

BYLAWS OF  
**ASSOCIATION OF SANTA MONICA BAY YACHT CLUBS**

a California Non-Profit Mutual Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be:

**Association of Santa Monica Bay Yacht Clubs**

ARTICLE II

OFFICES

The principal office for the transaction of the business of the corporation (“principal executive office”) is located in the State of California, County of Los Angeles.

The members may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

The Membership may establish branch or subordinate offices at any place where the corporation is qualified to do business at any time.

ARTICLE III

PURPOSE

The purpose of the Association shall be to promote and support the principles, spirit and objectives of Corinthian yachting in the Santa Monica Bay and surrounding area. It shall be the aim and desire of this Association to promulgate rules of conduct for its members so as to broaden the knowledge of nautical experience, fair play and sportsmanship in the yachting fraternity, aimed always toward the goal of safety at sea.

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Non-Profit Mutual Benefit Corporation Law for the purposes described hereinbelow at Article XV, and it shall be nonprofit and nonpartisan. The Corporation may engage in all activities permitted to be engaged in by law except for those activities which, if carried on regularly, would result in a loss of the Non-Profit status of the Corporation.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

#### ARTICLE IV

##### DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article XV hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect.

#### ARTICLE V

##### MEMBERSHIP

##### SECTION 1. QUALIFICATIONS

Historically, there have been two classes of membership in the Association of Santa Monica Bay Yacht Clubs: Regular Members and Associate Members. Regular members were individual yacht clubs; Associate Members were organizations other than individual yacht clubs. The qualifications and distinctions of the respective members listed below preserve that historic difference and shall be as follows:

(a) Regular Members. Regular Members shall be individual yacht clubs located in, or which are involved in events in, the Santa Monica Bay area and which are in good standing as members of the Southern, California Yachting Association. Status as a Regular Member shall be retained provided that, on an annual basis, such Regular Member conducts or sponsors one or more interclub educational seminars, junior seminars, cruises or invitational regattas and/or makes a significant contribution to yachting or yachting education acceptable to the Association.

(b) Associate Members. Associate Members shall be organizations, other than individual yacht clubs, which are: (i) not for profit organizations situated anywhere; (ii) established for not less than one year, (iii) formed for the general purpose of one or more types of yachting or yachting education related activities, principally occurring within the Santa Monica Bay area; and, (iv) which, in the opinion of the Association, make a significant annual contribution to yachting. An Associate Member's status as a member shall be reviewed annually to determine that the Associate Member continues to satisfy all of the requirements of this paragraph.

(c) Except as may be set forth in the individual sections of these by-laws, the term "members" or membership refers to the individual yacht clubs that are Regular Members

and to the organizations other than individual yacht clubs that are Associate Members. The term “delegates” refers to the representatives of the Regular and Associate members.

## SECTION 2. FEES, DUES, AND ASSESSMENTS

Regular Members and Associate Members shall be assessed dues in an amount determined by vote of the delegates. The amount of dues for the each year shall be determined by vote of the delegates at the November meeting preceding the start of the dues year. If no action is taken at the November meeting, the dues for the following year shall be the same as for the year just concluded. Each member in good standing must pay, within the time and on the conditions set by the delegates, the initiation fee, if any, and annual dues in amounts which may be fixed from time to time by the members.

## SECTION 3. CHARTER MEMBER

The following eight yacht clubs are charter members of the Association: California Yacht Club, Del Rey Yacht Club, King Harbor Yacht Club, Malibu Yacht Club, Santa Monica Yacht Club, South Coast Corinthian Yacht Club, Westward Cruising Club and Windjammers' Yacht Club.

## SECTION 4. APPLICATION FOR MEMBERSHIP

(a) Application for Regular Membership shall be made in writing, addressed to the Secretary, ASMBYC, at the offices of the Association. The application shall include documentary evidence that the applicant meets all of the requirements of Section I (a) above. The application shall be accompanied by the endorsements of three Regular Members of the Association sponsoring the applicant

(b) Application for Associate Membership shall be made in writing, addressed to the Secretary, ASMBYC, at the offices of the Association. The application shall include documentary evidence that the applicant meets all of the requirements of Section I(b) above. The application shall be accompanied by the endorsement of three Regular Members of the Association sponsoring the Applicant

## SECTION 5. ELECTION TO MEMBERSHIP

An Application for Membership shall be presented for consideration by the Members at any regular monthly meeting following its receipt by the Association but shall not be voted on until at least the first meeting following that presentation. Regular and Associate Members shall be elected only by an affirmative vote of two- thirds of the Regular Members of the Association.

