

Articles-At-A-Glance

(as of February 23, 2001)

ARTICLES OF INCORPORATION

of

ST. CROIX YACHT CLUB, INC.

Filed September 26, 1952.

1.

The Club shall be known as the St. Croix Yacht Club, Inc.

2.

The Club is formed for the express purpose of promoting interest and activity in the ownership, racing and cruising of yachts and small boats; of providing a meeting place for members whose common interest lies in ships and the sea; of augmenting the recreational facilities and visitor attractions of the island; of exchange and courtesies with other yacht clubs of the United States and Caribbean islands, and of extending to visiting yachtsmen the hospitality of St Croix.

3.

The Club's principal place of business shall be at Estate Teague Bay, East End Quarter, St. Croix, Virgin Islands. Amended February 11, 1960.

4.

The time for commencement of the Corporation shall be the date of filing the Articles of Incorporation and the period of continuance of said Corporation should be perpetual. Amended February 11, 1960.

5.

Membership in the Club shall consist of Individual, Family, and Honorary Members. Non-member Associates shall consist of Non-Resident Individual, Non-Resident Family, Corinthian Associates and Junior Associates. Amended February 11, 1960 and further amended July 2, 1975.

6.

The highest amount of indebtedness or liability to which the Corporation shall at any time be subject shall be One Hundred Thousand Dollars (\$100,000.00). Amended February 11, 1960.

7.

The affairs of the Corporation shall be managed by a Board of at least twelve (12) Directors who shall be elected at the annual meeting of the Corporation. The Directors shall serve for a term of two years or until their successors are elected. From among the Directors, there shall be elected by the membership for a term of one (1) year: a Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary and Treasurer whose duties shall be prescribed by the By-Laws of the Corporation. Amended February 11, 1960 and further amended July 2, 1975.

BY-LAWS

Adopted February 18, 1976
Amended February 15, 1978
Amended February 16, 1983
Amended February 15, 1984
Amended February 20, 1985
Amended February 19, 1986
Amended February 17, 1993
Amended February 20, 2002

CONTENTS

Article I	Membership
Article II	Courtesies
Article III	Fees and Dues
Article IV	Elections
Article V	Duties of Officers and Directors
Article VI	Removal from Office
Article VII	Liability of Directors
Article VIII	Standing Committees
Article IX	Meetings
Article X	Fiscal Year
Article XI	Amendments to By-Laws

Article I MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. The Club shall have the following classes of membership and non-resident associates, who are actively interested in yachting:

Family Membership
Individual Membership
Honorary Membership
Non-resident Family Associate
Non-resident Individual Associate
Corinthian Associate
Junior Associate

The membership of categories 1 and 2 and categories 4 and 5 of the Club shall not exceed 300 and 150 respectfully. (For purposes of this count, category 1 and 4 membership is a single unit).

SECTION 2. FAMILY MEMBERSHIP. Any family of which the head of household is over 21 years of age, of good moral character, residing on St. Croix at least six months of every calendar year shall be eligible for family membership. Both husband and wife may cast a vote at any annual or special meeting and either or both may hold office, serve on the various committees and shall be entitled to enjoy all the privileges of the Club.

SECTION 3. INDIVIDUAL MEMBERSHIP

Any single person over 21 years of age, of good moral character, who resides on St. Croix at least six months of every calendar year shall be eligible for election to membership and upon election shall be entitled to all privileges of membership, including the right to vote at any annual or special meeting, hold office and serve on the various committees.

2. A married person whose spouse is:

a. Legally separated.

b. Institutionalized, incapacitated or otherwise situated as to preclude his or her use of the Club, who resides at least six months of every calendar year on St. Croix, shall be eligible for election to membership as an individual member, and upon election shall be entitled to all privileges of membership, including the right to vote at any annual or special meeting, hold office and serve on the various committees.

SECTION 4. CHILDREN. Children (under 21 years of age, or under 23 years of age if a student, full time, at a recognized school of higher education) of Members and Non-resident Associate Members may enjoy the privileges of the Club except the right to vote or hold office.

