

BY-LAWS
OF
STINGRAY HARBOUR YACHT CLUB, INC.
Amended September 30, 2006

Article I
NAME

The Club shall be known as Stingray Harbour Yacht Club, Inc.

Article II
PURPOSE

The purpose of the Club is to advance and encourage the sport of yachting under sail and power and to enhance the social enjoyment and good fellowship of its members.

Article III
MEMBERSHIP

Section 1: There shall be two (2) classes of members: (a) voting and (b) honorary.

Section 2: Voting members shall be those persons, including spouses, who have submitted a membership application and been approved for membership as hereafter provided. Membership constitutes a family; therefore, multiple owners of a yacht must each complete an application and pay the required dues to be a voting member. Only Voting members in good standing shall be entitled to one (1) vote on issues appropriately submitted for membership action at a regular or special meeting of the Club.

Section 3: Immediate dependent members of the family shall be entitled to all Club privileges, subject to voting limitations contained in Section 2 of these articles.

Section 4: Honorary members shall be individuals recognized by the Board of Trustees for their exemplary service or contributions to the purpose of the Club. Honorary members shall meet the following requirements: (1) have been a Club member for a minimum of five years; (2) no longer own a boat; (3) exhibit a desire to continue their association with the Club; and (4) request consideration each year as an Honorary Member by completing the Club application. Honorary Members shall pay no dues and have no voting privileges.

Section 5: All candidates for Voting Membership in the Club shall submit their application for membership on the prescribed form to the Rear Commodore as Chairman of the Membership Committee. The application shall be accompanied by such portion of the membership dues as prescribed by the Board of Trustees. The decision of the Membership Committee to accept or reject an application shall be final, except that any rejected application is subject to review by the Board of Trustees upon the written request of three (3) Voting members in good standing.

Section 5a: Stingray Harbour yacht Club, Inc. shall not discriminate against any member or candidate, because of race, religion, color, sex, national origin, age, disability, faith-based organizational status, or any other basis prohibited by The Commonwealth of Virginia.

Section 6: Upon election to membership, any member who shall fail to pay annual dues within thirty (30) days after they shall become due and payable or who shall fail to pay an indebtedness to the Club within thirty (30) days after the bill is rendered, may be suspended from all privileges of the Club. The decision to suspend shall be made by the Board of Trustees, whereupon the member in arrears shall be so notified by mail. Reinstatement will be offered upon full payment of annual dues or indebtedness.

Section 7: The annual dues shall be as prescribed by the Board of Trustees and shall be payable on March 1 of each calendar year. Any member joining after November 30 of any calendar year shall not be subject to renewal dues during the following fiscal year.

Section 8: Any member who shall be charged by another member, in writing addressed to the Commodore, with conduct injurious to the order, peace, interest, or welfare of the Club other than sailing rules shall be informed of the charge in writing by the Board of Trustees, stating the facts of the case and witnesses, if any. The member shall have at least fifteen (15) days to answer the charge either in person or in writing. Upon two-thirds vote of those Trustees present at the hearing, such member may be expelled or the Trustees may take such other action short of expulsion which they shall in their sole discretion deem appropriate. The Secretary shall inform, in writing, the member charged and the charging member of the decision of the Trustees. Any three (3) Voting members in good standing may, upon written request to the Trustees, appeal the decision on behalf of the charged member. Such appeal must be communicated to the Board of Trustees

within ten (10) days of notice of the original decision. The decision of the Trustees on the appeal shall be final.

Section 8a: Stingray Harbour Yacht Club, Inc. places high importance on an environment that is free of sexual harassment within our organization. It is SHYC'S Officers and Board of Trustees policy to investigate and resolve these issues in a prompt manner. If you have been harassed, or another's conduct creates an intimidating, hostile, or offensive environment, please notify the Commodore immediately per the process noted in Section 8 above.

Section 9: No membership privileges associated with Club membership shall be transferable. No business or corporate membership shall be permitted.

Section 10: Members may entertain personal guests at the Club in accordance with the rules and regulations established by the Board of Trustees. Every member shall be personally responsible for his own conduct and for that of his family and guests.

Article IV MEETINGS

Section 1: There shall be an annual meeting of the Club membership held during the month of November or December at a site determined by the Board of Trustees. All membership meetings shall be held not fewer than fourteen (14) days following the transmittal of written notice of such meeting to all Voting members. Those Voting members present at a meeting held as set forth above shall constitute a quorum for the purpose of conducting the business of the Club by majority vote.

Section 2: The election of Officers and Trustees shall take place at the annual meeting and said Officers and Trustees shall assume their offices on January 1 of the new year.

Article V
OFFICERS AND BOARD OF TRUSTEES

Section 1: The Officers of the Club shall be Commodore, Vice-Commodore, Rear Commodore, Fleet Captain, Secretary, and Treasurer. The term of office for each shall be one (1) year. Each Officer may succeed to the same office in the following year, not to exceed two (2) years in succession in the same office.

Section 2: The Board of Trustees of the Club shall consist of the Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer and the Fleet Captain.

Section 3: The Board of Trustees shall have the authority to manage all affairs of the Club, to determine the amount of membership dues, and to make all contracts necessary for the proper transaction of Club business. The Board of Trustees is restricted from any action that would result in an assessment upon the membership over and above normal dues until such action is approved by the Voting members as provided in Article IX.

