

By-Laws of the Barnegat Bay Yacht Racing Association

Article 1 The Corporation

1. The name of this corporation is the Barnegat Bay Yacht Racing Association, a New Jersey nonprofit corporation (“BBYRA”).
2. The principal BBYRA office shall be located in the state of New Jersey, at a place the Board (as defined in Article 4 Section 1) may determine from time to time.

Article 2 Purpose

1. Purposes. The BBYRA is incorporated under the New Jersey Nonprofit Corporation Act (“NJNCA”), and the BBYRA does not contemplate pecuniary gain or profit, incidental or otherwise. The BBYRA is incorporated exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the “Code”). Without limiting the generality of the foregoing, the purposes of the BBYRA shall be:
 - a) to foster amateur sailboat racing on the Barnegat Bay, defined as the waters from Manasquan Inlet to Little Egg Inlet and waters tributary thereto (“Waters”), to support and develop amateur athletes for regional, national and international competition in the sport of sailboat racing, and to make distributions to organizations exempt from taxation under subtitle A of the Code pursuant to Section 501(c)(3) of the Code; and
 - b) to do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the State of New Jersey and which are not otherwise prohibited by its Certificate of Incorporation or these By-Laws.
2. The BBYRA is the Organizing Authority for its Championship Racing Series and other events as authorized by the Board.

Article 3 Membership

1. BBYRA Membership shall consist of three classes: Voting Organization membership, Non-Voting Organization membership, and Individual membership. New membership for Voting Organizations and Non-Voting Organizations shall be determined by a majority vote of the Board at the annual meeting of the BBYRA Board (the “Annual Meeting”).
 - a. The Voting Organization class shall consist of sailing organizations located on the Waters. No sailing organization shall be elected to Voting Organization membership unless it has been a Non-Voting Organization member for at least two years. The Voting Organization members are the only members of the BBYRA, within the meaning of Section 15A:1-2 of the NJNCA and Article 3 of the Certificate of Incorporation of BBYRA (or the successor provision of any amendment or restatement of the Certificate of Incorporation).

- 40 b. A sailing organization may apply for Non-Voting Organization membership by
41 submitting a written application signed by at least one of its officers and by an
42 officer of a BBYRA Voting Organization member.
- 43 c. An Individual member shall be a member of a BBYRA Voting Organization or
44 Non-Voting Organization member and shall be eligible to serve on committees.
- 45 2. All Voting Organization, Non-Voting Organization, and Individual members are required to
46 pay annual dues and to support the objectives and purposes of the BBYRA.

47 Article 4 Board of Trustees

- 48 1. The Board of Trustees (“Board”) of the BBYRA is its “board,” as defined in
49 Section 15A:1-2 of the NJNCA, and shall be constituted as follows:
- 50 a. One Trustee shall be appointed from each Voting Organization member (each a
51 “Voting Trustee”). A Voting Trustee may serve only one Voting Organization
52 member.
- 53 b. The Individual member who most recently served as BBYRA Commodore in
54 accordance with Section 1(a) of Article 5 (the “Immediate Past Commodore”) shall
55 *ex officio* be a non-voting Trustee.
- 56 c. The Chair of the Board (the “Board Chair”) shall be elected by the Board from
57 among the members of the Board by a simple majority.
- 58 d. The Trustees provided for in sections 1(a) and 1(b) of this Article 4 constitute the
59 Board and are referred to as “Trustees.”
- 60 2. All Trustees shall serve for a one-year term beginning November 1 of each year, and each
61 Trustee shall serve until his or her successor is appointed.
- 62 3. The Board is the group of persons vested with management of the business and affairs of
63 the BBYRA pursuant to Section 15A:6-1 of the NJNCA. The Board shall have general
64 control and management of the affairs, funds and property of the BBYRA. As a body, the
65 Board shall have full power to, and it shall be its duty to, carry out the purposes of the
66 BBYRA according to law and as provided in these By-Laws and the Certificate of
67 Incorporation.
- 68 4. If the Board Chair so determines, or upon the request of any Voting Trustee made at or
69 before a meeting, the Board shall hold an executive session in the course of that Board
70 meeting. Only Voting Trustees shall have the right to attend an executive session of the
71 Board, provided that other persons may attend by invitation approved by a majority of the
72 Board.
- 73 5. Each Non-Voting Organization member shall designate a representative who shall serve as
74 a non-voting Trustee.
- 75 6. All Trustees shall be Individual members of the BBYRA and members of at least one
76 Voting Organization member or Non-Voting Organization member, as applicable.
- 77 7. All individual members may attend Board meetings but are not Board members or Voting
78 Trustees, and do not have a vote.
- 79 8. No later than October 15 of each calendar year, each Voting Organization member and
80 Non-Voting Organization member shall send to the Secretary of the BBYRA the name,

