

BARNEGAT BAY YACHT RACING ASSOCIATION BY-LAWS - PROPOSED REVISIONS 5/93

EXISTING

PROPOSED

NAME

No. 1

The name of this organization shall be the Barnegat Bay Yacht Racing Association.

ARTICLE ONE - NAME

The name of the corporation is the Barnegat Bay Yacht Racing Association.

OBJECTS

No. 2

The objects of this Association shall be to encourage sail boat racing on Barnegat Bay; to supervise the racing; to establish uniform rules for the government of open races; to approve the courses selected by the various member clubs; to adopt a fair and consistent system of measuring boats; to measure the courses and recommend an intelligent system of marking same; to recommend a system of club lights whereby various Clubs and docks may be immediately recognized by yachtsmen; to assist in obtaining better general conditions for pleasure boating on the Bay by untiring efforts with the Federal, State and Municipal authorities; to consider and settle by means hereinafter mentioned, all disputes arising between Clubs in connection with open or inter-Club races; to sanction open and inter-Club races and allot dates for the holding of such events.

The said Association is organized and operated exclusively to foster amateur sailboat racing competition in one-design class yachts on a national and international level and to support and develop amateur athletes for national and international competition in the sport of one-design sailboat racing, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code). It may provide training for candidates and their crews for international, national, inter-sectional and inter-Club competitions by organizing and/or holding competitive events and holding of meetings in the nature of seminars at which the results of these events will be analyzed and competitive strategy and tactics will be discussed with a view to the improvement of the performance of the participants. The proscriptions of the United States Sailing Association, Inc., with respect to matters of race, color, religion, age, sex or national origin shall apply with equal force to this association.

MEMBERSHIPS

No.3

Any Yacht Club located between Manasquan Inlet and Little Egg Harbor Inlet or waters tributary thereto, shall

be eligible for membership in the Association. Membership shall be in three classes: Active, Associate and Individual Contributing. Individual Contributing Members are those individuals who belong to member clubs of the Barnegat Bay Yacht Racing Association and desire to assist in supporting the objects of the Association. Such membership does not grant the right to vote or hold office. Active membership shall be composed of the Clubs herein listed as members of the B.B.Y.R.A. and Associate Clubs that may be elected at a future date to active membership by three fourths vote of the Executive Committee. No Clubs shall be elected to Active Membership unless it has been an Associate member for at least two years immediately preceding the application. Associate membership will be those Clubs that are elected to this class by a three-fourths vote of the Executive Committee of the B.B.Y.R.A. To be eligible for Associate membership, a Club must present to the Secretary of the Association a written application stating that it has at least five yachts of a class or classes now scheduled in the Association regattas. It shall be signed by an elected officer of the applicant Club and also by an officer of an active Club in the Association. Yachts of Associate member Clubs will have all the rights and privileges of yachts of Active member Clubs and will be

ARTICLE THREE - MEMBERSHIP

1. Membership in this association shall consist of three classes: Active, Associate & Individual Contributing.
 - a) Active Member Yacht Clubs represented by delegates hereinafter described now consist of: Bay Head Yacht Club; Beachwood Yacht Club; Island Heights Yacht Club; Lavallette Yacht Club; Manasquan River Yacht Club; Mantoloking Yacht Club; Metedeconk River Yacht Club; Normandy Beach Yacht Club; Ocean Gate Yacht Club; Pine Beach Yacht Club; Seaside Park Yacht Club; Shore Acres Yacht Club; Toms River Yacht Club; and such additional yacht clubs located between Manasquan Inlet and Little Egg Harbor Inlet or waters tributary thereto as may be hereafter elected to membership as an Active member.
 - b) Individual Contributing Members, shall be persons who belong to member clubs of the Barnegat Bay Yacht Racing Association and desire to assist in supporting the objects and purposes of the association by payment of the annual dues established by the delegates each year for such class of membership. Said class of membership shall have no voting right nor the right to hold office.
 - c) Associate membership shall consist of eligible Clubs which have been elected by three

represented on the Regatta Committee of the Association in the same manner as provided for in the Active membership. Associate member Clubs will not be required to sponsor a Regatta.

fourths vote of the Executive Committee of the Barnegat Bay Yacht Racing Association, after submittal of a written application signed by an elected officer of the Club and by an elected officer of an Active Club, which certifies the applicant has at least five yachts of a class or classes presently scheduled in the Association Regattas. Yachts of Associate member Clubs shall enjoy all the rights and privileges of yachts of Active member Clubs, including representation on the Regatta Committee of the Association. Associate member Clubs will not be required to sponsor a Regatta. An Associate member Club may apply for Active membership after two consecutive years of Associate membership immediately prior to its application for Active membership. Associate Member Clubs shall not have voting rights.
2. All members shall have the privilege of attending or being represented at all annual and special meetings of the corporation. All members shall receive such Association publications as the Voting Delegates shall from time to time prescribe.
3. Individual Contributing Members shall be eligible to hold office and serve on committees.
4. The Voting Delegates shall establish a schedule of annual dues to be paid by each class of membership, be it Active, Associate or Individual Contributing.
5. The membership of any member may be declared forfeit by the Voting Delegates for non-payment of dues.

