

BY-LAWS  
of  
SALTAIRE YACHT CLUB, INC.

ARTICLE I

Offices, Books, Seals

Section 1. Principal Office. The principal office of the Club shall be located in the Incorporated Village of Saltaire, Suffolk County, New York. The Club may establish and maintain offices at any other place or places, within or without the State of New York, as the Board of Governors may from time to time determine.

Section 2. Books. There shall be kept at the principal office of the Club, or at any other place designated by the Board of Governors, books or records of membership and books of account of the activities and transactions of the Club, including a minute book which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws and all amendments thereto, and all minutes of meetings of the Regular Members and of the Board of Governors.

Section 3. Club Seal. The seal of the Club shall be circular in form bearing the name of the Club and the words and figures "Incorporated - New York 1914."

Article II

Members and Membership

Section 1. Members. Members of the Club shall be designated as either Regular Members, Junior Members, Special Members or Sustaining Members. In all cases, the Board of Governors shall be the sole and final determiner of an individual's qualifications, eligibility and membership status for all rights and privileges in the Club. The qualification and eligibility for each category of Member is as follows:

Regular Member. A person owning or leasing developed residential real property located in Saltaire. If such property interest is owned or leased jointly, then only one joint owner or lessee shall be designated as a Regular Member for such household.

The rights and privileges of Regular membership in the Club shall extend to all persons in the immediate family (including a spouse's family) of a Regular Member or to any other individual resident in the Member's household whom the Board of Governors shall deem a part of said household and therefore not requiring separate membership. Extension of membership privileges to families shall not apply to any family member who maintains a separate household in Saltaire.

Junior Member. Any unmarried person, aged 21 through 28 inclusive, resident in Saltaire, whose family also resides in Saltaire but does not hold Club membership. A Junior Member shall be eligible for House privileges only, exclusive of such restrictions as the Board may impose. A Junior membership shall be given on an individual basis in any family or household. No initiation fee shall be assessed a person who becomes a Junior member. No person shall be eligible for Junior membership if married, aged 29 or above, or not resident in Saltaire.

Special Member. A person to whom the Board of Governors, at its discretion and determined by reason of said person's having rendered special service to the Club, grants membership in the Club. Such person need not have held Club membership or be a Saltaire resident, and the Board shall be the sole determiner as to the terms and extent of such membership.

Sustaining Member. A Regular Member not in residence in Saltaire. A Sustaining membership may be indefinitely renewed, and a decision by such member to rejoin as a Regular Member shall not subject said member to an initial fee if said person's Sustaining membership has been uninterruptedly maintained. A Sustaining Member shall have no privileges in the Club.

Guest. Any person not resident in Saltaire who is a visitor of a Regular Member. Such person shall be eligible to utilize any facilities of the Club to which the Regular Member is also entitled, at such fees or with such restrictions as the Board or any Board Committee may determine. The Board shall be the sole and final determiner of a person's status as a Guest, and may refuse to extend the privileges of the Club to any person it deems in violation of this Section. No member other than a Regular Member shall be eligible to bring a Guest to the Club. A Regular Member shall be responsible for the actions of his or her Guests.

Section 2. Term. The membership term for all Members shall begin on January 1 and end on December 31 of each year, provided the initial year of the term of a new Member shall commence upon notification by the Club of his or her membership.

Section 3. Election of Regular Members. Candidates for Regular Member must be proposed and seconded by two Regular mMembers of the Club who shall give such information by letter about the candidates as shall be required by the Board of

Governors. A Regular Member may propose or second only one candidate for membership in any one calendar year.

The names of candidates for membership, together with the names of the Regular Members, proposing and seconding, may be posted or filed in the Clubhouse for such period of time and in such manner as the Board of Governors may determine.

The Board of Governors may establish a Membership Committee to act upon the application of the candidates for membership. Such Committee shall consist of Regular Members of the Club Board.

At the discretion of the Board, a candidate's application for membership shall be acted upon after the completion of a meeting with the candidate, the proposer, and two representatives of the Membership Committee appointed by the Board of Governors. Such meeting, if required, shall occur when the candidate's application is otherwise complete and when all required letters of recommendation have been received.

