

BYLAWS

The Greater Huntington Council of Yacht and Boating Clubs, Inc.

As amended through February 12, 2014

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ARTICLE 1. Object

Section 1.1 Object of the Corporation

The name of this organization shall be The Greater Huntington Council of Yacht and Boating Clubs, Inc. ('Corporation'), a nonprofit organization organized under the laws of the State of New York.

The object of the Corporation shall be to encourage the sport of boating; to promote the science of seamanship and navigation; to preserve and maintain our waterways and shorelines, and to organize yacht and boating clubs, and other organizations dedicated to our purposes and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not For Profit Corporation Law of the State of New York.

ARTICLE 2. Membership

Section 2.1 Members

A 'Member' is either a Member Club or an Associate Member. The 'Member Clubs' of the Corporation shall consist of yacht clubs, boating clubs, other boating and waterway and shoreline related organizations that are interested in the objects of this organization as set forth above, and which are located in the State of New York and its adjacent or connecting waters. They shall be eligible for membership in this Corporation on an invitation basis only. Each Member Club shall be represented on the Board of Directors by one of its own members who shall be designated in writing by its Commodore or President. An alternative representative shall also similarly be appointed and the alternate shall be authorized to act at all times for the Member Club in absence of the representative.

'Associate Members' are individuals that are interested in the objects of this organization as set forth above. They shall be eligible for membership in this Corporation on an invitation basis only. Associate Members may attend meetings and serve on committees but may not vote or hold office.

Section 2.2 Election of Members

Member Clubs or Associate Members may be elected after submission to this Corporation of a written application which has been favorably passed upon by the Committee on Admissions and upon receiving a majority vote of the Member Clubs present at the meeting of the Board of Directors.

Section 2.3 Resignation

Any Member may withdraw from the Corporation after fulfilling all of its obligations to the Corporation by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

Section 2.4 Suspension

A Member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of this Corporation, for non-payment of dues and assessments, failure to attend three or more successive meetings, or for conduct prejudicial to the best interests of the Corporation as determined by the Board of Directors. Suspension or expulsion shall be made by a two-thirds vote of the Board of Directors, provided that a statement of

the charges shall have been mailed by registered mail or certified mail to the Member under charges at his last registered address at least fifteen (15) days before final action is taken thereon. The statement shall be accompanied by a notice of the time when and the place where the Board of Directors' is to take its action. The Member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

Section 2.5 Termination

Upon the dissolution, bankruptcy or cessation of existence of any Member Club membership shall cease.

Section 2.6 Assignment Prohibited

Membership and the rights and privileges of a Member shall not be assignable.

Section 2.7 Vote

Each Member Club shall have only one vote at a meeting of the Member Clubs. Associate Members have no voting rights.

ARTICLE 3. Meetings

Section 3.1 Annual Meeting

The annual meeting of Members of the Corporation shall be held on the second Wednesday of March in each year. Each Member shall be entitled to not less than ten (10) days nor more than fifty (50) days notice of the time and place of said meeting.

Section 3.2 Special Meeting

Special meeting of Members may be called by the Commodore at any time on his own initiative or by the Commodore or Secretary upon request of three Member Clubs to such officer made in writing. Notice of the time, place and purpose of said special meeting shall be made to each Member not less than ten (10) days nor more than fifty (50) days previous to the meeting, and at such special meeting there shall be considered only such business as is specified in the notice of the meeting.

Section 3.3 Regular Meetings

Regular membership meetings and meetings of the Board of Directors shall be held simultaneously on the second Wednesday of each month except as may be directed to the contrary by the Board of Directors.

Section 3.4 Quorum

At all meetings of the Corporation, either regular or special, a presence of one-half of all Member Clubs in good standing shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him.

Section 3.5 Proxies

Every Member Club of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the Member Club executing it. Unless the duration of the proxy is specified, it shall be invalid after three (3) months from the date of its execution.

Section 3.6 Voting

Each Member Club of the Corporation shall be entitled to one vote at any and all meetings of the Corporation. All questions and issues to be determined by membership voting shall be decided by majority vote of the Member Clubs present or by proxy unless a greater number than a majority shall be otherwise prescribed in the Certificate of Incorporation or in these bylaws.

Section 3.7 Order of Business

At all meetings of the Corporation, the order of business shall be as follow:

1. Reading of the minutes of the last meeting for information and approval
2. Reading of the Treasurers Report
3. Reports of officers
4. Report of Committees
5. Election of Directors
6. Unfinished business
7. New Business
8. Reading and approval of minutes of meeting just help if requested

ARTICLE 4. Directors and Officers

Section 4.1 Corporate Business

The property, affairs, activities and concerns of the Corporation shall be conducted by its Board of Directors which consists of the representatives of each Member Club organization. The number of Directors shall be equal to the number of Member Clubs of the Corporation and each Member Club's representative shall be a director. The Member Clubs' representatives shall upon their designations as Directors, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly designated and qualified by the Member Club organization.