REPRESENTATION

No.4

Section 1. Each Club in the active membership of the Association shall be entitled to three delegates of whom the Commodore or Vice Commodore shall be one. Past Commodores of the Association shall be delegates at large. The names and addresses of those delegates who will represent the Club must be sent to the Secretary of the Association not later than January 1 of each year.

(SEE ARTICLE FIVE - VOTING)

Section 2. Each Associate member Club shall be entitled to one delegate. The name and adress of this delegate, who will represent the Club at the annual meeting must be sent to the Secretary of the Association not later than September 15th of each year.

OFFICERS

No. 5

Section 1. The officers of the Association shall be Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer and Measurer. They shall be elected at the annual meeting of the delegates. The Commodore, Vice-Commodore and Rear Commodore, shall be elected from the delegates; the Secretary, Treasurer and Measurer may be elected from the membership of any Club belonging to this Association. A Fleet Captain shall be appointed by the Commodore, to function as an executive assistant and may be selected from the membership of any of the Association's Member Clubs.

(SEE ARTICLES SIX AND SEVEN)

Section 2. There shall be an Executive Committee comprised of the elected officers of the Association, the Commodore (or his designate) from each member Club, and the past Commodores of the Association.

DUTIES OF OFFICERS

No. 6

Section 1. The Commodore shall preside at all meetings of this Association and shall be ex-officio member of all Committees.

Section 2. The Vice-Commodore shall assist the Commodore and preside in his absence.

Section 3. The Rear Commodore shall assist the Commodore and Vice-Commodore and shall preside in the absence of both.

Section 4. The Secretary shall keep a correct roll of the members and complete records of each meeting; promptly notify Clubs of their election to membership and perform the usual duties of such office. In addition, he will maintain the permanent record of all meetings and final point accumulation sheets and such other records required.

(SEE ARTICLES SEVEN AND ELEVEN)

Section 5. The Treasurer shall collect all moneys due the Association and have custody of all Association funds, pay all just obligations of the Association which have been duly authorized by the delegates or by the Executive Committee between meetings of the delegates; keep a correct account of all receipts and disbursements of the Association; and make a complete report of the financial condition of the Association at the annual meeting, or at such other times as the Executive Committee may request. His accounts shall be audited prior to the annual meeting.

Section 6. The Association Measurer shall receive and keep a record of all yachts as measured by the Fleet Measurers, and maintain a record of all class restrictions and designators. He shall receive appeals from the decision of any Fleet Measurer, his decision to be final.

Section 7. The Executive Committee shall have general executive powers between meetings of the Association. It shall approve or reject applications of Clubs for membership. No change in the racing rules of the Association shall be submitted to the delegates until it has first been approved by the Executive Committee. It shall perform such other duties as are assigned to it herein.

MEETINGS

No. 7

ARTICLE FOUR - MEETINGS

Section 1. The Commodore shall call the annual meeting of the Association to be held on the first Saturday in October. In the event of failure to elect officers at such meeting, a special meeting for this purpose shall be called by the Commodore and held within one month thereafter. He shall also call a Spring meeting of the Delegates which shall be held prior to the first Association Regatta of the season.

1. The annual meeting of the association shall be held the first Saturday in October of each year at such time and place as the Voting Delegates may determine and notice shall be sent to each Active and Associate member Club at least 30 days previous to such date. When practicable, the time and place of all routinely scheduled meetings will be published in the Association's Year Book.

Section 2. The Commodore may at his discretion call a special meeting of the delegates and/or of the Executive Committee and he shall call a special meeting at any time upon the request of the delegates of two active member Clubs.

2. A quorum shall consist of twelve (12) delegates, provided they shall represent eight (8) active member Clubs.

Section 3. A quorum shall consist of twelve (12) delegates; provided they shall represent eight (8) active member Clubs.

3. At least fifteen (15) days notice of all meetings of the association shall be given, in writing, to each delegate and all others whose attendance is required.

Section 4. At least fifteen (15) days notice of all meetings of the Association shall be given in writing to each delegate and all others whose attendance is required.

4. Special meetings of the association or its Executive

Committee may be held at the call of the Commodore, or upon request of the delegates of two Active Member Clubs.
5. The delegates or any committee of the association may act without a meeting if, before or after the action, each delegate or committee member shall consent, in writing, to the action. The written consent(s) shall be filed with the minutes of the meeting.

