

BARNEGAT BAY YACHT RACING
ASSOCIATION

BY-LAWS

ADOPTED

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TABLE OF CONTENTS:

ARTICLE ONE - NAME.....2
ARTICLE TWO - PURPOSE.....2
ARTICLE THREE - MEMBERSHIP.....2
ARTICLE FOUR - MEETINGS.....3
ARTICLE FIVE - VOTING.....4
ARTICLE SIX - OFFICERS.....4
ARTICLE SEVEN - DUTIES OF OFFICERS.....4
ARTICLE EIGHT - DELEGATES.....6
ARTICLE NINE - DUES.....6
ARTICLE TEN - TERMINATION OF MEMBERSHIP.....6
ARTICLE ELEVEN - COMMITTEES.....7
ARTICLE TWELVE - PARLIAMENTARY AUTHORITY.....10
ARTICLE THIRTEEN - INDEMNIFICATION.....10
ARTICLE FOURTEEN - AMENDMENTS.....11

ARTICLE ONE - NAME

The name of the corporation is the Barnegat Bay Yacht Racing Association.
(hereinafter BBYRA)

ARTICLE TWO - PURPOSE

The BBYRA is organized exclusively to foster amateur sailboat racing competition in yachts on Barnegat Bay and on a national and international level and to support and develop amateur athletes for the sport of 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 by organizing and/or holding competitive events and holding of meetings in the nature of seminars. The proscriptions of the United States Sailing Association, Inc., (hereinafter USSAILING) with respect to matters of race, color, religion, age, sex or national origin shall apply to the BBYRA.

ARTICLE THREE - MEMBERSHIP

1. Membership in the BBYRA shall consist of three classes: Active, Associate and Individual.

a) The Active Membership class consists of Yacht Clubs, represented by

delegates hereinafter described, and presently consists 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; and 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. No club shall be elected to Active Membership unless it has been an Associate Member for at least two years immediately preceding its application.

b) The Associate Membership class shall consist of Yacht Clubs which have been elected by three-fourths vote of the Executive Committee of the BBYRA, 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 BBYRA 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 BBYRA. 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.

c) The Individual Membership class consists of persons who belong to Active or Associate member Clubs of the BBYRA, and desire to assist in supporting the objects and purposes of the BBYRA by payment of the annual dues established by the Delegates each year for such class of membership.

2. All members shall have the privilege of attending or being represented at all annual and special meetings of the BBYRA. All members shall receive such BBYRA publications as the Delegates shall from time to time prescribe.

3. Individual Members shall be eligible to hold office and serve on committees.

4. The Delegates shall establish a schedule of annual dues to be paid by each class of membership.

5. The membership of any member may be declared forfeit by the Delegates for non-payment of dues.

ARTICLE FOUR - MEETINGS

1. The annual meeting of the BBYRA shall be held on the first Saturday in October and notice shall be sent to each Active and Associate Member Club at least 30 days prior to such date. When practicable, the time and place of all routinely scheduled meetings will be published in the BBYRA's Year Book.

2. 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 BBYRA shall be given, in writing, to each delegate and all others whose attendance is required.

4. Special meetings of the BBYRA or its Executive Committee may be held at the call of the Commodore, or upon request of the delegates of two (2) Active Member Clubs.

5. The delegates or any committee of the BBYRA 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 consents shall be filed with the minutes of the meeting.

ARTICLE FIVE - VOTING

1. Active Member Clubs shall be represented at meetings by Delegates, who shall be Individual Members, and may be three (3) in number, one of whom shall be the Active Member Club's Commodore or Vice Commodore. The names and addresses of those delegates who shall represent the Club must be sent to the Secretary of the BBYRA not later than January 1 of each year. Delegates shall be equivalent to "Board" as defined in New Jersey Statutes Annotated (N.J.S.A.) 15A:1-2b.*

*["Board" means the board of trustees or the group of persons vested with management of the business and affairs of the corporation irrespective of the name by which the group is designated; "entire board" means all the trustees then in office." L.1983, c. 127, Section 15A:1-2b, eff.Oct.1, 1983]