A positive vote by a majority of the Membership Committee shall elect the candidate for membership.

Section 4. Notice of Election to Membership. Upon the election of a candidate to Regular Membership, the Chairman of the Membership Committee shall notify the candidate and also the candidate's proposer of the fact, and such notice shall include the amount of the initiation fee and annual dues. If a newly elected Member shall not pay to the Treasurer the amount due within 30 days after the mailing of such notice of his election, the candidate's election shall be void.

Section 5. Dues. Annual dues and fees shall be in such amounts as the Board of Governors may from time to time establish. The Board may establish categories of dues and fees as the Board may deem appropriate. The annual dues and fees, including applicable taxes, shall be payable in advance on or before the date determined by the Board of Governors on reasonable notice to the membership. If such dues, fees, or other charges are not paid within 15 days of receipt of second notice to such effect, the delinquent Member's rights, privileges and priorities in the Club shall terminate, unless otherwise extended by the Board of Governors in its discretion.

Section 6. Privileges. Members of the Club shall be entitled to all House privileges of the Club as determined by these By-Laws or by Club Rules approved by the Board of Governors. Activity privileges (i.e. sailing, tennis, etc.) shall be limited to those specific categories of members as determined by Club Rules approved by the Board of Governors. Voting privileges shall be granted to Regular Members only.

Section 7. Termination of Membership. Each Member of the Club shall continue as such until he or she shall voluntarily withdraw by giving written notice to that effect to the Board of Governors or to the Commodore, or until his or her death, or until he or she shall have failed to pay the dues payable by him or her in accordance with Section 5

of this Article II on or before the day such dues are payable. Upon termination of a person's membership in the Club for any reason whatever, including expulsion, he or she shall not be entitled to any of the rights and privileges of Members or have any interest in or rights with respect to any of the property of the Club upon dissolution or otherwise. Any Member desiring to have his or her status changed shall file with the Board of Governors a written request stating sufficient facts to enable a determination of such request.

Section 8. Expulsion of a Member; Suspension of Privileges. The membership of any Member may at any time be terminated with or without cause by a two-thirds vote of the entire Board of Governors. The membership and privileges, or any portion thereof, of any Member may be suspended with or without cause, without compensation, by a two-thirds vote of the entire Board of Governors. Such suspension may be of any duration determined by the Board but shall in no account terminate later than December 31 of the year during which the suspension occurred.

## ARTICLE III

### Meetings of Members

Section 1. Annual Meeting. The Annual Meeting of the Regular Members for the election of the Officers and Board of Governors for the ensuing year and for the transaction of such other business as may properly be raised at the Meeting shall be held during the weekend preceding the first Monday in September of each year. The Annual Meeting shall be held at the Clubhouse in Saltaire, or at such other place as the Board of Governors determines, as designated in the Notice of such Meeting.

Section 2. Special Meetings. Special Meetings of Regular Members shall be called by the Secretary upon the direction of the Commodore or a majority of the Regular Members or a majority of the entire Board of Governors, and shall be held at the Clubhouse in Saltaire, or at such other place within the State of New York as may be fixed in such direction and designated in the Notice of such Meeting.

Section 3. Notice of Meetings. Notice of the time and place of each meeting of Members, whether Annual or Special, if to be on a day that the Clubhouse is open, shall be posted on the Clubhouse bulletin Board at least three days prior to such meeting. If the meeting is to be held on a day that the Clubhouse is not open, the notice shall be sent by regular mail at least ten (10) days prior to the date of the meeting to each Regular Member at his or her permanent residence address as shown on the records of the Club. Notices of special meetings, besides stating the time and place of the meeting, shall state briefly the purpose or purposes for which the meeting is called, and no business other than that specified in such Notice shall be transacted at such Special Meeting.