VOTING

No. 8

Section 1. The Commodore shall appoint at the Spring meeting of the Delegates, a nominating committee composed of Past Commodore of the Association which shall submit a slate of nominees for Officers and Executive Committee to the Secretary at least 15 days before the annual meeting of the Association. The Chairman of this committee shall be the most recent Past Commodore of the Association available. Delegates may submit nominations in writing, with the written consent of the candidate, to the Secretary at least 15 days before the annual meeting. The Secretary shall notify Delegates of all such nominations at least 7 days before the annual meeting. No other nominations shall be accepted at the annual meeting except by unanimous consent.

Section 2. Each Club shall be entitled to one vote. Voting may be done by proxy.

Section 3. A majority shall determine all questions, except as otherwise provided herein.

Section 4. All officers shall be elected by ballot.

ARTICLE FIVE - VOTING

1. Active Member Clubs shall be represented at meetings by Voting Delegates, who shall be Individual Contributing Members, and may be three in number, one of whom shall be the Active Member Club's Commodore or Vice-Commodore. The names and addresses of those delegates who will represent the Club must be sent to the Secretary of the association not later than January 1 of each year. Voting Delegates shall be equivalent to "Board" as defined in New Jersey Statutes Annotated (N.J.S.A.) 15A:1-2.

2. Each Associate Member Club shall be represented by one of its members, who shall be an Individual Contributing Member. Said representative will not be entitled to a vote, but his or her views on any topic shall be given a reasonable opportunity to be aired.

3. Each Active Member Club shall be entitled to one vote. Voting may be done by proxy, which shall be filed with the recording secretary at the meeting.

4. A majority of those present in person and by proxy shall determine all questions, except as may be otherwise provided herein.

ARTICLE SIX - OFFICERS

1. The association shall have the following officers: Commodore (who shall be the President for purposes of the New Jersey Nonprofit Corporation Act), Vice-Commodore (who shall be the Vice-President for purposes of the New Jersey Nonprofit Corporation Act), Rear Commodore, Secretary, Treasurer, Measurer, and Yacht Racing Association Representative to the Council of Sailing Associations of the United States Sailing Association, all of whom shall be elected at the annual meeting of the Voting Delegates. The Commodore, Vice- Commodore and Rear Commodore shall be elected from the Voting Delegates; the Secretary, Treasurer and Measurer may be elected from amongst the Individual Contributing members of any Active Member Club. The Yacht Racing Representative to the Council of Sailing Associations of the United States Sailing Association shall be elected from the present or past officers of the association, and shall be a current Individual Contributing Member.

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2. The Commodore shall appoint a Fleet Captain, from amongst the Individual Contributing Members of any Active member Club, who shall function as an administrative assistant.

ARTICLE SEVEN - DUTIES OF OFFICERS

1. Commodore (President) : The Commodore shall preside at all meetings of the association and perform such other duties as may be delegated to him/her from time to time by the Voting Delegates. The Commodore shall be an ex-officio member of all Committees. The Commodore shall be the chief executive officer of the association, shall have general charge and supervision over and responsibility for the affairs of the association. The Commodore may enter into and execute in the name of the association contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Voting Delegates, or by the Executive Committee between meetings of the Voting Delegates. The Commodore shall have the general powers and duties of management usually vested in the office of president of a corporation. From time to time the Commodore may delegate to any other officer any or all of these duties and authority.

2. Vice-Commodore (Vice-President) : The Vice-Commodore shall assist the Commodore and preside in the absence of the Commodore. The Vice-Commodore shall have duties and possess authority as may be delegated to the Vice-Commodore by the Commodore.

3. Rear Commodore : The Rear Commodore shall assist the Commodore and Vice-Commodore, and preside in the absence of both and have the duties and possess authority as may be delegated to the Rear Commodore by the Commodore.

4. Secretary : The Secretary shall keep a record of all meetings of the Voting Delegates, the Executive Committee, and the Officers, and shall keep an accurate roll of all Active, Associate, and Individual Contributing Members, and of any written proxies of same. The Secretary shall conduct the correspondence of the association, send out all notices and perform such other duties as usually pertain to the position of Secretary. The Secretary shall keep all delivered reports of the Scorer for two years and then turn same over to the Historian. The Secretary shall keep copies of all delivered committee reports and turn same over to the Historian upon relinquishment of office. The Secretary shall have charge of the seal of the association.

5. Treasurer : The Treasurer shall have custody of the funds and securities of the association and shall keep or cause to be kept regular books of account for the association. The Treasurer shall perform other duties and possess other powers that are incident to the office or that shall be assigned by the Commodore or by the Voting Delegates.

