

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 an Executive Committee as constituted in accordance with the provision of Article VI hereof and acting in accordance with the provisions of Article IX and VIII hereof. The overall function of the Corporation shall be advisory in nature, and, excepting decision of the Appeals Committee, as constituted in accordance with the provisions of Article VIII hereof, 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 shall have its principal office at Falmouth, Massachusetts and may have other offices at such places within and outside the State of Delaware as may from time to time be determined by the Executive Committee.

64

Article III

MEMBERS

Section 1. Constitution. The Executive Committee may, in its 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 Executive Committee. The Executive Committee will be the sole judge of the qualifications of, and scope of, voting rights, if any, accorded to the members of the Corporation and its determination as to whether a person is nor is not a member will be final. The Executive Committee 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 full Executive Committee then in office.

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. The additional

requirements as to any organization are that:

a) It shall be proposed for membership by two of the designated representatives as described in Article V of two member local sailing organizations.

b) It shall have sufficient members to satisfy the proposers that the organization's activities are not transient and that it can fulfill its financial commitments.

c) Its activities shall be such that it actively supports the sport of sailing.

The membership shall consist of the yacht clubs organizing this Corporation and all additional local sailing organizations which shall be duly elected to membership in accordance with these by-laws, subject, however, to such changes in membership as shall from time to time occur pursuant to the provisions of these by-laws.

Section 2.1. Local Sailing Organizations Membership. Each application for membership shall be on a form approved by the Executive Committee, signed by proposers as above provided, and submitted to the Executive Committee for acceptance or rejection. If two-thirds of the Executive Committee then in office shall vote to admit the applicant, it shall become a local sailing organization member upon payment of the dues required by these by-laws.

Section 3. Individual Members. Individual members shall be members of a member organization, shall have the privilege of attending all general meetings of the Corporation, and shall be eligible to hold office, but shall have no vote; they shall receive all publications of the Corporation. Individual members may be Sustaining, Family, Regular or Youth Members of the Corporation. A Youth Member is defined as any individual who has not reached their twenty-second birthday during the calendar year. Family Members are all members of the same family residing at the same residential address.

Section 3.1. Individual Membership. Application for individual membership shall be filed with the Treasurer, and shall become effective upon payment of the dues required by these by-laws.

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

65

Section 4. Associate Members. Associate Members shall be individuals interested in promoting sailing with the Southern Massachusetts area, but who are not members of a local sailing organization. They shall have the privilege of attending all general meetings of the Corporation, but shall have no vote nor be eligible to hold office, they shall receive all publications of the Corporation. Associate members may be Sustaining, Family, Regular or Youth Members of the Corporation as defined in Section 3. above.

Section 4.1. Associate Membership. Applications for Associate membership shall be filed with the Treasurer and shall become effective upon payment of the dues required by these by-laws.

Section 5. Honorary Members. Honorary Members shall be persons elected as herein provided and shall have the privilege of attending all general meetings of the Corporation, but shall have no vote nor be eligible to hold office, they shall receive all publications of the Corporation.

Section 5.1. Honorary Membership. Whenever a candidate for Honorary membership is called to the attention of the Executive Committee, two-thirds of the Executive Committee then in office may vote to admit the proposed individual and that individual shall then become an Honorary member on the date of such vote.

Section 6. Resignation-Suspension of Membership. Any member may resign from membership at any time by written notice of resignation delivered or mailed to the Secretary. Individual or Associate members may be removed for cause by the affirmative vote of two-thirds of the Executive Committee. Membership shall also be automatically terminated for non-payment of dues as provided in Article IV.

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 Executive Committee prior to the annual meeting of the Corporation.

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 Executive Committee 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.

Section 2. Individual and Associate Members Dues. Upon becoming an Individual Member or an Associate Member and annually thereafter on or before January 1st of each year each Individual or Associate Member shall pay to the Corporation as annual dues a sum as determined by the Executive Committee prior to the annual

meeting of the Association. Individual and Associate Members shall be subject to the same rules regarding suspension and termination of membership as Club Members.

Section 3. Honorary Member Dues. No dues will be required of an Honorary Member.

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

66

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 two representatives to the Corporation, acting together or if only one is present then that one acting alone, shall have one vote.

Section 2. Representatives Duties. The Representative is the liaison between the Executive Committee 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 Executive Committee and the Representatives.
- b) To report, coordinate, and distribute information and material from the Executive Committee to the appropriate people at his organization.
- c) To bring his organizations' concerns to the Executive Committee for discussion and/or action.

