



BRISTOL YACHT CLUB

BYLAWS

NOVEMBER 2023

Recommended by the Executive Committee
September 21, 2010

Robert Hamel, Commodore

Approved by the Membership
November 14, 2010

Amended at the 2023 Annual Meeting
Roland Gendreau, Secretary



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ARTICLE I NAME

Section 1. The corporate name of this Club shall be Bristol Yacht Club, Inc.

Section 2. The fiscal year of the Club shall be October 1st to September 30th.

ARTICLE II BURGEE

The distinguishing signal of the Club shall be a pointed burgee, its width two-thirds of its length, it shall be of Navy Blue, the device a red trident on a white circle, the diameter of the circle being one-half the width of the flag, and the length of the trident to be three-quarters of the width of the circle. The field of the flag is Blue.

ARTICLE III OBJECTIVE

The objective of the Club is to encourage and promote yachting, seamanship, aquatic sports and social activities among its members.

ARTICLE IV OFFICERS AND COMMITTEES

Section 1. The officers the Club shall be:

Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, and Treasurer.

Section 2. The Flag Officers shall be the Commodore, Vice Commodore, Rear Commodore, and Fleet Captain.

Section 3. There shall be a House Committee, Grounds Committee, Waterfront Committee, Race Committee, Social Committee, Membership Committee, Instructional Program Committee and Junior Committee.

Section 4. The Executive Committee shall consist of the Flag Officers, Secretary, Treasurer, the retiring Commodore, the Chairmen of the Standing Committees of Article IV, Section 3 and two Members at Large.

Section 5. There shall be a Nominating Committee, which shall be appointed by the Commodore, subject to the approval of the Executive Committee.

Section 6. With the exception of the Treasurer and Secretary, no member of the executive committee shall stand for election to the same office for more than two (2) elections in a row nor hold office for more than sixty (60) months in a row if they started in that office by being appointed to fill the term of another person.

Section 7. There shall be an Audit Committee consisting of at least four members and the Rear Commodore. The term of a member shall be no more than four years. The most senior Committee member shall be the chairperson. Each year the most senior Committee member shall resign effective the date of the next scheduled Annual Meeting. In the event of unexpected vacancies among the Committee members which reduces the Committee size to less than three members, the Executive Committee shall appoint one or more person(s) to serve and perform the duties of a Committee member until the next scheduled Annual Meeting. At that Meeting, a member or members will be elected with terms of service designated so as to re-establish and preserve the rotation of the Committee membership. No person shall be re-elected or appointed to the Audit Committee as a member without an intervening period of one year from the year of last service.

ARTICLE V ELECTIONS

Section 1. The Club Officers and the Executive Committee shall be elected at the annual meeting of the Club and shall hold office for a period of two (2) years or until their successors are duly elected. Members of the Auditing Committee shall hold office for a period of three (3) years or until their successors are duly elected.

Section 2. A majority of the Senior members and/or their spouses present and voting shall be necessary for the election of officers. Any vacancy occurring on the Executive Committee or among the officers the Club shall be filled by the Executive Committee for the unexpired terms of office.

Section 3. The Executive Committee shall also function as the Finance Committee of the Club. It shall develop an annual estimate of:

- a) Income and expenditures by activity (the "Operating Budget")
- b) The allocation of anticipated net income to capital spending and reserve additions, along with reserve withdrawals and/or transfers (the "Capital and Reserve Budget") by activity and source of funds
- c) The balance of each of the Club's Reserves accounts at the end of the budgeted year, showing all anticipated activity

The Operating Budget and the Capital and Reserve Budget (collectively, the "Budgets") shall each be separately presented to the Membership for discussion, modification, and adoption at the Club Annual Meeting.

Section 4. Managing the Club's Operations

a) The Executive Committee shall manage the operations of the Club in accordance with each of the Budgets.

b) The Executive Committee has the responsibility to approve or disapprove the disbursements of the various committees, the Officers, and Steward.

c) The Executive Committee shall call a Special Meeting to seek prior approval for unbudgeted expenditures of more than \$18,000 for each fiscal year (with the following adjustment, the "Annual Limit"). The Annual Limit on unbudgeted expenditures shall be adjusted annually for the percentage change in senior dues. The Executive Committee must notify members if the cumulative unbudgeted expenditures in any fiscal year exceed Fifty (50%) percent of the Annual Limit.