6. **Measurer :** The Measurer shall receive and keep a record of all yachts as may be required to have measurement certificates by their fleet measurers, maintain copies of each classes current scantlings as required by such classes association, if any; shall receive and act upon any appeals as to measurement or scantlings from the decision of any fleet measurer, his decision to be final.

7. **Yacht Racing Association Representative :** The Yacht Racing Association Representative of the B.B.Y.R.A. shall represent the association on the United States Sailing Association's Council of Sailing Associations and on its Board of Directors as spelled out in the By Laws of those organizations. The YRA representative shall report to the Voting Delegates at the annual meeting, on the activities of the national authority which impact upon the activities of this association, and upon the general well being of amateur sailing within Area "C" and nationally. The YRA representative shall be reimbursed for duties performed as a member of the CSA and of the US Sailing Board of Directors, on behalf of this association, upon presentation of a voucher to the Treasurer, approved by the Commodore.

8. At the annual meeting and at such other times as the Voting Delegates may direct, all elected officers shall make or cause to be made a written report of their activities and the condition of the affairs of the association, with which they are charged.

9. The officers of the association, by virtue of their office, shall be delegates and members of the Executive Committee.

10. No officer or member of the Voting Delegates may receive a salary or compensation from the association, but nothing herein shall be construed to prevent reimbursement for expenses incurred for and on behalf of the association as directed and authorized by the Voting Delegates or the Executive Committee, upon presentation of a voucher detailing same and approved by the Commodore.

ARTICLE EIGHT - VOTING DELEGATES

1. The Voting Delegates are the equivalent of the "Board" as defined in NJSA 15A:1-2, and shall consist of the following:

Three Delegates from each Active Member Club, which Club, through those persons shall have one vote.

2. The voting delegates shall have general control and management of the affairs, funds and property of the corporation. As a body, they shall have full power and it shall be their duty to carry out the purposes of the corporation according to law and as provided in these By-Laws and the Certificate of Incorporation.

3. The Commodore shall preside at all meetings of the Voting Delegates and in the absence of the Commodore, the Vice-Commodore shall preside.

4. The presence of twelve Voting Delegates, representing at least eight Active Member Clubs

shall constitute a quorum and a vote by a majority of those present at any meeting at which a quorum is present shall be necessary for the transaction of business thereat.

5. Without in any way limiting the general powers of the Voting Delegates, they shall, among other things:

- a) consider and act upon application for membership in the association;
- b) appoint committees and chairpersons thereof as they may deem appropriate to further the purposes of the association;
- c) set dates and formulate arrangements for various championship events, in concert with the advice and recommendation of the Regatta Committee;
- d) determine the recipients of various awards of the association;
- e) fill vacancies in the Voting Delegates until the next annual meeting;
- f) elect the association's Yacht Racing representative to the Council of Sailing Associations of the United States Sailing Association;
- g) adopt such regulations governing policy, organization, and procedural matters as they deem appropriate.

DUES

No. 9

Section 1. The dues for Active Member Clubs shall be determined by the Association from time to time.

Section 2. The dues for Associate Member Clubs shall be determined by the Association from time to time.

Section 3. The Treasurer of the Association will bill each Club prior to May 1st, on which date all dues are payable.

Section 4. If dues of any Club remain unpaid for a period of thirty (30) days after same shall become due, the Treasurer shall so notify the Club in writing; if such Club shall fail to pay its dues within a further period of thirty (30) days, it shall stand suspended until restored to membership by the Executive Committee.

Section 5. The dues for Contributing Memberships shall be determined by the Association on an annual basis.

ARTICLE NINE - DUES

1. The Voting Delegates shall annually fix the dues for each class of membership and direct the Treasurer and/or Chairperson of the Contributing Membership Committee to issue receipts and/or membership cards to those making payment.

2. The dues of Active Member and Associate Member Clubs are due on or before May 1st of each year. Upon any such dues remaining unpaid as of May 30th in any year, written notice thereof shall be sent by the Treasurer. If such dues continue unpaid as of June 30th then said delinquent Club(s) shall stand suspended until restored to membership by the Executive Committee.

3. Non-payment of dues by an Individual Contributing Member who wishes to be a competitor in one or more championship series shall bar said person from receiving any award for said series. The dues by an Individual Contributing Member who wishes to so compete are due on or before the second scheduled race of the championship series in which said person wishes to compete as owner and/or skipper.

WITHDRAWALS AND SUSPENSION

No. 10

Section 1. Any Club may withdraw from the Association after payment of all indebtedness to the Association by giving written notice to the Secretary.

Section 2. A Club may be suspended for cause by a two-thirds vote of the delegates, provided such Club shall have at least thirty (30) days notice in writing and an opportunity to be heard.

Section 3. When a Club has been suspended, either for cause or non-payment of dues, it shall forfeit all rights of membership until restored by payment of the dues and upon action of the Executive Committee.