81 address, phone number and email address of the Trustee elected by that Voting
82 Organization member to serve on the Board for the immediately succeeding calendar year.

83 Article 5 Officers

- 84 1. The BBYRA shall elect the following officers (collectively, the “Officers”):
- 85 a. Commodore (who shall be President for purposes of the NJNCA)
 - 86 b. Vice Commodore (Executive Vice President) (who shall be the Vice-President for
87 purposes of the NJNCA)
 - 88 c. Rear Commodore (who shall be a 1st Vice President for purposes of the NJNCA)
 - 89 d. Fleet Captain (who shall be a 2nd Vice President for purposes of the NJNCA)
 - 90 e. Secretary
 - 91 f. Treasurer
- 92 2. All Officers shall be members of at least one Voting Organization member.
- 93 3. All Officers shall be Individual members.
- 94 4. All Officers shall be elected by the Board at the Annual Meeting for a one-year term
95 commencing immediately after the Annual Meeting and each Officer shall serve until his or
96 her successor is elected, subject to earlier termination by removal or resignation.
- 97 5. In the event of an Officer vacancy, the Executive Committee shall appoint the applicable
98 replacement Officer promptly and in any event within one month to serve until his or her
99 successor is elected by the Board.
- 100 6. Subject to the limitations applicable to the Executive Committee as set forth in Section 2 of
101 Article 7 of these By-Laws, Officers shall have the authority and perform the duties in the
102 management of the BBYRA as provided in these By-Laws or as determined by the Board
103 or Executive Committee by resolution not inconsistent with these By-Laws.

104 Article 6 Duties of Officers

- 105 1. The Commodore shall be the BBYRA chief executive officer and shall have general charge
106 and supervision over and responsibility for the affairs of the BBYRA. The Commodore
107 shall have the general powers and duties of management usually vested in the office of the
108 President of a New Jersey corporation. The Commodore may execute, in the name of the
109 BBYRA, contracts and other instruments in the regular course of business that have been
110 authorized by the Board, or that have been authorized by the Executive Committee acting
111 within the scope of its authority and are consistent with such policies and limitations as
112 may have been established by the Board and remain in effect.
- 113 a. The Commodore shall preside at all BBYRA Executive Committee meetings and be
114 an *ex officio* member of all other committees, including the Board.
 - 115 b. The Commodore may delegate to any other Officer any or all of these duties.
- 116 2. The Vice Commodore shall have duties and responsibilities as may be delegated by the
117 Commodore and shall preside at meetings in the event of the Commodore’s absence. The
118 Vice Commodore has overall responsibility for the Regatta Committee and BBYRA
119 Championship Racing Series, including participating in the Championship Racing Series
120 race management.

- 121 3. The Rear Commodore shall assist the Commodore and Vice Commodore and preside at
122 meetings in the absence of both. The Rear Commodore shall assist and share in the Vice
123 Commodore's responsibilities for the BBYRA Championship Racing Series, including
124 participating in the Championship Racing Series race management. The Rear Commodore
125 is responsible for maintaining equipment.
- 126 4. The Fleet Captain shall function as administrative assistant to the Commodore, the Vice
127 Commodore, and Rear Commodore with regard to the BBYRA Championship Racing
128 Series race management and be responsible for the BBYRA Safety and Training programs.
129 The Fleet Captain shall apply for all necessary permits needed for the BBYRA
130 Championship Racing Series.
- 131 5. The Secretary shall keep all records for all BBYRA meetings. The Secretary shall prepare
132 and keep all minutes and other records for the Executive Committee and the Board. The
133 Secretary shall keep an accurate roll of all Voting Organization and Non-Voting
134 Organization memberships, and of all Individual memberships, and of any written proxies
135 for any Voting Trustee. The Secretary shall conduct the official BBYRA correspondence,
136 send out all notices and perform other such duties as pertain to the office. The Secretary
137 shall keep copies of all delivered committee reports and turn such reports and all minutes
138 and other records maintained by the Secretary over to the successor upon relinquishing
139 office as Secretary. The Secretary shall have charge of the BBYRA corporate seal.
- 140 6. The Treasurer shall have custody of all the funds and securities of the BBYRA and shall
141 keep or cause to be kept regular books of accounts for the BBYRA.
- 142 7. At the Annual Meeting and at other times that the Board may direct, all elected Officers
143 shall:
- 144 a. coordinate the submission of budgets and financial results for committees that they
145 chair or with which they are otherwise charged,
146 b. submit a written report of their activities and condition of the aspects of BBYRA
147 with which they are charged, and
148 c. submit such other reports as the Board may direct.
- 149 8. No officer or Trustee shall receive a salary or compensation from the BBYRA. Nothing
150 contained herein shall be construed to prevent reimbursement of approved expenses
151 incurred for or on behalf of the BBYRA.

