

Bylaws of The Cocktail Class Wooden Boat Racing Association

ARTICLE I Purpose

Section 1. It is a purpose of the Association to promote, encourage, and facilitate an atmosphere where all persons with an interest are welcome to join-in and become a part of recreational classic and replica Cocktail Class wooden boat building and racing.

Section 2. It is a purpose of the Association to promote, encourage, and facilitate safety and high standards in design, construction, restoration, operation, and racing of classic and replica Cocktail Class wooden boats.

Section 3. It is a purpose of the Association to develop, reproduce and distribute information, plans, and other materials helpful to the design, construction, restoration, operation, or racing of classic and replica Cocktail Class wooden boats.

Section 4. It is a purpose of the Association to promote, encourage, and facilitate social events, recreational activities and educational opportunities for members and others interested in classic and replica Cocktail Class wooden boats.

Section 5. It is a purpose of the Association to act as the governing body for the sport of Cocktail Class wooden boat racing.

Section 6. It is a purpose of the Association to have fun.

ARTICLE II Membership

Section 1. A Member must be a natural person. Membership in the Association is a prerequisite to participation in any Association racing or boating event. Membership in the Association is open to any individual who tenders a completed application and the appropriate membership dues. However, the Executive Committee reserves the authority to reject any application by an individual for reasonable cause including, but not limited to, an individual's criminal record, sportsmanship infractions, or other conduct prejudicial to the interests of the Association. It shall be a Member's responsibility to inform the Association of changes in the Member's address, telephone number or email address.

Section 2. The application for membership in the Association, shall be authorized by the Executive Committee, and shall include a release from liability of the Association, its officers, members and agents from liability in case of accident, injury or misadventure in connection with Association activities. Executed Applications shall be retained in the records of the Association.

Section 3. Membership dues shall be set by the Board of Directors and will be payable to the Association during that period of time set by the Board of Directors.

Section 4. The Association at all times shall maintain a register of current Members. The Members' Register shall contain the following information in respect of each Member:

- a. name, postal address, telephone contact and (if available) facsimile and email addresses;
- b. the date on which the Member's name was entered into the Members' Register;
- c. particulars of the Members' payments of Dues.

Section 5. Only members of the Association shall be entitled to display and use the logo membership mark of the Association.

ARTICLE III Board of Directors

Section 1. Unless otherwise provided by these Bylaws or statute, all powers vested by law in the Association shall be exercised by or under the authority of the Board of Directors, and the affairs of the Association shall be managed under the direction of the Board of Directors.

Section 2. Notice of a regular meeting of the board of directors need not be given. Notice of every special meeting of the board of directors shall be given to each director by telephone, email, facimile or in writing at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, not the purpose of, any regular or special meeting of the board need be specified in a notice of the meeting.

Section 3. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. Common or interested directors may be counted in determining the quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in Section 4below.

Section 4 A contract or transaction between the Association and one or more of its directors or officers or between the Association and another Association, partnership, joint venture, trust or other enterprise in which one or more its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

(i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board authorizes the contract or transaction by the affirmative votes of the majority of the disinterested directors even though the disinterested directors are less than a quorum;

(ii) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those Members; or

(iii) the contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Board of Directors or the Members.

Section 5. The Board of Directors of the Association shall number at least 2 and not more than 10 directors, with the exact number of directors to be determined by resolution of the Members. Except in cases of vacancies, newly created directorships resulting from any increase in the authorized number of directors shall be elected by the Members at an annual meeting, or at any special meeting duly called for that purpose.

Section 6. In elections for directors, voting need not be by ballot, except upon demand made by a Member entitled to vote at the election, and if it is made before the voting begins. In each election of directors, every shareholder entitled to vote shall have the right to multiply the number of votes to which the shareholder may be entitled by the total number of directors to be elected. A shareholder may cast the whole number of his or her votes for one candidate or may distribute them among two or more candidates. Each director of the Association shall be a natural person of full age who need not be a resident of Pennsylvania or a Member in the Association.

Section 7. The term of office for a director of this Association shall be three years. A director may be re-elected to one or more successive terms. Each director shall hold office until the expiration of the term for which he or she has been elected to office and until a successor has been elected or until his or her earlier death, resignation, or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

Section 8. The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or who, within sixty (60) days does not accept the office of director either in writing or by attending a meeting of the Board of Directors.