ARTICLE TEN - TERMINATION OF MEMBERSHIP

1. The Voting Delegates may expel or suspend any member of the association by a two-thirds vote of the entire Voting Delegates for any violation of the Bylaws or for any conduct which in the opinion of the Voting Delegates is improper and prejudicial to the welfare, reputation or best interests of the association. No member shall be expelled or suspended without having been given written notice of the charges and of the time when said member can submit to the Voting Delegates a written answer to such charges. A proceeding, similar to that

contained in Article Fourteen of the Bylaws of the United States Sailing Association, Inc., shall be followed by this association in the resolution of grievances.

2. Any Club may withdraw from the association after satisfying all of its financial obligations to the association and giving written notice to the Secretary.

REGATTA COMMITTEE

No. 11

ARTICLE ELEVEN - COMMITTEES

Section 1. There shall be a Standing Committee known as the Regatta Committee of the Barnegat Bay Yacht Racing Association, appointed by the Commodore of the Association within one month after the annual meeting. It shall consist of the Past Commodores of the Association, the Vice-Commodore of the Association who shall act as chairman and the Rear Commodore of the Association who shall act as vice-chairman, and who, unless they are representing their clubs, shall have no vote, except in case of a tie; and one representative from each Club. Such representative may or may not be a delegate to the Association; but he must be a member of the Club he represents. The Commodore of the Association shall also appoint one alternate from each Club, who will act only in the absence of the original representative.

Section 2. The Regatta Committee of the Barnegat Bay Yacht Racing Association shall have entire control of inter-club racing on Barnegat Bay. It shall receive and pass on

all requests for allotment of racing dates, sanction of races, and submit at the annual meeting a schedule of races for the following season for approval. Not later than March 15 of each year it shall issue a final schedule for the ensuing season. It shall have charge of actual operation of the races, the selection of the courses and the official scoring. It shall decide questions referring to course charts, signals, marks, measurements and allied subjects. Association Regatta Committee membership representing 8 active member clubs shall constitute a quorum

Section 3. An official Scorer and one or more assistants shall be appointed each year by the Commodore of the Association within one month after the annual meeting. They may be appointed from the membership of any Club belonging to the Association and may or may not be members of other Committees, but shall work under the jurisdiction of the Regatta Committee of the Association. They will receive the complete record of each Regatta and compute the championship score therefrom. The official scorer may appoint additional associates as required.

Section 4. Protest Committee shall be appointed by the Vice-Commodore of the Association for each regatta, comprised of three members. This committee shall decide all protests. Appeals from its decisions may be made to the Appeals Committee. The Appeals Committee shall be appointed by the Commodore of the Association not later than March first of each year and shall consist of a Chairman and four members, each of whom shall represent a different active member club. Its decisions shall be subject to review by the Association Regatta Committee and may be changed by a two-thirds vote of that committee.

1. There shall be the following standing committees of the Association: Executive, Nominating Regatta, Protest, Appeals, Scoring, Junior Sailing, Contributing Membership, Course/Chart/Sailing Instructions, General Programs and Services, Safety, and Historical.

2. All committees and their chairperson as herein provided shall be appointed and their duties delineated by the Voting Delegates, except the Nominating, Executive, Regatta, and Appeals committees which shall be appointed or elected as herein provided.

3. All committees shall be subject to the direction and control of the Voting Delegates, but each committee shall be authorized to prescribe rules and procedures for the direction of the activities assigned to it.

4. All committee chairpersons appointed by the Voting Delegates or by the Commodore or Vice-Commodore shall serve for a term of one year and shall not serve more than four consecutive years, unless otherwise approved by the Voting Delegates at the recommendation of a two-thirds majority vote of the Executive Committee.

5. The Historical Committee is charged with the preservation of memorabilia of the Association and its members. It shall be chaired by a person appointed by the Voting Delegates at the annual meeting, and he or she may appoint assistants, with the approval of the Commodore, to serve at the pleasure of the chairperson. Efforts will be made to collect, catalog and preserve local regional and national press articles: relating to the championship regattas sponsored by the Association; relating to significant achievement of its member clubs and Individual Contributing members. The chairperson shall submit an annual budget request for the ensuing year at the annual meeting to be acted upon by the Voting Delegates. The chairperson shall also submit a written report of the committee activities to date in the current calendar year.

6. The General Programs and Services Committee shall be chaired by a Past Commodore, appointed by the Voting Delegates from a list of those Past Commodores signifying his/her willingness to chair the committee. It shall be the responsibility of this committee to develop insurance programs for the Association and its members, including the coordination of the Association's insurance programs and that of its member Clubs, Delegates and Committees, with those services provided by the United States Sailing Association, Inc., and other organizations; to develop programs for the solicitation of funds for effecting the purposes

HOST CLUBS

No. 12

Section 1. The Club(s) hosting a regatta shall have charge of entries and shall insure the proper condition and location of each mark on its course chart immediately prior to the regatta. It shall provide suitable committee and auxiliary boats manned by qualified crews, course charts, starting signals, signal gun with shells and other facilities and equipment required for the operation of the races as defined by the Regatta Committee from time to time.