Section 4: The Board of Trustees shall, prior to March 15 of each calendar year, adopt a budget for the next succeeding twelve (12) months.

Section 5: The Board of Trustees shall meet at least quarterly each year to conduct Club business. SHYC shall carry annual liability insurance for each acting Board member.

Section 6: Any vacancies occurring on the Board of Trustees shall be filled for the balance of the term by recommendation of the Commodore, subject to the approval by the Board of Trustees. Should a vacancy occur in the office of Commodore, the Vice-Commodore shall serve the unexpired term.

Article VI
NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

Section 1: The Nominating Committee shall be chaired by the Immediate Past Commodore or, if he or she is not available to serve, the most recent Past Commodore shall be chairman. The Committee shall be composed of the Chairman and all Past Commodores who are members in good standing and available to serve. Should there be fewer than three (3) Past Commodores including the Chairman available to serve, the Commodore shall appoint others until the Nominating Committee is composed of three (3) members in good standing. Such Nominating Committee shall select its proposed slate in accordance with Section 2, and the Chairman shall cause the Committee's proposed slate to be mailed to each Voting member at least fourteen (14) days prior to the annual meeting.

Section 2: The recommended slate of elected officers shall consist of Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer and Fleet Captain. No person shall

be so recommended for officer unless he or she has indicated consent thereto to the Nominating Committee prior to the time of notice.

Section 3: At the annual election, any Voting member may propose another Voting member as an additional candidate for any elected office; and the Voting members present shall be free to vote for such member.

Article VII DUTIES OF OFFICERS AND/OR TRUSTEES

Section 1: The Commodore shall preside at all meetings of the Board of Trustees, the annual and special meetings of the membership, and at any other meetings as shall be deemed appropriate. He or she shall enforce all laws and regulations of the Club, and shall perform such other duties as imposed by the Board of Trustees or as assigned elsewhere in these By-Laws. He or she shall have the authority to call meetings of the general membership and of the Board of Trustees, appoint all standing and special committees other than the Nominating Committee, except as stated in Article VI, Section 1, and shall be ex-officia member of all committees except the Nominating Committee.

Section 2: The Vice-Commodore is a vice president of the Club and chief assistant to the Commodore. In the absence of the Commodore, the Vice-Commodore will perform the duties of the Commodore. The Vice-Commodore will be the-principle coordinator for all scheduled Club social events, except as provided in Section 3 of this Article. His or her duties include but are not limited to selecting social event committee chairpersons and

coordinating with the Board the Club resources necessary to make the event a success.

The Vice Commodore will be the custodian of the By-laws and will monitor procedures and business practices to ensure the Club is functioning in accordance with the Articles of the document.

Section 3: The Rear Commodore is a vice president of the Club and will be Chairman of the Membership Committee, responsible to the Commodore for the activities of the Membership Committee, including recruitment of new members, and the conduct of social activities specifically related to those members.

Section 4: The Secretary shall be responsible for recording and filing the minutes of all meetings presided over by the Commodore or his designate as provided in Article VII, Section 1, and correspondence as directed by members of the Board of Trustees. He or she is responsible to the Commodore for the activities of the Communications Committee which shall include the editing and publication of the newsletters to the membership. In addition, the Secretary will be the Club Historian and will ensure that proper documentation of major events is captured appropriately through photographs, written documents or other media. These historical files will be preserved and protected until deemed obsolete by the Board.

Section 5: The Treasurer is responsible for monitoring the financial health of the Club, for the collection of dues and other income, and for the disbursement of funds for all legitimate expenses. He or she shall also be responsible for the activities of the Finance

Committee and the submission of all reports to appropriate taxing authorities. In addition, the Treasurer will maintain a listing of all Club property to include but not limited to property location, current custodian and approximate value. An annual inventory will be completed between the incoming and outgoing Treasurer early in the Club year.

Section 6: The Fleet Captain is responsible for all Club cruises and for appointing a Cruise Captain for each Club sponsored cruise event. The Fleet Captain will coordinate recommended cruises with the Board prior to the Events Calendar being published. The Board will determine the funding requirements as appropriate for each major cruise event. Additional cruises may be recommended to the Board by the Fleet Captain throughout the Club year.

Article VIII AMENDMENTS TO THE BY-LAWS

Amendments to these By-Laws may be made at the annual meetings, or at a special meeting of the membership called for that purpose, or by mail ballot of the membership. The Vice Commodore will coordinate all amendments to the By-laws. A two-thirds vote of those present and voting, or of those voting by mail, is required for an amendment. Written notice of any proposed amendment considered at any annual or special meeting shall be submitted to the Board of Trustees at least thirty (30) days before said meeting, and notice shall be mailed to all members in writing at least fourteen (14) days before said meeting. In the event of a mail ballot being taken, at least thirty (30) days from mailing date of notice shall be allowed for receipt of ballots.

Article IX
ASSESSMENTS

Written notice of any proposed assessment by the Board of Trustees upon the membership shall be mailed to all Voting members at least thirty (30) days prior to any regular or special meeting of the membership. A two-thirds vote of those present and voting, or of those voting by mail, is required for approval of an assessment. In the event of a mail ballot being taken, at least thirty (30) days from mailing date of notice shall be allowed for receipt of ballots. In the event of a mail ballot being taken, a 51% positive response from those voting will be required for approval of an assessment.

Article X
RULES OF ORDER

Robert's Rules of Order shall govern all meetings when not in conflict with the By-Laws of the Club.