

**AMENDED BYLAWS OF
CHANNEL ISLANDS WOMEN’S SAILING ASSOCIATION
(A California Non-Profit Corporation)**

**ARTICLE I
OFFICES OF THE CORPORATION**

SECTION 1.01 PRINCIPAL OFFICE

The name of this corporation is the Channel Islands Women’s Sailing Association (“CIWSA”). The principal office of CIWSA shall be located in Ventura County, California, at such place as may be designated by the Board of Directors (“Board”) of CIWSA, from time to time. The regular meeting place of CIWSA shall be such place as may be designated by the Board from time to time.

SECTION 1.02 PURPOSE

The specific and primary purposes for which this corporation is formed is to unite women with a common interest in sailing; to promote the advancement of women sailors through education in cruising and racing; to develop skills in safety and seamanship; to develop educational programs and venues for women sailors; and generally do all things within or without Ventura County that may aid promoting the interests of women sailors.

**ARTICLE II
MEMBERSHIP**

SECTION 2.01 QUALIFICATION OF MEMBERS

Any person interested in boating and willing to carry out the declared purposes of CIWSA, as set forth in Section 1.02, may become a Member. There shall be four (4) classes of membership: (a) Charter Members; (b) Members; (c) Associate Members; and (d) Honorary Members.

SECTION 2.02 ADMISSION TO MEMBERSHIP

Persons desiring to be admitted to membership shall present to any officer, or to the Board, a completed application for membership. The application for membership shall be in a form specified by the Board. An amount equal to the annual dues shall accompany each application. Upon approval by the Board, said applicant shall be admitted. The membership is non-transferrable.

SECTION 2.03 DEFINITION OF CLASSES OF MEMBERSHIP

1. Charter Member: A Charter Member shall be a person who is over the age of eighteen (18) and who has joined CIWSA before December 31, 2010. A Charter Member shall have the right to vote and hold office. The spouse or domestic partner of a Charter Member shall be considered a Charter Member without his/her having to pay the annual dues; however, the spouse or domestic partner does not have the right to vote or the right to hold office.

2. Member: A Member shall be a person who is over the age of eighteen (18) and who has joined CIWSA after December 31, 2010. A Member shall have the right to vote and hold office. The spouse or domestic partner of a Member shall be considered a Member without his/her having to pay the annual dues; however, the spouse or domestic partner does not have the right to vote or the right to hold office.

3. Associate Member: An Associate Member shall be a person who is not over the age of twenty-four (24). An Associate Member shall not have the right to vote or hold office.

4. Honorary Member: An Honorary Member shall be an individual the Board determines has supported the sport of sailing and has worked to promote the advancement of women sailors. An Honorary Member does not have the right to vote or hold office.

Section 2.04 TERMINATION AND SUSPENSION OF MEMBERSHIP

Membership shall be terminated in the following manner:

A The death of a member shall cause the termination of the membership.

B. A member may terminate his/her membership by presenting to the Board his/her written request for such termination. Upon such request being communicated to the Board, such request shall be granted and the membership shall thereupon be terminated without reimbursement of fees, dues, or assessments previously paid.

C. In the event dues or assessments are not paid within a ninety (90) day period after January 1st or satisfactory arrangements for payment have not been made, the Board shall declare the membership forfeited.

D. The Board may terminate the membership of any person whose conduct (1) becomes offensive to CIWSA and its good name; (2) disturbs CIWSA's order, dignity, business or harmony; (3) is likely to endanger the welfare, interest or character of CIWSA; or (4) is in violation of the law or these Bylaws. Termination of the membership shall follow progressive discipline in accordance with the following provisions:

(i) a complaint regarding a member whose conduct (a) becomes offensive to CIWSA and its good name, (b) disturbs CIWSA'S order, dignity, business or harmony; (c) is likely to endanger the welfare, interests or character of the CIWSA and other members; or (d)

violates the law or these Bylaws shall be delivered in written form to a CIWSA officer or Board member. Within one (1) week of receipt, a copy of the complaint shall be made available to the subject of the complaint who will have one (1) week to respond in writing to the Board;

(ii) the matters addressed in the complaint and the response must be placed on the agenda of the next regularly scheduled Board meeting or, if no Board meeting is scheduled within the following thirty (30) days, a Special Meeting shall be called and held within two (2) weeks of the receipt of the complaint;

(iii) the Board shall make a determination that the complaint (a) is not sustained, or (b) is sustained and warrants a letter of warning to the Member, or (c) is sustained and warrants a suspension of the privileges of membership, but not of the obligations to pay dues, fees or assessments, for a period of from one (1) to three (3) months, or (d) is sustained and is sufficient to warrant termination of the member's rights and obligations. Following the determination, the procedures in Section 2.05 shall control.

