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

D. Quorum. Six Directors is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number is required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

E. Adjournment; notice. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to continue at another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment shall be given before the time of the continuation of the adjourned meeting to the Directors who were not present at the time of the adjournment.

F. Action without meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if eight or more members of the Board individually consent to that action. Such consent shall be a part of the minutes of the Board.

G. Voting. Voting at the Board of Directors meetings shall be by voice vote, unless a secret ballot or roll call vote is requested by one of the Directors.

H. Order of business. The order of business at each Board of Directors meeting shall be:

- (1) Roll call and introduction of guests
- (2) Adoption of minutes of previous meeting
- (3) Communications
- (4) Report of Officers
- (5) Report of Committees
- (6) Unfinished Business
- (7) New Business
- (8) Matters of Interest to Yachting

The President may suspend or change the above order of business.

#### **ARTICLE XIV. COMMITTEES**

A. The Board of Directors shall appoint the following committees and the chairperson of each:

(1) The Budget Committee shall be composed of the First Vice President as Chairman and three Delegates from the Regular Delegates roster. The Treasurer and Secretary shall be ex-officio members of the committee. This committee shall be appointed at the July Directors' meeting. The Committee shall present a preliminary budget at the August meeting and a detailed budget for the ensuing year for approval at the September Board of Directors meeting. A copy of the proposed budget shall be included with the announcement of the October Delegates meeting, and the budget shall be submitted to the Assembly of Delegates for approval at their November meeting.

(2) The Membership Committee shall be appointed at the January Directors' meeting and shall consist of one member of the Board of Directors and one Delegate from each of five different clubs.

(3) The Publication Committee shall be concerned with the Association's Yachting Yearbook of Northern California and such other publications as the Association may require. It shall consist of five members, including at least one member of the Board of Directors. The five members shall hold offices for two years or until their successors are appointed. No more than three members shall be appointed in any one year except to fill a vacancy.

(4) The Audit Committee shall consist of three Delegates appointed at the November Directors' meeting. The Committee's duty shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the March meeting. The Audit Committee shall also audit the budget expenditures of all standing and special committees at least annually or at such times as directed by the Board of Directors.

B. The President shall appoint the following committees and the chairperson of each:

(1) The Safety Committee

(2) The Opening Day Committee

(3) The Regional Affairs Committee, which shall consist of

(i) a chairperson appointed by the President and

(ii) the chairpersons of such regional sub-committees as deemed appropriate by the Board of Directors.

(4) The Trophy and Awards Committee

(5) The Historical Committee

(6) The Regatta Committee

(7) Such other committees as may be necessary

C. "The PICYA Staff Commodores shall serve as a standing committee of the PICYA. The Staff Commodore Committee shall be composed of all living PICYA Staff Commodores. The Staff Commodore Committee shall serve in an advisory only capacity. The Junior Staff Commodore shall serve as the Staff Commodore Committee Chairperson and report to the PICYA Board of Directors on a regular basis or as requested by the PICYA Commodore."

## **ARTICLE XV. YACHTING YEARBOOK**

The Association's *Yachting Yearbook of Northern California* shall be published annually. Listing of yacht clubs therein shall be limited to those clubs, which are Members of the Association.

A. The publisher of the *Yachting Yearbook of Northern California* shall be an independent contractor. A contract shall exist between the Pacific Inter-Club Yacht Association and the publisher.

## **ARTICLE XVI. FLAGS**

The flags of the Association shall be as follows:

- A. The distinguishing signal of the Association, to be flown by the Member Clubs and Organizations, is described as follows: It shall be a triangular burgee, with the fly length one and one half times the hoist. The device shall consist of a blue field bisected by a white stripe with three stars in the outer field. The outer edge of the white stripe is to begin at a point equal to three-quarters of the hoist length measured outward along the lower edge of the flag, and extend upward to a point equal to one-half of the hoist length measured outward along the upper edge of the flag. The width of the white stripe shall be equal to one-sixth of the hoist. The white stars, single point upward, are to be an equal distance apart, parallel to the white stripe, at a distance equal to the width of the stripe. The width of the stars shall be approximately 80% of the width of the stripe.
- B. The President shall fly a rectangular flag, with the fly length one and one-half times the hoist. The device shall consist of a blue field bisected by a white stripe with three white stars between the stripe and the hoist and two white stars in the outer field. The outer edge of the white stripe shall begin at a point equal to the hoist length measured outward along the lower edge of the flag, and extend upward to a point equal to one-half of the hoist length measured outward along the upper edge of the flag. The width of the white stripe shall be equal to one-sixth of the hoist. The white stars are to be an equal distance apart, parallel to the white stripe, at a distance equal to the width of the stripe. The width of the stars shall be approximately 80% of the width of the stripe.
- C. The First Vice President shall fly a flag with specifications the same as the President, but substituting red for blue.
- D. The Second Vice President shall fly a flag with specifications the same as the President, but substituting red for blue and blue for white.
- E. Past Presidents of the Association shall fly a flag with specifications the same as the President, but substituting white for blue and blue for white.
- F. Directors shall fly a rectangular flag, with the fly length one and one-half times the hoist. The device shall consist of a blue field bisected by a diagonal white stripe of size and placement identical to the flag of the President, with a right-angle chevron, point down, centered in the outer field. The length of each chevron leg shall be equal to the width of the stripe and the thickness equal to one-half the width of the stripe.