Section 4. Quorum: Adjournment of Meetings. At any meeting of the Regular Members, except as otherwise provided by law, one-fifth of the Regular Members, present in person or represented by proxy, shall constitute a quorum for the transaction of business. Whether or not a quorum be present, any meeting of the Regular Members may be adjourned from time to time, without notice other than by announcement of the date and time of the adjourned meeting, by a majority vote of the Regular Members present or presented by proxy and entitled to vote thereat. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to like requirements with respect to a quorum.

Section 5. Number of Votes of Each Regular Member; Proxies. At any meeting of the Regular Members, each Regular Member shall be entitled to one vote and may vote either in person or by proxy. Every proxy must be signed by the Regular Member giving such proxy, but need not be sealed, witnessed or acknowledged. No proxy shall be valid after eleven months from the date thereof unless otherwise provided therein.

## ARTICLE IV

## Board of Governors

Section 1. Number, Qualification, Term of Office, Election. The Board of Directors of the Club shall be known as the Board of Governors, which shall consist of not less than eleven or more than fifteen persons, all to be elected at the Annual Meeting of the Club. The Board of Governors shall include seven Officers, that being Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Tennis Captain, Treasurer and Secretary. The Commodore shall act as chairman of the Board of Governors, and authority shall descend among the Officers in the order described above. Officers and Governors shall be Regular Members or have the privileges of Regular Members. The Board of Governors shall assume office on the 15th day of September in any year and serve until the 14th day of September of the following year. Candidates for election to the Board of Governors shall be nominated for a specific office and shall be seconded by any two Regular Members of the Club at the Annual Meeting. Candidates are elected by a majority of those Regular Members present and voting. Any person may hold more than one office on the Board, except that no one person shall be the Commodore and Vice Commodore thereon.

Section 2. Officers. The Board of Governors shall consist of seven Officers as follows:

Commodore. The Commodore shall preside at all meetings of the Board of Governors, shall act as chairman at, and call to order, all meetings of the Regular Members, and shall be the chief executive officer of the Club. Subject to the supervision of the Board of Governors, the Commodore shall have general charge of the affairs of the Club, and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute and acknowledge on behalf of the Club all contracts, documents, checks, bonds or other instruments authorized by the Board of Governors, except in the cases where the signing and execution thereof shall be delegated by the Board or these By-Laws to some other officer or agent of the Club; and, in general, he or she shall perform all duties incident to the office of the president of a corporation and such other duties as may from time to time be delegated by the Board of Governors.

Vice Commodore. The Vice Commodore shall have such powers and duties as may from time to time be delegated by the Board of Governors. In the absence or disability of the Commodore, the Vice Commodore shall be vested with all the powers and perform all the duties of the Commodore.

Rear Commodore. The Rear Commodore shall have such powers and duties as may from time to time be delegated by the Board of Governors. In the absence or disability of the Commodore and Vice Commodore, the Rear Commodore shall be vested with all the powers and perform all the duties of the Commodore.

Fleet Captain. The Fleet Captain shall oversee the maintenance of boats and other sailing facilities of the Club and supervise the management of the Club sailing program, as well as perform such other duties as may from time to time be delegated by

the Board of Governors. In the absence or disability of the Commodore, Vice Commodore and Rear Commodore, the Fleet Captain shall be vested with all the powers and perform all the duties of the Commodore.

Tennis Captain. The Tennis Captain shall oversee the maintenance of the Club tennis facilities and management of all activities within the Club tennis program, and perform such other duties as may from time to time be delegated by the Board of Governors. In the absence or disability of the Commodore, Vice Commodore, Rear Commodore and Fleet Captain, the Tennis Captain shall be vested with all the powers and perform all the duties of the Commodore.