(iv) if the Board determines that the complaint is not sustained, the Secretary shall issue a letter to the complainant containing the Board's determination.

Section 2.05 **NOTICE OF TERMINATION OR SUSPENSION OF MEMBERSHIP**

A. Upon the termination or suspension of a Membership by the Board, the Secretary, within three (3) days of the Board's determination, shall give notice to the affected member by mailing a certified letter to the member at the most current address. The letter shall state the fact of the termination or suspension together with the time and reason for such termination or suspension.

B. The affected member may appeal the Board's decision by giving written notice to the Secretary by certified mail within thirty (30) days after the date of the Board's notice to the Member. In the event such notice of appeal is not given within this thirty (30) day period, the Board decision in such matter shall be final and conclusive. In the event such notice of appeal is given, the Board shall call and hold a Special Meeting of the Membership within two (2) weeks of receipt of the affected member's notice, wherein the member shall have the opportunity to address the membership. The decision at the Special Meeting shall be final.

Section 2.08 **RESTORATION OF MEMBERSHIP**

The Board may restore any person to membership who has been removed from his/her membership; provided, however, that if such person has been removed for non-payment of amounts due to the Club, such amounts due shall be paid prior to the effectiveness of such restoration.

**ARTICLE III
MEETINGS OF THE MEMBERS**

SECTION 3.01 MEMBERSHIP MEETINGS

Membership Meetings shall be held at CIWSA's designated meeting place at the time designated by the Board on the second Thursday of the month for the purpose of considering the affairs of CIWSA and for transacting such other business as may come before the Meeting and for such social purposes as may be appropriate. The day and date of Membership Meetings may be changed by the Board from time to time; however, in no event shall there be less than six (6) Membership Meetings per year and there shall be no less than one (1) Membership Meeting per quarter. Notice shall be given by regular mail and/or by electronic transmission.

SECTION 3.02 ANNUAL MEETINGS

An Annual Meeting of the members shall be held at CIWSA's designated meeting place in October as duly noticed by the Secretary for the purpose of electing a Commodore, a Vice Commodore, and a Rear Commodore, and for transacting such other business as may come before the meeting.

SECTION 3.03 SPECIAL MEETINGS

A Special Meeting of the Members may be called at any time by the Commodore or by a majority of the Board. The Secretary shall send written notice of the Special Meeting and shall state the time, place, and purpose(s) of such meeting. Such notice shall be mailed or sent by electronic transmission at least four (4) days prior to date of the Special Meeting and shall designate the person(s) who called the Meeting. No business shall be transacted at a Special Meeting other than as stated in the notice.

SECTION 3.04 ORGANIZATION

The Commodore, and in the absence of the Commodore, the Vice-Commodore, and in the absence of both such person, the Rear Commodore, and in the absence of all three such persons, a Chairman chosen by the Members present, shall preside at each Membership Meeting. The Secretary, and in the absence of the Secretary, a Secretary pro-tempore chosen by the Members present, shall act as Secretary of all General Membership Meeting.

SECTION 3.05 QUORUM

Thirty-three percent (33%) of the voting Members shall constitute a Quorum for the transaction of business at any Membership Meeting or Special Meeting.

SECTION 3.06 VOTING

Members may not act or vote by proxy or absentee ballot. All noticed issues shall be determined by a majority vote of the Members who are present. Voting may be held by voice, except that any Member may demand a paper ballot vote on any question.

SECTION 3.07 PROXIES. Every member entitled to vote has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary. Any proxy duly executed that does not state that it is irrevocable shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by, or by attendance at the meeting and voting in person by, the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy.

SECTION 3.08 ELECTRONIC VOTE. If the Board determines that an urgent matter has arisen upon which the voting membership must vote, the Secretary is authorized to send out by electronic means or cause to be sent out by electronic means, a ballot to each voting member clearly defining the urgent matter and including any additional facts to assist the member. Such voting will be effective as if it had been held at a duly noticed meeting at which a quorum was present.

SECTION 3.09 ADJOURNMENT

If, at any Membership Meeting a quorum is not present or if the business of such Meeting is not completed, the Members present may, after the expiration of a reasonable period of time, by a majority vote of Members present adjourn the Meeting from time to time or from day to day without further notice, until a quorum is present or the business thereof is completed. Such adjournment and the reasons therefore shall be recorded in the minutes. At any such adjourned Meeting any business may be transacted which might have been transacted at the meeting originally called.

