

BYLAWS

BY-LAW NUMBER I Rules of Order

Section 1

Any member wishing to speak shall rise and address the Chair. Should more than one member rise to speak at the same time, the Chair shall determine who is entitled to the floor.

Section 2

All motions and resolutions shall be reduced to writing if requested by any member present.

Section 3

No member shall speak more than twice upon the same question without permission from the Chair.

Section 4

Any five members may call for the yeas and nays on any debatable motion, and the Secretary shall call the names of the members present and record the vote.

Section 5

Any of the foregoing rules of order may be suspended by a vote of two-thirds of the members present; but such suspension shall terminate with the meeting.

Section 6

All questions, unless otherwise provided for, shall be determined by a majority of those voting.

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Section 7

No question shall be debated unless moved and seconded, and opened for discussion by the Chair. When a question is before the Club, no motion is in order except:

- To adjourn
- To lay on the table
- To move the previous question
- To postpone to a day certain
- To commit
- To amend
- To postpone indefinitely

Several motions shall have precedence in the order in which they are here arranged, and the first three motions shall be decided without debate, provided that a motion to adjourn shall not be in order until the regular order of business shall have been disposed of.

BY-LAW NUMBER II **Yacht Enrollment**

Section 1

Any yacht owned wholly or in part by a member of the Club may be enrolled in the fleet of the Club upon the owner or owners filing with the Secretary a description of the yacht, its name, ownership and size.

Section 2

Any member of the Club owning a part of any yacht

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which is enrolled as aforesaid shall be held responsible for the conduct of its crew who shall respect and obey the regulations of the Club so long as the Club signal shall be carried by it.

BY-LAW NUMBER III

Chartered Yachts

Section 1

Any yacht, which shall be let, unless to a member of the Club, shall be debarred from all rights and privileges of the Club during the time so let.

Section 2

Any member of the Club hiring a yacht not belonging to a Club member shall be permitted to fly the Club signal and accompany the Fleet on its cruise, and shall be allowed to enter any Club sponsored race or compete for any prize offered by or for the Club.

BY-LAW NUMBER IV

Flag

Section 1

The distinguishing signal of the Club shall be a white burgee with a red cross extending from the top and bottom to a point, two-thirds the length of the flag, the full width of the strip to be on the pole side. With a blue star in the triangle, the star in diameter to be one-sixth the extreme width of the flag. The width of red cross bars to be one-twelfth the width of the flag. The

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length of flag is not to exceed one inch to one foot of vessel.

BY-LAW NUMBER V

Use of Roster for Solicitation

Section 1

The Club Roster is published for the convenience of the members and is considered Club property. Members who knowingly use or allow the Roster to be used for commercial solicitation shall be subject to the disciplinary procedures of Article IX of the Constitution.

BY-LAW NUMBER VI

Indemnification

Section 1

The Club shall indemnify Officers and Directors (each hereinafter defined) to the maximum extent of coverage under the Club's Directors' and Officers' Liability policy in force from time to time, or as may be otherwise authorized under this By-Law, against all expenses and liabilities including counsel fees and disbursements, judgments or penalties against, and amounts reasonably incurred by such Officer or Director in connection with or resulting from any claim (as hereinafter defined) in which he or she has become involved, or at the time such expenses or liabilities are incurred by or imposed upon him or her.

Section 2

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“Officer” means the Officers, Directors, and Committee Chairpersons of the Club, and persons having held these positions. “Claim” means any threatened or actual administrative or civil suit or proceeding.

Section 3

Such indemnification may include payment by the Club, when authorized by the Board, of expenses incurred in defending any claim or action.

Section 4

No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith, in the reasonable belief that his or her action was in the interests of the Club.

Section 5

Actual payment of any indemnification claimed hereunder shall be authorized by the Board in each instance if (but only if):

- (a) The Board shall approve by majority vote that the individual claiming such indemnification is entitled to receive same, and that the portion given over to the individual is reasonable in the light of all the circumstance; or
- (b) Independent legal counsel shall have delivered to the Club their written opinion to the same effect; or

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- (c) The members of the Club, by majority vote, a quorum being present, have voted for the payment of such indemnification; or
- (d) A court having jurisdiction shall have entered into a final order ordering the payment of such indemnification.

Section 6

The Board shall have the power to authorize the purchase and maintenance of insurance at the expense of the Club to insure the Club against any liability and to insure any Officer or Director against any liability.

BY-LAW NUMBER VII Amendment

Section 1

The By-Laws may be amended by two-thirds vote of the members voting at any meeting provided the amendment was printed in the notice of the meeting.