SECTION 5. HONORARY MEMBERSHIP. Any person may be elected to honorary membership for specified periods by a three-fourths (3/4) vote of the Board of Directors. A member so elected shall enjoy all privileges of membership, except the right to vote and/or hold office, but shall not be liable for any initiation fee, dues or assessments. Honorary members shall be limited to six at anyone time.

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SECTION 10. RESIGNATION and REINSTATEMENT.

Membership or Associate status may be terminated by written resignation to the Board of Directors. Upon resignation any paid dues or fees will not be refundable. Unpaid dues accrue on a monthly pro-rata basis through the month of resignation. If there are unpaid dues or fees, the resigning person will be advised by mail, return receipt requested, of the amount due. There will be included a notice that the consequences of non-payment of all indebtedness to the Club will be resignation in bad standing.

The Board of Directors may reinstate a member or associate upon written application to the Membership Committee without paying the initiation fee, if such member or associate previously resigned in good standing.

SECTION 11. SUSPENSION and EXPULSION. The Executive Committee, notwithstanding any other provision of the By-Laws to the contrary, on their own motions or on complaint of the Chairperson of the House and Grounds Committee, on complaint of any regular member filed with the Commodore in writing, and signed by the complainant, may cite any member or non-resident associate of the Club to appear before them to answer any charge of conduct injurious to the order, peace, interest or welfare of the Club or in variance with its objectives, By-Laws or rules. The Secretary, at the direction of the Executive Committee, shall notify in writing the member or non-resident associate so cited in the complaint of the charge filed and give him at least ten days' notice to appear before the Executive Committee. The investigation of such charge shall be conducted in such manner as the Executive Committee may see fit. If upon inquiry and hearing, the Executive Committee shall be satisfied that the cited member or non-resident associate is guilty of the charge brought against him, it may censure or suspend him, or, if in its judgment the interests of the Club demand such action, they may ask him to resign or expel him and hereby terminate his membership. The Executive Committee shall be the full judge of what constitutes conduct injurious to its objectives, By-Laws or rules, and shall be sole judge of the sufficiency of the evidence by which such conduct is shown. A majority vote of the Executive Committee present and voting shall be necessary to expel or suspend a member or non-resident associate. Notice of expulsion of a member or non-resident

associate shall be posted upon the bulletin boards of the Club for thirty days.

SECTION 12. PROPERTY RIGHTS. Only members shall have any right or interest in the property of the Club. Termination of membership by resignation, death, expulsion or otherwise shall operate as a release of all right, title and interest in the property and assets of the Club.

SECTION 13. SENIORITY. Seniority shall begin at the date of election to membership, and shall cease upon termination of membership for any reason whatsoever. In the event that a person whose membership has terminated is reinstated, his seniority shall date from the time of such reinstatement, except that he shall receive his former seniority only upon paying all dues and charges for the period that he was not a member, as though he had been a member during such period. The secretary shall maintain a Seniority Roster. It shall be the prerogative of the Board to define from time to time the application of seniority benefits to be enjoyed by members.

Article II COURTESIES

SECTION 1. The Executive Committee may, from time to time, admit to the privileges of the Club any individuals they deem appropriate, particularly members of the Coast Guard and other armed forces on active duty, visiting yachtsmen and visiting dignitaries. Such privileges shall continue only for such time and under such conditions as specified by the Executive Committee.

SECTION 2. The Executive Committee may extend these courtesies at their discretion, so long as they are not acting inconsistently with the Articles of Incorporation and By-Laws of the Club).

SECTION 3. The Executive Committee may extend courtesies of the Club to any individual they deem appropriate.

Article III FEES AND DUES

SECTION 1. The Board of Directors shall determine from time to time the amounts each member and associate shall pay for annual dues and charges and when such amounts must be paid.

SECTION 2. Members and associates who have not paid their annual dues, fees and charges within thirty (30) days of the due date shall have their names posted on the Club's bulletin board in an indebtedness list. Names will be removed from the list as soon as indebtedness has been paid. Persons remaining on the list for a period of ninety days from the due date will be automatically expelled from the Club in bad standing. Notification of this change of status will be sent to the affected party by mail with return receipt requested. The Board of Directors, within 180 days of the change of status, may modify this action in any case wherein it decides that circumstances justify special consideration.