#### **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, any special rules of order the Association may adopt, and any statutes applicable to this Association.

#### **ARTICLE XVIII. ASSESSMENTS**

An assessment may be levied by two-thirds of the Regular Member Clubs present voting in the affirmative, provided that thirty days written notice of the proposed assessment and the purpose for which it is required have been given.

## **ARTICLE XIX. AMENDMENTS**

These By-laws may be amended at a Regular or Special Meeting by two-thirds of the Regular Member Clubs present voting in the affirmative, provided that thirty days' written notice has been given to the Commodore and Delegates of the Regular Member Clubs of the proposed amendment. This shall not preclude consideration and action on a substitute or germane motion if allowed by a two-thirds vote of the Regular Member Clubs present voting in the affirmative. Such subject or germane motion must be within the scope of the notice herein required.

## **ARTICLE XX. INDEMNIFICATION**

Without limiting the powers granted by law, the Board of Directors shall have the power and duty to indemnify any Officer, Director, or other person described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying such positions, in accordance with the terms of the Corporations Code, except if such person is a defendant in a lawsuit initiated by the Association.

## **ARTICLE XXI. ASSOCIATION OFFICES**

- A. Principal Office. The principal office of the Association shall be in the City of Novato, State of California, or such other place as the Directors may from time to time, designate.
- B. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Association is qualified to conduct its activities.

## **ARTICLE XXII. BOOKS, RECORDS, AND REPORTS**

- A. Annual reports to Member Clubs.

- (1) For all financial reports and considerations the fiscal year is declared as running from January 1 to December 31 of the calendar year.
- (2) Each year, each Member Club shall be notified of the Member Club's right to receive the annual financial report of this Association. A copy of the most recent annual financial report shall be promptly sent to any Member Club, which sends a written request for the report.
- (3) Not later than 120 days after the close of the fiscal year, this Association shall prepare an annual financial report containing
  - (i) a balance sheet as of the end of the fiscal year,
  - (ii) an income statement for the fiscal year,
  - (iii) a statement of changes in financial position for the fiscal year,
  - (iv) a statement that the names and addresses of the current Member Clubs of the corporation are located at the principal office of the corporation, and
  - (v) the information required by subsection (4) below.

The report shall be accompanied by

- (i) any report on it by an independent accountant, or if there is no such report,
- (ii) certification by an authorized Officer of the Association that the statement was prepared without audit from books and records of the corporation, and that it was, or was not, examined by the Audit Committee. The Audit Committee's findings, if any, should also accompany the report.

- (4) Within 120 days after the close of the fiscal year, this Association shall prepare and give to each Member Club a statement of any transaction with the Association in which any Director or Officer had a direct or indirect material financial interest. Any transaction or transactions aggregating more than \$1,000.00, during the fiscal year, in which the same person had a direct or indirect material financial interest, shall be reported, together with
- (i) the name of the person who has a financial interest in the transaction,
  - (ii) the person's relationship to the Association,
  - (iii) the nature of the person's financial interest in the transaction, and
  - (iv) where practicable, the amount of the interest (unless the transaction was with a partnership of which the person is a partner, in which case the partnership interest shall be stated).

However, the statement shall not include compensation of Officers or Directors from outside sources. The statement shall also briefly describe the amount and circumstances of any indemnification or advances aggregating more than \$1,000.00 paid during the fiscal year to any Officer or Director of the Association in connection with defense of any threatened or pending legal proceeding against that Officer or Director.

(5) The statement in subsection (4) shall be given to each Member Club in the manner provided for giving notice of meetings of Member Clubs. This requirement may be satisfied by sending the annual financial report containing this statement.

- B. Inspection by Directors. Every Director has the right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Association.
- C. Maintenance and inspection of record of Member Clubs. The Association shall keep, at its principal office, a record of its Member Clubs containing the Clubs' names and addresses. Upon written request to the Association Administrative Secretary, a copy of the record of Member Clubs shall be made available to any Member Club in a timely manner.
- D. Maintenance and inspection of Articles and By-laws. A copy of the Association's Articles of Incorporation and By-laws, as amended to date, shall be maintained at the principal office of the Association and shall be open to inspection by any Member Club at all reasonable times during office hours.
- E. Maintenance and inspection of other corporate records. The Association's books and records of account and the minutes of the proceedings of the Board of Directors, the committees of the Board, and the Assembly of Delegates shall be kept at the principal office of the Association. Minutes and quarterly financial statements shall be kept in written form. The minutes and books and records of account shall be open to inspection upon the written demand of any Member Club at any reasonable time during office hours, for a purpose reasonably related to the Member Club's interest as a Member Club.
- F. Who may inspect. Any right of inspection by a Director or Member Club stated in these By-laws includes the right to copy and to make extracts of the records inspected and to inspect in person or by agent or attorney. Any record requested for inspection shall be made available in written form.

### **ARTICLE XXIII. DISSOLUTION**

Distribution of Assets. The property of this Association is irrevocably dedicated to recreational boating purposes, and upon abandonment, liquidation or dissolution of this Association, its

assets shall be distributed by the Board of Directors to one or more organizations organized for the purpose of promoting safety on the water among small craft and/or the furtherance of recreational boating activities, provided that such distribution would qualify this Association as a tax-exempt organization under the revenue laws of the United States and the State of California. No part of the net earnings of this Association shall inure to the benefit of any individual.