

BYLAWS

HUNTER SAILING ASSOCIATION, INC.

(As amended by membership 4 November 2000)

I. NAME

The name of this organization shall be the Hunter Sailing Association, Inc. (hereinafter referred to as the Association).

II. OBJECT

The primary object of this Association is to promote medium and long distance racing and cruising among sailing yachts, to formulate and administer rules for the rating of sailing yachts, to advance the tenets of good seamanship and sportsmanship, to collect and disseminate information relating to these ends to conduct educational programs related thereto, and to promote or develop any other activities which may be of benefit to the membership in accordance with the Bylaws and with the Articles of Incorporation.

III. MEMBERSHIP, DUES, AND VOTING

A There shall be three classes of membership: Regular, Continuing, and Honorary.

- (1) Regular membership shall be extended to owners and part owners of Hunters and their immediate families who have paid dues.
- (2) Continuing membership may be extended to those persons and their immediate families who do not qualify for Regular membership but who were previously Regular members and who express a desire to continue a close relationship with the Association and who have paid dues. Eligibility for Continuing membership is contingent upon uninterrupted membership in the Association.
- (3) Honorary membership shall be awarded to those special persons who are not eligible for Regular membership but who have rendered special services to Hunter and/or this Association. Any Regular member may nominate a candidate for Honorary membership.

B Dues and fees for Regular members and Continuing members shall be defined by the Executive Committee. There shall be no dues for Honorary membership.

- C In all matters requiring representation and voting each yacht shall be limited to a single vote.
- D Honorary members are not eligible to hold elective office or vote. However, they shall enjoy all other privileges of membership and may chair and serve on committees.
- E The power to accept applications for Regular membership and to accept or reject applications for Continuing or Honorary membership and the right to revoke membership for cause shall lie with the Executive Committee.

IV. EXECUTIVE OFFICERS AND DUTIES

The Association shall be governed by the following officers who shall be elected as herein prescribed from among the Regular membership. No member shall hold more than one elected office concurrently.

The COMMODORE - shall be the chief executive officer of the Association and shall preside at all meetings of the members and the Executive Committee. The Commodore shall have the authority to sign and execute in the name of the Association any and all instruments authorized by the Executive Committee or the membership. The Commodore shall have general management and direction of the business affairs of the Association and all powers ordinarily exercised by a president of a corporation. The Commodore shall rule on procedures, appoint all standing and special committees, and shall be empowered to call meetings excepting only the Annual Meeting. In the conduct of the office of Commodore, the Commodore shall be responsible to the Executive Committee and shall act at its direction.

The VICE COMMODORE - shall perform all duties of the Commodore in the absence of the Commodore, and, when so acting, shall have the powers of the Commodore. Other duties shall be as prescribed by the Commodore or the Executive Committee.

The FLEET CAPTAIN - shall assist the Commodore in the discharge of the Commodore's duties and shall be responsible for such areas as the Commodore or the Executive Committee may direct.

The SECRETARY - shall keep the Minutes of the meetings and records of the Association and shall perform other duties as the Commodore or the Executive Committee may direct.

The TREASURER - shall deposit all funds, keep financial books, make necessary disbursements, make such financial and tax reports as are required of the Association, render a report to the membership at the Annual Meeting and at such other times as may be directed by the Executive Committee.

The IMMEDIATE PAST COMMODORE – shall be recognized as the most recent Past Commodore not presently serving as Commodore and shall serve as an ex officio member of the Executive Committee and the Board of Directors.

V. COMMITTEES

A General

- (1) The Chairs and members of the various committees are to be appointed by the Commodore with the approval of the Executive Committee.
- (2) Each Committee Chair shall submit an annual report, in writing, to the last meeting of the Executive Committee preceding the Annual Meeting. Such other reports as are necessary shall be submitted either in writing or in person to the Executive Committee at various times throughout the year.
- (3) Additional committees may be established and abolished by the Executive Committee as the need arises.

B Standing Committees

- (1) Executive Committee - The powers of the Association shall be vested in, and administered by, the Executive Committee. The Executive Committee shall consist of the five (5) elected officers. An affirmative vote of a majority of the members of the Committee shall decide all questions, and such votes shall be final. The Committee shall interpret the Association Rules, sanction or ban Association races, fill vacancies in office, direct the Commodore in the conduct of Association business and affairs, and determine Association policies. The members of the Executive Committee shall be the Directors of the corporation. The Immediate Past Commodore shall be an ex officio member of the Executive Committee and Board of Directors and shall not be counted in the quorum or vote in matters before either body. Meetings of the Executive Committee shall be called by the Commodore as he deems necessary or upon the request of any two members of the Committee.

(2) Membership Committee

- (a) The Membership Committee shall direct the work of securing new members, shall investigate each application and report the result of this investigation together with their recommendation to the Executive Committee.
- (b) The Membership Committee shall consist of at least three (3) members.

(3) Activities Committee –The Activities Committee shall have the general supervision and control of activities of the Association not otherwise assigned.

(4) The Race Committee – The Race Committee shall have the general supervision and control of racing activities of the Association.

(5) Newsletter Committee

(a)The Newsletter Committee shall prepare, publish, and distribute the Association’s newsletter.