## SECTION 6. SUSPENSION OR TERMINATION OF MEMBERSHIP

(a)The membership of any Regular Member shall terminate upon occurrence of any of the following events:

- (i) The resignation of the Member.
- (ii) The dissolution or discontinuation of the organization of the Member
- (iii) Such other events as the Delegates may, by a two-thirds vote, agree upon.

(b) Regular or Associate Members may, after a two-thirds vote of all the then Regular Members, be suspended:

- (i) for failure to pay dues;
- (ii) for failure to comply with the requirements of membership as set forth in this Article;
- (iii) after a determination by the members, or a committee designated to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct governing this Association as promulgated by the delegates from time to time.

(c) Procedure for Suspension: Following the determination that a member should be expelled under this Article or any of its subparts, the following procedure shall be implemented:

(i) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(ii) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three Regular Member delegates appointed by the Commodore at least one of which shall be the Association's Judge Advocate. The notice to the member of its proposed expulsion shall state the date, time, and place of the hearing on its proposed expulsion.

(iii) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(iv) Any member expelled from the Association shall receive a refund of dues or assessments already paid unless such expulsion is for failure to pay dues. If a balance is due an expelled member, the refund shall be prorated from the beginning of the dues year to the actual date of expulsion and shall return only the unaccrued balance remaining for the period of the dues payment.

## ARTICLE VI

## MEETINGS OF MEMBERS

### SECTION 1. REGULAR MEETINGS

Regular meetings of the members of the Association shall be held at least every three months. Meetings of the membership shall be held at any place within or outside the State of California designated by the members. In the absence of any such designation, members' meetings shall be held at the principal executive office of the Association.

### SECTION 2- ANNUAL MEETING

The annual meeting of members shall be held in conjunction with the annual installation dinner, unless the flag officers fix another date and so notify the members. General and Special meetings of members may be held as ordered by the flag officers, from time-to-time as stated below.

### SECTION 3- SPECIAL MEETING

(a) Authorized Persons who may call. A special meeting of the members may be called at any time by any of the following: The Commodore, or five or more Regular Members.

(b) Calling meetings by members. If a special meeting is called by Regular Members other than the Commodore, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or facsimile transmission to the Commodore, the Vice Commodore, and the Secretary of the Association. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article VI, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Commodore.

### SECTION 4. NOTICE OF ASSOCIATION MEETING

(a) For purposes of this section, the listing of meeting dates, times and locations as set forth in the annual Race Calendar published by the Association, shall constitute the notice required by this Section. Said meeting dates, times and locations may be changed from time to time as announced at regular meetings of the Association.

(b) General notice content . Except as provided in paragraph (a), all notices of meetings of members shall be sent or otherwise given not less than 10 nor more than 90

days before the date of the meeting or as may be otherwise ordered by the officers. The notice shall specify the place, date, and hour of the meeting and in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted.

(b) Notice of certain agenda items. If action is proposed be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Amending the articles of incorporation;
- (ii) Amending the bylaws of the Association; (iii) Voluntarily dissolving the Association;
- (iv) Approving a contract or transaction in which an officer has a material financial interest; and
- (v) Approving a plan of distribution of assets, other than cash, in liquidation when the Association has more than one class of memberships outstanding.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each member or the member's delegate(s) either at the address of that member or delegate appearing on the books of the Association or the address given by the member to the Association for the purpose of notice. If no address appears on the Association's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or telegraphic or other written communication to the Association's principal executive office; or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(d) Affidavit of mailing notice. If required either by than by4aws or by the laws of the State of California, an affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, or any other party of the Association giving the notice, and if so executed, shall be filed and maintained in the minute book of-the Association.

#### SECTION 5. QUORUM

(a) Percentage required. A majority of the authorized number of Regular Members of the Association shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

## SECTION 6. ADJOURNED MEETING

Any meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

## SECTION 7. VOTING

(a) Eligibility to vote. Each Regular Member of the Association shall be represented by two regular delegates and two alternate delegates and shall have two votes on all matters to come before the Association. Each regular delegate, or if the regular delegate is absent, each alternate delegate, shall be entitled to one vote; provided, however, that if a Regular Member is represented by only one delegate at a meeting, such delegate shall be entitled to cast two votes on behalf of such Regular Member. Each Associate Member shall be represented by one delegate and shall have one vote on all matters to come before the Association except election to membership, suspension from membership or amendments to the by-laws. The Associate Member's regular delegate, or if the regular delegate is absent, the alternate delegate, shall be entitled to cast one vote on behalf of such Associate Member. Persons entitled to vote at any meeting of members shall be members as of the date the vote is taken .

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of officers must be by ballot if demanded by any member before the voting begins. Voting may be by proxy if, and only if, such proxy is in writing and is given by a delegate to an individual who is a member in good standing of that delegate's yacht club or organization and such proxy states the meeting and matters to which it applies. Such proxy must be recorded with the Association Secretary at or prior to the start of the meeting for which the proxy is given to be valid.