Section 3. Representative Voting. A member sailing organization shall be deemed to be present in person at a meeting at which at least one of its representatives 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 VII 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. These officers and six Members-at-Large of member yacht clubs or sailing organizations and the Executive Director shall constitute the Executive Committee. All Past Presidents shall be voting members of the Executive Committee for one year following their term of office and non-voting thereafter unless duly elected to the Executive Committee.

Section 2. Election and Term. The officers and Members-at Large shall be elected at each annual meeting to serve for one year, except in the case of the initial Members-at-Large, three of whom shall be elected for a term of one year and three of whom for a term of two years or until the appointment of their successor.

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

67

Section 3. Membership. All officers, Members-at-Large, and Committee Chairs must be individual members of the Association at the time of their election or appointment and the duration of their individual terms.

Section 4. Eligibility. No more than two representative of any member sailing organization shall be eligible for election to any offices or to the Executive Committee, except that this paragraph shall not apply to the chairs of the committees listed in Article X.

Section 5. Termination. Any officer or Member-at-Large missing two consecutive Executive Committee meetings may, by vote, be replaced by the Executive Committee.

Article VII

DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Corporation and the Executive Committee, shall be chairman of the Executive Committee and, subject to the supervision and control of the Executive Committee, shall direct the affairs and activities of the Corporation.

Section 2. First Vice President. The First Vice President 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 3. Second Vice President. The Second Vice President shall assist the President and the First Vice President in the discharge of their duties and to officiate in their absence.

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.

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 as the Executive Committee may from time to time designate. At the annual meeting of the Corporation he shall submit a full report in writing of the financial conditions of the Corporation, which shall previously have been audited and approved by the Executive Committee, and announce the dues structure for the ensuing year.

Article VIII

MEETINGS

Section 1. Meetings.

Section 1.1 Annual Meeting. The annual meeting of the Corporation shall be held between August and December of each year at a time and place within or without State of Delaware to be from time to time appointed by Executive Committee. The annual meeting shall be held for the purposes of electing directors whose term expire, electing officers and transacting such other business as may properly come before the SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

68

meeting. If for any reason the annual meeting of the Executive Committee shall not be held, a special meeting in lieu of the annual meeting of the Executive Committee may be held.

Section 1.2. Regular and Special Meetings. The Executive Committee may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Executive Committee may be held at such time and at such place as may from time to time be determined by the Executive Committee, provided that reasonable notice of the first regular meeting following any such determination shall be given to members. The Executive Committee shall cause a schedule of regular meetings to be given to members.

Section 1.3. Special Meetings. Special meetings of the Corporation may be called by the President or by a majority of the Executive Committee, and shall be called by the Secretary upon written request of five yacht club members.

Section 2. 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 and to each Individual, Associate and Honorary member by the Secretary at least ten days before such a meeting by mailing a copy, postage prepaid, to its or his address as it appears on the books of the Corporation, but any meeting held without formal notice shall be valid if all local sailing organizations are represented in person or by proxy, or if the local sailing organizations who are not represented in person or by proxy shall waive notice in writing.

Section 3. Quorum. One-third of the local sailing organizations in good standing at the time of the meeting shall constitute a quorum for the transaction of all business but representation by proxy shall not be counted in ascertaining a quorum.

No action shall be taken at any meeting at which less than a quorum is present, except to adjourn from time to time and an adjourned meeting may be held adjourned without further notice. Action may be taken at any meeting at which a quorum is presented 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, by the Agreement of Association, or by these by-laws.

Section 3.1. Proxies. Every member entitled to vote at a meeting or by express consent without a meeting may authorize another person or persons to act for such member by proxy, executed in writing by such member or by such member's duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.2. Consent Votes. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the members entitled to vote thereon.

Article IX

EXECUTIVE COMMITTEE

Section 1. Powers. The Executive Committee shall have general management of the Corporation, of its affairs and activities. In addition to other powers as provided in these by-laws, it shall have the power to appoint such special officers, com-

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

69

mittees and delegates as it deems desirable, to fill any vacancies in any office or in the Executive Committee, to appoint delegates and alternates to the New England Yacht Racing Council, to appoint delegates and alternates to the United States Sailing Association while the Corporation shall be a member thereof, and in general, but subject to the provisions of these by-laws, to take such action as it shall deem desirable to accomplish the purpose of the Corporation.

The Executive Committee may appoint an Executive Director who shall be responsible for the daily operation of the Corporation, and who shall be a member of the Executive Committee.

Section 2. Number. The number of Executive Committee members will not exceed eleven nor be less than three but shall always be an odd number.

Section 3. Constitution.