d) The Club shall maintain financial reserves ("Reserves") for identified purposes

e) Monies in the Reserves shall be used for the identified purposes set forth in the Budgets approved by the Members. Only the Members at an Annual or Special Meeting may approve reallocation of these Reserves. The Executive Committee, however, may make expenditures from Reserves for the identified purpose of such Reserve up to the amount held in such Reserve. In addition, the Executive Committee may supplement such expenditure, without a vote of the Members, with an amount that does not exceed the Annual Limit as defined in section 4(c) above.

f) The Executive Committee shall manage all monies of the Club in accordance with prudent investment practices.

g) The Club shall maintain an Emergency Reserve from which the Executive Committee may make expenditures for necessary repairs to or replacement of Club Assets unanticipated in the adopted Budgets where it would be imprudent to wait for a membership vote, notwithstanding the limitation in section (e) above. The Executive Committee's approval of expenditures from the Emergency Reserve shall be promptly communicated to the Members.

Section 5. The Executive Committee may appoint a Steward who shall be responsible for executing its policies and such other duties as the Executive Committee may determine from time to time. The Steward shall serve at the pleasure of the Executive Committee

ARTICLE VI OFFICERS, THEIR DUTIES, ETC.

Section 1. The Commodore shall be the executive head of the Club. He shall preside at all Club and Executive Committee meetings, command the Squadron and enforce the RULES, REGULATIONS AND BY-LAWS of the Club. He shall serve as an ex-officio member of all committees except the Auditing Committee. He may delegate certain of his responsibilities and authority to the Vice Commodore and/or Rear Commodore. He shall submit a written report to the Club at the annual meeting outlining its activities for the year.

Section 2. It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties and in his absence to act as Commodore.

Section 3. It shall be the duty of the Rear Commodore to assist the Commodore and the Vice Commodore in the discharge of their duties and in their absence to act as Commodore.

Section 4. It shall be the duty of the Fleet Captain to assist the Commodore, the Vice Commodore and the Rear Commodore in the discharge of their duties and in their absence to act as Commodore. He shall appoint and chair a Cruise Committee for planning and executing club cruising activities. He shall attend meetings of the Waterfront Committee and be a member of that committee.

Section 5. It shall be the duty of the Secretary to keep accurate minutes of all meetings of the Club and of the Executive Committee. He shall notify members of their election and appointments and always maintain an accurate record of the membership and yachts at the club. He shall have custody of the Club seal, records, reports and trophies. He shall send a notice to the members of all Club and such Committee meetings as directed by the Commodore and shall perform special duties as requested by the Commodore or the Executive Committee.

Section 6. It shall be the duty of the Treasurer to collect all dues and accounts receivable. He shall keep accurate records of all receipts and disbursements submitting reports at the meetings of the Executive Committee and a written report for the year at the annual meeting of the Club. He shall be responsible for paying bills and filing all required tax forms, payments and other governmental reports. He may post names of members in arrears for dues or other obligations to the Club on the bulletin board in the Clubhouse according to Article XIX, Section 2 of these By -Laws. He shall submit his accounts to an audit at any time at the direction of the Executive Committee.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1a. The Executive Committee shall be responsible for all Club activities and all Club property, both real and personal. It shall have authority to propose for ratification to the Club members an increase or decrease of annual dues and/or initiation fee or the imposition of special assessments as necessity warrants. It shall have authority to fix and change from time -to-time various charges for services of the Club. It shall establish such other committees as it deems appropriate. It shall take final action on applications for membership for all classes of membership as defined under Article XVIII and shall submit for approval to the whole Club any special waivers of dues. The Executive Committee shall have the authority to admit members in accordance with these By-Laws. It shall hold regular meetings monthly. Any special meetings of the Executive Committee may be called by the Commodore or any five (5) members of the Committee. Notice shall be given at least three (3) days in advance of any regular or special meetings. Seven (7) members shall constitute a quorum. Any member of the Executive Committee who shall absent himself from three (3) meetings of the committee without obtaining permission from the Commodore shall cease to be a member and his place shall be filled by the Executive Committee for the un-expired portion of his term.

Section 1b. Executive Committee members may attend and vote at any regular or special meeting by electronic remote access so long as BYC shall employ equipment that insures that remote

members' audio and written interaction is equivalent to on-site audio and written interaction. Voting shall be by roll call.

ARTICLE VIII HOUSE COMMITTEE

Section 1. The Chairman, who may or may not be a Flag Officer, shall have overall charge of the house, bar and restaurant. With the approval of the Executive Committee, he may appoint chairmen of subcommittees who shall have charge of one or more of these activities, and he and such subcommittee chairmen shall constitute the House Committee. The Chairman shall ex-officio be a member of all subcommittees.