(c) Right of members. Every member entitled to vote shall have the right to do so either by delegate or by one or more agents authorized by a written proxy, signed by the delegate and filed with the Secretary of the Association. A proxy shall be deemed signed if the member's name and the delegate's name is placed on the proxy (whether by manual signature, typewriting, telegraphic or telephonic transmission, or otherwise) by the delegate. However, notwithstanding this paragraph, in order to be certified as a proxy, the proxy holder must meet the requirements of Section 7(b) of this Article VI.

(c) Voting by Mail Members entitled to vote on an issue may vote by mail in situations deemed to be emergencies by the flag officers. Relevant information regarding the vote shall be mailed to each delegate and such vote will allow no less than twenty (20) days from the date of mailing for the delegate to respond in writing. Instructions for completing ballots shall be on the face of the ballot.

(d) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of officers) shall be the act of the members, unless the vote of a greater number or

voting by classes is required by the California Nonprofit Corporation Law or the articles of incorporation.

## ARTICLE VII

### ELECTION OF OFFICERS

#### SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Nominating committee. A nominating committee shall be selected at the September meeting of the Association each year to propose a slate of officers for the following year.

(b) Composition of Nominating Committee. The nominating committee shall consist of six persons. Three members of the committee shall be selected by the delegates. Of those three, one shall be a Staff Commodore of the Association; the other two shall be delegates to the Association. The other three members of the nominating committee shall be the Commodore, the Junior Staff Commodore who shall Chair the nominating committee, and the Vice Commodore who shall be an ex-officio member of the committee without the right to vote.

(c) Eligibility. The nominating committee shall nominate a proposed slate for the offices of Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer of the Association. To be eligible for election, each nominee must be a member in good standing of a member yacht club. The Chair of the nominating committee shall announce the nominees for the offices of this Association at the October meeting.

(d) Nominations by members. Any delegate may nominate any other person who is eligible in accordance with paragraph (c) above for any office by a written petition signed by not less than three delegates representing three Regular or Associate Members. The written petition must include the written concurrence of the proposed candidate for the office sought to be filled. Such written petition, fully executed, shall be filed with the Secretary of the Association not later than Fifteen (15) days prior to the first date fixed for elections. Upon receipt of any such written petition, the Secretary of the Association shall announce the nominations lodged by petition along with the office sought at the November meeting of the Association.

(e) Nominations from the floor. In the event that none of the individuals nominated for a specific office is elected to that office, nominations shall be taken from the floor. Any member present at the meeting may place names in nomination. If all those nominated from the floor are present at the meeting and consent to nomination, a vote may be taken at that meeting. If any individual nominated is not present, then the voting for that office only shall be by mail.

#### SECTION 2. VOTE REQUIRED TO ELECT OFFICER

Candidates receiving the highest number of votes shall be elected as officers. The election of any member's delegate to an office shall not mean that such elected delegate shall automatically be elevated to any higher office or any other office.

## ARTICLE VIII

### OFFICERS

#### SECTION 1. POWERS

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed, and all Association powers shall be exercised, by or under the direction of the officers.

#### SECTION 2. ELECTION AND TERM OF OFFICE OF OFFICERS

Officers of the Association shall be elected by the members and to serve at their pleasure as set forth in these by-laws and installed at the annual meeting of the members to hold office until the next annual meeting-, however, if any annual meeting is not held or the officers are not elected at any annual meeting, they may be elected at any special member's meeting held for that purpose. Each officer, including an officer selected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which selected and until a successor has been elected and qualified.

#### SECTION 3. OFFICERS

The officers of the Association shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary, and a Treasurer (Chief Financial Officer) . The Association may also have, at the discretion of the officers, such other staff officers as may be appointed in accordance with the provisions of Section 3 of this Article X. An Officer may only hold one office at any one time unless an Officer has resigned and no other delegate agrees to assume such Office. An officer may assume the duties and/or title of any staff officer. An Honorary Commodore may be elected each year by a vote of four-fifths (4/5) of all the votes entitled to be cast by the members. Such election shall be for exceptional and meritorious service.

#### SECTION 4. COMMODORE APPOINTMENTS

The Commodore may appoint other Staff Officers including, but not limited to, Fleet Captain, Port Captain, Fleet Surgeon, Judge Advocate and Fleet Representative (who must be a member of such fleet) and may appoint other heads of such committees the Commodore deems necessary for the proper functioning of the Association. The Commodore shall have the power to terminate any appointment so made pursuant to this Section 3. The Commodore shall be an ex officio member of all committees. Each of the appointed officers shall have the title, hold the office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the officers or members.