2. Each Associate Member Club shall be represented by one of its members, who shall be an Individual Member of the BBYRA. Said representative will not be entitled to 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 BBYRA shall have the following officers: Commodore (who shall be President for purposes of the New Jersey Nonprofit Corporation Act), Vice Commodore (who shall be Vice-President for purposes of the New Jersey Nonprofit Corporation Act), Rear Commodore, Fleet Captain, Secretary, Treasurer, and Measurer, all of whom shall be elected at the annual meeting. The Commodore, Vice Commodore and Rear Commodore shall be elected from the Delegates; the Fleet Captain, Secretary, Treasurer, and Measurer may be elected from the Individual Members of any Active Member Club.

2. The BBYRA's Representative to the Council of Sailing Associations of the USSAILING., shall be appointed by the Commodore from the past or present officers of the BBYRA, and shall be a current Individual Member.

ARTICLE SEVEN - DUTIES OF OFFICERS

1. Commodore (President): The Commodore shall preside at all meetings of the BBYRA and perform such other duties as may be delegated from time to time by the Delegates. The Commodore shall be an ex-officio member of all Committees. The Commodore shall be the chief executive officer of the BBYRA and shall have general charge and supervision over and responsibility for the affairs of the BBYRA. The Commodore may enter into and execute, in the name of the BBYRA, contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the 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 be responsible for the BBYRA's Regatta Program and 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 be responsible for the equipment of the BBYRA and shall assist the Commodore and Vice Commodore, and preside in the absence of both and have the duties and possess the authority as may be delegated to the Rear Commodore by the Commodore.

4. Fleet Captain: The Fleet Captain shall function as an administrative assistant to the Commodore, shall be responsible for the Safety program of the BBYRA and shall cause random safety equipment checks to be made of competitor's yachts during the BBYRA's summer Regatta season, reporting the results thereof to the Chairperson of the Regatta Committee and to the Scorer.

5. Secretary: The Secretary shall keep a record of all meetings of the Delegates, the Executive Committee, and the Officers, and shall keep an accurate roll of all Active, Associate, and Individual Members, and of any written proxies of same. The Secretary shall conduct the official correspondence of the BBYRA, send out all notices and perform such other duties as pertain to the position of Secretary. The Secretary shall keep all delivered reports of the Scorer for two (2) 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 BBYRA.

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

7. Measurer: The Measurer shall receive and keep a record of all yachts as may be required to have measurement certificates by their fleet measurers, and maintain copies of each classes current scantlings as required by such classes association, if any.

8. Yacht Racing Association Representative: The Yacht Racing Association Representative of the BBYRA shall represent the BBYRA on USSAILING's "Council of Sailing Associations" (CSA); shall report to the Delegates at the annual meeting; and shall be reimbursed for duties performed as a member of the CSA while representing the BBYRA, and upon the presentation of a voucher to the Treasurer, approved by the Commodore.

9. All elected officers shall make or cause to be made, at the annual meeting of the BBYRA, and at such other times as the Delegates may direct, a written report of their activities and the condition of the affairs of the BBYRA with which they are charged, and coordinate the submission of budgets of committees over which they have appointing power, for the following year of the BBYRA.

10. The officers of the BBYRA, by virtue of their office, shall be members of the Executive Committee.

11. No officer or member of the Delegates may receive a salary or compensation from the BBYRA, but nothing contained herein shall be construed to prevent reimbursement for expenses incurred for and on behalf of the BBYRA.

ARTICLE EIGHT - DELEGATES

1. The Delegates are the equivalent of the "Board" as defined in NJSA 15A:1-2*, and shall consist of the following: Three (3) delegates (one of whom shall be the Commodore or Vice Commodore) from each Active Member Club, which Club, through those persons shall have one vote. *(See Article Five, 1.)

2. The Delegates shall have general control and management of the affairs, funds and property of the BBYRA. As a body, they shall have full power and it shall be their duty to carry out the purposes of the BBYRA 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 Delegates and in the absence of the Commodore, the Vice Commodore shall preside.

4. The presence of twelve (12) Delegates, representing at least eight (8) 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 its business.