152 Article 7 **Executive Committee**

- 153 1. The Executive Committee is a committee comprised of (i) the current Officers, (ii) the
154 Immediate Past Commodore *ex officio*; (iii) the Board Chair *ex officio*. Each member of
155 the Executive Committee shall serve for a one-year term beginning immediately after the
156 Annual Meeting.
- 157 2. It shall have the general operational powers over the BBYRA between meetings of the
158 Board, provided such actions are consistent with the implementing policies set by the
159 Board.
- 160 3. The Executive Committee shall have general executive powers over operations of the
161 BBYRA between meetings of the Board, provided such actions are consistent with such
162 policies and other limitations (including budgets approved by the Board) as may have been
163 established by the Board from time to time and remain in effect; *provided, however*, except

164 with prior authorization by resolution of the Board, the Executive Committee shall in no
165 event have the power or authority to (i) make, alter or repeal any By-Law or Regatta
166 Committee Regulation (as defined in Section 4 of Article 13); (ii) elect, appoint or remove
167 any Officer or Trustee; (iii) submit to members any action that requires members' approval;
168 (iv) amend or repeal any resolution previously adopted by the Board; (v) sell, lease, license
169 or otherwise dispose of a substantial portion of assets of the BBYRA; (vi) effect any
170 recapitalization, reorganization, reclassification, consolidation or merger of the BBYRA;
171 (vii) effect any liquidation or dissolution of the BBYRA; (viii) enter into or incur funded
172 indebtedness or give any guarantees or indemnities of funded indebtedness; (ix) enter into
173 any transaction with a member of the Executive Committee or any person affiliated with or
174 related by blood or marriage to a member of the Executive Committee, other than
175 reimbursement of approved expenses or as provided by these By-Laws; (x) engage in any
176 activity not consistent with the purposes of the BBYRA as set forth in these By-Laws; (xi)
177 make any distribution to any member or members; or (xii) agree to do anything described
178 in any one or more of clauses (i) through (xi) of this provision.

- 179 4. A quorum for the Executive Committee shall be more than 50% of its members.
- 180 5. The Executive Committee shall be presided over by the Commodore and shall carry out
181 such duties as are described in these By-Laws or provided for in the resolution appointing
182 and authorizing the Executive Committee.
- 183 6. The Executive Committee may appoint from among its members such *ad hoc*
184 subcommittees of the Executive Committee as may be necessary in the performance of its
185 duties, subject to the policies and limitations established by the Board that govern authority
186 and power of the Executive Committee and subject to such additional policies and
187 limitations as the Executive Committee may establish in connection with appointment and
188 authorization of such subcommittee.
- 189 7. The Executive Committee and any *ad hoc* subcommittee of the Executive Committee may
190 carry out its proceedings by meeting or by telephone or other means that enables each
191 participant to communicate to and receive communications from all other participants,
192 provided a quorum participates and any action is approved by the requisite vote.
- 193 8. The Executive Committee shall report to the Board all decisions of the Executive
194 Committee and all material decisions each of its *ad hoc* subcommittees not previously
195 reported at the next scheduled meeting of the Board. Each *ad hoc* subcommittee shall
196 report to the Executive Committee all decisions of such *ad hoc* subcommittee not
197 previously reported at the next scheduled meeting of the Executive Committee.

