

SCYA BYLAWS

ARTICLE 1

Name and Purpose

1.1 This not for profit corporation, herein referred to as Association, shall be known as Southern California Yachting Association.

1.2 Purpose of the Southern California Yachting Association: Consistent with its Articles of Incorporation, the Southern California Yachting Association pledges itself to support and promote the principles, spirit and objective of Corinthianism in yachting.

1.3. Definition: Corinthianism in yachting is that attribute which represents participation for sport as distinct from gain, and which also involves the acquirement of nautical experience through the love of sport, rather than through necessity or the hope of gain.

1.4. The office of the Association shall be located in Southern California at an address designated by the Board of Directors.

ARTICLE 2

Membership

Members, as defined in this Article 2, shall consist of duly organized Corinthian yacht clubs or other boating organizations in the “service area” as defined in the Amended and Restated Articles of Incorporation of the Southern California Yachting Association. “Service area” shall also mean the same as “Association area” as that term is used in these SCYA Bylaws.

2.1. Senior Memberships:

(a) Subject to the conditions set forth in these bylaws any yacht club or yachting organization which has been a Regular Member of this Association for at least two years last past, and having a regular dues paying membership of 300 or more and devoting its attention primarily to the development of Corinthian yachting may be selected to become a Senior Member as follows:

(b) The Membership Committee shall from time to time nominate for Senior Membership such Regular Members as in the judgment of the Committee shall have demonstrated capability of hosting major regattas and shall have made an outstanding contribution to this Association in particular and to yachting in general.

(c) Such nominations shall be submitted to the delegates at a Regular Meeting and shall be voted upon at the next succeeding Regular Meeting at which a quorum is present. Election to Senior Membership shall be only by the affirmative vote of two-thirds of the delegates present and eligible to vote.

2.2. Regular Memberships: Subject to the conditions set forth in these bylaws, any permanently organized yacht club or yachting organization within the Association area, having a regular dues paying membership of 200 or more, devoting its attention primarily to the development of Corinthian yachting, is eligible for Regular Membership in this Association, providing it is approved for Regular Membership, by two-thirds of

the delegates present and eligible to vote thereon at a Regular Meeting of the Association and further providing that it has been an Associate Member for the preceding two full years,

2.3. Associate Memberships: Subject to the conditions set forth in these bylaws, any permanently organized yacht club or yachting organization within the Association area having a regular dues paying membership of 50 or more, and devoting its attention primarily to the development of Corinthian yachting, is eligible for Associate Membership in this Association, providing it is approved for Associate Membership, by two-thirds of the delegates present and eligible to vote thereon at a Regular Meeting of the Association and further providing that it has been an Interim Member for the preceding one full year.

2.4. Interim Memberships: Subject to the conditions set forth in these bylaws, any permanently organized yacht club or yachting organization within the Association area, having a regular dues paying membership of 25 up to 49, and devoting its attention primarily to the development of Corinthian yachting, is eligible for Interim Membership in this Association, providing it is approved for Interim Membership, by two-thirds of the delegates present and eligible to vote thereon at a Regular Meeting of the Association. This category of membership is subject to review by the Board of Directors every two years or less, to determine whether to continue said membership, or recommend advancement to Associate. A member already in this category of membership whose regular dues paying membership has exceeded 49 members may petition the Board of Directors to continue as an interim member upon a showing of good cause to do so.

2.5. Youth Memberships: Subject to the conditions set forth in these bylaws, any permanently organized yacht club or boating or sailing organization, all of whose members are either (a) under the age of 19, or, (b) actively enrolled students, having a regular dues paying membership of 25 or more, whose primary purpose is the development and promotion of Corinthian Yachting is eligible for a Youth Membership in the Association ,providing it is approved for Youth Membership by two- thirds of the delegates present and eligible to vote thereon at a Regular Meeting of the Association.

2.6. Special Memberships: Subject to the conditions set forth in these bylaws, any permanently organized fleet, association, group, or other organization whose primary purpose is the development and promotion of Corinthian yachting shall be eligible for Special Membership in the Association, providing it is approved for Special Membership by two-thirds of the delegates present and eligible to vote thereon at a Regular Meeting of the Association. This category of membership is subject to review by the Board of Directors every two years or less to determine whether to continue said membership, or to recommend advancement to Associate Membership.