AMENDMENTS

No. 13

Amendments to these Bylaws may be made at any meeting by a two-thirds vote of the Association; provided notice of the proposed amendment has been given in writing to each Club at least thirty (30) days prior to meeting.

of the Association as spelled out in its Bylaws, Constitution and Exemption Letter dated February 28, 1992 from the Internal Revenue Service of the United States Department of the Treasury, determining the Association's exempt status under section 501(c)(3) and 501(a) of the Internal Revenue Code; to solicit invitations from the various Active Member Clubs to host the annual fund-raising Commodores' Ball, and to schedule the dates for future conduct of same; to develop a schedule of advertising fees for space in the Association's Year Book, and to coordinate efforts with the Regatta Committee, Course/Charts/Sailing Instruction Committee and Executive Committee for the publication of said Year Book; to be responsible for the Public Relations of the Association in its dealings with both print and visual media representatives, and with public relations personnel of governmental agencies, towards the objective of obtaining better general conditions for amateur small boat and one-design sailing on Barnegat Bay by untiring efforts with Federal, State and Municipal authorities.

7. The Safety Committee shall be chaired by a person appointed by the Voting Delegates at the annual meeting, assisted by a person appointed by the Chair of the Regatta Committee from the membership of that Committee. It shall be the function of the Safety Committee to instruct the host Club's volunteer water patrol and radio personnel in the use of equipment and radios provided by the Association to effect the highest measure of accountability of the participants in the day's racing activity; to review annually and make recommendations for any changes to the "safety equipment requirement check list" to be published in the Year Book; to distribute at the commencement of each race day the radios and patrol kits to assigned boats and to retrieve said radios and equipment at the conclusion of the day's racing; to develop suitable class progress charts for use by the Regatta Committee's On-board-committee-boat(s) radio coordinator(s); to generally assist the chair of the Regatta Committee in the maintenance of radio discipline on race days towards the end of meeting all necessary safety objectives; to assure that the licenses for Association radios are aboard the Regatta Committee Boat, and to instruct each user of an Association radio in the response to be made to local or national police authorities with respect to licensure.

8. The Course/Chart/Sailing Instructions Committee shall be a standing committee of the Association, charged with the responsibility to annually update, as required, the published course selections, charts and sailing instructions to be printed in the Year Book and, when appropriate, upon separate sheets for distribution by the Active member Clubs at their respective race days of the Association's championship series. The chairperson shall be appointed by the Commodore within one month of the annual meeting, and he/she shall work in cooperation with the class liaison committee

and the Vice-Commodore to provide the upper-bay, lower-bay and Seaside Park Courses, designate the markings for the racing marks, and the Active Member Clubs responsible for each of said racing marks, and the site of their mooring for each season. The chairperson shall cause to be distributed to each Active member Club, at the Spring meeting of the Regatta Committee representatives, a package of charts and sailing instructions for the ensuing season. It shall be the responsibility of each Active member Club to dispose of the prior year's issue so that no skipper is provided an inappropriate issue for the given race day.

9. The Contributing Membership Committee shall be a standing committee of the Association, whose chairperson shall be appointed each year at the annual meeting of the Voting Delegates. This committee shall be responsible for promotion of the membership in the Association of the class known as Individual Contributing Member. It shall cause to be printed and distributed to each such member, a suitable membership card, acknowledging his/her contribution for the current season. The committee shall work with each Active Member and Associate Member Club's Secretary or other designated point of contact to ensure that all such Clubs' membership is aware of the Individual Contributing Membership category in the Association and of the exempt status of this Association under Section 501(c)(3) of the Internal Revenue Code. The chairperson of the Individual Contributing Membership committee shall keep the Scorer, the Secretary and Treasurer of the Association advised of the status of the list of Individual Contributing Members so as to assist them in the performance of their duties relating to said individual members.