SECTION 3.10 CONDUCT OF MEETINGS

The meetings shall be governed by the most current version of Roberts Rules of Order. A Parliamentarian shall be designated by the Board, and the Parliamentarian's decision on the conduct of the meeting shall be final and to not subject to dispute.

ARTICLE IV

DIRECTORS

SECTION 4.01 QUALIFICATIONS OF DIRECTORS

Directors shall be Members in good standing.

SECTION 4.02 ELECTION AND TERM OF OFFICE:

The Board shall consist of nine (9) Directors, including the Commodore, Vice Commodore, and Rear Commodore. The term of office of a Director shall be two (2) years and shall begin on the first day of January, following his/her election. After the election of the original Board, the term of office of Directors shall be staggered so that at the election in even numbered years four (4) Directors shall be elected, the election in odd numbered years, five (5) Directors shall be elected.

A Nominating Committee shall consist of five (5) Members. The Commodore shall appoint two (2) Board members. Three (3) Members shall be elected at the August Membership Meeting. The Nominating Committee shall select a slate of candidates of at least one (1), but no more than two (2) nominees for each Board position. The slate of candidates shall be reported to the Board before the September Board Meeting and shall be sent to the Members by regular mail and/or electronic transmission.

Election of the Board shall take place at the October Membership Meeting. Nominations may be made from the floor. Any person nominated from the floor must be present at the meeting to accept the nomination. Anyone wishing to decline after accepting the nomination shall notify the Commodore in writing before the election. The election shall be conducted by paper ballot. The candidates receiving the highest number of votes shall be elected. If there is a tie, any candidate receiving more votes than the tied candidates shall be elected. There shall be a run-off of the tied candidates.

SECTION 4.03 VACANCIES, REMOVAL AND RESIGNATION

Board vacancies shall exist at the death, resignation or removal of any Director and whenever the number of authorized Directors is increased.

The Board may declare the office of a Director vacant if the Director has been declared of unsound mind by a final order of the court, or upon the conviction of a felony, or upon the Director having been found by the Court in a final order or judgment to have breached any duty under California Corporations Code section 5230, et seq.

A Director may be removed from the Board with cause by a majority vote of the Membership at a duly noticed Special Meeting of the Membership at which a quorum is present.

A Director may be removed by the Board if (s)he fails to attend three (3) consecutive Board Meetings, without good cause for failing to attend.

Any vacancy in the Board of Directors caused by death, resignation, disability or removal shall be filled by an appointment by the Commodore by the second Board Meeting after the vacancy occurs and shall be subject to ratification by a majority of the Board. The Director appointed to fill a vacancy shall serve the unexpired term of office of the Director being replaced.

SECTION 4.04 REGULAR MEETINGS

A Regular Board Meeting shall be held at CIWSA's meeting place on the day and time selected by the Board. No notice shall be required for any Regular Board Meeting, but each Director shall take notice thereof.

SECTION 4.05 ORGANIZATIONAL MEETING OF THE BOARD

At the first Board Meeting following the election at the Annual Meeting in October, the newly elected Directors shall meet with the continuing Directors and hold an organizational meeting. The newly elected Commodore shall present to the Board his/her selections for Secretary, Treasurer, and such committees and/or sub-committees as (s)he chooses. Said selections shall be subject to ratification by a majority of the newly elected and continuing Board at the first Board meeting of the year.

SECTION 4.06 SPECIAL MEETINGS

The Commodore or any two (2) Directors may call a Special Meeting of the Board. The Special Meeting(s) shall be held at the place designated by the person(s) calling the Special Meeting.

SECTION 4.07 NOTICE OF SPECIAL MEETINGS

Special Meetings of the Board shall be held upon no less than four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally, by telephone or electronic means by the Secretary. If sent by mail, the notice shall be deemed to have been delivered upon deposit in the mail, postage prepaid. Personal notice shall be deemed to have been given at the time it is communicated, in person or by telephone or electronic means to the recipient or to a person at the recipient's office, who the person giving the notice has reason to believe will promptly communicate it to the recipient. The notice shall specify the purpose, place, date and time of the Special Meeting. Such notice shall be addressed to each Director at his/her address as shown in CIWSA's records. In the event the Secretary is absent, unable or refuses to provide notice, notice may be given by any Director or Officer who has signed the notice.