2.7. Voting: All members shall have the privilege to attend all meetings of the Association, to participate in discussions of the nominations and election of Officers and to discuss on all questions arising at such meeting, including proposed amendments to these bylaws. Senior Members shall be entitled to three votes, Regular Members shall be entitled to two votes, and Associate Members shall be entitled to one vote. No other class of membership is eligible to vote. No member shall be eligible to vote on any question involving disciplinary action taken against it.

2.8. Applications for Membership: An application for membership as an Interim, Youth or Special Member shall be accompanied by dues for the current year, and include

sponsoring letters from three Senior or Regular Members of the Association, one of which must be from local member clubs. The Board of Directors may waive the requirement that one of the sponsoring members be from local member clubs. The application must be accompanied by a presentation by the applicant of its program to promote the purposes of and to engage in activities of the Southern California Yachting Association and other yachting events. The application shall thereupon be referred to the Membership Committee, who shall investigate the eligibility of the applying club and report its findings, in writing, to the Association at a meeting not less than 30 nor more than 120 days after the referral. The Association shall take final action on the application at the next subsequent meeting. The Membership Committee recommendations must be reflected in the minutes of the meeting at which reported and must give notice that final action on the application shall be taken at the next subsequent meeting. Such minutes must be mailed at least ten days prior to the meeting at which final action is to be taken or such action must be postponed pending the giving of such notice or requirements for advancing in class of membership.

2.9. Requirements for Advancing in Class of Membership:

Before a Member may be elected to the next higher class of Membership, such member must establish that during the period prescribed by these bylaws it has conducted sufficient regattas and yachting events, its members have participated in sufficient yachting events, it has regularly attended SCYA Meetings, and it has contributed sufficiently to the sport of Corinthian yachting and the functions and purposes of this Association to have complied in all respects with the spirit of these bylaws and the purposes of this Association. In each case of change in class of membership, a report shall be made to the Association by the Membership Committee with respect to the extent to which the applying club has met the requirements of this section of the bylaws. An application for change in class of membership shall be accompanied by sponsoring letters from three Senior or Regular Members of the Association, one of which must be from local member clubs and shall thereafter be processed in the same manner as set forth in Section 2.8 hereof, provided however, advancement of Regular to Senior Membership must be initiated by the Membership Committee and not by the member club.

2.10. Prohibition of Commercialism: No club or organization, whose yachting activities are subject to the control of an organization, one of whose purposes is the making of profit, is eligible for membership of any class in this Association.

2.11. Prohibition Against Discrimination: No club or organization whose membership is restricted as to race, religion, color, or sex is eligible for membership in this Association.

2.12. Review of Membership Classification: If the Membership Committee finds any member club to be in non-compliance with the criteria established for its class of membership, the Membership Committee may either allow the non-complying member no more than one year to comply, or, in its discretion, report its findings, in writing to the Association at the next meeting following such findings. The Association shall then give no less than (10) days written notice to the non-complying member of its intent to take action on the findings, and record the findings of the Committee in the Association meeting minutes. Written notice shall be effective upon deposit in first class mail to the Member's last known address. Action on the Committee findings shall be taken at the first Association meeting following written notice to the non-complying member. Any member club found to be in non-compliance may be reclassified in membership by the vote of two-thirds of the delegates present and eligible to vote thereon at the meeting at which final

action is to be taken. Notwithstanding anything to the contrary in this Section 2.12. the requirements as to the number of regular dues paying members as set forth in Sections 2.1., 2.2., and 2.3, of Article 2, do not apply to clubs which were Regular Members or Associate Members of this Association as of July 6, 1962, and no such club shall be subject to a reclassification of its class of membership on the grounds that it does not have the required number of regular dues paying members as set forth in Section 2.1. , 2.2., and 2.3.

2.13. Resignations: The membership in the Association may be forfeited by any club, either by voluntary withdrawal, by disbandment or by non-payment of dues before the next Annual Meeting of the Association.