10. There shall be a standing committee of the Association known as the Junior Sailing Committee. The chairperson/coordinator of this committee shall be appointed each year, within one month of the annual meeting, by the Commodore. Said chairperson shall be appointed from a list of persons recommended by the Association's incumbent Junior Program Coordinator, and shall not be an Active Member Clubs's junior sailing coordinator for the ensuing sailing year, shall have prior junior sailing administrative experience and be a current Individual Contributing Member of the Association. The committee chair may appoint assistants, who shall be Individual Contributing Members of the Association during their tenure on the committee, and who may be removed at the call of the chair, with out without cause. The committee chairperson shall: preside at all meetings of the committee; represent the Association at US Sailing Association's Junior activities; coordinate the Association's and Area "C" calendars in cooperation with the Association's Chair of association sponsored US Sailing National Cup Events, e.g., O'Day, Sears, Bemis/Smythe, etc; report upon the junior junior sailing activities of the Association to the Voting Delegates at their annual and

Spring meetings; appoint a co-chair for the purpose of recording minutes and maintaining financial records of the activities of the junior sailing programs; develop programs for fundraising activities by the committee in coordination with the Treasurer of the Association and the Executive Committee of the Association; and to carry out such other activities in furtherance of the purposes of the Association as its Voting Delegates might see fit.

11. There shall be a standing committee of the Association known as the Scoring Committee. It shall be chaired by a person, appointed by the Commodore within one month after the annual meeting, whose title shall be Scorer. The Commodore may appoint one or more assistant scorers. Both the Scorer and any assistants shall be Individual Contributing Members in good standing, and they may or may not be members of other committees. It shall be the responsibility of this committee to maintain the Association's computer and related software; to develop a suitable system of records for each of the championship series' Regattas; to complete and receive the records of each such Regatta and compute the championship score therefrom. The committee shall cause to be printed and distributed to each Active and Associate member Club, either directly or through said Clubs' Regatta Committee representative or alternate, a copy of the cumulative record of each classes competitors and their current standing in their respective classes championship series. It shall be the responsibility of each club, representative or alternate, to see to the posting or other suitable distribution of said results so that each competitor is aware of his/her current standing in the championship series of his/her class. All issues related to a particular competitor's standing should be directed to the Scorer through the competitor's club representative or alternate representative to the Regatta Committee.

12. There shall be a standing committee of the Association known as the Appeals Committee whose members shall be appointed by the Commodore not later than March first of each year and shall consist of a Chairperson and at least four members, all of whom shall be Individual Contributing Members in good standing, and preferably shall hold certification as a US Sailing Certified Judge or as a US Sailing Senior Race Officer. When the total members of this committee exceed five, the chairperson shall designate the four members, in addition to the chair who shall decide a particular appeal which may become before it for hearing and decision in conformity with the racing rules. The procedures to be employed shall be as established for Yacht Racing Associations by the current International Rules of Yacht Racing as adopted by the United States Sailing Association, Inc., with any permitted modifications as may from time to time be adopted by this Association. The committee shall appoint, from its membership, a secretary who shall serve for a

term of one year or until a successor is appointed. Should the committee adopt any procedural rules which are not proscribed by the Racing Rules approved by US Sailing, said rules shall be published in the Association's annual Year Book, and/or be posted upon the official bulletin board maintained by the Regatta Committee and displayed at each race day during the Association's series of championship regattas. In addition, the secretary of the committee shall cause a true copy of any such procedural rules to be mailed to each Active or Associate Member Club's Regatta Committee representative, who shall be responsible for its appropriate display or distribution at his/her club.

The term of office for each member of the Association's Appeals Committee shall be three years or until their successors are appointed, said terms to be overlapping so that two members' terms expire each year. A person may be reappointed to the committee for additional terms after a hiatus of one year.

13. There shall be a standing committee of the Association known as the Protest Committee, whose chairperson shall be appointed by the Vice-Commodore within one month of the annual meeting. The chairperson shall arrange with the person in charge of each Active Member Club's host day racing activities for the provision of a suitably quiet space for the conduct of any protest hearings to be conducted on that day, and shall ensure that each such host club designates two or more persons having experience in the conduct of protest hearings to serve with the chairperson or his/her designee in the hearing and deciding of such matters that might come before it that day. The chairperson shall advise the Vice-Commodore and the Scorer of the results of all protest hearings, as soon as practicable after the conclusion of the hearing(s) conducted on each race day and shall deliver or cause to be delivered to the Scorer, the original protest hearing form(s) with the written results thereon within twenty-four (24) hours of the decision(s). It shall be the policy of the Association to have the protest committee conduct hearings, commencing at 0730 hours at the place provided by each host Club, on written protests which remain unresolved, and it shall be the responsibility of skipper(s) or their representative(s) and others involved in the hearing(s) to be present at said time and place to facilitate the prompt resolution of all such unresolved matters. When possible, the protest chairperson shall cause hearings to be held on the date of the race out of which a protest arises, provided all persons involved are able to be present, and the duly constituted hearing committee personnel are also available.