SECTION 3. Each individual or associate entitled to transfer to Family Membership or a Non-resident Family Associate, except as otherwise provided in these By-Laws or by resolution of the Board of Directors, shall pay a transfer fee equal to the initiation fee then in force for members, less the amount which such applicant originally paid as an initiation fee.

SECTION 4. Club members or associates who become members of the armed forces shall continue in good standing and shall be entitled to all privileges of the Club without payment of dues during such periods of active duty.

Article IV ELECTIONS

SECTION 1. The members of the Club entitled to vote shall elect the officers of the Club at the annual meeting. The officers so elected shall serve a term of one year beginning immediately after the adjournment of the annual meeting at which they are elected, until adjournment of the next annual meeting or until their successors shall be elected.

SECTION 2. The six members of the Board of Directors, other than the officers of the Club and the immediate Past Commodore, who shall also serve as directors, shall be elected by a plurality of members voting and entitled to vote. The directors so elected shall serve for a term of two years each or until their successor shall be elected.

SECTION 3. The Nominating Committee, consisting of seven (7) voting members shall be appointed at least 90 days before the next annual meeting.

The Board will appoint three members of the committee, preferably from those on the Board who are retiring or who are not seeking election to an office. The incumbent Commodore shall appoint one member to the Nominating Committee who is a Club member in good standing, and he will be designated chairperson. Each of the three (3) Board appointees will individually appoint one member from the membership at large who are Club members in good standing. Four of the seven must be boat owners.

The Nominating Committee shall explain in detail to each individual selected for office, the duties and responsibilities for his or her respective office and the general policies and objectives of the prospective Commodore. No member shall serve on the Nominating Committee more than two consecutive years.

SECTION 4. A quorum of the Nominating Committee shall consist of five members. In filling vacancies on the new slate to be submitted, the Nominating Committee shall first consider the outgoing members of the Board before such positions are offered to the general membership. No member shall be considered for a position on the Board of Directors unless he has been in good standing for at least the preceding two years. The Nominating Committee shall not nominate one of its own members for office and shall not nominate an officer or director to a position in which they have just served two consecutive terms.

SECTION 5. The slate of officers, consisting of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, and three members for election to the Board of Directors shall be nominated by the Nominating Committee at least fifty (50) days before the annual meeting. Said committee shall report the slate chosen by it to the Board of Directors prior to the public posting of the slate. The Board of Directors shall not have the right to vote the slate or any individual thereof. No public disclosure of the slate shall be made prior to its submission to the Board of Directors. The Committee shall instruct the Secretary to notify the membership by posting on the Club bulletin board at least forty-five (45) days before election, the complete slate of nominees for all offices to be filled by the election at the annual meeting. The Nominating Committee's slate so posted on the bulletin board will advise the members of the right, by written sponsorship of fifteen (15) or more regular members in g

standing, filed with the Secretary not later than 35 days prior to the annual meeting, to nominate anyone or more individuals for office. The Secretary will then, within 30 days prior to the annual meeting, mail to the members entitled to vote, a written ballot with appropriate instructions for the election of officers and directors.

Officers and Directors will be elected only by the results of the filled in, written ballots. In order to be counted, the written ballots must reach the Club Secretary on or before the call for election at the annual meeting.

At the annual meeting, the Commodore will make a call for election and for all written ballots not theretofore filed with the secretary. The Commodore shall thereupon appoint three tellers to count the ballots received in the mail along with those turned in at the meeting. The tellers will report the count to the Secretary, who will announce the results numerically of the election before the adjournment of the annual meeting.

Article V

DUTIES OF THE OFFICERS AND DIRECTORS

SECTION 1. It shall be the duty of the Board of Directors, composed of the Club's officers, the immediate past Commodore (who shall be ex-officio) and the six elected directors to:

- (a) Carry out the purposes of the Club according to its Articles of Incorporation and By-Laws.

(b) Keep Clubhouse/Club properties adequately insured at all times.

(c) Establish and oversee general Club policies in compliance with the Articles of Incorporation and the Club By-Laws.