2.14. Dismissal from Membership: Any member club, by reason of its violation of the Articles of the Association or by reason of inability or unwillingness to abide by a majority vote of the Association, or when deemed for the best interests of yachting, may be requested to resign its membership, and on failure to file such resignation within 30 days from the date of mailing of notice of such request to the Secretary of such club, shall be dropped from membership in this Association. Such action shall be taken as follows:

- (a) By the adoption of affirmative vote of two-thirds of the delegates present and eligible to vote at any Regular Meeting, of a resolution requesting such withdrawal;
- (b) By ten days' notice to each member club that the resolution will be presented for final action at the next meeting of the Association at a specified time and place.
- (c) By an affirmative vote at such a second meeting of two-thirds of the delegates present and eligible to vote.

ARTICLE 3

Member Representation

3.1. Delegates: Each Member shall select from its membership, Delegates and Alternate Delegates to the Association for a term of one year or until a successor has been appointed. Each Senior Member shall appoint up to three (3) Delegates and three (3) Alternate Delegates; each Regular Member shall appoint up to two (2) Delegates and three (3) Alternate Delegates; each Associate Member shall appoint up to one (1) Delegate and three (3) Alternate Delegates; each non-voting Member (Interim, Special and Youth) shall appoint up to one (1) Delegate and three (3) Alternate Delegates. Delegates or Alternate Delegates may be removed from office only by the Member appointing them, upon written notice to the Association and verified pursuant to Section 3.2 of these bylaws.

3.2. Credentials: Delegates and Alternate Delegates shall not be recognized by the Association until the Member has presented written verification of their appointment to the presiding officer or secretary of the Association. The verification must be signed by an officer or secretary of the Member Organization.

ARTICLE 4 Powers

Without limiting the powers granted by law, the Association shall have the power:

4.1 To designate the date and location of all races and regattas held under the auspices of the Association.

4.2 To discipline the members clubs, delegates or alternates, officers, directors and committee chairs of this Association as set forth in Article 13 of these bylaws.

4.3 To determine and settle questions of disputes relating to racing which may be referred to them for decision, which decision shall be final, unless appealed to the United States Sailing Association, the North American Cruiser Association or American Power Boat Association as set forth in Article 11 of these bylaws.

4.4. To indemnify its agents in accordance with and according to the terms of Section 7237 of the Corporation Code of the State of California.

ARTICLE 5 Meetings

5.1. Nominating Meeting: The Nominating Meeting of the Association shall be held in October of each year at such date, time, and place within Southern California as may be designated by the Commodore, The report of the Nominating Committee shall be presented at that meeting.

5.2. Annual Meeting: The Annual Meeting of the Association shall be held in November of each year at such date, time and place within Southern California as may be designated by the Commodore. Officers for the ensuing year shall be elected at the Annual Meeting.

5.3. Installation Meeting: The Installation Meeting of the Association shall be held in January of each year at such date, time and place within Southern California as may be designated by the Commodore. Officers for the ensuing year shall be installed at this meeting.

5.4. Regular Meetings: Regular meetings of the Association shall be called at such date, time and place as may be designated by the Commodore.

5.5. Special Meetings: Special Meetings of the Association may be called by the Commodore at his pleasure and must be called upon the written request of the Commodores of any two regular or senior member clubs, or a combination thereof, by written notice as hereinafter provided.

5.6. Notices: Notices of meetings of the Association shall be sent by the Secretary to each person and club entitled to receive the same at least ten (10) days prior to the date of meeting, and, if a Special Meeting, include an agenda of the business to be transacted.

5.7. Quorum: Representation (by not less than one delegate or alternate) from one quarter of the senior, regular and associate member clubs in good standing shall constitute a quorum at any meeting of the Association. Once a quorum has been established a quorum shall be deemed to have remained until the meeting is formally adjourned.

5.8. Voting: At all meetings of the Association, each Senior Member may be officially represented by not more than three (3) Delegates; each Regular Member by not more than two (2) Delegates; and each Associate Member by not more than one (1) Delegate,

each of whom shall have one (1) vote. Additionally, up to three (3) Alternate Delegates may be designated by each of the voting Members and are encouraged to attend meetings but shall have no right to vote except when acting for an absent Delegate. Only duly authorized Delegates (or Alternate Delegates acting for an absent Delegate) from Senior, Regular and Associate Members in good standing who are present shall be entitled to vote. All of the Members entitled votes may be cast by a single authorized Delegate or Alternate Delegate. Voting by proxy shall not be permitted. No Delegate or Alternate Delegate shall be entitled to vote representing more than one Member at a single meeting. Voting shall be by voice, show of hands, standing, or by written or oral ballot as directed and shall not be cumulative.

