

**AMENDED AND RESTATED BYLAWS OF
THE CHANNEL ISLANDS YACHT CLUB**

A California Non-Profit Corporation

Revision dated July 16, 2010

Revision dated August 23, 2013

Revision dated June 24, 2016

**ARTICLE I
OFFICES OF THE CORPORATION**

Section 1.01 Principal Office. The name of this corporation is the Channel Islands Yacht Club (“Club”). The principal office of the Club shall be located in Ventura County, California, at such place as may be designated by the Board of Directors (“Board”) of this Club from time to time. The regular meeting place of the Club shall be such place as may be designated by the Board from time to time.

Section 1.02 Purpose. The purpose for which this Yacht Club is formed is to promote all forms of boating, to foster fellowship among boat owners and users, to provide such facilities necessary for the promotion of boating within and along the coastline of Ventura County, and to foster an interest in boats, boating and recreational activities.

**ARTICLE II
MEMBERSHIP**

Section 2.01 Qualification of Members. Any person, excluding corporations and any other business entities, interested in boating and willing to carry out the declared purposes of this Club, as set forth in Section 1.02, may become a member upon qualifying for such membership in the manner hereinafter provided and upon purchase of a membership, payment of dues, fees and assessments as herein required.

Section 2.02 Classes of Membership. There shall be seven (7) classes of membership. These are: (A) Regular, (B) Lifetime, (C) Yachting, (D) Inactive, (E) Racing Associate Membership (RAM), (F) Junior and (G) Honorary.

Section 2.03 Definition of Classes

A. Regular Membership: A Regular Membership shall be a person who is over the age of twenty-one (21) and who has been approved as a Regular Member by the Board. A Regular Member shall have the right to vote, hold office, fly the burgee and use the Club facilities subject to these Bylaws and the Club House Rules. A Regular Membership Interest may only be owned by (i) an individual, (ii) a legally married couple, (iii) a couple cohabitating as putative spouses, or (iv) couples cohabitating in a registered California Domestic Partnership as described by California Family Code Section 297-297.5; provided however, a Regular Membership Interest shall have only one (1) vote that may be cast by one (1) person of the couples described in (i) through and including (iv) herein. The vote may not be split. Only one person of the couples described in (i) through and including (iv) herein may hold an elective or

executive club office during a single term. Regular Membership Interests shall be limited to four hundred (400).

B. Lifetime Membership: Any Regular Member who has been a Regular Member pursuant to Section 2.03A herein for twenty-five (25) consecutive years and is eighty (80) years old may apply to the Board for status as a Lifetime Member. If approved by the Board for status as Lifetime Member, the member shall retain the rights and privileges of a Regular Member. No annual membership dues will be assessed against a Lifetime Member. Lifetime Members are excluded from the four hundred (400) Regular Member limit. Upon the demise of a Lifetime Member, such status may be transferred to the surviving spouse, cohabitant or domestic partner, so long as that individual is 80 years old and has been a Regular Member for 25 consecutive years. In the event the surviving spouse, cohabitant or domestic partner is not eighty (80) or has not been a Regular Member for twenty-five (25) consecutive years, the survivor may apply to the Board for status as a Regular Member, which application shall have priority over other applicants who have no current affiliation with the Club.

C. Yachting Member: Any person at least twenty-one (21) years of age and not yet forty (40) years of age or who is on duty as an Active Duty member of one of the branches of the United States military, including the United States Coast Guard may apply to the Club as a Yachting Member. A person who holds a Yachting Membership must actively participate in any of the following club activities: (1) Predicted Log Racing, (2) Competitive Sailing Events, (3) Club Organized Cruises, (4) Competitive Fishing Events as planned by our Fishing Club and other fishing oriented organizations located in Channel Islands Harbor. When sailing as a skipper in any race or regatta, a Yachting Member must register under the Club burgee. The total number of Yachting Memberships shall not exceed twenty percent (20%) of the Regular Membership.

(i) Conversion: A Yachting Member may apply to the Board to become a Regular Member at any time. Upon approval as a Regular Member, (s)he will have priority over other applicants who have no current Club affiliation.