The alternate representative as set forth in Article 2, Section 2 shall also be authorized to act as a director in the absence of the Director.

Section 4.2 Officers and Directors

The officers of this Corporation shall be a Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer and Executive Officer. The Directors of this Corporation shall be the representatives to the Corporation from each Member Club.

The alternate representative as set forth in Article 2, Section 2 shall also be authorized to act as an alternate Director in the absence of the Director.

Section 4.3 Duties of Directors

The Board of Directors may:

1. hold meeting at such times as herein set forth and places as it may deem proper but no less frequent than as forth in Article 3, Section 3;
2. admit Member Clubs on invitation only and suspend or expel them by ballot;
3. appoint committees on particular subjects from the Directors, or from members of the Member Clubs, or from Associate Members
4. audit bills and disburse the funds of the Corporation
5. print and circulate documents and publish articles
6. carry on the correspondence and communicate with other associates interested in the sport of boating and waterway issues
7. employ agents if required
8. devise and carry into execution such other measures as it deems proper and expedient to promote the objects of Corporation and to best protect the interests and welfare of the Member Clubs.

Section 4.4 Notice of Meeting of Board of Directors

Notice of the meeting, signed by the Secretary, shall be mailed or emailed to the last recorded address of each Director and alternate representative at least five (5) days before the time appointed for the meeting. The Commodore may, when he deems necessary, or the Secretary shall, at the request in writing of three (3) Member Clubs, issue a call for a special meeting of the Board of Directors, and five (5) days' notice shall be required for such special meeting.

Section 4.5 Quorum

The pretence of a majority of the Member Clubs of the Board of Directors at a meeting shall constitute a quorum for the transaction of business. In the absence of the Commodore or Vice-Commodore, the quorum present may choose a Chairman Pro Tem, to conduct the meeting. If a quorum is not present, a majority of the lesser number may adjourn to any later day.

Section 4.6 Absence

Should any Director absent himself unreasonably from three consecutive meeting of the Board without sending a communication to the Commodore or Secretary stating his reason for so doing, or if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant, and the Commodore may forthwith proceed to call on the Member Club which designated the director to fill the vacancy.

Section 4.7 Vacancies

Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, of the Member Clubs' representative and alternate representative, it shall be filled without undue delay by appointment of a new director representative and /or alternate representative by the Member Club who shall designate the Director for the vacant directorship.

Section 4.8 Removal of Directors

Any one or more of the Directors may be removed either with or without cause, at any time, by vote of two-thirds of the Directors present at any regular meeting or at any special meeting called for this purpose.

Section 4.9 Election of Officers

- 4.9.1 **Election.** The Board of Directors shall elect all officers for a term of one year at the March meeting if each year who shall be elected from the Board of Directors. An officer shall have

been elected if he shall receive a vote of the majority of the Board of Directors provided a quorum is present. The election of Officers shall take place at the Annual Membership Meeting.

4.9.2 Nomination of Officers. (a) the Nominating Committee as hereinafter constituted shall report its finding to the Board of Directors at the February meeting thereof: (b) nominations for each office shall then, at the same meeting, be opened to the floor

4.9.3 Successive Terms. Except for the Office of Secretary and Treasurer, no officer shall serve more than two (2) successive terms of office except upon a vote of two-thirds of the Board of Directors but not to exceed a term of four (4) successive years.

Section 4.10 Duties of the Commodore

The Commodore shall preside at the meetings of the Corporation and of the Board of Directors and Executive Committee, and shall be a duly authorized representative of the Corporation, with right to vote on all committees. He shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the Commodore.

Section 4.11 Duties of the Vice-Commodore

In case of the death or absence of the Commodore, or of his inability from any cause to act; the Vice-Commodore shall perform the duties of the Commodore's office. The Vice Commodore shall serve on committees and perform such duties as deemed necessary by the Commodore.

Section 4.12 Duties of the Rear-Commodore

The Rear-Commodore shall perform the duties of the Vice-Commodore in the event of his death, absence or inability from any cause to act, and the duties of the Commodore in the event of the death, absence or inability from any cause to act by the Vice-Commodore and the Commodore. The Rear Commodore shall serve on committees and perform such duties as deemed necessary by the Commodore.

Section 4.13 Duties of the Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation, to conduct all correspondence, to keep and distribute accurate minutes of every member meeting; to keep, by date and topic, a book of all motions and resolutions passed by the Board of Directors, to keep a list of the members of the Corporation, to notify the officers and Members of the Corporation of their election; to notify the Members of their appointment on committees, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary Pro Tem. The Secretary shall be the keeper of the Corporation's seal.