14. There shall be a standing committee of the Association known as the Regatta Committee of the Barnegat Bay Yacht Racing Association, appointed by the Commodore of the Association within one month after the annual meeting. It shall consist of the Past Commodores of the Association, the Vice-Commodore of the Association who shall act

as Chairperson, and the Rear Commodore who shall act as vice-chairperson, and who, unless they are also representing their clubs, shall have no vote, except in case of a tie; and one representative from each Active and Associate Club. Such representative may or may not be a Voting Delegate to the Association, but shall be a member of the Active or Associate Member Club being represented, and an Individual Contributing Member of the Association. The Commodore of the Association shall also appoint one alternate from each Club, who will only act in the absence of the original representative. Said alternate shall also be an Individual Contributing Member of the Association and a member of the represented Club. The Regatta Committee shall have entire control of inter-club racing on Barnegat Bay. It shall receive and pass upon requests for allotment of racing dates, sanction of races, and submit at the annual meeting a schedule of proposed races for the following season for approval, which schedule shall be finalized no later than March 15 of each year for the ensuing season. It shall, in conjunction with the course/charts/sailing instructions committee, decide all questions referring to course charts, signals, marks, measurements and allied subjects. It shall have charge of the actual operation of the races, the selection of courses and the official scoring. It shall recommend changes in the racing rules governing Association sponsored regattas which shall first be submitted to the Executive Committee for review and approval before submission to the Voting Delegates for final action. Association Regatta Committee membership representing eight (8) Active Member Clubs shall constitute a quorum.

15. There shall be a standing committee known as the Nominating Committee, appointed by the Commodore at the Spring meeting of Voting Delegates, and consisting of the Past Commodores. It shall be chaired by the most recent Past Commodore who is available. The committee shall propose a slate of nominees for Officers, and for membership on the Executive Committee, to the Secretary at least 15 days before the annual meeting. Additional nominations may be submitted in writing by Voting Delegates, provided the nominees also consent, in writing, to the Secretary at least 15 days before the annual meeting, and the Secretary shall notify all Voting Delegates of such nominations at least 7 days before the annual meeting. No other nominations shall be accepted at the annual meeting except by unanimous consent of those present and entitled to vote at said annual meeting.

16. There shall be a standing committee known as the Executive Committee which shall be comprised of the following:

- The Officers
- Past Commodores of the Association
- The Incumbent Commodore (or designee by said Commodore) of each member Club
- The BBYRA's representative to the US Sailing Council of Sailing Associations
- The BBYRA Fleet Captain
- The BBYRA Scorer

The BBYRA Junior Sailing Coordinator. This committee shall have general executive powers of the Association between meetings of the Voting Delegates and shall be responsible for executing the policies set by the Voting Delegates. It shall be presided over by the Commodore, and carry out such other duties as may be specifically set forth in these Bylaws. It may appoint such ad hoc committees as may be necessary in the performance of its duties. It shall normally carry out its duties by telephone, correspondence or meetings as determined by the Commodore. It shall report all of its decisions to the next meeting of the Voting Delegates for their review and ratification.

17. There shall be a Class Liaison Committee, chaired by the Rear Commodore, which shall meet at least once a year with the representatives of each of the classes then being sailed in the championship series. The committee will receive the recommendations of the class representatives and report to the Regatta Committee their suggestions for the improvement of racing on the Bay, and any other matters within the purview of the Association's racing activities. The representatives of the classes may appoint, by majority vote, a person to attend at meetings of the Association's Regatta Committee.

18. There shall be a US Sailing National Cup Events Committee, chaired by a person appointed by the Commodore, to coordinate the Barnegat Bay Yacht Racing Association's elimination series for the US Sailing National Cup events. The chairperson shall report to the Association's Regatta Committee Chairperson on the progress of the US Sailing Events Bay eliminations, and make recommendations for the improvement thereof.

ARTICLE TWELVE - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of _____ shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Association may adopt.

ARTICLE THIRTEEN - INDEMNIFICATION

1. The Association shall indemnify all corporate agents against all expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his or her having been such a corporate agent other than a proceeding by or in the right of the Association if: (a) such corporate agent acted in good faith in a manner he or she reasonably believed to be not opposed to the best interests of the Association; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her conduct was unlawful.

2. All terms used herein shall have the meanings attributed to such terms as set forth in N.J.S.A. 15A:3-4 (a).

3. It is intended that the rights of indemnification provided hereunder shall be as broad as permitted under the laws of the State of New Jersey. Without limiting the foregoing, the Association herewith adopts the provision of N.J.S.A. 15A:3-4 as though fully herein set forth; whenever said statute permits the Association to provide indemnification this Bylaw shall be deemed to require such indemnification to be provided by the Association.

ARTICLE FIFTEEN - AMENDMENTS

1. Any amendment in the Bylaws may be initiated by any Individual Contributing Member, circulated to the members of the Executive Committee, and, if deemed by a majority thereof to be worthy of consideration by the Voting Delegates, submitted to the Voting delegates for approval by two-thirds vote at an annual or special meeting.