(d) Act as the Club's general business agent to negotiate and conclude all contracts for the Club except as hereinafter provided.

SECTION 2. Any sale, mortgage or encumbrance of the Club's real property must have prior approval of the majority of members present and voting in any regular or special meeting of the membership.

SECTION 3. Any director who without proper written excuse or notification absents himself from two successive meetings of the Board of Directors, or from three such meetings during the calendar year, shall be deemed to have resigned from the Board.

SECTION 4. The Board of Directors shall have the power to appoint an eligible member to serve the unexpired term of a position vacated by an officer or member of the Board of Directors.

SECTION 5. THE COMMODORE. The Commodore shall be the chief executive officer and shall:

- (1) command the Club's squadron
- (2) enforce the rules and general provisions respecting the conduct of the members and the welfare of the Club
- (3) preside at all meetings of the Board of Directors
- (4) have authority and responsibility to properly staff the Club
- (5) be ex-officio member of all committees except the Nominating Committee.

The Commodore shall appoint:

- (1) chairman of the Finance Committee and approve of its members
- (2) a By-Law Committee and its chairman
- (3) the chairman of the Regatta Committee, and shall be responsible to the Board of Directors for the performance of all committees under his jurisdiction.

SECTION 6. THE VICE COMMODORE. The Vice Commodore shall assist the Commodore and in the Commodore's absence, act as Commodore until the Board of Directors acts pursuant to Section 4 of this article.

The Vice Commodore shall appoint the chairman of the (1) House Committee, (2) the Building Committee and (3) the Entertainment Committee, and shall be responsible to the Commodore for the performance of these committees.

SECTION 7. THE REAR COMMODORE. The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their respective duties and in the absence of both of these officers shall act as Commodore until the Board of Directors acts pursuant to Section 4 of this Article.

The Rear Commodore shall:

- (1) be responsible for maintaining a complete record and roster of all members

(2) be chairman of the Membership Committee and be responsible to the Commodore for the performance of that committee

notify applicants of their election to or transfer of membership

(4) organize and be responsible for the Grounds Committee, Water Safety Committee, and Public Relations.

SECTION 8. THE FLEET CAPTAIN. The Fleet Captain shall:

(1) assist the Commodore as executive officer and shall communicate the needs and desires of the fleet to the Commodore

(2) appoint or serve as the chairman of the Race Committee and be responsible to the Commodore for the performance of this committee

(3) appoint the chairman of the Dock and Mooring Committee, the Trophy Committee, and a Protest Committee of at least three qualified persons.

It is the duty of the Fleet Captain to insure that the Club's dues in the various national and international racing associations are not delinquent.

SECTION 9. THE SECRETARY. The Secretary of the Club shall:

(1) keep the minutes of meetings of members, of the Board of Directors and the Executive Committee; such minutes at all reasonable times to be open to the inspection of members of the Club.

(2) issue notices of all meetings of the Club, Board of Directors, and the Executive Committee.

(3) be responsible for the Club legal records and the Club seal and attest to all written contracts which have been approved by the Board of Directors.

SECTION 10. THE TREASURER. The Treasurer shall:

(1) be responsible for all moneys of the Club and for the deposit of same in the name of the Club in such depositories as shall be ordered or approved by the Board of Directors.

(2) shall cause to be paid all bills contracted for by the appropriate officers of the Club.

(3) keep a correct account of all receipts, disbursements, and accruals in books provided for that purpose

(4) audit or cause to be audited the accounts of the Manager each Month

(5) present to the Board each month a statement, prepared in accordance with generally accepted accounting principles, of the income and expense for such month and for the calendar year ended that date, and balance sheet for the end of the month - said statements to be distributed to the Board.

On or before the first day of December, the Treasurer shall cause to be mailed to each member a bill for his dues and fees and shall furnish to the Board of Directors the names of all members who have not discharged their indebtedness by January 31 and thereafter, for appropriate action by the Board in accordance with Article III, Section 2 hereof.

The Treasurer may appoint an Assistant Treasurer, approved by the Board, to perform such duties as may

be necessary and proper. Such appointment is not intended to relieve the Treasurer of general responsibility for the performance of duties mentioned herein.