198 Article 8 Meetings

- 199 1. The Annual Meeting of the BBYRA Board shall be held on the first Saturday in October.
200 Any change of said date must be established by the Board. The notice of the Annual
201 Meeting shall be sent to all Voting and Non-Voting Trustees, all Officers, all representatives
202 of each Voting Organization and Non-Voting Organization member, and all Past
203 Commodores at least 30 days prior to the date of the Annual Meeting.
- 204 2. The Board shall have at least one meeting per quarter, including an organizational meeting
205 within 15 days of Trustee appointment in each year.

- 206 3. When practical, the Secretary shall publish the time and place of all routinely scheduled
207 meetings in the BBYRA yearbook and on the BBYRA website.
- 208 4. The Secretary shall provide at least fifteen (15) days' notice of all other meetings to all
209 Trustees, Officers, Voting Organization members and Non-Voting Organization members
210 and their representatives, all Individual members, and all others whose attendance is
211 required at such meeting. Individual member notice will be via the BBYRA web site.
- 212 5. All Individual members shall have the privilege of attending the Annual Meeting and/or
213 other regularly scheduled or open special meetings of the Board, with the exception of
214 executive sessions of the Board.
- 215 6. The Board and Executive Committee shall have the right to hold special meetings and
216 executive sessions during any meeting that may be attended only by Voting Trustees or
217 members of the Executive Committee and such other persons as the Board or Executive
218 Committee may in its discretion invite to attend.
- 219 7. Special Board and other BBYRA member meetings may be called by the Board Chair and
220 shall be called by the Board Chair upon written request of at least five (5) Voting Trustees.
221 Special meetings of the Executive Committee or any other committee may be called by the
222 Commodore or chair of that committee or by written notice given by at least two (2)
223 members of the Executive Committee or of that other committee.

224 Article 9 Voting

- 225 1. For Board meetings, each Voting Trustee shall have one vote.
- 226 a. In the event of an absence of a Voting Trustee for a Board meeting, the applicable
227 Voting Member organization may be represented by proxy.
- 228 b. Every proxy shall be executed either by the Voting Trustee or the Commodore of the
229 Voting Organization member represented in writing (including a written or transmitted
230 electronically). The person acting as proxy shall present appropriate substantiation of
231 such proxy to the secretary at or prior to the roll call of the meeting in question. A
232 proxy is only valid for the specific meeting designated in the proxy.
- 233 c. No person shall simultaneously represent or cast a vote on behalf of more than one
234 Voting Member organization or Voting Trustee in a meeting, whether as Voting Trustee,
235 proxy or otherwise.
- 236 2. A member of the Executive Committee or other committee may not vote or attend a meeting
237 by proxy.
- 238 3. In the Executive Committee and each other committee, each member, except *ex officio*
239 members, shall have one vote.
- 240 4. The presiding Chair at Board meetings and Commodore at Executive Committee meetings
241 shall not vote except to break a tie.
- 242 5. Non-voting Member organizations shall not be entitled to vote at Board meetings.
- 243 6. A quorum for the Board shall be a simple majority of the Voting Trustees present in person
244 or by proxy and with more than 50% of the Voting Member organizations represented.
- 245 7. For all other meetings, except as otherwise provided in the Certificate of Incorporation or
246 these By-Laws, a quorum shall be a simple majority of those committee members present.

247 **Article 10 Dues**

- 248 1. The Board shall fix the dues of each class of membership and review them annually.
249 2. The Treasurer shall collect the dues.
250 3. Dues of Voting Organization and Non-Voting Organization members and Individual
251 members are due on or before May 1 of each year.
252 4. If any dues remain unpaid as of May 31 of that year, the Treasurer shall notify the
253 Executive Committee and send notice of delinquency to the member involved. If any such
254 dues are unpaid as of June 30, then said membership may be suspended until such dues are
255 paid. Any disagreement or dispute regarding the amount of dues shall be resolved by the
256 Board.