Section 2. In addition to the activities mentioned in Section 1, the House Committee shall have immediate charge of the renting of the club property. It shall have the right to make all purchases necessary for the ordinary use of the Club, including supplies for the restaurant, bar and vending machines. It shall make such rules for the use of the Club and for the conduct of its members therein as it may deem necessary subject to the approval of the Executive Committee. It shall receive and act upon written complaints and suggestions from members relating to the management of the Club and to the department of the members and the use of the Club facilities. It shall be charged with the enforcement of the By-Laws and rules of the Club and the preservation of order.

ARTICLE IX GROUNDS COMMITTEE

Section 1. The Chairman, who may or may not be a Flag Officer, shall have overall charge of the Club grounds including, but not limited to, parking facilities, gardens, dinghy racks, landscaping, driveways, trash disposal, fences, storage sheds and beaches. The Chairman shall, with the approval of the Executive Committee, appoint a Grounds Committee.

Section 2. The Grounds Committee shall have the right to make purchases necessary for the ordinary use of the grounds. It shall recommend rules for the use of the grounds which shall become a part of the rules of the House Committee.

ARTICLE X WATERFRONT COMMITTEE

Section 1. The Chairman, who may or may not be a Flag Officer, shall have overall charge of the docks, floats, launches, club moorings, and any other effects pertaining to the waterfront activity of the Club. With approval of the Executive Committee, he may appoint Chairmen of subcommittees who shall have charge of one or more of these activities, and he and such subcommittee chairmen, together with the Fleet Captain, shall constitute the Waterfront Committee. The Chairman shall ex-officio be a member of all subcommittees.

Section 2. The Waterfront Committee shall have the right to make all purchases of necessary supplies for the ordinary use of the waterfront. It shall receive and act upon written complaints and suggestions from members relating to the management of the waterfront activities and to the department of the members and the use of waterfront facilities. It shall make such rules for the use of the waterfront facilities and for the conduct of the members thereon as it may deem necessary subject to the approval of the Executive Committee.

ARTICLE XI RACE COMMITTEE

Section 1. The Chairman, who may or may not be a Flag Officer, with the approval of the Executive Committee shall appoint a Race Committee. All races and regattas conducted at the Club, or using Club property, shall be conducted under the supervision of the Race Committee. It shall assist the Flag Officers at all rendezvous and runs. It shall settle all disputes and protests arising at any races or regattas conducted at the Club. It shall resolve all issues relating to rating(s) and/or measurement(s). It may offer prizes with the approval of the Executive Committee. It shall be responsible for the maintenance of Race Committee equipment including, but not limited to, signal flags, marks, ground tackle, timing equipment, radios, and the Race Committee boat(s).

ARTICLE XII SOCIAL COMMITTEE

Section 1. The Chairman shall, with the approval of the Executive Committee, appoint a Social Committee.

Section 2. It shall provide and have charge of all entertainment and social functions of the Club.

Section 3. It shall cooperate with the House Committee to the end that all functions shall be conducted in accordance with such rules as may be promulgated under the provisions of Article VIII, Section 2.

ARTICLE XIII MEMBERSHIP COMMITTEE

Section 1. The Chairman, with the approval of the Executive Committee, shall appoint at least five (5) members to the Membership Committee.

Section 2. The membership Committee shall, with the approval of the Executive Committee, govern the Rules of Applications for membership.

ARTICLE XIV-A JUNIOR COMMITTEE

Section 1. The Chairman shall have overall charge of Junior activities which are for the benefit of members and children of members up to 18 years of age. With the approval of the Executive Committee, he shall appoint members to assist him in the performance of his duties, and he and such members shall constitute the Junior Committee.

ARTICLE XIV B INSTRUCTIONAL PROGRAM COMMITTEE

Section 1. The Instructional Program Chairman is responsible for the instruction, training, and education programs for BYC members and customers of the East Bay Sailing Foundation. The Chairman shall also be the Bristol Yacht Club's appointed Board Chairman of the East Bay Sailing Foundation and shall be responsible for the execution of the programs and activities of East Bay Sailing Foundation in close cooperation with Bristol Yacht Club.

ARTICLE XV NOMINATING COMMITTEE

Section 1. The Nominating Committee of not less than five (5) members shall be appointed by the Commodore, subject to the approval of the Executive Committee, no later than two (2) months before the annual meeting of the Club.

Section 2. It shall prepare and post on the Club bulletin board its nomination for the Flag Officers, Secretary, Treasurer, the Chairmen of the Standing Committees, the two (2) members of the Executive Committee at large and member(s) of the Auditing Committee, not less than thirty (30) days before the annual meeting.