(ii) Rights and Privileges: Yachting Members shall have all the rights and privileges of Regular members, including the right to fly the Club burgee and be appointed to committees, except that they shall not be entitled to vote or hold elected office.

(iii) Initiation Fees and Dues: On or before the effective date of a Yachting Membership, the member must pay an initiation fee as set forth in Article IX, Section 9.02. The dues for a Yachting Member shall be fifty percent (50%) of the dues paid by a Regular Member. The initiation fee shall be credited towards the initiation fee for a Regular Membership only, if such application is made. A Yachting Member shall not receive a refund of his/her initiation fee if (s)he does not elect to become a Regular Member, or if his/her application for Regular Member is denied.

D. Inactive Members: A Member who has moved his/her principal residence a minimum of one hundred (100) miles from the Club, does not reside more than thirty (30) days or regularly berth a boat more than thirty (30) days per year within one hundred (100) miles of

the Club is eligible to apply to the Board to become an Inactive Member. An Inactive Member does not have the right to vote and is no longer considered a Regular Member. Annual dues for an Inactive Member are twenty percent (20%) of the dues for a Regular Member. Each Inactive Membership is subject to annual Board review and, if an Inactive Member no longer qualifies with the requirements as set forth in this section, the Inactive Member must apply to the Board for its approval of a conversion of the Inactive Membership to an appropriate membership.

E. Racing Associate Membership (RAM): The dues for a RAM are twenty percent (20%) of the Regular membership dues. RAM members shall also pay an initiation fee as stated in Article IX, section 9.2. A RAM may not vote or hold elected office and may be subject to any assessments levied by the Club. RAM members must register under the CIYC burgee when skipper of a boat in a Southern California Yachting Association (“SCYA”) sanctioned regatta or race. Each RAM member is required to take part in three (3) Club events and six (6) SCYA sanctioned racing events. Each RAM is subject to an annual review by the Board and Race Chairperson. Other requirements shall be established by the Board of Directors and Race Chairperson from time to time. Membership in this class is excluded from the authorized limit of four hundred (400) Regular Membership Certificates.

(i) Conversion: A RAM may apply to the Board to become a Regular Member at any time. Upon approval as a Regular Member, (s)he will have priority over other applicants who have no current Club affiliation.

(ii) Rights and Privileges: Each RAM shall have all the rights and privileges of Regular members, including the right to fly the Club burgee and be appointed to committees, except that they shall not be entitled to vote or hold elected office.

(iii) Initiation Fees and Dues: On or before the effective date of a RAM, the member must pay an initiation fee as set forth in Article IX, Section 9.02. The dues for a RAM shall be twenty percent (20%) of the dues paid by a Regular Member. The initiation fee shall be credited towards the initiation fee for a Regular membership only, if such application is made. A RAM shall not receive a refund of his/her initiation fee if (s)he does not elect to become a Regular Member, or if his/her application for Regular Member is denied.

F. Junior Members: Upon application to and approval by the Board, a Regular Member’s or a Yachting Member’s children or grandchildren, who are under twenty-one (21) years of age are entitled to status as Junior Members upon payment of the annual membership dues as stated in Article IX, Section 9.02. A Regular Member may sponsor a person who is under twenty-one (21) years of age for status as a Junior Member. Upon Board approval and payment of the annual membership dues as stated in Article IX, 9.02, the individual shall be a Junior Member. Junior Members shall be entitled to attend Club meetings, to use the Club facilities and to participate in such activities of the Club as are designated for Junior Members under adult supervision. Upon reaching the age of twenty-one (21) years of age, a Junior Member may become a Regular Member upon application to and approval of the Board. The initiation fee may be waived with the approval of the Board, provided the Junior Member has been an active Junior Member during the preceding two (2) years.

G. Honorary Members: The Board may name any person as an Honorary Member. Such membership shall be for a period of not greater than one (1) year and the Honorary Member shall not be entitled to vote or hold office in the Club. Honorary Members shall have such social privileges as designated from time to time by the Board and shall not be subject to dues and assessments. The Honorary Membership has no monetary value.