5. Without in any way limiting the general powers of the Delegates, they shall, among other things: a) consider and act upon applications for membership in the BBYRA; b) approve dates and formulate arrangements for various championship events, with the advice and consent of the Regatta Committee; c) elect the officers of the BBYRA; and, d) adopt such regulations governing policy, organization, and procedural matters as they deem appropriate.

ARTICLE NINE - DUES

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

2. The dues of Active and Associate Member Clubs are due on or before May 1st of each year. Upon any such dues remaining unpaid as of May 31st in any year, written notice thereof shall be sent by the Treasurer. If such dues remain 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 Member who wishes to be a competitor in any BBYRA championship series shall bar such person from being scored and receiving any award for said series.

ARTICLE TEN - TERMINATION OF MEMBERSHIP

1. The Delegates may expel or suspend any member of the BBYRA by a two-thirds vote of the entire Delegates for any violation of the By-Laws or for any conduct which in the opinion of the Delegates is improper and prejudicial to the welfare, reputation or best interests of the BBYRA. 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 Delegates a written answer to such charges. A proceeding similar to that contained in Article Fourteen of the By-Laws of USSAILING, shall be followed by the BBYRA in the resolution of grievances.

2. Any Club may withdraw from the BBYRA by giving written notice to the Secretary.

ARTICLE ELEVEN - COMMITTEES

1. There shall be the following standing committees of the BBYRA: Executive, Nominating, Regatta, Financial, Appeals, Protest, Scoring, Class Liaison, Junior Sailing, Membership, Class Eligibility, Sailing Instructions, General Programs and Services, Safety, Historical, and US Sailing Cup Events.
2. All committees and their chairperson shall be appointed and their duties delineated as herein provided.
3. Each committee shall be authorized to prescribe rules and procedures for the direction of the activities assigned to it, including budget preparation.
4. All committee chairpersons appointed by the Commodore or Vice Commodore, shall serve for a term of one year.
5. There shall be a standing committee of the BBYRA known as the Executive Committee which shall be comprised of the following: The Officers; Past Commodores of the BBYRA; and the incumbent Commodore (or designee of said Commodore) of each Active Member Club. This committee shall have general executive powers of the BBYRA between meetings of the Delegates and shall be responsible for executing the policies set by the Delegates. It shall be presided over by the Commodore, and carry out such other duties as may be specifically set forth in these By-Laws. It may appoint such ad hoc committees (e.g., Finance), 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 Delegates for their review and ratification.
6. There shall be a standing committee of the BBYRA known as the Nominating Committee, appointed by the Commodore at the Spring Meeting of the Delegates, and consisting of the Past Commodores of the BBYRA. It shall be chaired by the most recent available Past Commodore. The committee shall propose a slate of nominees for Officers to the Secretary at least fifteen (15) days before the annual meeting of the BBYRA. Additional nominations may be submitted in writing by Delegates, provided the nominees also consent, in writing, to the Secretary at least fifteen (15) days before said annual meeting, and the Secretary shall notify all Delegates of such nomination(s) at least seven (7) days before said 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 meeting.
7. There shall be a standing committee of the BBYRA known as the Regatta Committee, which shall be appointed by the Commodore within one month after the annual meeting. It shall consist of the Past Commodores of the BBYRA, the Vice Commodore of the BBYRA, who shall act as chairperson, and the Rear Commodore who shall act as vice chairperson, (both of whom shall have no vote, unless they are also representing their clubs, or in case of a tie); and one Representative and one Alternate Representative designated by each Active and Associate Member Club. The Regatta Committee shall have entire control of all BBYRA sponsored racing on Barnegat Bay. It shall receive and pass upon requests for allotment of racing dates; sanction races; submit for approval, a schedule of proposed races for the next season at the annual meeting of the Delegates, which schedule shall be finalized no later than March 15 of each year for the ensuing season. It shall decide all questions relating to sailing instructions, courses, charts, signals, marks, measurements and allied subjects. It shall have charge of the actual conduct of the races and the selection of courses and the official scoring. It shall

recommend changes in the racing rules governing BBYRA sponsored regattas which shall first be submitted to the Executive Committee for review and approval before submission to the Delegates for final action. BBYRA Regatta Committee membership representing eight (8) Active Member Clubs shall constitute a quorum. The Regatta Committee shall receive reports from the Protest, Scoring, Sailing Instructions; Safety and Class Eligibility Committees and the Vice Commodore will report important matters to the Delegates, without the need for debate and duplication of said committees reports by both the Regatta Committee and the Delegates.