Section 3. The above provision shall not exclude the nomination of any other candidates provided their names are given to the Secretary of the Club at least fifteen (15) days prior to the annual meeting accompanied by the names of at least ten (10) voting members of the Club in good standing who recommend the nomination. The Secretary shall post the names of such nominees on the Club bulletin board at least ten (10) days prior to the annual meeting.

ARTICLE XVI AUDIT COMMITTEE

Section 1. The chairman shall be the member whose term next expires.

Section 2. The committee shall examine all records of the Treasurer, reconciling checking and savings accounts, as well as inspecting all journal entries and treasurer reports to the club. Annual audits of records are required as well as an audit in the event of a change of treasurer between regular audits. Special events may require an audit as the need arises. An annual audit of club property and insurance coverage should also be made. The committee may make recommendations to the Treasurer as to good bookkeeping practices. The committee may make recommendations to the Executive Committee on internal control practices and procedures. A written audit report, signed by the committee, shall be submitted to the membership.

ARTICLE XVII ANNUAL REPORTS

Each committee and subcommittee shall at the end of the fiscal year submit to the Executive Committee, and membership, a report of its activities and its plan for the upcoming year.

ARTICLE XVIII MEMBERSHIP AND PRIVILEGES

Section 1. Members shall consist of Senior, Old Salt, Administrative, Honorary, Life, Intermediate and Junior members. Membership shall be limited to those individuals with a demonstrated interest in yachting.

Section 2. The number of Senior Memberships shall be limited to three hundred forty (340).

Section 3. A senior Member can be any person 18 years of age or older that is duly elected to membership. The spouse or domestic partner, as recognized by a state or federal authority, of a Senior Member, hereafter denoted as "spouse" or "partner", shall be considered a senior Member and will be entitled to all the privileges of the Club without payment of additional dues or fees. Senior Members in good standing have the right to vote and hold office. Children of Senior Members under 12 are entitled to the privileges of the Club without payment of additional dues or fees. In the event of the death of one partner, membership goes to the surviving partner. In the event of dissolution of the partnership, the two partners decide which person retains the membership.

Section 4. Administrative members shall consist of the Treasurer and Secretary who shall be exempt only from the payment of dues. Administrative members shall have the same privileges as senior members. Administrative members in good standing shall have the right to vote.

Section 5. Honorary and Life Members may be elected by the membership to such classification for one year or life respectively. Honorary and Life Membership nominations may be submitted for such classification by any Senior member to the processing committee which will serve as a standing sub-committee of the Membership Committee and consist of the current Membership Committee Chair, a Member-at-Large from the Executive Board, a Past Commodore (minimum of 2 cycles/4 years removed from the Executive Board), and two general members not affiliated with the Executive Board. Proposals will be forwarded to the Executive Board via the Membership Committee and subsequently presented to the general membership for voting at the Annual Meeting. Honorary and Life members shall have the same privileges as a Senior Member. There shall be no annual dues for Honorary and Life Members.

Section 6. Members who have reached 70 years of age and have been members of the Club for 20 years or have reached the age of 75 years and have been members of the Club for 15 years, and no longer use the waterfront (e.g., own a boat) may be considered Old Salts upon approval by the Executive Committee. "Old Salts" will be entitled to a 50% discount of membership dues and are exempt from capital assessments. The Executive Committee may impose a limit on the number of Old Salt requests approved annually.

Section 7. A person between the ages of eighteen and twenty-nine (29) inclusive, is eligible for Intermediate Membership although any person eighteen (18) years of age or over shall be eligible

for senior membership if he so elects. A person in this age category, whose parent(s) is a Senior member, must become an Intermediate member to enjoy the privileges of the Club.

Section 8. Any current Intermediate Member may be eligible to become a Senior Member by making application, complying with the procedures as established by the Membership Committee, paying an initiation fee as described below and being duly elected to Senior Membership. The initiation fee to be paid shall be the current initiation fee for new Senior Members, reduced by one fifth (1/5) of that fee for each year the person has paid Intermediate Member dues. (Ex: After 5 years of paying Intermediate Member dues, there would be no initiation fee due)

Section 9. A person between the ages of twelve (12) and seventeen (17) inclusive, whose parent(s) is a Senior member, must become a Junior member to enjoy the privileges of the Club.

Section 10. The Executive Committee shall have full authority to censure, suspend or expel a member if the conduct of such member shall appear to the Committee after a hearing, to be disorderly, in violation of the rules, prejudicial to the interests or character of the Club or contrary to its By-Laws and House Committee rules.

