

BYLAWS OF YACHT RACING ASSOCIATION OF SAN FRANCISCO BAY
A California Nonprofit Mutual Benefit Corporation

ARTICLE I -- NAME

The name of this corporation is **YACHT RACING ASSOCIATION OF SAN FRANCISCO BAY (YRA)**.

ARTICLE II -- PURPOSE

The purpose of the YRA shall be to enhance the recreation of its membership through the promotion, coordination, and administration of yacht racing activities for sailing craft, which start and/or finish races on the waters of Northern California.

ARTICLE III -- DEFINITIONS

The following definitions shall apply where used in these By-Laws:

A Yacht - Any waterborne craft capable of carrying not less than one person for competitive racing.

B Qualified Yacht - A yacht owned or chartered by an individual member who has started in the greater number of either four (4) races or one-half of the YRA designated races of a season or series and finished not less than one half of that number.

C Sponsoring Club - A yacht/sailing club which has obligated itself to conduct, and does conduct one or more YRA designated races during a season or series.

D Chartered Association - A group of Racing Members or fleets having specific common interest or requirements which has been provisionally accepted by the Board and subsequently adopted by the Delegates shall be granted the charter to:

1. **Represent its constituents;**
2. **Determine** its requirements for membership;
3. **Make** special rules for its members;
4. **Appoint** a member to the YRA Board of Directors and the appropriate YRA committees;
5. **Coordinate** and communicate the programs, policies and activities designated by the Board of Directors.

E YRA Club - Any Yacht or Sailing Club in Northern California that has either:

1. **Asked to be represented by a Delegate, or**
2. **Has one, or more, of its members who qualified a yacht during the previous season, or**
3. **Has paid its dues to YRA,** shall be known as an YRA Club.

F California Nonprofit Corporation Law. **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. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IV -- PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of the activities and affairs of this corporation is located at 1070 Marina Village Parkway, Suite 202-G, Alameda, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities. The corporate website is www.YRA.org

ARTICLE V - MEMBERSHIP

A Classes of Membership: This Corporation shall have four classes of membership, designated as follows:

1. The Chartered Associations.
2. **YRA Clubs.**
3. **Sailing Members who shall be (a) individuals that race sailboats; (b) who have completed an entry for their yacht; (c) paid their annual dues; and (d) who are members of a YRA Club. Membership shall commence upon fulfillment of membership requirements by a member and shall end on December 31 of that year. Any Sailing member shall be eligible for membership on submission of their entry and on timely payment of such dues and fees as the board may fix from time to time.**

4. **Associate Members shall be individuals who wish to support the activities of the YRA, including race management, but have not entered to race a yacht eligible for membership. Associate members shall be eligible for membership on submission of an application, on the approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.**

B Rights of Membership. The Membership rights of the various classes of members shall be:

1. **All Chartered Associations are entitled to appoint two Delegates from their membership.**
2. **Each YRA Club is entitled to one delegate. In addition, each YRA Club is entitled to one additional delegate for each increment of 15 Sailing Members that belong to that YRA Club.**

C Other Persons Associated With Corporation. This corporation may refer to persons of Sailing and Associate member classes or other persons or entities associated with it as “members,” even though those persons or entities are not voting members as set forth in ARTICLE V, -B. of these By-laws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code -5056 unless that person or entity shall have qualified for a voting membership under Article V, -B. of these By-laws.

D Members’ Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class except Associate Members. The board may, in its discretion, set different dues, fees, and assessments for each class and different segments of the class of Associate Members.

E Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these By-Laws and who are not suspended shall be members in good standing.

F Termination of Membership. A membership shall terminate on occurrence of any of the following events:

1. **Resignation of the member;**
2. **Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;**
3. **The member’s failure to pay dues, fees, or assessments as set by the board within 90 days after they are due and payable;**
4. **Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or**
5. **Termination of membership under ARTICLE V, -F. of these By-Laws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interests.**

G Suspension of Membership. A member may be suspended, under ARTICLE V, -F. of these By-Laws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation’s rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

H Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under ARTICLE V, -F. of these By-Laws, the following procedure shall be followed:

1. **The board shall give the member at least 15 days’ prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member’s last address as shown on the corporation’s records.**

2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
3. The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.
4. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

I. **Transfer of Memberships -- Transfer Not Permitted.** Membership or right arising from membership shall not be transferred.

ARTICLE VI - DELEGATES

- A. Each Member of the board of directors shall be a Delegate.
- B. **YRA Clubs are entitled to be represented by Delegates selected from said YRA Club's Sailing Member[s], through the YRA Club to which they belong.**
 1. **YRA Club Delegates shall be selected through their clubs in the following manner:**
 - a. Each and every YRA Club shall select one Delegate.
 - b. Each YRA Club shall be entitled to select one additional Delegate for each fifteen (or fraction thereof) Sailing Members belonging to that YRA Club.
- C Each Chartered Association shall be entitled to select two Delegates from Sailing Members within its ranks.
- D. All Delegates shall be entitled to a vote at the Delegate Meetings of the YRA. In addition, all members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. Delegates shall constitute the representation of the Sailing Members who shall attribute their respective membership to a specific YRA Club.
- E. Any YRA Club and Chartered Association shall be entitled to a full complement of Delegates in addition to those of its members who have been elected to the Board of Directors or who are appointed as Delegates of a Chartered Association.

ARTICLE VII - ANNUAL MEETING OF THE DELEGATES

- A An annual meeting of Delegates shall be held in November, of each year, unless the board fixes another date or time and so notifies Delegates as provided in ARTICLE VII, - G. of these By-Laws. At the meeting, the following shall be the order of business:*
1. **Election by the Delegates of the At Large Directors;**
 2. **Elect the Chair of the Association;**
 3. **Approve the budget for the succeeding calendar year;**
 4. **Amend these By-Laws as may be required; and**
 5. **Attend to such other proper business as may be put before the Delegates by the Board of Directors by Agenda.**
- B. The Board of Directors may also designate a time during the spring of each year, for a Spring Meeting if required.
 - C. The Board of Directors shall determine the hour and place of the Annual and Spring meetings and shall notify the Delegates and YRA Club Members not less than ten days prior to such meeting.
 - D. **Calling Special Meetings.**
 1. The YRA Chair may call for such other meetings, as the Chair deems advisable.
 2. A special meeting shall be scheduled within twenty (20) days of receipt of a written request from not less than five Delegates.

3. A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specify the specific business to be heard or transacted, and be submitted to the Chair of the board or, in the absence of the Chair, the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the Delegates entitled to vote, under ARTICLE VII, -G. of these By-Laws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 10 but no more than 20 days after receipt of the request. If the notice is not given within 10 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Delegates may be held when the meeting is called by the board.
4. No business, other than the business that was set forth in the Notice of the Meeting, may be transacted at a special meeting.
- E Agenda.** The notice of any meeting shall include the Agenda. If the agenda includes a proposed change to these By-Laws, the full wording of the change shall also be included. No business other than that specified in the Agenda shall be dealt with unless a majority of a quorum of the Delegates present in person, by Alternate or Proxy, vote to do so.
- F Place of Meeting.** Meetings of the Delegates shall be held at any place within or outside California designated by the board or by the written consent of all Delegates entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Delegates' meetings shall be held at the corporation's principal office.
- G General Notice Requirements.** Whenever Delegates are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under ARTICLE VII, H., of these By-Laws, to each Delegate and YRA Club with Delegates entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the Delegates. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
- H Manner of Giving Notice.** Notice of any meeting of Delegates shall be in writing and shall be given at least 10 but no more than 20 days before the meeting date. The notice shall be given either personally or by facsimile, electronic transmittal, first-class mail, or by other means of written or electronic communication capable of confirming delivery, charges prepaid, and shall be addressed to each Delegate entitled to vote, at the address of that Delegate as it appears on the books of the corporation or at the address given by the Delegate to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either:
- a. Notice is sent to that Delegate by first-class mail or facsimile or other written communication to the corporation's principal office or
 - b. Notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.
- I Affidavit of Mailing Notice.** An affidavit of the mailing of any notice of any Delegates' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.
- J Quorum.** One third of the Delegates present in person, by Alternate[s], or proxy shall constitute a quorum for the transaction of business at any meeting of Delegates. A quorum shall continue to exist until the meeting has been adjourned regardless of the number of Delegates then present.

- K Notice of Substitution or Proxy.** Delegates may be represented by an Alternate present in person, or Proxy, so long as the Executive Director or an officer of the YRA has received a written, signed notice of the substitution from the absent Delegate, an officer of the YRA Club or Board member of the Chartered Association entitled to that Delegate, or the Delegate, Officer or Board Members attorney-in-fact, and whether by manual signature, typewriting, facsimile transmission, or otherwise.
- L Conduct of Meetings.** All meetings of YRA shall be conducted according to the current edition of Roberts Rules of Order.
- M Eligibility To Vote.** Subject to the California Nonprofit Mutual Benefit Corporation Law, Delegates of YRA Clubs in good standing as members of YRA on the Record Date, determined pursuant to ARTICLE VII, -W., of these By-Laws shall be entitled to vote at any meeting of Delegates.
- N Manner of Voting.** Voting may be by voice or by ballot, except that any election of At Large Directors must be by ballot if demanded before the voting begins by any Delegate at the meeting.
- O Number of Votes.** Each Delegate, Alternate, or Proxy is entitled to vote and may cast one vote on each matter submitted to a vote of the Delegates.
- P Waiver of Notice or Consent.** The transactions of any meeting of Delegates, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, Delegates entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in ARTICLE VII, -D., of these By-Laws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A Delegate's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Delegate objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- Q Action by Unanimous Written Consent.** Any action required or permitted to be taken by the Delegates may be taken without a meeting, if a majority of the Delegates consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as an affirmative vote of a majority of the Delegates.
- R Action by Written Ballot.** Any action that Delegates may take at any meeting of Delegates may also be taken without a meeting by complying with ARTICLE VII, --Q, and S, of these By-Laws.
- S Solicitation of Written Ballots.** This corporation shall distribute one written ballot to each Delegate entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by ARTICLE VII, --G., and H., of these By-Laws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall
1. Set forth the proposed action;
 2. Give the Delegates an opportunity to specify approval or disapproval of each proposal;
- and

3. Provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more Delegates, any written ballot distributed to ten or more Delegates shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of directors, a written ballot that a Delegate marks "withhold", or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

T Number of Votes and Approvals Required. Approval by written ballot shall be valid only when

1. The number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
2. The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

U Revoking Ballots. A written ballot may not be revoked unless the Delegate attends the Vote either in person, by Alternate or by proxy.

V Filing Ballots. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least five years.

W Record Date for Notice, Voting, Written Ballots, and Other Board Actions. The record date for determining Delegates entitled to receive notice of a meeting of Delegates shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining Delegates entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining Delegates entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

For purposes of **ARTICLE VII, -W.**, of these By-Laws, a listed Delegate, at the close of business on the record date shall be a Delegate of record.

X Delegates' Proxy Rights. Each Delegate entitled to vote shall have the right to do so either in person, by duly appointed Alternate or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the Delegate's name is placed on the proxy by the Delegate or an officer of the YRA Club or Chartered Association or the Delegate's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

Y Solicited Proxies. If the corporation has 100 or more Delegates, any form of proxy distributed to 10 or more Delegates shall give the Delegate an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a Delegate marks "withhold", or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

Z Revocability of Proxies. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code Section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

1. It is revoked by the Delegate executing it before the vote is cast under that proxy, (a) by a writing delivered to the corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by that Delegate and presented to the meeting, or (c) as to any meeting, by the Delegate's personal attendance and voting at the meeting, or
2. Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

AA. Adjournment and Notice of Adjourned Meetings

Any Delegates' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Delegates represented at the meeting, either in person, Alternate or by proxy. No meeting may be adjourned for more than 45 days. When a Delegates' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Delegate and YRA Club who, on the record date for notice of the meeting, is entitled to vote or Delegates to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE VIII - BOARD OF DIRECTORS

A Number of and Qualifications for Directors

- 1. The Board of Directors shall consist of the Chair of the YRA, the Directors elected by each Chartered Association, the Directors elected by the Delegates (the "At Large Directors", equal in number to those appointed by the Chartered Associations,) and the past Chair of the YRA.**
- 2. All Directors shall be Sailing members of YRA. At Large Directors shall be elected to serve two-year terms. The terms of one-half of the At Large Directors shall expire each year and they shall serve until a successor director has been designated and qualified. Directors may serve more than one term.**

B General Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or By-Laws regarding actions that require approval of the Delegates, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

C Specific Powers. Without prejudice to the general powers set forth in ARTICLE VIII, -B., of these By-Laws, but subject to the same limitations, the board shall have the power to:

- 1. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these By-Laws; fix their compensation; and require from them security for faithful service.**
- 2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of Delegates.**
- 3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.**
- 4. Accept and act upon the membership applications of additional Chartered Associations;**
- 5. Appoint committees and chairmen thereof to accomplish specific assignments or to continue as permanent committees.**
- 6. Employ an Executive Director and such other staff and office facilities as fall within the approved budget;**
- 7. Review as necessary the Master Sailing Schedule, Sailing Instructions, Courses and Standing Rules for the YRA sanctioned regattas and sponsors.**
- 8. Set and review policies consistent with the purpose of the YRA;**
- 9. Elect from its members the Secretary and Treasurer of the YRA;**
- 10. Appoint delegates to US Sailing.**
- 11. Directors' Right To Inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.**

D. Events Causing Vacancies on Board.

1. **Death or Removal.** A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director, (b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code -7238; (c) the vote of the Delegates, provided, however, that a director who was designated as a director by a Chartered Association rather than elected by the Delegates, may be removed by the Chartered Association who designated that director and the Director may not be removed without the written consent of that Chartered Association; (d) an increase in the authorized number of directors; or (e) a failure of the Delegates, at any meeting of Delegates at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.
2. **Resignation of Directors.** Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

E Vacancies Filled by Board. Except for a vacancy created by the removal of a director by the Delegates, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code - 7211, or (c) a sole remaining director. Delegates may fill any vacancy not filled by the directors.

F Nominations by Committee. The Chair of the board or, if none, the secretary, shall appoint a committee to nominate qualified candidates for election to the board at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each Delegate, with the notice of meeting required by these By-Laws, a list of all candidates nominated by committee.

G Floor Nominations. When a meeting is held for the election of directors, any Delegate present at the meeting in person, by Alternate or by proxy may place names in nomination.

H Nominee's Right To Solicit Votes. The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

I No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

J Place of Board Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board, by the Chair of the Board, or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

K Meetings by Telephone or Other Telecommunications Equipment including electronic mail.

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

1. Each member participating in the meeting can communicate concurrently with all other members.
2. Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
3. The board has adopted and implemented a means of verifying both of the following:

- a. A person participating in the meeting is a director or other person entitled to participate in the board meeting.
 - b. All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.
- L. Annual and Other Meetings.** Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice at such time and place as the board or its Chair may fix from time to time.
- M. Authority To Call Special Meetings**
- 1. Special meetings of the board for any purpose may be called at any time by the Chair of the Board, the secretary, or any two directors.
 - 2. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice Messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.
- Notices sent by first-class mail shall be deposited in the United States mails at least three days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least 24 hours before the time set for the meeting.
- The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.
- N Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more directors or between this corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- O Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- P Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- Q Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

R Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if a majority of the board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

S Creation and Powers of Committees. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of director(s) and/or other Delegates, Sailing or Associate Members, who need not be a director, to serve at the pleasure of the board. Appointments to committees of the board shall be submitted by the Chair of the Board and accepted by a majority vote of the board. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

1. Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members
2. Fill vacancies on the board or any committee of the board
3. Fix compensation of the directors for serving on the board or on any committee
4. Amend or repeal By-Laws or adopt new By-Laws;
5. Amend or repeal any resolution of the board that by its express terms is not so amendable or repeal able;
6. Create any other committees of the board or appoint the members of committees of the board
7. With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code -5233(d)(3).

T. Executive Committee

- 1 The Executive Committee shall consist of the Officers of the YRA and the past Chairman of the YRA.
- 2 The Executive Committee shall be responsible for executing the policies set by the Board of Directors and for carrying out the functions of the Board between meetings of the Board. It shall have the full authority of the Board except as reserved exclusively thereto under these By-Laws. It shall report all of its actions and decisions to the next meeting of the Board for their review and ratification.

U. Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these By-Laws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these By-Laws. If the board has not adopted rules, the committee may do so.

ARTICLE IX - OFFICERS

A The officers of this corporation shall be a Chair of the Board, a Secretary, and a Chief Financial Officer. The corporation, at the board's discretion, may also have one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under **ARTICLE VII, -C.**, of these By-Laws. The same person may hold any number of offices. Officers shall be Sailing members of the YRA.

B The Chairman shall preside at all meetings of the Delegates, the Board of Directors, and the Executive Committee, be an ex-officio member of all committees, and be the Officer responsible for administering the affairs of the YRA. The Chairman shall be elected by the Delegates to serve a two-year term.

C The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of the Delegates, meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings. The Secretary shall serve as Vice Chair of the Board, in the absence or incapacity of the Chair. The Secretary shall be elected by the Board from the members of the Board of Directors at the first meeting following the annual election, and is to serve a one-year term.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and By-Laws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these By-Laws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the By-Laws may require.

D. The Treasurer/Chief Financial Officer shall administer the financial affairs of the YRA and shall serve as Vice Chair in the absence or incapacity of both the Chair and Secretary. The Treasurer/Chief Financial Officer shall be elected from the members of the Board of Directors by the Board of Directors at the first meeting following the annual election to serve a one-year term.

1. The Treasurer/Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer/Chief Financial Officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these By-Laws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

2. The Treasurer/Chief Financial Officer shall:

a. Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate;

b. Disburse the corporation's funds as the board may order;

c. Render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and

d. Have such other powers and perform such other duties as the board or the By-Laws may require.

3. If required by the board, the Treasurer/Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer/Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

C Election of Officers. The officers of this corporation, except the Chair of the Board, who is elected by the Delegates, appointed under **ARTICLE VIII, -C.**, of these By-Laws, shall be chosen annually by the board and shall serve at the pleasure of the board.

D Removal of Officers. The board may remove any officer it elects with or without cause. Any other officer on whom the board confers the power of removal may remove an officer who was not chosen by the board. The Chair of the Board is subject to removal only by a majority vote of the Delegates.

E Resignation of Officers. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

F Vacancies in Office. Should any of the Officers resign or be permanently incapacitated, the vacant office shall be filled by a vote of the Board of Directors. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G Contracts with Directors and Officers. No member of the Board of Directors of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (a) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or (b) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officer ship, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

H Loans to Directors and Officers. This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate, or subsidiary unless (a) the board decides that the loan or guaranty may reasonably be expected to benefit the corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

I Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in **Corporations Code -7237(a)**, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under **Corporations Code -7237(b) or -7237(c)**, the board shall promptly decide under **Corporations Code -7237(e)** whether the applicable standard of conduct set forth in **Corporations Code -7237(b) or -7237(c)** has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under **Corporations Code -7237(e)** whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under **ARTICLE IX, -I.**, of these By-Laws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

J. Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE X - EXECUTIVE DIRECTOR

A The Board of Directors shall appoint and execute an employment contract for an Executive Director.

B The Executive Director shall:

- 1 Manage and administer the YRA office and the daily affairs of the YRA as directed by the Chair of the Board as to daily matters, the Board of Directors and/or the Executive Committee as it regards policy matters.**
 - 2 Attend the Delegate, Board of Directors, and Executive Committee meetings**
 - 3 Maintain an accurate list of YRA Club Members, Delegates, Directors, Sailing Members, Associate Members, and Qualified Yachts of the YRA.**
 - 4. Ensure the compilation of the PHRF records of the YRA, distribution of Sailing Instructions; results of the YRA sanctioned races, the notices, and minutes of the meetings of the Delegates, Board of Directors, and Executive Committee.**
- C Maintenance of Corporate Records. The Executive Director of this corporation shall keep:
- 1 Books and Records Adequate and correct books and records of account;**
 - 2 Written Minutes. Written minutes of the proceedings of its members, board, and committees of the board; and**
 - 3 Membership Records. A record of each member's name, address (including email address if available), and class of membership.**
- D. Annual Report. The Executive Director shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:
- 1 A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;**
 - 2 A statement of the place where the names and addresses of current members are located; and**
- E. Notice to Members. This corporation, through the Executive Director shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this By-law, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member.

This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **YACHT RACING ASSOCIATION OF SAN FRANCISCO BAY**, a California nonprofit mutual benefit corporation; that these By-Laws, consisting of 13 pages, are the By-Laws of this corporation as adopted by the board of directors on Nov. 10, 2011 And approved by the delegates on Nov 10, 2011; and that these By-Laws have not been amended or modified since that date.
Executed on Nov 10, 2011 at San Francisco, California.

Bob Naber,
YRA Secretary 2011

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