ARTICLE IV Officers

Section 1. A Commodore shall be elected by a majority vote of ballots cast at the annual meeting of the Association and shall serve for a term of one year. The Commodore, after serving one year, shall be designated Immediate Past Commodore for one year. The Commodore shall preside over all meetings, shall execute the resolutions of the Board of Directors and the Executive Committee, and shall represent the Association, and shall appoint members to the Nominating Committee.

Section 2. A Vice Commodore shall be elected by a majority of ballots cast at the annual meeting of the Association and shall serve for a term of one year. The Vice Commodore shall serve in the absence of the Commodore. In the event the Commodore is unable to perform his/her duties, the Executive Committee may designate the Vice Commodore to be interim Commodore.

Section 3. A Secretary shall be elected by a majority of ballots cast at the annual meeting of the Association and shall serve for a term of one year. The Secretary shall keep a true record of the proceedings of all general, annual and special meetings. The Secretary shall keep a correct roll of all members in good standing and of each representative to the Association. The Secretary shall conduct all correspondence of the Association.

Section 4. A Treasurer shall be elected by a majority of ballots cast at the annual meeting of the Association and shall serve for a term of one year. The Treasurer shall collect and receive all monies, keep a correct account thereof, and deposit said monies in the name of the Association in such bank or banks as may be designated by the Executive Committee. When appropriate, and at the annual meeting, he/she shall submit a report in writing of the financial condition of the Association. He/she shall perform other duties as usually pertain to the position of Treasurer.

Section 5. Vacancies in any office shall be filled by a majority vote of the Executive Committee. In the event of a tie, the Commodore shall cast the deciding vote.

Section 6. Names of candidates for officers nominated by the Nominating Committee shall be distributed in writing to each member at least 15 days prior to the annual meeting. The Nominating Committee shall be appointed by the Commodore and shall consist of three (3) persons. They shall be appointed not less than 45 days prior to the annual meeting.

Section 7. Officers shall begin their terms of office upon election. Any individual designated to fill an unexpired term shall serve only the remainder of the term.

ARTICLE V Executive Committee

Section 1. There shall be an Executive Committee consisting of Association officers plus one member at large. Past Commodores not holding other office in the Association shall be members of the Executive Committee, but without vote..

Section 2. The Executive Committee shall have general control and management of affairs and funds of the Association. It shall have full power and it shall be its duty to carry out the resolutions of the Board of Directors, and the purposes of the Association's Bylaws and Articles of Incorporation.

Section 3. Without in any way limiting the general powers of the Executive Committee, it shall among other things:

- d. Consider and act on applications for Association membership;
- e. Appoint committees and chairpersons thereof as it may deem appropriate to further the purposes of the Association;
- f. Set dates and formulate arrangements for various events;
- g. Determine recipients of various awards of the Association;
- h. Appoint delegates from the Association to other Associations and groups.

Section 4. No officer or member of the Executive Committee of the Association may receive a salary or compensation from the Association, but nothing herein shall be construed to prevent an officer or member of the Executive Committee from receiving compensation from the Association for duties performed on behalf of the Association other than in the capacity of an officer or member of the Executive Committee, or from recovering expenses incurred in furtherance of Association interests, purposes or activities.

Section 5. The Executive Committee may institute proceedings with respect to any matter under the Racing Rules as adopted by the Association, any disciplinary matter or any other matter as they shall deem proper. Any such matter may be referred by the Executive Committee to the Appeals Committee, which shall have jurisdiction over such matter and continue such proceedings with notice to the party or parties involved.

ARTICLE VI

Executive Committee and Member Meetings

Section 1. The annual meeting shall be held between January 1 and March 31 at a time and place to be designated by the Executive Committee.

Section 2. The Executive Committee shall schedule other meetings as needed to conduct the affairs of the Association.

Section 3. The Commodore shall have the privilege of calling a special meeting of the Executive Committee at any time he should deem such action necessary, provided all members of the Executive Committee receive adequate notice of such meeting.

Section 4. The Executive Committee, or any three members in good standing upon petition to the Executive Committee shall have the privilege of calling a special general meeting, providing thirty (30) days notice of such meeting and of the matters to be discussed and/or voted upon is given to each member.

Section 5. Any member in good standing shall be entitled to attend the annual meeting and take part in the discussions. Reasonable notice of the date and time of Annual meetings can be given by email, posting on the Association's website or other means calculated to give

reasonable notice of the date and place of the meeting to members. Each member in good standing shall be entitled to cast one ballot on any matter voted upon.