The Treasurer individually, or the Assistant Treasurer and a member of the Executive Committee, shall sign all checks. If there is no Assistant Treasurer or if both he and the Treasurer are absent from St Croix or simultaneously incapacitated, then any two flag officers may sign checks.

Immediately after assuming office, the Treasurer, Assistant Treasurer, and the Manager shall be bonded by a reputable insurance company at the expense of the Club in the amount of \$25,000 each or in such additional amounts as the Board shall determine to be reasonable.

*The purchase and sale of capital assets, except in case of emergency, shall be approved by the Board of Directors, those purchased in an emergency by the Executive Committee shall subsequently be reported to the Board.

SECTION 11. THE JUDGE ADVOCATE. Shall be appointed by the Commodore and shall act as the legal adviser to the Board of Directors of the Club.

SECTION 12. THE FLEET SURGEON. Shall be appointed by the Commodore and be the medical adviser of the Club and shall cause to be provided medical instruction and assistance in first aid as well as equipment for same as the Commodore may direct.

SECTION 13. THE FLEET MEASURER. The Fleet Measurer shall be appointed by the Fleet Captain. It shall be the duty of the Measurer to ascertain the dimensions of yachts of the fleet and sail areas of same as may be necessary to properly calculate handicaps in accordance with the Club rules, except that recognized fleets of one design yachts organized within the Club shall appoint their own Measurer. Fees collected, if any, shall go into the general Club funds.

SECTION 14. THE HISTORIAN. Shall be appointed by the Commodore, who should choose a person willing to serve more than one year so that the Historian becomes a link between Boards of Directors, and is responsible to oversee the custody of all minutes of past meetings, and the preservation of non-current material of historical value from the files of all officers and committees.

The Historian's records shall include:

- (1) Records of Incorporation, By-Laws and amendments
- (2) Important Correspondence (Official and Congratulatory)
- (3) Minutes of meetings and reports (Annual, Directors and Committee)
- (4) Publicity and photographs
- (5) Complete File of Club publications
- (6) Biographies and photos of Club Officers
- (7) Seniority record of membership

Article VI REMOVAL of OFFICERS and DIRECTORS FROM OFFICE

SECTION 1. Any officer or director may be removed from office at any time by a vote of 2/3 of the entire membership. This vote shall be in person or by proxy given at any annual or special meeting of the members.

SECTION 2. Any officer or director may be removed from office with or without cause at any time by the affirmative vote of at least three-quarters of the Board of Directors then in office.

**Article VII
LIABILITY OF OFFICERS & DIRECTORS**

SECTION 1. Liability of the Board of Directors and Officers. No Directors or Officers of the Corporation shall be personally liable for his acts in such capacity to any extent greater than that provided for under the Laws of the U.S. Virgin Islands.

**Article VIII
STANDING COMMITTEES**

The Standing Committee shall have such powers and duties as may be delegated from time to time for the Commodore. All action taken by any committee shall be reported to the Board of Directors through the appropriate officer.

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, the Secretary and the Treasurer. The Executive Committee shall meet once each month or more often as necessary, and three (3) members shall constitute a quorum. The Executive Committee shall be entrusted with the management of the Club in the interim between regular or special meetings of said Board of Directors. At each regular or special meeting of the Board of Directors, the Executive Committee shall report to the Board of Directors, all of the actions that it has taken since the last board meeting. The Treasurer, Assistant to the Secretary Treasurer and the Manager will be bonded an appropriate amount by a reputable insurance company immediately after appointment or election.

SECTION 2. BY-LAW COMMITTEE. A committee of 6 including the incumbent Commodore shall be appointed by the Commodore to review the By-Laws for possible amendment. Said committee shall meet at least once and not later than October 1 of each year and shall submit its report to the Board of Directors for its approval at least 45 days prior to the Annual Meeting.

SECTION 3. FINANCE COMMITTEE. The Finance Committee shall consist of the Chairman, the Treasurer and such other members as may be appointed by the Chairman with the approval of the Commodore. It shall report all recommendations to the Board of Directors.