The Interim, Youth and Special Members are non-voting Members. All non-voting Members are allowed to be officially represented at meetings by one (1) Delegate and up to three (3) Alternate Delegates as officially designated by the Member. At least one Delegate or Alternate Delegate of non-voting Members is encouraged to attend all meetings for attendance records.

5.9. Procedure: The Judge Advocate shall act as parliamentarian at all Association meetings and the meetings of the Board of Directors. The parliamentarian should not vote on matters submitted to him/her for ruling.

ARTICLE 6

Board of Directors

6.1. The corporate powers of the Association shall be exercised and its business and activities managed by a Board of Directors consisting of the Commodore, Vice Commodore, Rear Commodore, Junior Staff Commodore, still a member of a constituent club, Secretary, Treasurer, and ten Directors to be elected at the Annual Meeting. Judge Advocate, as appointed in accordance with Article 7.7. shall also be a member of the Board of Directors. Only persons who are members in good standing of those SCYA member organizations entitled to vote pursuant to Article 5, Section 5.8, shall be eligible to sit on the Board of Directors.

6.2. The Association shall not borrow money nor contract any debt or obligation in excess of \$5,000.00 outside of approved budgeted items except upon the resolution passed by the affirmative vote of a majority of the delegates at any Regular Meeting or at any Special Meeting called and noticed for that such purpose.

ARTICLE 7

Officers

7.1. Flag Officers: The Flag Officers of this Association shall be the Commodore, Vice Commodore, and the Rear Commodore.

7.2. Other Officers: The other Officers of this Association shall be the Secretary and the Treasurer, The Board of Directors, by resolution, may consolidate the offices of Secretary and Treasurer.

7.3. Nomination of Officers and Directors: The Commodore and the four (4) most immediate Staff commodores of the Association who are available and willing to serve shall constitute the Nominating Committee, the junior most Staff Commodore shall be the Chairman. It shall be the duty of the Nominating Committee to meet during the month of September in each year, on call of the Junior Staff Commodore, and at such

meeting, to nominate one person for each elective office of the Association, and ten Directors at large. The report of the Nominating Committee shall be in writing and shall be presented at the Meeting of the Association in October and the persons so nominated shall be candidates for the respective offices.

7.4. Additional Nominations: Additional nominations for any office may be made by written petition signed by two (2) duly authorized delegates or alternates from each of five (5) or more voting member clubs. Such nominating petitions may be filed at any time between the Nominating Meeting, and immediately following the roll call at the Annual Meeting. At the Annual Meeting the Commodore shall call for the filing of such petitions immediately following roll call. The Secretary shall immediately certify the sufficiency of the petitions and thereafter nominations shall be closed. No nominations may be made except as provided in Article 7.

7.5. Election of Officers: The Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and ten Directors at large shall be elected by the Association at its Annual Meeting and shall hold office for one year, commencing at the December Board Meeting, following their election or until their successors are elected. The Procedure for the December meeting is detailed in the SCYA Procedure Manual. All Officers and Directors at large shall be members in good standing of one of the member clubs.

7.6. Vacancies: Vacancies in the office of Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and Directors at large occurring between Annual Meetings shall be filled by a majority vote of recommendation of the Board of Directors submitted to be voted on by the Association at a Regular Meeting or at a Special Meeting called for that purpose. Any person so elected shall hold office until a successor is elected at the next regular Annual Meeting and takes office at the December Board Meeting. Vacancies of appointed officers shall be filled at the discretion of the Commodore.

(a) Declaration of Vacancy: The office of any elected Officer/Director of SCYA may be declared vacant by a vote of not less than three-fourths (3/4) of all Board members entitled to vote when such Officer/Director has been absent for three (3) consecutive regular meetings unless leave of absence is granted by the Board of Directors,

7.7. Other Officers: The offices of a Fleet Captain, a Port Captain, and a Judge Advocate shall be appointed by the Commodore of the Association to hold their respective positions at the pleasure of the Commodore.