SECTION 4.08 MEETINGS BY CONSENT AND WAIVER:

Notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof. If a Director attends a meeting without protesting the lack of notice either prior to or at the commencement of the meeting, such Director shall be deemed to have waived the notice requirement.

SECTION 4.09 QUORUM:

A quorum shall consist of five (5) members of the Board. Except as otherwise provided in these Bylaws, the Board shall not consider any business at a meeting at which a quorum is not present.

However, a majority of the Directors present may adjourn the meeting to another date, time and place.

The Directors present at a duly noticed and held meeting at which a quorum was initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting; provided, however, that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

SECTION 4.10 VOTING:

All issues shall be determined by a majority vote of the Board members, unless otherwise specified in these Bylaws.

SECTION 4.11 PARTICIPATION IN MEETINGS BY CONFERENCE. Members of the Board may participate in a meeting through use of conference telephone or other communications methods, so long as all members participating in such meeting can hear one another.

SECTION 4.12 ORGANIZATION

The Commodore and, in his/her absence, the Vice Commodore, and in his/her absence, the Rear Commodore shall preside at each Board Meeting and shall act as Chairman. The Secretary, and in his/her absence, a Secretary pro tempore chosen by the Directors present, shall act as Secretary of all Board Meetings.

SECTION 4.13 BOARD POWERS

The Board shall supervise all officers, agents and employees and see that their duties are properly performed. The Board may adopt such rules and regulations for the guidance of the officers and the management of CIWSA's affairs; provided, however, such rules and regulations shall not be inconsistent these Bylaws. The Board may appoint an Executive Secretary, to serve at the pleasure of the Board, and shall perform such duties as are assigned by the Board. Said Executive Secretary need not be a Member.

SECTION 4.14 MINUTES AND STATEMENTS

The Board shall cause to be kept a complete record of meeting minutes. At each February Membership Meeting, the Board shall present the annual operating budget in conjunction with CIWSA's annual report. The Board shall cause such statement to be transmitted to the Members by regular mail or electronic transmission no less than seven (7) days before the February Membership Meeting. Said statement shall include a general statement of CIWSA's financial needs for the year following the February Membership Meeting and a general statement of the preferred method of raising the funds to meet CIWSA's annual obligations.

ARTICLE V

OFFICERS

SECTION 5.01 EXECUTIVE OFFICERS

The executive officers of the CIWSA shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer.

SECTION 5.02 ELECTION OF OFFICERS

Election of the Commodore, Vice Commodore, and Rear Commodore shall take place at the Annual Membership Meeting in October. Nominations shall be made from the Floor. To be eligible for nomination each must be a Director serving for the year following the election. In the event no candidate receives fifty-one percent (51%) or more of the votes cast, a run-off ballot between the two top candidates will be cast to determine the winner.

SECTION 5.03 PAST COMMODORE

The outgoing Commodore shall take the rank of Jr. Past Commodore and shall act in an advisory capacity. If not a Board member, the Jr. Past Commodore shall be a non-voting, ex officio Board member.

SECTION 5.04 TENURE OF OFFICE AND REMOVAL

All CIWSA officers, other than the Commodore, the Vice Commodore, the Rear Commodore, and the Directors shall be subject to removal at any time by the affirmative vote of a majority of the Directors.

SECTION 5.05 THE COMMODORE

The Commodore shall be the chief executive officer, shall have general supervision of the management of CIWSA's affairs of business, subject to the advise and consent of the Board and shall act as Chairman and preside at all Board Meetings. The Commodore shall, whenever directed by the Board, sign and execute all authorized bonds, contracts, and instruments in writing in CIWSA's name. (S)he shall report to the Board all matters within the Commodore's knowledge that, in CIWSA's best interests, must be brought to their notice. The Commodore shall perform such other duties as shall be assigned to the Commodore by the Board and shall be an *ex-officio* member of all committees except the Nominating Committee.

SECTION 5.06 THE VICE COMMODORE

The Vice Commodore shall have such power and perform such duties as may from time to time be assigned by the Commodore, subject to ratification by the Board, and/or the Board. In case of

the death, resignation, absence or disability of the Commodore, the duties of the office of Commodore will be performed by the Vice Commodore until the return, removal of disability, or election and qualification of a new Commodore.

SECTION 5.07 THE REAR COMMODORE

The Rear Commodore shall have such power and perform such duties as may from time to time be assigned by the Commodore, subject to ratification by the Board, and/or the Board of Directors. In case of the death, resignation, absence or disability of the Vice Commodore, the duties of the Vice Commodore will be performed by the Rear Commodore until the return, removal of disability, or election and qualification of a new Vice Commodore.