Section 2.04 Admission to Membership. Persons desiring to be admitted to membership shall present to any officer, or to the Board, a completed application for membership; said application for membership shall be in the form specified by the Board and shall be signed by the applicant upon the written recommendation of three (3) Regular Members. An amount equal to the dues and initiation fees and a subscription agreement to purchase a membership or an agreement to purchase a membership from a member in good standing shall accompany each application. Upon approval by the Board, said applicant shall be admitted. In the event such person shall not be admitted or elects to decline the membership prior to a seventy two (72) hour cooling off period, amounts advanced shall be returned to such person.

Section 2.05 Sale or Transfer of Membership.

A. No transfer or sale of a membership interest of any kind shall be permitted except upon approval by a majority of the Board of Directors.

(1) **Transferability of Regular Membership:** Regular Memberships shall only be transferable by gift, bequest, devise or sale approved by the Board. A Membership transfer is effective under the following terms and conditions:

(a) Payment by the transferee of the transfer fee, as set from time to time by the Board, except that a transfer of a membership interest between spouses, domestic partners or putative spouses is not subject to a transfer fee; and

(b) Approval of the transferee as a Regular Member by the Board as provided in Article II, Section 2.04.

(c) No member shall, under any circumstances, lien, encumber, hypothecate, or otherwise pledge their membership interest as security for any purpose.

(2) **Sale of Membership:** The sale of a Regular or Inactive Membership is effective only under the following terms and conditions:

(a) Every sale of a membership interest is subject to the prior approval by the Board. The Board reserves the right to refuse to approve any sale that does not comply with the provisions of these Bylaws.

(b) Only a Regular Member in good and active standing is eligible to sell his/her Regular Membership interest. If a Regular Member wishes to sell his/her membership interest, all fees, dues and assessments for the calendar year in which the sale takes place must be paid in full prior to seeking approval of the sale by the Board. The selling Regular Member is not

entitled to any reimbursement from the Club of any fees, dues, or assessments previously paid and shall surrender the Membership Certificate to the Club.

(c) An Inactive Member may only sell his/her membership interest if all applicable fees, dues and assessments of a Regular Membership are paid in full for the calendar year in which the sale takes place. The proposed buyer may apply to the Board only for status as a Regular Member.

(d) If a member who wishes to sell a membership interest has not paid all fees, dues, and assessments, but such amounts are not yet delinquent, said member may still sell his/her interest upon payment of all amounts due for the calendar year in addition to any late fees, fines, or penalties imposed pursuant to these Bylaws.

(e) The buyer shall pay a transfer fee to the Club as set forth in Article IX, Section 9.02.

Section 2.06 Termination and Suspension of Membership. Membership shall be terminated in the following manner:

A. The death of a Regular Member shall cause the termination of the Membership unless the Membership is transferable to the Regular Member's spouse, heir, cohabitant or domestic partner, which transfer shall be without payment. Otherwise, the membership certificate is transferable only in accordance with the provisions of Article II, Section 2.05.

B. A Member may terminate his/her membership by presenting to the Board his/her written request for such termination. Upon such request being communicated to the Board, such request shall be granted and the membership shall thereupon be terminated without reimbursement of fees, dues, or assessments previously paid.

C. In the event dues or assessments are not paid within a sixty (60) day period after due date or **satisfactory arrangements for payment have not been made**, the Board may declare the membership forfeited and may dispose of it.

D. The Board may terminate the membership of any person whose conduct (1) becomes offensive to the Club and its good name; (2) disturbs the Club's order, dignity, business or harmony; (3) is likely to endanger the welfare, interest or character of the organization; or (4) is in violation of the law, these Bylaws, or any Club House Rule. Termination of the membership shall follow progressive discipline in accordance with the following provisions:

(i) a complaint regarding a Member whose conduct (a) becomes offensive to the Club and its good name, (b) disturbs the Club's order, dignity, business or harmony; (c) is likely to endanger the welfare, interests or character of the Club and other Members; or (d) violates the law, these Bylaws or the Club House Rules shall be delivered in written form to a Club officer or Board member. Within one (1) week of receipt, a copy of the complaint shall be made available to the subject of the complaint who will have one (1) week to respond in writing to the Board;