257 **Article 11 Termination of Membership**

- 258 1. Membership of any class may be declared forfeit by the Board for non-payment of dues,
259 within the time frame set forth in Section 10.4 hereof. All rights, privileges, and interest of
260 a member in or to the BBYRA shall cease upon such declaration of forfeiture.
261 2. A proposal to terminate or suspend the membership of any BBYRA member for any reason
262 other than dues, may be submitted to the Secretary, to be decided by the Board. The written
263 charge of five (5) Voting Trustees that the member violated the By-Laws or conducted
264 itself, himself or herself in a manner that was improper and prejudicial to the welfare, best
265 interests, or reputation of the BBYRA is required. A copy of the charge shall be
266 concurrently noticed to the member and the Board. The Board may terminate or suspend
267 the member's BBYRA membership by a two-thirds (2/3) vote of the Board finding that the
268 member violated the By-Laws or conducted itself in a manner which was improper and
269 prejudicial to the welfare, best interests, or reputation of the BBYRA. All rights, privileges,
270 and interest of a member in or to the BBYRA shall cease upon the termination of
271 membership.
272 3. No membership may be terminated or suspended, other than for non-payment of dues,
273 without the Voting Member Organization, Non-Voting Member Organization or Individual
274 member having been given the opportunity to submit a written answer to such charge.
275 4. Any member may, by giving written notice of such intention, withdraw from membership
276 in the BBYRA at any time. All rights, privileges, and interest of a member in or to the
277 BBYRA shall cease upon the withdrawal of membership.
278 5. No refund of dues or other amounts paid to the BBYRA will be given in any instance of
279 forfeiture, termination, suspension, or withdrawal of membership.
280 6. Procedures for the termination of membership shall be considered separate and apart from
281 any restrictions which may be enacted limiting an Individual member's participation in the
282 "Championship Series" (or other sailing event authorized by the Board) under the "Racing
283 Rules of Sailing."

284 **Article 12 Standing Committee Appointment and Responsibilities**

- 285 1. The Board may add or remove standing committees except for standing committees
286 established by these By-Laws.

- 287 2. Each standing committee chairperson shall be an Individual-member and a member of a
288 Voting Organization or Non-Voting Organization member. The Commodore and Vice
289 Commodore shall appoint applicable standing committee chairpersons within one month
290 after the Annual Meeting. The chairpersons shall serve until their successors are appointed,
291 except as otherwise provided in these By-Laws. A chairperson shall review and consult
292 with the Treasurer regarding all expenditures made by his or her committee members.
- 293 3. In the event of a standing committee chairperson vacancy, the Commodore shall appoint a
294 new chairperson promptly and in any event within one month who shall serve until a
295 successor is appointed after the next Annual Meeting.
- 296 4. Subject to the same limitations that apply to the Officers as set forth in Article 5 and Article
297 6 of these By-Laws, each committee (whether established by another provision of these
298 By-Laws or by the Board pursuant to Section 1 of this Article 12) is authorized to carry out
299 the activities assigned to it, including procedures and budget preparation for those
300 activities. Budgets, annual reports of activities and current procedures are to be presented
301 to the Board for approval at the Annual Meeting. Each committee shall appoint one of its
302 members as secretary of that committee to record its actions, and each secretary of a
303 committee shall deliver records of that committee to the successor secretary. None of the
304 committees or subcommittees established by or pursuant to these By-Laws constitutes a
305 committee of the Board entitled to exercise the authority of the Board within the meaning
306 of Section 15A:6-9 of the NJNCA.

307 **Article 13 Regatta Committee**

- 308 1. The Regatta Committee shall be a standing committee of the BBYRA chaired by the Vice
309 Commodore, with the Rear Commodore as Vice Chair. It shall also include the Fleet
310 Captain and the Past Commodores as members. Each Voting Member and Non-Voting
311 Member organization shall have a minimum of three (3) and a maximum of seven (7)
312 Representatives on the Regatta Committee. Regardless of the number of representatives at
313 a meeting, each Voting Member organization is entitled to one vote. Past Commodores are
314 collectively entitled to one vote. The Officer members listed in this Article are each
315 entitled to one vote except the Chairperson, who shall only vote to break a tie.
- 316 2. The Regatta Committee may form such subcommittees as it deems are necessary to run the
317 BBYRA Championship Racing Series. These subcommittees report directly to the Regatta
318 Committee and may include Protest, Scoring, Class Liaison, Class Eligibility, Sailing
319 Instructions, Safety, Training, Measurement and Equipment.
- 320 3. The Vice Commodore shall appoint the Chairpersons of all subcommittees within one (1)
321 month after the Annual Meeting to serve for one year until their successors are appointed.
- 322 4. The Regatta Committee shall have responsibility for running the BBYRA Championship
323 Racing Series subject to such rules and regulations as may be adopted by the Board from
324 time to time and remain in effect (“Regatta Committee Regulations”).