The Finance Committee may have functional direction over the accounting and financial affairs of the Club. It shall review the capital and expense budgets prepared by the Treasurer where feasible and ascertain that they are generally in balance with actual results. At least once each year the Committee shall examine the financial records of the Club and report their findings to the Board of Directors.

This report, upon Board approval, shall be delivered to each member. The Board shall not be prevented from appointing or hiring an independent auditor at any time.

SECTION 4. HOUSE COMMITTEE. The House Committee shall have general supervision and control of the house, and other Club property not already under the direction of other committees. It shall from time to time,

subject to Board approval, make rules and regulations for the conduct of members in connection with the use of the house and beach facilities. It shall have the power to enforce such rules, and if necessary, under Bylaws, Article 1, Section 11, cite a member through its chairman and shall render a report of its activities for the past year at the annual meeting. It shall, from time to time, hold such meetings as may be necessary for efficient performance of its duties.

SECTION 5. ENTERTAINMENT COMMITTEE. The Entertainment Committee, in cooperation with the House Committee, shall arrange through the Manager such dinners, dances and other social functions as

in its judgment would be conducive to the welfare of the Club and the pleasure of its members.

SECTION 6. BUILDING COMMITTEE. The Building Committee shall be in charge of construction of all new structures approved by the Board of Directors and shall work in close cooperation with the Finance Committee on the planning of building projects. It shall work under the Vice Commodore to effect a speedy completion of all such projects as may come within its province.

SECTION 7. MEMBERSHIP COMMITTEE. The Membership Committee, whose chairman shall be the Rear Commodore, shall consist of five (5) members (including the chairman) who have been in good standing with the Club for at least one year. The Committee shall meet at the discretion of the chairman at least six (6) times a year to review all applications. After review, the Committee will report to the Board of Directors, their action or lack of action on all applications. For those they have acted on, they will recommend either acceptance or rejection. The final decision, however, belongs to the Board of Directors. All proceedings of the Membership Committee and the Board of Directors upon any proposal for membership and all communications received by them in relation thereto shall be regarded as confidential, and shall not be disclosed except to state their final action thereon.

SECTION 8. DOCK AND MOORING COMMITTEE. The Dock & Mooring Committee shall have control of all operational matters pertaining to the docks, sailing facilities and moorings under the Club's jurisdiction.

SECTION 9. RACE COMMITTEE. The Fleet Captain may be the Chairman of the Race Committee. The Chairman shall appoint an adequate number of members to implement the functions of the Committee. The Race Committee shall cooperate in the execution of the racing program. It shall meet with and arrange with the Race Committees of other Yacht Clubs in the area to effect interclub races and allied activities. The Race Committee shall be responsible for the procurement and proper maintenance of all Club racing marks, timepieces, signal devices and other equipment used in the direction and management of races. The Chairman of the Race Committee shall act as Regatta Chairman or shall, upon recommendation of the Commodore, nominate a Regatta Chairman to serve in his place in connection with official Club Regattas.

SECTION 10. GROUNDS COMMITTEE. The Grounds Committee shall have general supervision and control of that part of the Club property not already under the direction of the House Committee. The Grounds Committee shall have jurisdiction over all landscaping and planting on all Club property and shall cooperate with the House and Building Committees in those matters having to do with the beautification of the Club properties and buildings, both existing and future construction.

SECTION 11. WATER SAFETY COMMITTEE. It shall be the duty of this committee to establish regulations and to enforce such regulations pertaining to safety in connection with bathing, swimming, water sports and other aquatic activities that are under the jurisdiction of the Club.

SECTION 12. LONG RANGE PLANNING COMMITTEE. This committee shall consider and plan major projects, improvements, renovations, changes and events that can be anticipated in the future. It shall report to the Board of Directors at least twice each year and to the general membership at the Annual Meeting.

The committee shall have six members, each serving a term of three years, plus the incumbent Commodore. The Commodore will make the appointments.

Two memberships expire each year and the succeeding appointment will be made before April first. Mid-term replacement appointments will have the term of the member replaced. Each is to serve until a successor is appointed. (The chairman of this committee will be a member whose term next expires, except the Chairman must have had at least one year's experience on the Committee)

SECTION 13. INSURANCE COMMITTEE. The Insurance Committee shall conduct periodic reviews of the status of the Club's insurance and make appropriate reports and recommendations to the Board of Directors.