(ii) the matters addressed in the complaint and the response must be placed on the agenda of the next regularly scheduled Board meeting or, if no Board meeting is scheduled within the following thirty (30) days, a Special Meeting shall be called and held within two (2) weeks of the receipt of the complaint;

(iii) the Board shall make a determination that the complaint (a) is not sustained, or (b) is sustained and warrants a letter of warning to the Member, or (c) is sustained and warrants a suspension of the privileges of membership, but not of the obligations to pay dues, fees or assessments, for a period of from one (1) to three (3) months, or (d) is sustained and is sufficient to warrant termination of the Member's rights and obligations. Following the determination, the procedures in section 2.07 shall control.

(iv) once the Board determines the status of the complaint, the Secretary shall issue a letter to the Member and the complainant on behalf of the Commodore with the Board's determination.

Section 2.07 Notice of Termination of Suspension of Membership.

A. Upon the termination or suspension of a Membership by the Board, the Secretary, within three (3) days of the Board's determination, shall give notice to the affected Member by mailing a certified letter to the Member at the address appearing on the Membership books. The letter shall state the fact of the termination or suspension together with the time and reason for such termination or suspension.

B. The affected Member may appeal the Board's decision by giving written notice to the Secretary by certified mail within thirty (30) days after the date of the Board's notice to the Member. In the event such notice of appeal is not given within this thirty (30) day period, the Board decision in such matter shall be final and conclusive. In the event such notice of appeal is given, the Board shall call and hold a Special Meeting of the Membership within two (2) weeks of receipt of the affected Member's notice, wherein the Member shall have the opportunity to address the Membership. The decision at the Special Meeting shall be final.

Section 2.08 Restoration of Membership. The Board may restore any person to Membership who has been removed from his/her Membership; provided however, that if such person has been removed for non-payment of amounts due to the Club, such amounts due shall be paid prior to the effectiveness of such restoration. This provision may be modified if in the Board's opinion there are extenuating circumstances.

Section 2.09 Record of Membership. The Club shall keep a Record of Membership containing the name and address of each Regular or Yachting Member, the date of admission to Membership, and the manner of termination of Membership. The contents of said Record of Membership shall only be disclosed upon order of the Board or in accordance with the law. An official roster of Members shall be kept containing the names, addresses of each Regular, Lifetime, Yachting, Inactive, RAM, Junior, and Honorary, together with other peripheral information on such Members as is kept by boating associations.

Section 2.10 Membership Identification Cards. Membership identification cards and name tags shall be issued to all classes of Members as defined in Article II, Section 2.03. The title for Officers, Directors, Past Commodores, and Honorary Commodores shall appear on their respective identification cards and name tags.

ARTICLE III **MEETINGS OF THE MEMBERS**

Section 3.01 General Membership Meetings. General Membership Meetings shall be held at the Club's designated meeting place at the time designated by the Members on the fourth Friday of any month for the purpose of considering the affairs of the Club and for transacting such other business as may come before the Meeting and for such social purposes as may be appropriate. The number and date of General Membership Meetings may be changed by the Board from time to time; however, in no event shall there be less than six (6) General Membership Meetings per year and there shall be no less than one (1) Meeting per quarter. Notice shall be given in the Currents, by posting a notice at the Club, and by electronic transmission.

Section 3.02 Annual Meetings. An Annual Meeting of the Members shall be held at the Club's designated meeting place in October as duly noticed by the Secretary for the purpose of electing a Commodore, a Vice Commodore, and a Rear Commodore, for the presentation of the Club's annual report, and for transacting such other business as may come before the Meeting.

Section 3.03 Special Meetings. A Special Meeting of the Members may be called at any time by the Commodore or by a majority of the Board. The Secretary shall send written notice of the Special Meeting and shall state the time, place, and purpose(s) of such meeting. Such notice shall be mailed at least fourteen (14) days prior to date of the Special Meeting and shall designate the person(s) who called the Meeting. No business shall be transacted at a Special Meeting other than as stated in the notice.