8. There shall be a standing committee of the BBYRA known as the Financial Committee, chaired by the Treasurer, which shall include the Commodore, Vice Commodore, Rear Commodore and immediate Past Commodore. This committee shall be responsible for combining all budgets prepared by individual committees into an annual budget for presentation to and approval by the Delegates at the annual meeting. This committee shall monitor the financial condition of the BBYRA throughout the year and review and approve all expenditures within the budget of the BBYRA as approved at the annual meeting. This committee shall also be responsible for seeing that the financial condition of the BBYRA is in conformity with the guidelines of the Section 501 (c) (3) status under the Internal Revenue Code.

9. There shall be a standing committee of the BBYRA known as the Appeals Committee, whose members shall be appointed by the Commodore not later than March 1st each year and shall consist of a chairperson and at least four (4) members, all of whom shall be Individual Members in good standing, and preferably shall hold certification as a USSAILING Certified Judge. The committee shall elect, from its membership, a secretary, who shall serve for a term of one (1) year or until a successor is elected. Should the committee adopt any procedural rules which are not proscribed by the Racing Rules approved by USSAILING, said rules shall be published in the BBYRA's Year Book, and/or be posted upon the official bulletin board maintained by the Regatta Committee and displayed at each race day during the BBYRA's series of championship regattas. In addition, the secretary of the committee shall cause to be mailed to each Active and Associate Member Club's Regatta Committee representative, a true copy of any such procedural rules. Said representative shall be responsible for the appropriate display or distribution of such rules to his/her club.

10. There shall be a standing committee of the BBYRA known as the Protest Committee, whose chairperson shall be appointed by the Vice Commodore within one month after the annual meeting of the BBYRA. The chairperson shall form a suitable composition of the committee from amongst the members of the Regatta Committee. Written results of protest hearings shall be delivered to the Scorer. The Vice Commodore will be advised of the results of hearings. It shall be the responsibility of skippers or their representatives to be present at said time and place designated for the hearing of a protest. When possible, the chairperson of the Protest Committee hearing panel on a given race day shall cause said hearing(s) to be held on the date of the race out of which a protest arises.

11. There shall be a standing committee of the BBYRA known as the Scoring Committee, whose chairperson shall be appointed by the Commodore within one month after the annual meeting, and whose title shall be Scorer. The Commodore may appoint one or more assistant scorers. Both the Scorer and any assistants shall be Individual Members in good standing, and they may be members of other committees. It shall be the responsibility of this committee to maintain the BBYRA'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 Active or Associate Member Club to see to the posting or other suitable distribution of said results so that each competitor is able to learn 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 BBYRA known as the 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 Barnegat Bay, and any other matters within the purview of the BBYRA's racing activities. The representatives of the classes may appoint, by majority vote, a person to attend at meetings of the Regatta Committee as an observer.

13. There shall be a standing committee of the BBYRA known as the Junior Sailing Committee, whose chairperson shall be appointed by the Commodore within one month of the annual meeting. Said chairperson shall be appointed from a list of persons recommended by the BBYRA's incumbent chairperson of the Junior Sailing Committee, and shall not be an Active or Associate Member Club's junior sailing coordinator for the ensuing sailing year; shall have prior junior sailing administrative experience and be a current Individual Member of the BBYRA. The chairperson may appoint assistants, with the advice and consent of the Commodore, who shall be Individual Members of the BBYRA during their tenure. The chairperson shall: preside at all meetings of the committee; represent the BBYRA at USSAILING Junior activities; coordinate the BBYRA's and Area "C" calendars in cooperation with the BBYRA's chairperson of BBYRA sponsored US SAILING National Cup Events, e.g., O'Day, Sears, Bemis/Smythe, etc; report upon the junior sailing activities of the BBYRA to the Delegates at their annual and spring meetings; appoint a co-chair for the purpose of recording minutes and assisting the Treasurer in maintaining financial records of the activities of the junior sailing programs; develop programs for fund-raising activities by the committee in coordination with the Treasurer of the BBYRA and with the approval of the Executive Committee; and carry out such further activities in furtherance of the purposes of the BBYRA as the Delegates may deem appropriate.