Section 3.1. Executive Committee. The initial Executive Committee consists of those persons named in Article Sixth of the Articles of Incorporation.

Section 3.2. Nomination of Officers. Following expiration of the initial terms of office, officers shall be elected/appointed in the following manner.

At least thirty days before each annual meeting, the Executive Committee shall appoint a Nominating Committee which shall consist of one representative from each of three different local sailing organizations.

The Nominating Committee shall nominate one or more candidates for each office including membership on the Executive Committee to be balloted for at the annual meeting, and shall notify the Secretary in writing of its nominees at least two weeks previous to the date of the annual meeting. The report of the Nominating Committee shall be sent to all local sailing organizations and Individual, Associate and Honorary members with a notice of the annual meeting.

Independent nominations may be made by not less than ten representatives not later than the seventh day immediately preceding the date for the annual meeting by written notice delivered to the Secretary or the President, who shall promptly send out notices of any such nominations to all local sailing organizations.

Notwithstanding the foregoing, each Officer will hold office until his or her successor is appointed or qualified. Officers shall be eligible for reelection to the Executive Committee.

Section 3.3. Advisory Members. The members of the Executive Committee may appoint non-voting advisory members to the Executive Committee. Advisory members shall enjoy the same rights as committee members, including the right to attend and be heard at meetings of the Executive Committee, provided, however, advisory members shall. (i) have no right to vote on any matter; (ii) not affect or be counted for the purpose of ascertaining quorum requirements set forth in Section 8 of this Article; and (iii) receive, as a courtesy only, notification of all meetings of the Executive Committee. Such a notice shall not be required to be given hereunder and the failure to give such notice shall not affect the validity of any meeting of the Executive Committee.

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

70

Section 4. Meetings. The Executive Committee shall meet at least five times a year.

Meetings may be called by the President or by any two members; thereof, to be held at such time and place as shall be designated in the call. Notice of the time and place of all meetings shall be given each director by mailing a copy, postage prepaid, to his address as it appears on the books of the Corporation at least ten days before the meeting, but any meeting held without formal notice shall be valid if all the Committee members are present in person or shall waive notice in writing. A majority shall constitute a quorum for transaction of business, but a less number may adjourn any meeting and an adjourned meeting may be held as adjourned without further notice. Action may be taken at any meeting at which a quorum is present by a majority vote of those present, unless the vote of a larger number is required by law or by these by-laws. Absentee members may express their opinion by mail on questions submitted to them in writing, but such members shall not be counted as present for the purpose of constituting a quorum or as voting at the meeting at which the questions submitted to them are considered.

Section 5. Vacancies. In the event of any vacancy or vacancies in the Executive Committee by reason of resignation or other causes, the remaining members, if not less than three, shall constitute and have the power to act as the full committee until such vacancy or vacancies shall be filled. Any vacancy occurring on the Executive Committee shall be filled by the Executive Committee in accordance with the provisions of Section 5. of Article XII. A director elected to fill a vacancy

will serve for the unexpired term of his or her predecessor in office.

Section 6. Resignations. Any member may resign at any time by giving written notice to the Executive Committee. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

Section 7. Removal. Any Executive Committee member may be removed from office with or without cause by majority vote of the full Executive Committee or for the unexcused failure to attend three consecutive meetings of the Executive Committee by the affirmative vote of a quorum of the Executive Committee. A member shall receive ten days prior written notice by registered or certified mail of a meeting concerning the removal of such member and shall be entitled to appear and be heard, but not vote, thereat.

Section 8. Quorum. At all meetings of the Executive Committee, a majority of the Executive Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present (excluding advisory members as defined in Section 3.3 of Article IX) will be the act of the Executive Committee, unless the act of a greater number of Executive Committee members is required by the Delaware Corporation Law, the Articles of Incorporation or these by-laws.

Section 9. Consent Vote. Any action required or permitted to be taken at a meeting of the Executive Committee or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members or all the members of such committee entitled to vote thereon, as the case may be.

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

71

Section 10. Prohibition of Compensation of Members. If the Executive Committee so resolves, members may be paid reasonable compensation for their services or their reasonable expenses, if any, of attendance at each meeting of the Executive Committee. This section shall not preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation thereof.

Section 11. Specification of Business. Neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee or a committee of the Executive Committee of the Corporation need be specified in any notice or written waiver of notice except as otherwise required by the Non-Profit Corporation Act or herein expressly provided.