Section 3.04 Organization. The Commodore, and in the absence of the Commodore, the Vice-Commodore, and in the absence of both such persons, the Rear Commodore, and in the absence of all three such persons, a Chairman chosen by the Members present, shall preside at each General Membership Meeting. The Secretary, and in the absence of the Secretary, a Secretary pro-tempore chosen by the Members present, shall act as Secretary of all General Membership Meetings.

Section 3.05 Quorum. Thirty (30) Regular Members shall constitute a Quorum for the transaction of business at any General Membership Meeting or Special Meeting.

Section 3.06 Voting. A Regular Member may not act or vote by absentee ballot except for Special Meetings and then only if a counting committee has been appointed by the Board and the names of the committee members are set forth in the notice of the Special Meeting. This committee shall count all absentee ballots tendered at the Special Meeting. All noticed issues shall be determined by a majority vote of the Regular Members present and eligible absentee ballots when applicable. No Regular Member may cumulate his/her vote in any manner. Voting

may be held by voice, except that any Regular Member may demand a paper ballot vote on any question.

Section 3.07 Adjournment. If, at any General Membership Meeting a quorum is not present or if the business of such Meeting is not completed, the Members present may, after the expiration of a reasonable period of time, by a majority vote of Members present adjourn the Meeting from time to time or from day to day without further notice, until a quorum is present or the business thereof is completed. Such adjournment and the reasons therefore shall be recorded in the minutes. At any such adjourned Meeting any business may be transacted which might have been transacted at the meeting originally called.

Section 3.08 Conduct of Meetings. The Meetings held shall be governed by the most current version of Robert's Rules of Order. A Parliamentarian shall be designated by the Board.

ARTICLE IV **DIRECTORS**

Section 4.01 Qualification of Directors. No member may run for election or be appointed to the Board of Directors unless he or she shall have been a regular member of the Channel Islands Yacht Club for at least one year before running for election or being appointed to the Board of Directors.

Section 4.02 Election and Term of Office. The Board shall consist of nine (9) Directors, including the Commodore, Vice Commodore, and Rear Commodore. The term of office of a Director shall be two (2) years and shall begin on the first day of January, following his/her election. The term of office of Directors shall be staggered so that at the election in even numbered years four (4) Directors shall be elected, the election in odd numbered years, five (5) Directors shall be elected.

A Nominating Committee shall consist of five (5) Regular Members. The Commodore shall appoint two (2) Board members. Three (3) Regular Members shall be elected at the June General Membership Meeting. The Nominating Committee shall select a slate of candidates of at least one (1), but no more than two (2) nominees for each Board position. The slate of candidates shall be reported to the Board before the September Board Meeting and shall be posted in the Club in a conspicuous place for Member viewing.

Election of the Board shall take place at the September General Membership Meeting. Nominations may be made from the floor. Any person nominated from the floor must be present at the meeting to accept the nomination. Anyone wishing to decline after accepting the nomination shall notify the Commodore in writing before the election. The election shall be conducted by paper ballot. The candidates receiving the highest number of votes shall be elected. If there is a tie, any candidate(s) receiving more votes than the tied candidates shall be elected. There shall be a run-off of the tied candidates.

Section 4.03 Vacancies, Removal and Resignation. Board vacancies shall exist at the death, resignation or removal of any Director and whenever the number of authorized Directors is increased.

The Board may declare the office of a Director vacant if the Director has been declared of unsound mind by a final order of the court, or upon the conviction of a felony, or upon the Director having been found by the Court in a final order or judgment to have breached any duty under California Corporations Code section 5230, et seq.

A Director shall be removed from the Board with cause by a majority vote of the Membership at a duly noticed Special Meeting of the Membership at which a quorum is present.

A Director shall be removed by the Board if (s)he fails to attend three (3) consecutive Board Meetings, without good cause for failing to attend.