SECTION 5.08 THE SECRETARY

The Secretary shall keep all minutes of all meetings in books provided for that purpose. (S)he shall be responsible for giving and serving of all CIWSA notices.. When directed by the Board, (s)he shall sign all contracts, bonds, and other written instruments in CIWSA's name. The Secretary shall keep the membership records containing the name and address of each member and shall record all facts concerning such member. The Secretary shall attend to such correspondence as may be assigned by the Commodore, the Vice Commodore and/or the Board.

SECTION 5.09 THE TREASURER

The Treasurer shall have custody of all funds and securities of the CIWSA. The funds shall be deposited in CIWSA's name in such bank or banks as the Board may authorized or designate. The Treasurer shall have the general supervision of CIWSA's books of account and shall keep accurate record of CIWSA's funds. All records shall be made available to Members upon request. A copy of the balance sheet and current profit and loss statement approved by the Board shall be sent to the Members by regular mail or electronic transmission at least seven (7) days prior to the February Membership Meeting. At least one Board Member, in addition to the Treasurer, shall review the financial records annually.

SECTION 5.10 AGENTS AND ATTORNEYS

The Board may employ such agents, attorneys and advisors and may authorize such agents, attorney and advisors to represent CIWSA in the transaction of business.

**ARTICLE VI
PURCHASE AND SALE OF REAL PROPERTY LIMIT
OF INDEBTEDNESS**

SECTION 6.01 PURCHASE AND SALE OF PROPERTY

No Board member, officer, employee, or Member shall purchase or sell any real property in the name of CIWSA, without the prior approval of a majority of the Members given at a duly noticed meeting for that purpose.

SECTION 6.02 LIMIT OF INDEBTEDNESS

No Board member, officer, employee, or Member shall incur any indebtedness or lease obligation in excess of One Thousand Dollars (\$1,000.00) or one (1) year on CIWSA's behalf without the prior approval of a majority of the Members given at a duly noticed meeting called for that purpose; provided, however, the Board may incur an unsecured indebtedness in an amount not greater than Five Hundred Dollars (\$500.00) without such prior approval..

**ARTICLE VII
ANNUAL OPERATING BUDGET**

SECTION 7.01 ANNUAL BUDGET

The Commodore shall prepare an annual operating budget including all income and expense items and submit it to the Board at the January Board Meeting for its approval and, as revised and/or approved, presented to the members at the February Membership Meeting in conjunction with the presentation of CIWSA's annual report.

SECTION 7.02 BUDGET APPROVAL

After approval by the Board, the annual budget will be presented to the Members for final approval. Approval by the Members at the February General Meeting constitutes authority for the Board to operate CIWSA within the limits of the approved budget.

SECTION 7.03 REPORTS

The Commodore and/or Treasurer will report CIWSA's financial status and budget performance at each Membership Meeting.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

SECTION 8.01 These Bylaws may be modified, amended or repealed at any Regular Meeting of the Members, or at any Special Meeting of the Members duly noticed for that purpose; provided, however, that any Regular or Special Meeting to which a change in Bylaws is

to be presented, shall be preceded by (1) Notice in writing that changes are contemplated in the Bylaws; (2) a copy of the proposed Bylaw change(s) may be mailed or transmitted by electronic transmission to each Member; and (3) a Certification by the Secretary that the preceding (1) and (2) were mailed or transmitted at least three (3) weeks before the Regular or Special Meeting.

**ARTICLE IX
DUES AND ASSESSMENTS**

SECTION 9.01 MEMBERSHIP DUES

Any increase in dues, fees or assessments must be approved by the Board.

**ARTICLE X
DISSOLUTION**

SECTION 10.1 VOTING

A two-thirds majority vote of the Board shall be required to dissolve CIWSA at a duly noticed Special Meeting called for that purpose.

SECTION 10.2 DISTRIBUTION OF ASSETS

On dissolution of the CIWSA, any funds remaining after payment of all debts and liabilities shall be distributed to one (1) or more regularly organized and qualified like-organization or educational, scientific or philanthropic organizations as defined in Section 501(c) of the Internal Revenue Code and selected by the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary hereby certify that the above Amended Bylaws consisting of twelve (12) pages were amended by this corporation pursuant to the vote of the Membership in a regularly called meeting and were effective as of _____, 2011. These Bylaws are, as of the date of this certification, the duly adopted and existing Amended Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this ___ day of _____, 2012.

Bobbi Balderman, Secretary