7.8. Honorary Commodore: The office of Honorary Commodore may be granted to a person whom the Association especially desires to honor and shall be selected by the Commodore-elect, subject to confirmation by the Board of Directors, for a term of one (1) year. Not more than one Honorary Commodore may be elected in any year, and following the year of selection such Honorary Commodore shall thereafter be entitled to use the title of Honorary Commodore. The Honorary Commodore shall be entitled to all of the facilities and privileges of the Association but shall have no vote nor hold any other elective office in the Association unless otherwise qualified.

ARTICLE 8

Duties of Officers

8.1. Commodore: It shall be the duty of the Commodore to preside at all meetings of the Association. The Commodore may call a Special Meeting of the Association or the Board of Directors at his/her pleasure, and shall do so at the written request of two of its

delegates of any two member clubs. He/she shall be, ex-officio, a member of all committees, except Race Committees. In addition, he shall perform the usual duties of a presiding officer.

8.2. Vice Commodore: It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties, and, in his absence or in case of a vacancy in the office of the Commodore, to act as Commodore.

8.3. Rear Commodore: It shall be the duty of the Rear Commodore to assist the Commodore in the discharge of his duties and in the absence of both the Commodore and Vice Commodore, or in case of vacancies in the offices of Commodore and Vice Commodore, to act as Commodore.

8.4. Secretary: The Secretary shall keep true and complete minutes of the meetings of the Association; he/she shall keep an official record of the results of all events held under the auspices of the Association, and shall perform such other duties as the Commodore or Association may direct. The Secretary shall keep a separate book to be known as the Policies and Procedures Manual of the Southern California Yachting Association wherein he/she shall record all rules and resolutions adopted by the Association and directed to be recorded therein.

8.5. Treasurer: The Treasurer shall keep a true and correct account of the funds of the Association, both general and special, in such manner as may be designated by the Association; shall pay all bills which have been approved by the Association or its authorized representatives out of such funds; shall make a monthly financial report to the Board of Directors and shall perform such other duties as may be designated by the Association.

8.6. Port Captain: The Port Captain shall perform such duties as may be from time-to-time assigned by the Commodore.

8.7. Fleet Captain: The Fleet Captain shall have overall responsibility of all racing events held under the auspices of this Association. The Fleet Captain shall also perform such duties as may be from time to time assigned by the Commodore.

ARTICLE 9 Committees

9.1. The Commodore shall appoint such Committees, special Officers or assistants to the Officers as he may deem advisable to conduct the affairs of the Association, provided, however, that the committees prescribed in these bylaws, shall be considered the minimum.

9.2. Membership Committee: The Membership Committee shall consist of the Board of Directors. The Chairman shall be a Staff Commodore or Director who shall report to the Rear Commodore. The Committee shall investigate the eligibility of any membership applicant, including its organization, objectives, membership, bylaws and any other fact which the committee may deem essential. The committee shall report its findings, in writing, to the Association Secretary according to Sections 2.8., 2.9., and 2.12. of these bylaws.

9.3. Appeals Committee: This Committee shall hear and decide in conformity with the applicable Racing Rules of Sailing all appeals received from member clubs or associations, or participants in contests held by member clubs or associations, including SCYA. No member of this Committee may act on any appeal concerning any vessel of which said member is interested as owner or skipper in whole or part. Appeals must be submitted according to the Appeals Procedure of US Sailing and this Association.

9.4. Trophy Committee: The Trophy Committee shall purchase the trophies for this Association as they may from time-to-time be directed by the Association, and shall render a report of the Associations trophies.

(a). List of Trophies: It shall be the duty of the Trophy Committee to compile each year a list of the Association's Perpetual Trophies, showing to whom and the date when they were awarded, and they shall take a receipt, in writing, from the holder of any Perpetual Trophy. Such report and receipts shall be submitted to the Association on or before the first Friday of January of each year, and upon its approval by the Secretary, to be kept in the official records of the Association.

(b). Insurance of Trophies: The Association shall keep all of its Perpetual Trophies insured and shall pay the premium therefore.