Any vacancy in the Board of Directors caused by death, resignation, disability or removal shall be filled by an appointment by the Commodore by the second Board Meeting after the vacancy occurs and shall be subject to ratification by a majority of the Board. The Director appointed to fill a vacancy shall serve the unexpired term of office of the Director being replaced.

Section 4.04 Regular Meetings. A Regular Board Meeting shall be held at the Club's meeting place on the day and time selected by the Board. No notice shall be required for any Regular Board Meeting, but each Director shall take notice thereof.

Section 4.05 Organizational Meeting of the Board. At the first Regular Board Meeting following the election at the Annual General Meeting in October, the newly elected Directors shall meet with the continuing Directors and hold an organizational meeting. The newly elected Commodore shall present to the Board his/her selections for Secretary, Treasurer, and such committees and/or sub-committees as (s)he chooses. Said selections shall be subject to ratification by a majority of the newly elected and continuing Board at the first Board meeting of the year.

Section 4.06 Special Meetings. The Commodore or any two (2) Directors may call a Special Meeting of the Board. The Special Meeting(s) shall be held at the place designated by the person(s) calling the Special Meeting. In the absence of such designation, it shall be held at the Club's principal office.

Section 4.07 Notice of Special Meetings. Special Meetings of the Board shall be held upon no less than four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally, by telephone or electronic means by the Secretary. If sent by mail, the notice shall be deemed to have been delivered upon deposit in the mail, postage prepaid. Personal notice shall be deemed to have been given at the time it is communicated, in person or by telephone or electronic means to the recipient or to a person at the recipient's office, who the person giving the notice has reason to believe will promptly communicate it to the recipient. The notice shall specify the purpose, place, date and time of the Special Meeting. Such notice shall be addressed to each Director at his/her address as shown in the Club's records. In the event the Secretary is

absent, unable or refuses to provide notice, notice may be given by any Director or Officer who has signed the notice.

Section 4.08 Meetings By Consent and Waiver. Notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof. If a Director attends a meeting without protesting the lack of notice either prior to or at the commencement of the meeting, such Director shall be deemed to have waived the notice requirement.

Section 4.09 Quorum. A quorum shall consist of five (5) members of the Board. Except as otherwise provided in these Bylaws, the Board shall not consider any business at a meeting at which a quorum is not present. However, a majority of the Directors present may adjourn the meeting to another date, time and place.

The Directors present at a duly noticed and held meeting at which a quorum was initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting; provided, however, that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

Section 4.10 Organization. The Commodore and, in his/her absence, the Vice Commodore, and in his/her absence, the Rear Commodore shall preside at each Board Meeting and shall act as Chairman. The Secretary, and in his/her absence, a Secretary pro tempore chosen by the Directors present, shall act as Secretary of all Board Meetings.

Section 4.11 Board Powers. The Board shall supervise all officers, agents and employees and see that their duties are properly performed. The Board may adopt such rules and regulations for the guidance of the officers and the management of the Club's affairs; provided however, such rules and regulations shall not be inconsistent with these Bylaws. The Board may appoint an Executive Secretary, to serve at the pleasure of the Board, and shall perform such duties as are assigned by the Board. Said Executive Secretary need not be a Member.

The Board may also make such rules and regulations for the use of the Club's properties and facilities that are consistent with these Bylaws. All members shall comply with the provisions of such rules and regulations.

Section 4.12 Minutes and Statements. The Board shall cause to be kept a complete record of meeting minutes. At each Annual Meeting, the Board shall present a detailed statement showing the assets and liabilities of the Club. The Board shall cause such statement to be posted at the Club no less than fifteen (15) days before the Annual Meeting. Said statement shall include a general statement of the Club's financial needs for the year following the Annual Meeting and a general statement of the preferred method of raising the funds to meet the Club's annual obligations.

ARTICLE V **OFFICERS**

Section 5.01 Executive Officers. The executive officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer. Each officer must be a Regular Member.

Section 5.02 Election of Officers. Election of the Commodore, Vice Commodore, and Rear Commodore shall take place at the Annual General Membership Meeting in October. All nominations shall be made from the floor. To be eligible for nomination, each must be a Director serving for the year following the election. When electing officers and no candidate receives fifty-one percent (51%) or more of the votes cast, a run-off ballot between the two top candidates will be cast to determine the winner.