14. There shall be a standing committee of the BBYRA, known as the Membership Committee, whose chairperson shall be appointed by the Commodore within one month of the annual meeting. This committee shall be responsible for promotion of the membership in the BBYRA of the class known as Individual Member.

15. There shall be a standing committee of the BBYRA, known as the Sailing Instructions Committee, charged with the responsibility to annually update, as required, the published sailing instructions, course selections, and charts, to be proposed to the Regatta Committee, and published in the BBYRA's Year Book. 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, in their race management functions.

16. There shall be a standing committee of the BBYRA known as the Class Eligibility Committee, whose chairperson shall be appointed by the Vice Commodore within one month of the annual meeting. The committee shall recommend and maintain guidelines for series eligibility, review the annual performance of each class and investigate the

credentials of applicant classes. It shall make recommendations concerning old and new class eligibility to the Regatta Committee.

17. There shall be a standing committee of the BBYRA known as the General Programs and Services Committee, consisting of at least three Individual Members, one of whom shall be a Past Commodore, all of whom, including a chairperson, shall be appointed by the Commodore within one month of the annual meeting. It shall be the responsibility of the committee to develop insurance programs for the BBYRA and its members, including coordination of the BBYRA's insurance programs and that of its Member Clubs, Delegates and Committees, with those services provided by USSAILING, and other organizations; to develop programs for the solicitation of funds for effecting the purposes of the BBYRA as spelled out in its By-Laws, Constitution, and Exemption Letter dated February 28, 1992 from the Internal Revenue Service of the United States Department of the Treasury, determining the BBYRA'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 BBYRA's Year Book, and to coordinate efforts with the Regatta Committee, Sailing Instructions Committee and Executive Committee for the publication of said Year Book; and to be responsible for the public relations of the BBYRA.

18. There shall be a standing committee of the BBYRA known as the Safety Committee, chaired by the Fleet Captain. It shall be the function of the Safety Committee to implement an on-water and off-water safety program for regatta competitors and personnel. The Safety Committee shall be responsible for obtaining appropriate annual "Permit for Marine Event" from the Coast Guard and any permits required by the State of New Jersey.

19. There shall be a standing committee of the BBYRA known as the US SAILING National Cup Events Committee, charged with the coordination of the BBYRA's elimination series for the US SAILING National Cup Events. The chairperson shall be appointed by the Commodore within one month of the annual meeting, and shall report to the Vice Commodore of the BBYRA on the progress of the US SAILING events BBYRA eliminations, and make recommendations for the improvement thereof.

20. There shall be a standing committee of the BBYRA known as the Historical Committee, charged with the preservation of the records and memorabilia of the Association and its members. Its chairperson, appointed by the Commodore within one month of the annual meeting, shall be known as the BBYRA Historian. The Historian shall submit a written report of the committee activities to date in the current calendar year.

ARTICLE TWELVE - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the BBYRA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the BBYRA may adopt.

ARTICLE THIRTEEN - INDEMNIFICATION

1. The BBYRA 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 BBYRA 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 BBYRA; 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 NJSA 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 BBYRA herewith adopts the provision of NJSA 15A:3-4 as though fully herein set forth; whenever said statute permits the Association to provide indemnification this By-Law shall be deemed to require such indemnification to be provided by the BBYRA.

ARTICLE FOURTEEN - AMENDMENTS

Any amendment in the By-Laws may be initiated by any Individual Member, circulated to the members of the Executive Committee, and, if deemed by a majority thereof to be worthy of consideration by the Delegates, notice of the proposed amendment shall be given in writing to each active member club at least thirty (30) days prior to submittal to the Delegates for approval by two-thirds vote at an annual or special meeting.