Section 4.14 Duties of the Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, to collect all fees, dues, assessments and other sums due to the Corporation and shall make disbursements only as approved by the Board of Directors. He shall deposit all sums received in a bank or trust company approved by the Board of Directors, and make a report at the annual meeting or when called upon by the Commodore. Funds may be drawn only upon the signature of the Treasurer or Commodore. The funds, books and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term of office he shall deliver over to his successor all books, moneys and other

property. In the case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer Pro Tem. The office of Secretary and Treasurer may be held by the same person.

Section 4.14 Bond of Treasurer

The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

Section 4.16 Vacancies of Office

All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 4.17 Compensation of Officers

The officers shall be entitled to reimbursement for out-of-pocket disbursements paid by them on behalf of the Corporation in the furtherance of the legitimate business of the Corporation. Any salary or compensation which may be payable to any one or more officers of the Corporation shall be determined by a majority vote of the Board of Directors. However, in the normal course of business, the officers and directors of the Corporation are expected to serve without salary or compensation.

ARTICLE 5. Committees

Section 5.1 Executive Committee

The Board of Directors shall have an Executive Committee which shall have no less than three (3) nor more than five (5) Members. The Committee shall consist of at least the Commodore and the immediate Past Commodore plus such other directors and/or past commodores as the Commodore with the consent of the Board of Directors' shall direct. The purpose of the Executive Committee shall be to recommend policy and direction to the Member Clubs and the Board of Directors; to act as liaison between the Corporation and municipal and governmental bodies and agencies; to create and aid in the transition of one administration of the Corporation to the next; to act on behalf of the Corporation in any matter when the Board of Directors is not in session providing that such actions are not in contravention of the directives and policy of the Corporation; to report its activities promptly and on a regular basis to the Board of Directors.

Section 5.2 Nominating Committee

In December of each year the Commodore shall appoint a Nominating Committee consisting of the Commodore and two past commodores in good standing for the purpose of preparing recommending a slate of officers to be nominated for the next following elections. The Committee shall report its finding to the Board of Directors at the February meeting next following the appointment of the Committee.

Section 5.3 Other Committees

The Commodore may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 5.4 Committee Quorum

Attendance by a majority of the members of any committee of the Corporation shall constitute a quorum for the transaction of business.

Section 5.5 Committee Vacancies

The Commodore shall have the power to fill vacancies in the membership of the various committees of the Corporation.

ARTICLE 6. Seal

Section 6.1 Seal

The seal of the Corporation shall be the one adopted on 11 November 1985 as shown in the following impression:

ARTICLE 7. Amendments

Section 7.1 Amendments

These bylaws may be amended, repealed, or altered in whole or in part by a vote of the majority of the Board of Directors of the Corporation at any regular or special meeting of the Corporation. The text of the proposed change shall be mailed or emailed to the last recorded address of each Member Club at least ten (10) days before the time of the meeting which is to consider the change.

ARTICLE 8. Application Fees and Dues

Section 8.1 Application Fee

All application for membership submitted in response to invitation by this Corporation shall be accompanied by such fee as may be determined by the Board of Directors which shall become the property of the Corporation in the event the applicant is elected. In the event it is not elected, the fee shall be returned to it.

Section 8.2 Annual Dues

The annual dues of Members for each calendar year commencing with the year shall be determined by the Board of Directors. All application for membership in response to invitation by this Corporation must be accompanied by the first year's dues, and in the event the application is not elected, shall be returned to the applicant. The annual dues shall be payable by all Members on or before March 1st of each year.

Section 8.3 Suspension of Privileges

Any Member Club or Associate Member whose dues are unpaid at the date of the annual membership meeting of any year shall have its membership and all privileges pertaining thereto suspended until the dues are paid.

Section 8.4 Termination

Any Member Club or Associate Member whose dues remain for six months shall automatically cease to be a Member and its membership shall be terminated.

ARTICLE 9. Fiscal Year

Section 9.1 Fiscal Year

The fiscal year of the Corporation shall commence on January 1st of each year.

ARTICLE 10. Past Commodores

Section 10.1 Past Commodores

All past Commodores shall automatically be Associate Members of the Corporation and shall be entitled to be heard at all membership and Board of Directors meetings and shall be exempt from paying Associate Member dues, however, nothing herein contained shall mean that a Past Commodore cannot be appointed by a Member Club as a representative of a Member Club or as a Director providing he or she otherwise qualifies for said position. Past Commodores shall have no vote unless they are otherwise appointed as a representative of a Member Club.

ARTICLE 11. Charter Members

Section 11.1 Charter Members

The charter or founding Member Clubs of this Corporation are:

Centerport Yacht Club
Wyncote Yacht Club
Masthead Cove Yacht Club
Huntington Boating Association
Northport Yacht Club
Huntington Yacht Club
Ketewomoke Yacht Club

The forgoing amended bylaws were duly adopted by the Member Clubs of the GREATER HUNTINGTON COUNCIL OF YACHT & BOATING CLUBS, INC at a membership meeting dully called and held on February 12, 2014.

Secretary,