Treasurer. The Treasurer shall receive the moneys of the Club and deposit the same in such banks, trust companies or other depositories as may be selected pursuant to the provisions of these By-Laws relating to bank accounts. He or she shall have custody of all securities, valuable papers and documents of the Club, subject, however, to the provisions of these By-Laws relating to securities and valuable papers. He or she shall keep or cause to be kept a book or books setting forth a true record of all receipts and disbursements, and shall, when and as required by the Commodore or the Board of Governors, render a statement of the financial condition of the Club and, in general, shall perform all duties incident to the office of the Treasurer, and have such other powers and duties as may from time to time be delegated by the Board of Governors. If the Board of Governors so requires, the Treasurer shall give a bond in such form, and with such surety and in such amount as the Board may direct. In the absence or disability of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain and Tennis Captain, the Treasurer shall be vested with all the powers and perform all the duties of the Commodore. The Board of Governors may designate one or more Assistant Treasurers, who shall have such powers and perform such duties as may from time to time be delegated by the Board. In the absence or disability of the Treasurer, the Assistant Treasurer in the order of their election, unless the Board of Governors otherwise determines, shall be vested with all the powers and perform all the duties of the Treasurer. If the Board of Governors so requires, any Assistant Treasurer shall give a bond or bonds in such form, and with such surety and in such amounts as the Board may direct. No Assistant Treasurer shall be considered an officer on the Board of Governors, and, except as provided hereunder, none of the powers or duties of any Officer on the Board, other than those of Treasurer, shall devolve upon him or her in any succession.

Secretary. The Secretary shall act as Secretary to the Board of Governors and also act as Secretary at all meetings of the Regular Members of the Club; shall give or cause to be given all required notices of meetings of the Board of Governors to Regular Members; shall record all such meetings in a book to be kept for that purpose; and, in general, perform all duties incident to the office of Secretary, and such other power and duties as may from time to time be delegated by the Board of Governors. The Secretary shall have custody of the seal of the Club and shall affix the same to any instrument when duly authorized to do so and shall attest the same. In the absence or disability of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Tennis Captain and Treasurer, the Secretary shall be vested with all the powers and perform all the duties of

the Commodore. The Board of Governors may designate one or more Assistant Secretaries who shall have such powers and perform such duties as may from time to time be delegated by the Board. In the absence or disability of the Secretary, the Assistant Secretaries in the order of their election, unless the Board of Governors otherwise determines, shall be vested with all the powers and perform all the duties of the Secretary. No Assistant Secretary shall be considered an officer on the Board of Governors, and, except as provided hereunder, none of the powers or duties of any Officer on the Board, other than those of Secretary, shall devolve upon him or her in any succession.

Section 3. Other Officers and Agents. The Board of Governors may appoint such other officers and agents as it may deem advisable, who shall hold their respective office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Governors.

Section 4. Ex-Officio Members of the Board. All former Commodores may, at the discretion of the Board of Governors, serve as members ex-officio of the Board of Governors but shall have no vote on the Board.

Section 5. Vacancies. In the event of a vacancy in the Board of Governors a successor for the unexpired term shall be appointed at the sole discretion of the Commodore.

Section 6. Powers and Duties. The management of the affairs of the Club shall be vested in its Board of Governors, who shall have complete and exclusive discretion to determine all investments and reinvestment, all expenditures, disbursements, and distributions to be made in carrying out the purposes of the Club, subject to applicable law. Prior to any dissolution of the Club, the Board of Governors shall submit a plan to be approved at a Special Meeting of Regular Members by a two-thirds majority of the vote of Regular Members for the satisfaction of outstanding liabilities and claims against the Club, in whole or in part, and for the transfer, assignment, liquidation or other disposition of the assets of the Club. Adoption of such plan shall be binding on all Members of the Club.

Section 7. Regular Meetings and Special Meetings. Regular and Special Meetings of the Board of Governors may be held at such times and places as may be fixed from time to time by the Commodore or by the Board of Governors.

Section 8. Annual Meeting. The Board of Governors shall hold a regular annual meeting on the day of each Annual meeting of the Regular Members for the transaction of such business as may properly come before the Meeting.

Section 9. Notice of Meetings. Notice of the time, place and purpose of any meeting of the Board of Governors, shall be given to each Board member at least two days prior to such meeting, by telephone, by personal notice or by mail.

Section 10. Quorum. The presence of a majority of the entire Board of Governors shall constitute a quorum for the transaction of business. Less than a quorum

may adjourn any meeting from time to time until a quorum is present. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to like requirements with respect to a quorum.