Section 5.03 Staff Commodore. The outgoing Commodore shall take rank of Jr. Staff Commodore and shall act in an advisory capacity. When a Commodore finishes his or her term in office, any remaining term on the Board of Directors shall become vacant. A new Director for the vacated Director's position shall have been elected for a one-year term at the general election in October of the preceding year by a separate vote.

Section 5.04 Tenure of Office and Removal. All Club officers, other than the Commodore, the Vice Commodore, the Rear Commodore, and the Directors shall be subject to removal at any time by the affirmative vote of a majority of the Directors.

Section 5.05 The Commodore. The Commodore shall be the Chief Executive Officer, shall have general supervision of the management of the Club's affairs of business, subject to the advise and consent of the Board and shall act as Chairman and preside at all Board Meetings. The Commodore shall, whenever directed by the Board, sign and execute all authorized bonds, contracts, and instruments in writing in the Club's name. (S)he shall report to the Board all matters within the Commodore's knowledge that, in the Club's best interests, must be brought to their notice. The Commodore shall perform such other duties as shall be assigned to the Commodore by the Board and shall be an *ex-officio* member of all committees except the Nominating Committee.

Section 5.06 The Vice Commodore. The Vice Commodore shall have such power and perform such duties as may be assigned from time to time by the Commodore, subject to ratification by the Board, and/or the Board and shall serve as the Chief Financial Officer of the Club. In the event of the temporary absence or disability of the Commodore, the Commodore's duties shall be performed by the Vice Commodore until the Commodore's return or the removal of his/her disability. In the event of the resignation or death of the Commodore, the Vice Commodore shall become the Commodore immediately.

Section 5.07 The Rear Commodore. The Rear Commodore shall have such power and perform such duties as may be assigned from time to time by the Commodore, subject to ratification by the Board, and/or the Board. In of the event of the temporary absence or disability of the Vice Commodore, the Vice Commodore's duties shall be performed by the Rear Commodore until the Vice Commodore's return or the removal of his/her disability. In the event of the resignation or death of the Vice Commodore, the Rear Commodore shall become the Vice

Commodore immediately. A Special Meeting of the Members shall be noticed promptly to elect a Rear Commodore.

Section 5.08 The Secretary. The Secretary shall keep all minutes of all meetings in books provided for that purpose. (S)he shall be responsible for giving and serving of all Club notices.. When directed by the Board, (s)he shall sign all contracts, bonds, and other written instruments in the Club's name. The Secretary shall keep the membership records containing the name and address of each member and shall record all facts concerning such member. The Secretary shall attend to such correspondence as may be assigned by the Commodore, the Vice Commodore and/or the Board.

Section 5.09 The Treasurer. The Treasurer shall have custody of all funds and securities of the Club. The funds shall be deposited in the Club's name in such bank or banks as the Board may authorize or designate. The Treasurer shall have the general supervision of the Club's books of account and shall keep accurate records of the Club's funds. All records shall be made available to Regular Members during normal office hours. A copy of the balance sheet and current profit and loss statement approved by the Board shall be posted in a conspicuous place prior to and during all General and Special Meetings.

Section 5.10 Agents and Attorneys. The Board may employ such agents, attorneys and advisors and may authorize such agents, attorneys and advisors to represent the Club in the transaction of business.

ARTICLE VI

PURCHASE AND SALE OF REAL PROPERTY LIMIT OF INDEBTEDNESS

Section 6.01 Purchase and Sale of Property. No Board Member, officer, employee, or Member shall purchase or sell any real property in the name of the Club, without the prior approval of a majority of the Regular Members given at a duly called and noticed meeting.

Section 6.02 Limit of Indebtedness. No Board member, officer, employee, or Member shall incur any indebtedness or lease obligation in excess of twelve (12) months on the Club's behalf without the prior approval of a majority of the Regular Members given at a duly called and noticed meeting of said Members; provided however, the Board may incur an unsecured indebtedness in an amount not greater than Three Thousand Dollars (\$3000) without such prior approval.