Article IX MEETINGS

SECTION 1. REGULAR MEETING OF THE MEMBERS. The regular annual meeting of the members of the Club shall be held on the third Wednesday of February in each year. Notice of such meeting or any adjournment thereof shall be mailed by the Secretary to the last known address of the members entitled to vote at least thirty (30) days prior to the meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Commodore or by a majority of the Board at anytime, or upon written request of ten (10) or more of the members entitled to vote submitted to the Secretary. Except when a special meeting is called for the purpose of changing the bylaws or articles, the Secretary shall call the meeting within thirty (30) days from the date the request and the Secretary shall give all members entitled to vote fifteen (15) days written notice thereof. If a special meeting is called to change the bylaws or articles, then the Secretary shall call the meeting within forty (40) days from the date of the request and the Secretary shall give all members entitled to vote thirty (30) days written notice thereof. Notice hereunder shall state the object of such meeting and, with respect to a call to change the bylaws or articles, the notice shall include a copy of the proposed amendments. No business other than that stated in the notice shall be transacted at such special meeting.

SECTION 3. QUORUMS AT MEETING OF MEMBERS. One quarter (1/4) of the members entitled to vote shall constitute a quorum at all meetings of the members of the Club.

SECTION 4. VOTING AND PARTICIPATION. At all meetings of the members, all matters other than the annual election of officers and directors (which shall be done exclusively by written ballots mailed in or delivered to the Secretary) and other matters specifically regulated by statute, shall be determined by a majority vote of the members present in person or by proxy.

Voting at meetings shall be by voice except that a show of hands or written vote may be ordered by the chairman of the meeting or by a majority of those present and voting. Only members in good standing (those not on the indebtedness list) shall be entitled to vote.

SECTION 5. ORDER OF BUSINESS. The order of business at the annual meeting and special meetings of the Club and at regular meetings of the Board of Directors shall be:

- (1) Roll Call
- (2) Reading of the minutes
- (3) Reports of the Flag Officers
- (4) Report of the Treasurer
- (5) Reports of Standing Committees
- (6) Reports of Special Committees
- (7) Old Business
- (8) Election of Officers
- (9) New Business

SECTION 6. REGULAR MEETING OF THE BOARD OF DIRECTORS. Regular meeting of the Board of Directors shall be held the third week of every odd numbered month of the year commencing with January. Dates of future meetings may be altered in the adjournment motion of any given meeting.

SECTION 7. SPECIAL BOARD OF DIRECTORS MEETINGS. Special meetings of the Board of Directors may be called at any time by the Commodore, or upon written request of two or more directors addressed to the Secretary of the Club.

SECTION 8. NOTICE OF THE BOARD OF DIRECTORS MEETING Notices of each meeting shall be mailed to each member of the Board at least six (6) days prior to the meeting.

SECTION 9. QUORUM AT MEETINGS OF THE BOARD OF DIRECTORS. Seven (7) members of the Board of Directors shall constitute a quorum. In the event of that a quorum is not present, the meeting will be adjourned to a given date with due notice.

SECTION 10. BUSINESS TRANSACTED. No business shall be transacted at any meeting of the members or of the Board of Directors unless a quorum is present, but the meeting may be adjourned to any given date with due notice.

SECTION 11. PARLIAMENTARY AUTHORITY. All parliamentary procedures not otherwise specified in these By-Laws will be in accordance with Robert's Rules of Order, latest revised edition.

**Article X
FISCAL YEAR**

The fiscal year shall be the first day of January each year.

**Article XI
AMENDMENTS TO BY-LAWS**

The members may amend the By-Laws at any regular or special meeting called for that purpose. The Secretary shall give the general subject matter of any such proposed amendment to each member entitled to vote by mailing notice of the meeting 30 days prior to the meeting. Approval must be by a vote of at least two-thirds (2/3) of the regular members present in person or by proxy, at any regular or special meetings called for that purpose. No less than five voting members or a majority of the Board of Directors shall propose amendments.