Article X

COMMITTEES

Section 1. Committees. The Executive Committee, by resolution passed by majority of the members in office, may designate one or more additional committees as determined to be necessary or appropriate for the conduct of the Corporation's affairs, each committee to consist of one or more members appointed by the Executive Committee. Except as provided by the Delaware Corporation Law, the Articles of Incorporation or by further resolution of a majority of the Executive Committee in office, an Executive Committee so designated shall have and may exercise all the authority of the Executive Committee. The board may appoint one or more members as alternate members of the committee, who may replace any absent or disqualified member at any meeting of the committee, provided they satisfy Article VI, Sections 3 & 4. Such committee or committees will have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee will keep regular minutes of its proceedings and report the same to the Executive Committee in office, at any time change the members of, fill vacancies in, limit, expand or alter the authority of, and discharge any committee of said board.

Section 2. Membership Services.

Section 2.1. Membership-Communications Committee. The Executive Committee shall appoint a Membership-Communications Committee consisting of not less than three members, which will propose and implement communication between member sailing organizations, individual members, all sailors, the public, sailing classes and committees. It will be responsible for proposing and thereafter implementing all aspects of Corporation public relations, both public and private. The Chair of the Membership-Communication Committee shall be available to advise the Executive Committee when necessary.

Section 2.2. Development Committee. The Executive Committee shall appoint a Development Committee consisting of not less than three members, which will review and propose long range plans, the execution of which will satisfy and enhance the object of the Corporation, and for advising the Executive Committee of any pending legislation or regulations which would directly or indirectly affect

sailing and/or the member sailing organizations. The Committee will work with
SOUTHERN MASSACHUSETTS SAILING ASSOCIATION
BY-LAWS

72

Officers of the Corporation in planning for the execution and implementation of the approved plans. The Chair of the Development Committee shall be available to advise the Executive Committee when necessary.

Section 3. Racing and Sailing Committees.

Section 3.1. Race Administration Committee. The Executive Committee shall appoint a Race Administration Committee consisting of not more than eleven members and shall serve as the District Appeals Committee authorized by United States Sailing prescription, 70.1 of ISAF rules. At least three members shall participate in each appeal decision. The Race Administration Committee shall also be responsible for all activities associated with race management and judging within the Corporation to include the training of a cadre of apprentice race committee members and judges and the assignment of judges to and documentation of United States Sailing Association championship events. Its services will also be available to local sailing organizations requesting assistance in training of judges and race management personnel for events. The Chair of the Race Administration Committee shall be available to advise the Executive Committee when necessary.

Section 3.2. Championship Series. The Executive Committee shall appoint a National District Championship Committee of not more than seven members, which shall conduct the area championships and coordinate their activities with the New England Yacht Racing Council and the United States Sailing Association. The Chair of the Championship Series Committee shall be available to advise the Executive Committee when necessary.

Section 3.3. Inshore Committee. The Executive Committee shall appoint an Inshore Committee consisting of not less than five members, which shall be comprised of representatives of the various one design classes within the Corporation, but not more than two members from the same one design class, and which shall be responsible for the promotion of one design sailing within SM SAILING. The Chair of the Inshore Committee shall be available to advise the Executive Committee when necessary.

Section 3.4. Offshore Committee. The Executive Committee shall appoint an Offshore Committee consisting of not less than five members, which shall promote Offshore racing under the various measuring rules, establish championship series under the various measuring rules and establish such rules or these championships as necessary. The Chair of the Offshore Committee will also be the delegate to the Offshore Racing Council of the United States Sailing Association.

Article XI

NOTICE

Section 1. How Delivered. Whenever under the provisions of the Non-Profit Corporation Act or of the Articles of Incorporation or of these by-laws written notice is required to be given to any person, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his, her or its address as it appears in the records of the Corporation, with postage

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

73

or delivery charges thereon prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service. Notice may also be given to any director either personally or by telephone to his or her house or office either directly or by leaving a message thereat.

Section 2. Waivers of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act or the Articles of Incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XII

SEAL

The corporate seal shall consist of a flat-faced circular die, with the name of the Corporation, the year and state of its organization and such additional material as may be prescribed from time to time by the Executive Committee, cut or engraved thereon.

Article XIII

FISCAL YEAR

The fiscal year of the Corporation will be determined by the Executive Committee and in the absence of such determination will end on December 31.

Article XIV

INDEMNIFICATION

In order to induce the directors and 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

SOUTHERN MASSACHUSETTS SAILING ASSOCIATION

BY-LAWS

74

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.

Article XV

AMENDMENTS

The members may, by vote of fifty-one percent (51%) of all members, alter, amend or repeal the by-laws, or adopt new by-laws