

DRAFT: Proposed by-law changes.

Posted: Feb 1, 2010

**SOUTHERN MASSACHUSETTS SAILING ASSOCIATION
BY-LAWS**

Article I PURPOSES, POWERS, NON-PROFIT STATUS

Section 1. Purposes.

Southern Massachusetts Sailing Association, Inc. (the "Corporation") is organized to carry out the purposes set forth in Article Third of the Articles of Incorporation of the Corporation, from time to time in effect (the "Articles of Incorporation"). The purposes of the Corporation are to encourage the sport of yacht sailing and racing; to promote the science of seamanship and navigation; to foster and encourage social fellowship appertaining to all things nautical between member clubs and similar associations; to forward and advance sailing in all phases and more particularly to promote inter-community sailing yacht races and regattas under uniform rules among constituent member clubs of the Association; and to foster national and international amateur sailing competition.

Section 2. Powers.

The Corporation shall have all the powers enumerated in the Delaware Corporation Law, as from time to time amended (the "Corporation Law"). All the powers of the Corporation, except those conferred by law or by these by-laws upon the members, may be exercised and its purposes shall be accomplished by the Officers as constituted in accordance with the provision of Article VI hereof and acting in accordance with the provisions of Articles VII and VIII hereof. The overall function of the Corporation shall be advisory in nature, and no Local Sailing Organization member shall be bound by any action of the Corporation unless such action shall have been taken or ratified by the affirmative vote of two-thirds of all yacht club members present in person or by proxy at a meeting duly called for that purpose.

Section 3. Non-Profit Status.

The Corporation is not organized for profit and, unless otherwise permitted by the Delaware Corporation Law, no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the board of directors of the Corporation, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the Corporation to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Supreme Court of Delaware, exclusively for such purposes or to such organization as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c)(3) of the Code.

Article II OFFICES

The Corporation may have offices at such places within and outside the State of Delaware as may from time to time be determined by the Members.

Article III MEMBERS

Section 1. Constitution.

A majority of the Officers may, in their sole discretion, admit members to the Corporation. Such members of the Corporation will be such persons, natural or legal, who will meet such qualifications and requirements (including without limitation payment of initiation fees and dues) as from time to time may be established by the Corporation. A majority of the Officers will be the sole judge of the qualifications of, and scope of, voting rights, if any, accorded to the members of the Corporation and his determination as to whether a person is or is not a member will be final. The Corporation may from time to time and at any time create different classifications of members and prescribe different rights, privileges, qualifications or requirements for each class. Any or all of the members may be removed with or without cause by majority vote of the Corporation.

Section 2. Local Sailing Organization Members.

All local sailing organizations having stations on the Massachusetts shore of Buzzards Bay, Cape Cod Bay, Massachusetts Bay or Nantucket Sound, on Cape Cod, on the inland lakes of Massachusetts or on the adjacent islands and as from time to time be determined meeting the following additional requirements, shall be eligible for organizational membership.

Article IV DUES

Section 1. Local Sailing Organization Dues.

Each local sailing organization shall pay to the Corporation upon becoming a member and annually thereafter on or before May 1st of each year as annual dues a sum as determined by the Corporation prior to the annual meeting of the Corporation.

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Section 1.2. Local Sailing Organization Termination of Membership.

Any local sailing organization in arrears in payment of its dues on July 1st of any year may, at the discretion of the Officers and after adequate notice, be suspended from the membership in the Corporation. If the local sailing organization is in arrears in payment of its annual dues on July 15th of any year, its membership shall be automatically terminated.

Article V REPRESENTATIVES

Section 1. Local Sailing Organization Representatives

Each sailing organization which is a member of the Corporation in good standing shall be entitled to appoint each year from its membership one Representative to the Corporation.

Section 2. Representatives Duties

The Representative is the liaison between the Corporation and the member organization from which the Representative serves. Duties include, but are not limited to:

- a) Attending and participating on off-season meetings of the Corporation.
- b) To report, coordinate, and distribute information and material from the Officers to the appropriate people at his organization.
- c) To bring his organizations' concerns to the Officers for discussion and/or action.

Section 3. Representative Voting

A member sailing organization shall be deemed to be present at a meeting at which its Representative is present. A member sailing organization may vote by proxy, which shall be in writing and shall be signed by the Representative or by one of its duly authorized officers and shall be filed with the Secretary before being voted. Any proxy shall be deemed valid unless challenged prior to or at a meeting at which it is exercised. Any proxy must be dated no more than three months prior to the meeting.