Section 6. A quorum at meetings, either of the Executive Committee or of the membership, shall consist of at least one-half of the members. Absentee members shall have the privilege of voting by mail on questions submitted to them in writing or by email, but members so voting shall not be counted for the purpose of constituting a quorum.

Section 7. Business at all meetings shall be conducted in accordance with "Robert's Rules of Order" unless otherwise provided herein.

Section 8. The Commodore shall present to the members at the annual meeting a report, verified by the Treasurer or by a majority of the Executive Committee showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- c. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- d. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.
- e. The annual report of the board of directors or other body shall be filed with the minutes of the meetings of members.

Section 9. The order of business at all regular meetings shall be:

- a. Roll call
- b. Reading of minutes of prior meeting
- c. Treasurer's report
- d. Reports of officers and committees
- e. Unfinished business
- f. New business

Section 10. The order of business at the annual meeting shall be:

- a. Roll call
- b. Reading of the minutes of the prior annual meeting
- c. Treasurer's report
- d. Reports of officers and committees
- e. Unfinished business
- f. New Business
- g. Election of directors and officers

Section 11. The order of business at special meetings shall be:

- a. Roll call
- b. Special business

ARTICLE VII Appeals Committee and Appeals

Section 1. The Appeals Committee shall consist of three members with nonconcurrent terms. After appointment of the initial members to a one, two and a three year term, one member shall be appointed each year to serve a term of three (3) years.

Section 2. It shall be the duty of the Appeals Committee to hear and decide all racing appeals and good order charges in accordance with the Racing Rules. The Appeals Committee shall hold a hearing or hearings with the party or parties involved to determine the facts. This does not preclude submission of written testimony by the party or parties involved. The Appeals Committee shall make written findings of fact, which are to be reported to the Executive Committee with recommendation of any action to be taken thereof.

Section 3. Appeals may be brought to the Appeals Committee by any member or nonmember participant in an Association sanctioned event.

ARTICLE VIII Good Order

Section 1. Any member who shall in time of a race or other Association activity engage in a quarrel or otherwise behave improperly shall be subject to have such charges made against him or her by a member, or a race official. These charges shall be presented to the Appeals Committee, The Appeals Committee shall hold a hearing or hearings with the party or parties involved to determine the facts. This does not preclude submission of written testimony by the party or parties involved. The Appeals Committee shall make written findings of fact, which are to be reported to the Executive Committee which can contain a recommendation

that a member may for a first offense be suspended for a period of time up to one year and for a second offense may be expelled.

Section 2. Any member withholding any money from the Association or money entrusted to his or her care or received by him or her for the benefit of the Association, or any member withholding Association property, books, records or papers or anything of value belonging to the Association, shall be subject to the procedure as set forth in Section 1, except the penalty for such an offense can be immediate expulsion from the Association forever.

ARTICLE IX Amendment of the Bylaws

Section 1. Proposal changes in the Bylaws shall be transmitted in writing to the Executive Committee at least 45 days prior to the annual meeting. Upon approval by a majority of the Executive Committee, the Corresponding Secretary shall send written notice of the proposed changes to all members of the Association at least 30 days prior to the annual meeting. A two-thirds vote of the ballots cast at the annual meeting shall be required for adoption.

ARTICLE X Fundamental Changes to the Association

Section 1. The Association shall file with the Pa. Dept. of State articles of dissolution, articles of amendment, merger, consolidation, division, or conversion, and/or a statement of termination upon the passing of a resolution calling for fundamental changes in the Association.

Section 2. Upon approval of a resolution to dissolve, the Association shall immediately cause notice of the winding up proceedings to be officially published and to be mailed by certified mail to each known creditor, and claimant and to each municipal corporation in which its registered office or principal place of business is located.

Section 3. Upon approval of a resolution to dissolve, and after paying or making provision for the payment of all liabilities, the officers shall dispose of all the Association's assets exclusively to a nonprofit organization or to a trust, receivership or other legal entity to which the remaining assets of a dissolved Association are transferred subject to its liabilities and which exists solely for the purposes of prosecuting and defending actions, by or against the Association, enabling the Association to settle and close its claims, to dispose of and convey the property of the Association, to discharge the liabilities of the Association, and to distribute to a nonprofit organization any remaining assets, but not for the purpose of continuing the activities of the Association