(c). Deeds of Gift: All Deeds of Gift for Perpetual Trophies belonging to this Association shall be kept by the Secretary in the official records of the Association. All Deeds of Gift of this Association shall be in a form approved by the Association.

9.5. Long Range Planning Committee: This Committee shall review the long range goals of SCYA. It shall keep the Board of Directors apprised of business, management, and planning activities considered by the Committee, along with appropriate implementation strategies. The Committee structure and terms of service are detailed in the SCYA Procedures Manual.

ARTICLE 10

Dues

10.1. Dues: The dues for each class of membership shall be set by the Board of Directors. Each member's dues, plus any taxes which may be imposed on account of such dues, are due and payable on January 1st of each year.

10.2. Suspension: Unless such dues are paid within sixty (60) days after becoming due and payable the membership of such club may be suspended on affirmative vote of the Board of Directors. Such suspension may be ended and full membership rights restored to such club on the recommendation of the Board of Directors and affirmative vote of the membership of the Association.

ARTICLE 11

Protests and Appeals

11.1. Racing Rules: The current Racing Rules of Sailing of the United States Sailing Association and of this Association, shall govern all Sailing Regattas or races held by this Association; and the current rules of the North American Cruiser Association and/or the American Power Boat Association, and of this Association, shall govern all Power Boat Regattas or races held by this Association, and any appeals to this

Association shall be governed by said rules and applicable procedures, unless otherwise stated in the written instructions for such regattas or races.

11.2. Form and Filing: All protests in sailing races shall be in the form and filed in the manner prescribed by the current rules of the United States Sailing Association; all protests in power boat races shall be in the form and filed in the manner prescribed by the current rules of the North American Cruiser Association and/or the American Power Boat Association.

11.3. Appeals: Appeals involving a sailing event must first be submitted to US Sailing, which may refer such an appeal to the Association Appeals Committee, Appeals involving other types of contests may be submitted directly to the Association's Appeals Committee providing that the rules of the organizing authority so allow. Appeals of the decision of the Association Appeals Committee may be submitted to the Appeals Committee of the United States Sailing Association, pursuant to the current rules of the United States Sailing Association, or to the North American Cruiser Association and/or the American Power Boat Association according to the current rules thereof.

ARTICLE 12

Burgee, Emblems and Officers' Flags

12.1. Burgee: The Burgee of the Association shall be a blue field with the Emblem of the Southern California Yachting Association in white in the Center.

12.2. Emblem:

(a). The Emblem of the Association shall be a life buoy with SCYA letters arranged in the center. The life buoy is enclosed by a rope attached at four points as shown in 12.1 d.

(b). The standard color arrangement of the Emblem shall be a blue field behind white letters and white buoy within a gold rope. A red field behind the letters may be used for special applications. A contrasting field is allowed for printed copies. Any other logo configurations or color combinations shall require approval by the Board of Directors prior to use.

(c). The color definitions for the SCYA Emblem and Burgee as required are as follows:

1. Print Media:

(Pantone Matching System) PMS

287 Blue PMS 199 Red

PMS 981 Gold

2, Fabric Media:

Old Glory Blue

Canadian Red

Gold

(d). The Emblem design is as illustrated.



12.3. Commodore's Flag: The official flag of the Commodore of this Association shall be the Burgee containing in addition three gold, five pointed stars, single points upward, in a vertical line between the Emblem and the fly.

12.4. Vice Commodore's Flag: The Official flag of the Vice Commodore shall be a red field with the Emblem of the Association and two gold, five pointed stars, single points upward, in a vertical line between the Emblem and the fly.

12.5. Rear Commodore's Flag: The official flag of the Rear Commodore shall be a white field with the Emblem of the Association in red in its center and in addition one gold five-pointed star, single point upward, between the Emblem and the fly.

12.6. Honorary Commodore's Flag: The official flag of the Honorary Commodore of this Association shall be the Burgee containing in addition three gold, five pointed stars, single points upward, in a vertical line between the Emblem and the fly. The Association may add an insignia to the Honorary Commodore's flag to distinguish it from the Commodore flag.

12.7. Staff Commodores: The official flag of the Staff Commodores of this Association shall be the Burgee containing in addition three silver, five pointed stars, single points upward, in a vertical line between the hoist and the Emblem.