Section 11. Annual Report. Within 120 days after the close of each calendar year, the Board of Governors shall present a report, verified by the Treasurer, showing the assets and liabilities of the Club as of the close of the year, a statement of cash receipts and disbursements and such other information as may be necessary for a fair presentation of such financial information. Such report shall be filed with the records of the Club and entered in the minutes of the proceedings of the Annual Meeting.

Section 12. Removal of Officers and Governors. Any officer or Governor may be impeached for maladministration or misconduct in charges set forth in writing by any Regular Member of the Club to the Board of Governors. Such Officer or Governor may, after a hearing before the Board and upon recommendation of a majority of the entire Board, be removed by a two-thirds vote of the Regular Members of the Club present at the Annual Meeting, or any Special Meeting, of the Regular Members.

## ARTICLE V

### Committees

Section 1. Board Committees. The Board of Governors may establish such committees, consisting of at least three members of the Board of Governors, as it may deem necessary to assist it in carrying on the management of the Club, including an Executive Committee consisting of the Commodore, Vice Commodore and Treasurer. The Board of Governors shall appoint the members of each committee, other than the Executive Committee, to serve at its pleasure and the Commodore shall be ex-officio a member of each such committee. Each committee shall have such powers and perform such duties, not inconsistent with law, these By-Laws and the orders and resolutions of the Board of Governors, as may be assigned to it from time to time by the Board of Governors.

Section 2. Advisory Committees. The Commodore may appoint advisory committees as he or she may deem advisable to assist him or her in carrying out the business or activities of the Club, whose members need not be a member of the Board of Governors.

## ARTICLE VI

### Contracts, Checks, Notes, Bank Accounts, Etc.

Section 1. Signature on Contracts, Checks and Notes. All contracts of the Club and all checks and drafts and other orders for the payment of money out of the funds of the Club and all promissory notes and other evidences of indebtedness of the Club shall be signed on behalf of the Club by such officer or officers, agent or agents and in such manner, as shall from time to time be determined by resolution of the Board of Governors.

Section 2. Bank Accounts. All funds of the Club not otherwise employed shall be deposited to the credit of the Club in a general or special account in such banks, trust companies or other depositories as the Board of Governors may from time to time select, or as may be selected from time to time by any officers, agent or agents of the Club, to whom such power may from time to time be delegated by the Board of Governors; and for the purpose of such deposits, not only the Treasurer, but also such officer or officers, agent or agents to whom such power may be delegated by the Board of Governors may endorse, assign and deliver any checks, drafts or other orders for the payment of money which are payable to the order of the Club.

Section 3. Securities and Valuable Papers. All securities, valuable papers and documents of the Club shall, if the Board of Governors so determines, be deposited with or placed in the custody of such depository or depositories as the Board may from time to time select, or as may be selected from time to time by any officer or officers, agent or agents, of the Club to whom such power may be delegated by the Board of Governors.

## ARTICLE VI

Indemnification

The Club, to the full extent permitted by law of the State of New York, as from time to time in effect, shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal or administrative (whether or not by or in the right of the Club to prosecute a judgment in its favor), by reason of the fact that he or she, or his or her heirs or administrators, is or was a Governor, officer or member of a Committee, of the Club, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually or reasonably incurred by him or her in connection with the defense if as a result of such action or proceeding, or in connection with any appeal therein. Such right of indemnification shall not be deemed exclusive of any other rights of indemnification to which such Governor, officer or Committee member may be entitled.

## ARTICLE VII

Amendments

These By-Laws or any of them may be altered, amended or repealed by a vote of two-thirds of the Regular Members present (a) at any Annual Meeting of the Regular members at which a quorum is present or (b) at any Special Meeting of the Regular Members called for that purpose at which a quorum is present.

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\* Adopted at Annual Meeting of September 5, 1965, and amended at Special Meetings of Members October 22, 1977, December 1, 1990, and \_\_\_\_\_ of 1995.