325 **Article 14 Financial Committee**

326 The Financial Committee shall be a standing committee and chaired by the Treasurer. The
327 Financial Committee shall include the Commodore, Vice Commodore, Rear Commodore, and
328 Immediate Past Commodore.

- 329 1. The Financial Committee is responsible for overseeing, evaluating and combining all
330 budgets prepared by individual committees into the annual budget for presentation to
331 the Board at the Annual Meeting.
- 332 2. The Financial Committee shall be responsible for reporting the financial condition of
333 the BBYRA to the Board.
- 334 3. The Financial Committee shall be responsible for all necessary insurance programs.
- 335 4. The Financial Committee shall additionally be responsible for registrations and legal
336 requirements associated with owned tangible property.
- 337 5. Throughout the year, the Financial Committee periodically (and in any event no less
338 frequently than annually) shall review all expenditures of the BBYRA, determine
339 whether they are within a budget or otherwise approved by or under the authority of the
340 Board, and report to the Board the results of such review.
- 341 6. The Financial Committee shall oversee all fundraising.
- 342 7. The Financial Committee is also responsible for seeing that the financial condition of
343 the BBYRA is in conformity with the guidelines of Section 501(c)(3) status under the
344 IRS code.

345 **Article 15 Communications Committee**

346 The Communications Committee shall be a standing committee of the BBYRA and the
347 chairperson shall be appointed by the Commodore.

348 The Communications Committee may form subcommittees as are necessary in their
349 responsibility for the following:

- 350 1. Maintaining the BBYRA website.
- 351 2. Coordinating and publishing the annual BBYRA Yearbook including developing a
352 schedule of advertising fees for space in the Year Book.
- 353 3. Any other BBYRA communications, public relations, and marketing as may be
354 assigned.

355 **Article 16 Nominating Committee**

356 The Nominating Committee shall be a standing committee of the BBYRA appointed by the
357 Board no later than June 15 of that year. It shall be chaired by the Immediate Past Commodore,
358 who shall vote only to break a tie.

359 The Nominating Committee shall be comprised of six (6) additional voting members as follows:

- 360 a. Three (3) Past Commodores who most recently served before the Immediate Past
361 Commodore.

- 362 b. Three (3) Individual Members none of whom is a Past Commodore.
- 363 1. The Nominating Committee shall propose a slate of Officers to the Secretary, to be published
364 to the membership at least thirty (30) days prior to the BBYRA Annual Meeting. The slate
365 will be voted on by the Board.
- 366 2. All other Past Commodores and Individual Members may attend any open Nominating
367 Committee meetings in an advisory role but shall not vote.
- 368 3. The Nominating Committee may not nominate themselves or any immediate family member.
- 369 4. The Nominating Committee shall strive to nominate a balance of Officers from both “Up
370 Bay” and “Down Bay” Clubs.
- 371 5. All voting members of the Nominating Committee must vote or abstain from voting.
- 372 6. Trustees may additionally nominate Officer candidates in writing, provided such nominations
373 and nominees’ consent are provided to the Secretary at least fifteen (15) days prior to the
374 Annual Meeting. The Secretary shall notify the Board of such Officer nominations at least
375 ten (10) days prior to the Annual Meeting.
- 376 7. All proceedings of the Nominating Committee (including but not limited to the candidates
377 considered or nominated) shall be confidential, and, except for disclosing nominations made
378 by the Nominating Committee as provided in these By-Laws or as required by applicable
379 law, it shall be the duty of each member of the Nominating Committee not to disclose such
380 proceedings to any person who is not a member of the Nominating Committee.

381 **Article 17 Historic Committee**

382 The Historic Committee shall be a standing committee of the BBYRA. The chairperson shall
383 be appointed by the Commodore and known as the “Historian.” The Historic Committee is
384 tasked with the responsibility to collect and safely copy and store, all historic documents and
385 pertinent records of the BBYRA, including but not limited to meeting minutes, committee
386 reports, regatta results, photos and any other publications. The Historic Committee shall be
387 responsible for the maintenance and update of the BBYRA Archives.

388 **Article 18 Representative to US Sailing**

389 The Commodore shall appoint a representative to US Sailing, whose duties are as follows:

- 390 1. Keep the BBYRA informed in a timely manner regarding decisions on advisory matters
391 that will result from US Sailing meetings where they impact the BBYRA.
- 392 2. Coordinate BBYRA participation in US Sailing National Cup Events and notify the
393 BBYRA of its member participation and advancement.
- 394 3. Exchange information with other sailing associations on matters of mutual interest.

395 **Article 19 Junior Sailing Coordinators Committee**

396 The Junior Sailing Coordinators Committee shall be a Standing Committee of the BBYRA.
397 The chairperson shall be appointed by the Commodore. The committee shall consist of the
398 Junior Sailing coordinators from each Voting Organization and each Non-Voting Organization

399 member. The committee is tasked with coordinating the junior regatta schedules for local,
400 regional and national events within the BBYRA.

401 **Article 20 Appeals Committee**

402 There shall be a Standing committee of the BBYRA known as the Appeals Committee. The
403 chairperson shall be a National level US Sailing Certified Judge appointed by the Commodore
404 within one month of the Annual Meeting. The Committee is tasked with presiding over all
405 appeals of protests, sent to it by US Sailing. The Chairperson shall appoint at least three (3)
406 other National level US Sailing Certified Judges. By the nature of this committee, there is no
407 requirement that all appointees be BBYRA Members.

408 **Article 21 Parliamentary Authority**

409 The rules contained in the current edition of Robert's Rules of Order shall govern the BBYRA
410 in all cases to which they are applicable and in all cases in which they are consistent with these
411 By-Laws. The position of Parliamentarian may be created and filled by the Board of Trustees.

412 **Article 22 Amendments to the By-Laws**

- 413 1. The Board or a Voting Trustee may propose a By-Law amendment.
- 414 2. Any proposed amendment(s) to the By-Laws shall be written and signed by one-third (1/3)
415 of the members of the Board. The Board shall promptly review the proposed
416 amendment(s) for validity.
- 417 3. The Secretary shall circulate such proposed amendment(s) to the Board at least forty-five
418 (45) days prior to the Annual Meeting at which the amendment(s) will be considered.
- 419 4. Amendment(s) shall be approved by a two-thirds (2/3) majority of the Board at the Annual
420 Meeting. Such amendment(s) become effective immediately or when otherwise specified
421 in the amendment or a resolution adopting the amendment.

422 **Article 23 Indemnification**

- 423 1. The BBYRA shall indemnify all corporate agents against all expenses and liabilities in
424 connection with any proceeding involving the corporate agent by reason of his or her
425 having been such a corporate agent other than a proceeding by or in the right of the
426 BBYRA if:
 - 427 a. such corporate agent acted in good faith in a manner he or she reasonably believed to
428 be not opposed to the best interests of the BBYRA; and
 - 429 b. with respect to any criminal proceeding, such corporate agent had no reasonable cause
430 to believe his or her conduct was unlawful.
- 431 2. All terms used in this Article 23 and not otherwise defined in these By-Laws shall have the
432 meanings attributed to such terms as set forth in Section 15A:3-4(a) of the NJNCA.
- 433 3. It is intended that the rights of indemnification provided hereunder shall be as broad as
434 permitted under the laws of the State of New Jersey. Without limiting the foregoing, the
435 BBYRA herewith adopts the provision of Section 15A:3-4 of the NJNCA as though fully

436 herein set forth; whenever said statute permits the BBYRA to provide indemnification this
437 By-Law shall be deemed to require such indemnification to be provided by the BBYRA.

438 **Article 24 Dissolution**

439 Upon dissolution of the BBYRA, its assets shall be distributed for one or more exempt purposes
440 within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future
441 Federal Tax Code (and, to the extent consistent with the foregoing provisions of this Article 24,
442 shall be distributed to organizations exempt from taxation under subtitle A of the Code pursuant
443 to Section 501(c)(3) thereof that have purposes that are substantially the same as or similar to the
444 purposes of the BBYRA as set forth in these By-Laws), or shall be distributed to the Federal
445 Government, or to a state or local government, for a public purpose.

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