12.8 Staff Commodores of the Association are entitled to wear three silver stars in place of the three gold stars worn within the loops of the trefoil on the jacket. On blazers, the three silver stars are worn in place of the three gold stars just above the left breast pocket.

12.9. Past Honorary Commodores of the Association are entitled to wear three silver stars in place of the three gold stars worn within the loops of the trefoil on the jacket. On blazers, the three silver stars are worn in place of the three gold stars just above the left breast pocket.

12.10 The Seal of this Association shall be circular in form having on its circumference the words "Southern California Yachting Association, Incorporated, March 16, 1950."

ARTICLE 13 Discipline Procedures

13.1. Charges: Charges against member clubs, delegates, alternates, officers, directors or committee chairs of this Association of acting in an unsportsmanlike manner or inimical to this Association, or against an officer for misfeasance or malfeasance, shall be in writing and sent to the Secretary, together with a full statement of the facts and all matters relating thereto, and signed by the complainant.

13.2. Hearing: The Association shall afford the accused a hearing on the charges, or in its discretion, may delegate a Committee to conduct a hearing and forward to the Association their findings and recommendations. Notice of the hearing shall be given at least 15 days before, and the hearing shall be held at least 5 days before the effective date of any disciplinary action imposed. Notice of the hearing shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last known address of the member shown on the Association's records.

13.3. Disposition: After a hearing, or upon review of the findings and recommendations of the Committee appointed, the Association shall have the power to dismiss the charges or in its discretion, to censor, suspend from future racing for such period of time as they deem proper and/or expel or suspend the accused from representation in the Association, or from participation in any event held under the auspices of the Association.

13.4. Decision: The decision of the Association shall be final.

ARTICLE 14

Yacht Etiquette, Dress and Routine

14.1 Etiquette: The Association may prescribe guidelines for yachting etiquette and may submit them to the member clubs with recommendations for their adoption and observance.

14.2. Dress: The Association may prescribe guidelines for dress or uniform, together with ornamentation or device, and may submit such rules with recommendations for their adoption and observance.

14.3. Guidelines: The Association may prescribe guidelines relating to sailing instructions, charts, yacht equipment, numbers on sails, crews, course markers, entries, prizes, awards, and similar routine matters, as permitted by the applicable rules of the International Sailing Federation and the United States Sailing Association.

ARTICLE 15

Parliamentary Procedure

15.1. Order of business and all questions of parliamentary practice shall be determined in accordance with the current edition of Robert's Rules of Order.

ARTICLE 16

Amendments

16.1 These bylaws may be amended provided the proposal to amend is first approved by the Board of Directors and then adopted by a two thirds majority of the delegates present and eligible to vote pursuant to Article 5.8, at a general or special meeting of the Association. Once the proposed bylaw amendment has been approved by the Board of Directors, written notice, including electronic notice if given in compliance with California Corporations Code section 20, setting forth the proposed amendment and the date, time and place of the general or special meeting of the Association at which the amendment shall be considered shall be given to the voting Member Associations no less than 15 days preceding such meeting.

ARTICLE 17

Adoption

17.1 Upon the affirmative vote of a two-thirds majority of delegates present at any Regular Meeting of the Association. These Bylaws shall thereupon be and become the Bylaws of Southern California Yachting Association, and all former articles and bylaws thereof shall thereupon stand repealed.

17.2 All officers, Committees and Appointees then existing shall continue in effect until the end of the term prescribed in these bylaws, or until their successors are elected, or appointed.

17.3 These SCYA Bylaws were originally adopted by the Delegates at the regular SCYA meeting held on November 7, 1969 at the Ventura Yacht Club, and include amendments up through those adopted at the regular SCYA meeting held on May 11, 2018 at Seal Beach Yacht Club in accordance with regular procedure.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected 2019 Secretary of the Southern California Yachting Association and that the above revised bylaws, consisting of 13 pages, including this one, are the bylaws of this Association as originally adopted at the regular SCYA meeting held on November 7, 1969 at the Ventura Yacht Club, and include amendments up through those adopted at the regular SCYA meeting held on May 11, 2018 at Seal Beach Yacht Club in accordance with regular procedure.

March 17, 2019

Joyce Jackson Coomber