(b)The Newsletter Committee shall establish the price of an annual subscription to the newsletter for other than members in good standing.

VI. MEETINGS

The Annual Meeting shall be held in Fall of each year. Special meetings of the Association may be called by the Executive Committee, and shall be called on the written request of twenty-five (25) members. The exact dates of the meetings shall be determined by the Executive Committee. The Executive Committee shall meet as often as it may deem necessary, or at the call of the Commodore. Notice of the Annual Meeting shall be sent to each member at least thirty (30) days previous thereto. Notices of special meetings shall be sent to each member at least fifteen (15) days previous thereto, and shall state in detail the subjects to be brought up for action.

VII. ORDER OF BUSINESS

The order of business at all Association meetings shall be as follows:

1. Roll Call
2. Minutes of previous meeting
3. Reports of Officers
4. Reports of Committees
5. Unfinished business

6. Elections

7. New business

In case of dispute as to order of business or debate, the 1990 edition of Robert's Rules of Order Newly Revised shall govern.

VIII. QUORUM

A quorum for the Executive Committee shall consist of four (4) of the constituted members or their proxies, and must include in its number the Commodore or the Commodore's designate. A quorum for a membership meeting shall consist of 10% of the members in good standing or their proxies, or twenty-five (25) members in good standing or their proxies, whichever is greater, and a quorum of the Executive Committee.

IX. ELECTIONS

The Officers named in Article IV of these Bylaws shall be elected at the Annual Meeting by a majority of members present and entitled to vote or by proxy of members received by the Secretary three (3) days before the Annual Meeting, and shall hold office until the next Annual Meeting or until their successors have been elected.

X. VOTING

Every member present, when a motion is under consideration, shall vote thereon, unless excused by the presiding officer. Proxies must be in writing, signed, witnessed, and filed with the Secretary three (3) days in advance of the meeting.

XI. FINANCE

A Initiation Fees and Dues

- (1) Initiation fees and dues of members shall be determined by the Executive Committee from time to time provided, however, that no increase in dues may be made later than October 1, of any year, to be applicable during the next following fiscal year. The fiscal year is from January 1 to December 31.
- (2) An increase of dues may be made only upon an affirmative vote of two-thirds (2/3) of the members of the Executive Committee present and entitled to vote.

B Bank Account

- (1) The funds of the Association shall be deposited in accounts with duty established sound and responsible banks and/or savings and loan associations as the Executive Committee may from time to time determine. Payment from these accounts shall be made only by check, draft or other withdrawal orders signed by the Treasurer.
- (2) All moneys received by the Association or collected by any Association activity are to be deposited in these accounts established by the Executive Committee and all bills contracted by the Association or any Club activity are to be paid from said bank accounts.

C Limitation on Expenditures

The Executive Committee shall make such appropriations from the Association funds as consistent with the Budget approved by the membership. The Executive Committee may make such additional appropriations as they deem desirable except that no additional appropriation or expenditure shall be made for any one purpose in excess of a total of Three Hundred Dollars (\$300.00) over the Budget during the term of office of one administration without the prior approval of the membership.

XII. FLAGS AND INSIGNIA

- A The Association Burgee shall be triangular in shape, in the usual proportions, with a white field and a red sail shape along the hoist followed by a block letter H. The H shall end half the distance from the hoist to the point.
- B The Commodore's flag shall be rectangular in shape in the usual proportions with a blue field in the center of which shall be a white fouled anchor encircled by 13 white, five-pointed stars.
- C The Vice Commodore's flag shall be similar to the Commodore's flag except that the field shall be red.
- D The Fleet Captain's flag shall be similar to the Vice Commodore's flag. except that the field shall be white and the fouled anchor shall be blue and the 13 stars shall be omitted.

XIII. APPEAL

A member shall have the right of appeal to the Association from a decision of the Executive Committee, which may be overruled at the next membership meeting by a two-thirds (2/3) vote of those present, in person, or by proxy.

XIV. DISCIPLINE

All members on Joining the Association thereby undertake to comply with the Articles of Incorporation and these Bylaws and any refusal or neglect to these, or any conduct unworthy of a gentleman, lady, or sailor or inimical to the welfare of the Association shall render a member liable to suspension or expulsion by a three-fourths (3/4) vote of the members of the Executive Committee present at a meeting duly called.

XV. AMENDMENTS AND ADDITIONS

- A These Bylaws cannot be suspended under any circumstance, but may be amended in the following manner. Proposed amendments must be in writing signed by five (5) members, and must be received by the Secretary in time to be included in the Notice of the Annual Meeting. Prior to notice being given by the Secretary, the Executive Committee must have passed the proposed amendment by a two-thirds (2/3) majority. The proposed amendment shall be approved and adopted upon the affirmative vote of two-thirds (2/3) of the members in good standing in attendance at the meeting or their proxies.
- B Additional Bylaws, not inconsistent with the present Bylaws and Articles of Incorporation, may be adopted by a two-thirds (2/3) majority of the Executive Committee, subject to subsequent disapproval by simple majority of the members or their proxies at any regular or duly called Special Meeting.