#### SECTION 5. REMOVAL OF OFFICERS

Any officer may be removed by the members, at any regular or special meeting of the Association, or, in case of an officer appointed by the Commodore, then by the Commodore.

#### SECTION 6. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Commodore of the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the right if any, of the Association under any contract to which the officer is a party. No officer may resign when the Association would then be left without a duly elected officer in charge of its affairs.

#### SECTION 7. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies among officers shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any officer, (ii) the declaration by resolution of the members of a vacancy in the office of a flag officer who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to a duty under section 9240 et seq., of the California Nonprofit Corporation Law, (iii) the vote of a majority of the members to remove an officer, or (b) the failure of the members, at any meeting of members at which any officer or officers are to be elected, to elect the officers to be elected at such meeting.

(c) Vacancies. Should a vacancy occur in any office of the Association caused by any of the events specified in this Section 3, or by any event other than the normal expiration of the term of office, such vacancy shall be filled by a nomination of the Commodore. Such nomination shall be subject to approval of the delegates by a simple majority vote of those delegates present at the meeting following such nomination. The delegates may elect an officer at any time to fill any vacancy not filled by the Commodore, but any such election shall require the consent of a majority of the voting power permitted to vote on such matters.

#### SECTION 8. RESPONSIBILITIES OF OFFICERS

(a) Commodore. The Commodore shall be the Chief Executive Officer of the Association and shall preside over the meetings, have general charge of the business of the Association, shall execute, with the Secretary in the name of the Association, all instruments authorized by the membership to be executed; and, shall have such other duties as may be assigned to the office from time to time.

(b) Vice Commodore. The Vice Commodore shall be vested with all the powers and shall perform all the duties of the Commodore in the absence or disability of the Commodore; and, shall have such other powers and perform such other duties as may be assigned to the office from time to time.

(c) Rear Commodore. The Rear Commodore shall be vested with all the powers and shall perform all the duties of the Commodore and/or the Vice Commodore in the absence or disability of either of them; shall be responsible for the preparation and publication of the Association calendar; and, shall have such other powers and perform such other duties as may be assigned to the office from time to time.

(d) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the officers may direct, a book of minutes of all meetings and actions of officers, committees and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the officers, record of the Association members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members required by the bylaws to be given; shall keep the seal of the Association in safe custody; and, shall have such other powers and perform such other duties as may be prescribed by the officers or the bylaws.

(iv) Succession. The Secretary shall be vested with all the powers and shall perform all the duties of the Commodore, the Vice Commodore and/or the Rear Commodore in the absence or disability of all of them.

(e) Treasurer (Chief Financial Officer). The Treasurer (Chief Financial Officer) shall attend to the following:

(i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association, The books of account shall be open to inspection by any member at all reasonable times.

(ii) Deposit and disbursement of money and valuables, The Treasurer shall deposit all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the officers; shall disburse the funds of the Association as may be ordered by the officers; shall render to the Commodore and other officers, whenever they request it, an account of all of all transactions as Treasurer and of the financial condition of the Association; and shall have other powers and perform such other duties as may be prescribed by the officers or the bylaws.

(iii) Succession. The Treasurer shall be vested with all the powers and shall perform all the duties of the Commodore, the Vice Commodore, Rear Commodore and/or the Secretary in the absence or disability of all of them.

## ARTICLE IX

### COMMITTEES

The Commodore may appoint heads of such committees as the Commodore deems necessary for the proper functioning of the Association. The Commodore shall have the power to terminate any appointment so made. The Commodore shall be an ex officio member of all committees.

## ARTICLE X

### RECORDS AND REPORTS

#### SECTION 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Association shall keep at its principal executive office, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

#### SECTION 2. MAINTENANCE AND INSPECTION OF OTHER ASSOCIATION RECORDS

The accounting books, records, and minutes of proceedings of the members and the officers and any committee(s) of the officers shall be kept at such place or places designated by the officers, or, in the absence of such designation, at the principal executive office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

#### SECTION 3. ANNUAL REPORT

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the officers from issuing annual or other periodic reports to the members of the Association as they consider appropriate.

## ARTICLE XI

### CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Robert's Rules of Order shall be the parliamentary guide for the conduct of meetings of the Association. Where those Rules and these bylaws conflict, these bylaws shall govern.

ARTICLE XII

BYLAWS AMENDMENTS

SECTION 1. AMENDMENT BY MEMBER

New bylaws may be adopted or these bylaws may be amended or repealed by approval of two-thirds of the members entitled to vote thereon.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Association of Santa Monica Bay Yacht Clubs, a California Nonprofit Mutual benefit corporation, and the above revised bylaws, consisting of \_\_\_ pages, including this one, are the bylaws of this Association as adopted at a meeting of the Association held on 19\_\_\_, in the City of State of California.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary