

THE YACHT RACING ASSOCIATION OF SAN FRANCISCO BAY

BYLAWS

A California Nonprofit Mutual Benefit Corporation

ARTICLE I NAME, LOCATION AND PURPOSE

Section 1 - Name

The Corporation shall be known as the **YACHT RACING ASSOCIATION OF SAN FRANCISCO BAY** (hereafter referred to as the **YRA**).

Section 2 - Location

The registered office of the Corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Board of Directors is obligated to maintain and update the corporate records on file with the Corporation's registered agent

Section 3 - 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 watercraft, which start and/or finish races on the waters of Northern California.

ARTICLE II DEFINITIONS

The following definitions shall apply where used in these Bylaws:

- a. **Yacht** - Any waterborne sailing vessel capable of carrying one or more persons for competitive racing.
- b. **YRA Club** - Any yacht or sailing club in Northern California that has applied for membership and paid its dues to the YRA.
- c. **YRA Fleet** - Any one-design or other fleet that has applied for membership and paid its dues to the YRA.
- d. **YRA Individual Member** - an individual person who has applied for membership and paid his/her dues to the YRA.

ARTICLE III MEMBERSHIP

Section 1 - Types of Membership

This Corporation shall have three classes of membership:

- a. YRA Clubs,
- b. YRA Fleets, and
- c. YRA Individual Members.

Section 2 - Rights of Membership

All Members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 3 - Members' Dues, Fees, and Assessments

The Board of Directors may set different dues, fees, and assessments for each type of membership. Membership shall commence upon receipt of annual dues and shall end on December 31 of that year.

Section 4 - Termination of Membership

A membership shall terminate on occurrence of any of the following:

- a. Resignation of the Member;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- c. Failure to pay any dues, fees, or assessments as set by the Board of Directors within 90 days after they are due and payable;
- d. The good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the Member has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 5 - Termination of Membership Procedure

If grounds appear to exist for terminating a Member under Article II, Section 4 of these Bylaws, the following procedure shall be followed:

- a. The Board of Directors shall give the Member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given via electronic transmittal and first-class mail.
- b. The Member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board of Directors to determine whether the termination should occur.
- c. The Board of Directors or committee shall decide whether the Member should be terminated, or sanctioned in any way. The decision of the Board of Directors or committee shall be final.
- d. Any action challenging a termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the termination.

Section 6 - Transfer of Memberships

Membership or rights arising from membership are not transferable.

ARTICLE IV DELEGATES

Delegates shall constitute the representation of the Individual Members.

- a. Each YRA Club is entitled to appoint one Delegate. A YRA Club that has more than fifteen YRA Individual Members is entitled to appoint an additional Delegate. A YRA Club that sponsors one or more races for the YRA is entitled to appoint an additional Delegate. These two criteria are not mutually exclusive, so a YRA Club may have up to three Delegates.
- b. Each YRA Fleet is entitled to appoint one Delegate.
- c. Each Member of the Board of Directors shall be a Delegate.
- d. Any YRA Club shall be entitled to representation by one Delegate in addition to those of its members who have been elected to the Board of Directors.

ARTICLE V MEETINGS

Section 1 - Annual Delegates Meeting

An Annual Delegates Meeting shall be held in November of each year, unless the Board of Directors fixes another date or time and so notifies Delegates as provided in Article V, Section 5 of these Bylaws.

At the meeting, the following shall be the order of business:

- a. Elect the Chair, the Secretary, and Treasurer;
- b. Elect the At-Large Directors;
- c. Approve the budget for the following calendar year;
- d. Amend these Bylaws as may be required; and
- e. Attend to such other business as may be put before the Delegates by the Board of Directors by agenda.

The Board of Directors shall determine the hour and place of the Annual Delegates Meeting and shall give Notice of the meeting to the Delegates. Notice of the Annual Delegates Meeting shall be given at least 14 days before the meeting date. In the notification, an agenda for the meeting, including documentation of any issues to be voted on, will be provided. The Annual Delegates Meeting can include or be entirely held by audio/video attendance, and such attendees are quorum members.

Section 2 - Special Meetings

- a. The Chair may call for other special meetings as deemed advisable.
- b. A special meeting may be called by a written request (either physical or via electronic communications) from not less than five Delegates other than the Board of Directors, which must specify the specific business to be heard or transacted, and be submitted to the Chair or, in the absence of the Chair, the Secretary.
- c. The officer receiving the request shall cause Notice to be given promptly to the Delegates entitled to vote, under Article V, Section 9 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least 14 days after receipt of the request.
- d. If the Notice is not given within 14 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 of Directors.
- e. No business, other than the business that was set forth in the Notice, may be transacted at a special meeting.
- f. Special meetings can include or be entirely held by audio/video attendance, and such attendees are quorum members.

Section 3 - Agenda

The Notice of any meeting shall include the agenda. If the agenda includes a proposed change to these Bylaws, 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 the Delegates present vote to do so.

Section 4 - Place of Meeting

Meetings of the Delegates shall be held at any place designated by the Board of Directors, or may be held virtually.

Section 5 - Manner of Giving Notice

- a. Notice of any meeting of Delegates shall be given by electronic transmittal or first-class mail to the Delegate of record for each YRA Club and YRA Fleet..
- b. If no Delegate is on record for a YRA Club or YRA Fleet, notice of the meeting of Delegates shall be given by electronic transmittal or first-class mail to the contact information on file for that YRA Club or YRA Fleet.

Section 6 - Quorum

Ten Delegates 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.

If a quorum is not present at any meeting of Delegates, the Chair will call a Special Meeting. The Delegates present at that meeting shall constitute a quorum, so long as at least five Delegates attend the meeting.

Section 7 - Notice of Substitution

Delegates may be represented by an Alternate so long as the Executive Director or an Officer has received a notice of the substitution from the absent Delegate, either via electronic transmittal or first-class mail.

Section 8 - Conduct of Meetings

All meetings of YRA shall be conducted according to the current edition of Robert's Rules of Order.

Section 9 - Eligibility To Vote

Subject to the California Nonprofit Mutual Benefit Corporation Law, Delegates in good standing as Members of the YRA shall be entitled to vote at any meeting of Delegates.

Section 10 - Manner of Voting

Voting may be by a show of hands, by voice, or by ballot at the discretion of the Chair, except that any election of the Chair, the Secretary, the Treasurer, or At-Large Directors must be by ballot if demanded by any Delegate at the meeting.

Section 11 - Number of Votes

Each Delegate (or Alternate) is entitled to vote and may cast one vote on each matter submitted to a vote of the Delegates.

ARTICLE VI BOARD OF DIRECTORS

Section 1 - Number of and Qualifications for Directors

The Board of Directors shall consist of the Chair of the YRA, the Treasurer of the YRA, the Secretary of the YRA, and four At-Large Directors.

- a. Directors shall be YRA Individual Members.
- b. Directors shall be elected to serve two-year terms.
- c. The terms of one-half of the At-Large Directors shall expire each year.
- d. Directors may serve more than one two-year term.

Section 2 - 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 Bylaws 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 of Directors.

Section 3 - Specific Powers

Without prejudice to the general powers set forth in Article VI, Section 2 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service;
- b. Change the principal office 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;
- c. 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;
- d. Accept and act upon the membership applications of Yacht Clubs and Fleets;
- e. Appoint committees and chairs thereof to accomplish specific assignments or to continue as permanent committees;
- f. Employ an Executive Director and such other staff and office facilities as fall within the approved budget;
- g. Review as necessary the Master Sailing Schedule, Notices of Race, Sailing Instructions, Courses, and Rules for YRA sanctioned regattas;
- h. Set and review policies consistent with the purpose of the YRA; and
- i. Appoint delegates to US Sailing.

Section 4 - Directors' Right To Inspect

Every Director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney.

Section 5 - Events Causing Vacancies on the Board of Directors

- a. **Death or Removal.** A vacancy or vacancies on the Board of Directors shall occur in the event of:
 - i. the death of any Director;
 - ii. the declaration by Board of Directors 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;
 - iii. a vote of the Delegates to remove any Director; or
 - iv. an increase in the authorized number of Directors.
- b. **Resignation.** Any Director may resign by giving written notice to the Chair of the Board of Directors, or to the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Section 6 - Filling Vacancies on the Board of Directors

Except for a vacancy created by the removal of a Director by the Delegates, vacancies on the Board of Directors shall be filled by a vote by the Board of Directors.

Vacancies created by the removal of a Director by the Delegates at the Annual Delegates Meeting or at a Special Meeting may be filled by a vote of the Delegates at the meeting where the Director was removed. If the Delegates fail to elect a new Director at the meeting where the Director was removed, the vacancy shall be filled by a vote of the Board of Directors.

Section 7 - Electing Board of Directors

- a. **Nominations.** The Secretary shall appoint and chair a committee to nominate qualified candidates for election to the Board of Directors at least 60 days before the date of the Annual Delegates Meeting. 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 of Directors may set, and the Secretary shall forward or cause to be forwarded, to each Delegate a list of all candidates nominated by the committee and the notice of meeting required by these Bylaws,.
- b. **Floor Nominations.** During the Annual Delegates Meeting, any Delegate may nominate additional candidates. The candidate shall be given a reasonable opportunity to communicate to the Delegates his or her qualifications and the reasons for the candidacy.
- c. **Election Process.** During the Annual Delegates Meeting, a vote by show of hands, voice, or, if requested by at least three Delegates, by written ballot, shall be held for the Board of Directors. Candidates are elected by a majority of the Delegates present. If there are more than two candidates and none of them gets a majority of the Delegates present, the candidate with the fewest votes will be dropped and another vote taken. This procedure will continue until two candidates remain and the candidate with the majority of the votes of the Delegates present shall be elected. The new Board of Directors will take office on 1 January of the following year.

Section 8 - 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 their term of office expires.

Section 9 - Board of Directors Meetings

Meetings of the Board of Directors shall be held on a quarterly basis, at any place that has been designated by the Chair of the Board of Directors. Board of Directors meetings can include or be entirely held by audio/video attendance, and such attendees are quorum members.

Section 10 - Authority To Call Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chair, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be given to each Director by electronic transmittal. Notices shall be 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, or how to join a virtual meeting. The Notice shall specify the purpose of the meeting.

Section 11 - Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of any business.

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 of Directors, 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 the Corporation and any entity in which a Director has a material financial interest,
- b. creation of and appointments to committees of the Board of Directors, 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 remaining Directors at that meeting.

Section 12 - Action Without a Meeting

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if a majority of the Directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board of Directors action. All such consents shall be filed with the minutes of the proceedings of the Board of Directors. "Writing" is interpreted to include electronic means, such as email.

Section 13 - Committees

The Board of Directors may create one or more committees, each consisting of YRA Individual Members, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be submitted by the Chair and accepted by a majority vote of the Directors.

Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, except that the time for meetings of such committees may be set by resolution of the committee. Minutes of each committee meeting shall be kept and shall be filed with the Corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board of Directors has not adopted rules, the committee may do so.

ARTICLE VII OFFICERS

The officers of the Corporation shall be the Chair, the Secretary, and the Treasurer. The same person may hold only one office at a time.

Section 1 - Chair

The Chair shall preside over all meetings of the Delegates and the Board of Directors, be an ex-officio member of all committees except the nominating committee, and shall be the officer responsible for administering the affairs of the YRA.

Section 2 - Secretary

The Secretary shall serve as Vice Chair of the Board of Directors, in the absence or incapacity of the Chair.

The Secretary shall serve as the Chair of the nominating committee.

The Secretary shall keep, or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, minutes of all meetings of the Board of Directors, Delegates and committees. 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 names of persons present; and the number of Delegates present or represented at Delegates meetings.

The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a copy of the articles of incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, Notice of all meetings of Delegates, of the Board of Directors, and of committees that these Bylaws 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 of Directors or the Bylaws may require.

Section 3 - Treasurer

The Treasurer 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 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 shall send or cause to be given to the Delegates and Directors such financial statements and reports as are required to be given by law, by these Bylaws, and by the Board of Directors.

The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer 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 of Directors may designate;
- b. Disburse the Corporation's funds as the Board of Directors may order;
- c. Render to the Chair and the Board of Directors, when requested, an account of all transactions and of the financial condition of the Corporation; and
- d. Have such other powers and perform such other duties as the Board of Directors or the Bylaws may require.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in an amount and with the surety or sureties specified by the Board of Directors 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 on his or her death, resignation, retirement, or removal from office.

Section 4 - Removal of Officers

The Chair, Secretary, and Treasurer are subject to removal only by a majority vote of the Delegates.

Section 5 - Resignation of Officers

Any Officer may resign from the Board of Directors at any time by giving written notice to the Board of Directors. 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.

Section 6 - 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.

Section 7 - Contracts with Directors

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 Delegates and such contract or transaction is approved by the Delegates 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, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Directors before consideration by the Board of Directors of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the vote of the interested Director.

Section 8 - Loans to Directors and Officers

The Corporation shall not lend any money or property to, or guarantee the obligation of, any Director of the Corporation or of its parent, affiliate, or subsidiary.

Section 9 - Indemnification

To the fullest extent permitted by law, the 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 of Directors by any person seeking indemnification under Corporations Code -7237(b) or -7237(c), the Board of Directors 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 of Directors shall authorize indemnification. If the Board of Directors 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 of Directors shall promptly call a meeting of the Delegates. At that meeting, the Delegates shall determine under Corporations Code -7237(e) whether the applicable standard of conduct has been met and, if so, the Delegates present at the meeting in person shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Article VII, Section 9, of these Bylaws 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.

Section 10 - Insurance

The 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 Directors, employees, and other agents, to cover any liability asserted against or incurred by any Director, employee, or agent in such capacity or arising from the Director's, employee's, or agent's status as such.

ARTICLE VIII EXECUTIVE DIRECTOR

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


- a. Manage and administer the YRA office and the daily affairs of the YRA as directed by the Chair as to daily matters and the Board of Directors as it regards policy matters;
- b. Attend the Delegate and Board of Directors meetings;
- c. Maintain an accurate list of YRA Clubs, YRA Fleets, Delegates, Directors, YRA Individual Members, and Committees; and
- d. Ensure the compilation of the PHRF records of the YRA, distribution of Notices of Race and Sailing Instructions, results of the YRA sanctioned races, and the notices and minutes of the meetings of the Delegates and Board of Directors.

The Executive Director shall keep:

- a. Adequate and correct books and records of accounts under the direction of the treasurer;
- b. Written minutes of the proceedings of its Delegates, Board of Directors, and committees; and
- c. A record of each Member's name, address and membership status.

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 Bylaws, consisting of 10 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on 30 June 2023 and approved by the Delegates on 11 July 2023; and that these Bylaws have not been amended or modified since that date. Executed on 15 July 2023 at San Francisco, California.



A. Joseph Rockmore, YRA Secretary 2023