ARTICLE VII

ANNUAL OPERATING BUDGET

Section 7.01 Annual Budget. The Commodore shall prepare an annual operating budget including all income and expense items and submit it to the Board at the January Board Meeting for its approval.

Section 7.02 Budget Approval. After approval by the Board, the annual budget will be presented to the Membership for final approval. Approval by the Membership at the General

Meeting constitutes authority for the Board to operate the Club within the limits of the approved budget.

Section 7.03 Extraordinary Expenditures. All non-budgeted individual items relative to building and/or equipment exceeding Three Thousand Dollars (\$3,000.00) must have the prior approval of the Membership. In an emergency, the Commodore or the Board may expend such monies as needed to alleviate the emergency. Such expenditure(s) must be reported to the Membership at the first General Meeting after such expenditure(s) occurred.

Section 7.04 Reports. The Commodore and/or Treasurer will report the Club's financial status and budget performance at each General Membership Meeting.

ARTICLE VIII AMENDMENT OF BYLAWS

Section 8.01 These Bylaws may be amended or revised at any Special Meeting of the Members duly noticed for that purpose; provided however, that any Special Meeting to which a change in Bylaws is to be presented, shall be preceded by (1) Notice in writing that changes are contemplated in the Bylaws; (2) a copy of the proposed Bylaw change(s) mailed to each voting Member; and (3) a Certification by the Secretary that the preceding (1) and (2) were mailed at least fourteen (14) days before the Regular or Special Meeting. Voting shall be conducted as specified in Sections 3.05 and 3.06 herein.

ARTICLE IX DUES AND ASSESSMENTS

Section 9.01 Dues and Assessments. The following classes of Membership shall be subject to dues and assessments: (1) Regular Members, (2) Inactive Members, (3) Yachting Members, and (4) Racing Associate Members (RAM). Lifetime Members shall be subject to an assessment equal to any Regular Member assessment levied, but not dues. Inactive Members and Racing Associate Members shall be subject to an assessment equal to twenty percent (20%) of any Regular Member assessment levied. Yachting Members shall be subject to an assessment equal to fifty percent (50%) of any Regular Member assessment levied.

Section 9.02 Fees. Fees representing the purchase of Memberships by Regular Members, transfer of Memberships, initiation fees for Junior, Yachting, Honorary, and Racing Associate Members shall be set by the Board and may be changed from time to time.

Section 9.03 Membership Dues and Assessments. Annual membership dues shall be set by the Board and ratified by a majority vote of the Regular Members at a Special Meeting. Dues are payable in advance of or on January 31. A penalty of five percent (5%) of the dues may be assessed for each thirty (30) day period after January 31.

Any increase in dues or assessments must be approved by the General Membership at a duly noticed meeting. The purpose of considering the dues and/or assessment(s) must be stated in the notice.

Section 9.04 Charges to Members. In addition to initiation fees and dues, Members may be required to pay for the use of the Club's facilities and properties. All such charges shall be set by the Board and approved by the vote of a majority of the Regular Members at a General Meeting. Any use shall not deprive a Member of his/her Club privileges without his/her consent.

**ARTICLE X
DISSOLUTION**

Section 10.1 Voting. A two-thirds (2/3) majority vote of the Regular Members shall be required to dissolve the Club at a duly noticed Special Meeting.

Section 10.2 Distribution of Assets. On dissolution of the Club, any funds remaining after payment of all debts and liabilities shall be distributed to one (1) or more regularly organized and qualified like-organization or educational, scientific or philanthropic organizations as defined in Section 501(c) of the Internal Revenue Code and selected by the Board.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify:

1. That I am the duly elected and acting Secretary of the CHANNEL ISLANDS YACHT CLUB;
2. That the foregoing Amended and Restated Bylaws, comprising fifteen (15) pages, constitutes the Bylaws of the Corporation as duly adopted at a Special Meeting duly held on June 24, 2016

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 24th day of June, 2016.



Secretary