Section 4. Terms of Office

The term of each Representative shall be for a period of one year and until the appointment of a successor, subject however, to the provisions of Article VII. In the event of a vacancy in the representation of any member sailing organization by reason of resignation of a representative or other cause, the member sailing organization shall be entitled to appoint from its members a successor to serve the balance of the unexpired term of the predecessor representative except as provided in Article VI hereof.

Article VI OFFICERS

Section 1. Number.

The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 2. Election and Term

The officers and shall be elected at each annual meeting or at another meeting with a full quorum to serve for one year.

Section 4. Eligibility.

No more than two representatives of any member sailing organization shall be eligible for election as an Officer.

Article VII DUTIES OF OFFICERS

Section 1. President.

The President shall preside at all meetings of the Corporation. The President shall oversee the duties of an Executive Director if there is one.

Section 2. Vice Presidents.

The Vice Presidents shall assist the President in the discharge of his duties and in his absence or disability shall have the powers and duties of the President.

Section 4. Secretary.

The Secretary shall keep a full and complete record of the proceedings of all meetings and shall preserve all documents, reports and communication connected with the business of the Corporation, send out all notices and perform such duties as usually pertain to that office.

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Section 5. Treasurer.

The Treasurer shall collect and receive all monies, keep a correct account thereof, and deposit the same in the name of the Corporation in such bank or banks. At the annual meeting of the Corporation he shall submit a full report in writing of the financial conditions of the Corporation and announce the dues structure for the ensuing year. The Treasurer shall oversee the duties of a bookkeeper or accountant if there is one.

Article VIII MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Corporation shall be held between August and December of each year. The annual meeting shall be held for the purposes of electing Officers and transacting such other business as may properly come before the SOUTHERN MASSACHUSETTS SAILING ASSOCIATION.

Section 2. Regular Meetings.

The President may hold meetings, provided that reasonable notice of meeting shall be given to members. Meetings may be held in person or over the phone.

Section 3. Notice of Meetings.

Notice of the time, place and purpose of every annual and special meeting of the Corporation shall be given to each local sailing organization at least ten days before such a meeting. This notice shall be delivered by email.

Section 4. Quorum.

One-quarter of the Local Sailing Organization Members in good standing at the time of the meeting shall constitute a quorum for the transaction of all business representation by proxy shall be counted in ascertaining a quorum. No action shall be taken at any meeting at which less than a quorum is present. Action may be taken at any meeting at which a quorum is present by a majority vote of the local sailing organizations represented in person or by proxy, unless a vote of a larger number is required by law, or by these by-laws.

Section 5. Proxies.

Every member entitled to vote at a meeting may execute a proxy granting either an officer or another member the right to vote for that member.

Section 6. Email Voting.

The President may in his sole discretion allow Representatives to vote on any item including election of Officers by email. For Email Voting, a Quorum will consist of one-half of the Local Sailing Organization Members in good standing at the time of the vote unless a vote of a larger number is required by law, or these by-laws. Additionally, the Secretary shall capture the details of the vote and make them available to any member.

Article IX Executive Director

The Corporation may appoint or hire an Executive Director who shall be responsible for the daily operation of the Corporation.

Article X FISCAL YEAR

The fiscal year of the Corporation will end on December 31.

Article XI INDEMNIFICATION

In order to induce the officers of the Corporation to serve as such, the Corporation agrees to indemnify its directors and officers to the full extent permitted under the Delaware Corporation Law. The provisions of this article will apply, and its benefits will be available, to each director and officer who by accepting election or appointment as a director or officer will be considered to have relied on the agreement of the Corporation to provide this indemnity. If any claim is asserted, or action is instituted, against a director or officer, the Corporation will pay the reasonable expenses incurred by the director or officer in advance of the final disposition of the claim or action as permitted by Delaware Corporation Law. The Corporation will have no obligation to indemnify a director or officer for any amounts paid in settlement of any claim made without the Corporation's prior written consent which will not be unreasonably delayed or withheld. If any action is instituted by a director or officer against the Corporation to enforce a claim hereunder, the director or officer will be entitled to be paid the costs and expenses, including reasonable attorneys fees, incurred with respect to such action unless the court determines that the claim hereunder was not made in good faith or was frivolous. No amendment or repeal of this article will be effective with respect to acts or omissions of a director or officer occurring prior thereto.

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Article XII AMENDMENTS

The members may, by vote of fifty-one percent (51%) of all Local Sailing Organization Members in good standing at the time, alter, amend or repeal the by-laws, or adopt new by-laws.