Section 11. Resignation shall be in writing to the Secretary and shall not be accepted until all obligations to the Club are fully paid.

Section 12. Use of the facilities by members and guests shall be at the discretion of, and subject to the rules of, the Executive Committee.

Section 13. Non-members who are partners in ownership of a yacht with a Club member shall not be entitled to Guest privileges.

Section 14. Any membership as defined herein shall not be transferable.

ARTICLE XIX FEES AND DUES

Section 1. The initiation fee for new members and the annual dues to be paid by all categories of club members shall be proposed by the Executive Committee and approved by the club members.

Section 2. The membership year shall run from January 1 through the following December 31st. The Treasurer shall issue dues bills on or about January 5th of the calendar year for which the member bills are due. If a member's dues are not paid by January 31, the Treasurer shall notify such member in writing and shall post the name as per Article VI, Section 6, on the Club bulletin board. Any member whose dues are not paid by March 1st may be suspended or expelled by the Executive Committee until such obligations are fully paid; whereupon such member shall be eligible for reinstatement at the option of the Executive Committee.

Section 3. Members in the armed forces of the United States shall be exempt from dues as long as they are in active service, and they do not use the Club's facilities. Members exempt from dues under this section shall not count toward the limit on the number of Senior Memberships set forth in Article XVIII, Section 2 either during the period of their military service or in the year of their active return to the use of the Club.

Section 4. Age dates for determining whether a person is eligible for intermediate or junior membership shall be determined as of January 1st.

Section 5. The Secretary and Treasurer shall receive such compensation for their services as may be fixed by the Executive Committee and shall be exempt from annual dues.

Section 6. A member who has resigned in good standing may be reinstated as a member upon application and after acceptance by the Executive Committee. A reinstatement fee equal to one-fifth (1/5) of the current initiation fee for each membership year that the applicant has not been paying annual dues to the Club shall be payable prior to reinstatement.

Section 7. A member who resigned in good standing while (i) either an Old Salt, or (ii) whose current age and years of tenure would qualify for Old Salt status, may reapply for membership reinstatement as an Old Salt. The initiation fee shall be equal to one-fifth (1/5) of the current Old Salt initiation fee for each membership year that the applicant has not been paying annual dues to the Club prior to reinstatement, provided however, should the Old Salt admitted under this provision seek to become a Senior Member within three years of reinstatement, the Old Salt reinstatement fee shall retroactively be determined based on that.

ARTICLE XX CLUB MEETINGS

Section 1. The annual meeting of the Club shall be held in Bristol, Rhode Island, on the Sunday after the second Tuesday in November at 4:00 p.m. for the purpose of electing Officers and the Executive Committee; receiving and acting upon the proposed budget for the current fiscal year; for reports by the Commodore, Treasurer, Secretary and Chairmen of the Standing Committees.

The order of business shall be:

1. Reading of the minutes of the last annual meeting.
2. Report of the Auditing Committee.
3. Report of the Treasurer.
4. Report of the Secretary.
5. Reports of the House, Grounds, Waterfront, Race Social, Membership and Junior Sailing Committees.
6. Report of Special Committees.
7. Report of the Commodore.
8. Election of Officers and Executive Committee.
9. Unfinished business.
10. Proposed budget for current fiscal year.
11. New business.
12. Adjournment.

All reports of Officers and Chairmen of Committees shall be filed with the Secretary.

Section 2. Special meetings of the Club may be called by the Commodore or Executive Committee. If fifteen (15) Senior members, in good standing petition the Commodore for a special meeting, he shall be obliged to call such meeting.

Section 3. Notices shall be sent to each member of all regular and special meetings of the Club and shall state the purpose for which they are called. Notices of special meetings shall be given at least two days before such meetings.

Section 4. Only Senior members in good standing and spouses of Senior members in good standing shall be permitted to vote at regular or special meetings.

Section 5. A quorum at any Club meeting shall consist of twenty (20) Senior members, and/or their spouses, in good standing.

Section 6. Only the Membership, at a properly constituted meeting shall have the authority to approve the borrowing of funds, the construction of new buildings, major renovations to existing facilities, impose assessments, or purchase or sell realty.

Section 7. Virtual and hybrid meetings. Unless specified otherwise by the Executive Committee, every meeting of the Club, including but not limited to Annual and Special Meetings, Executive Committee and Club committee meeting, may be held in a hybrid format combining both remote access and in-person attendance. In addition, the Executive Committee, or a Club committee with respect to its specific committee meeting, may in its discretion permit entirely virtual meetings. The Executive Committee, or each committee with respect to its own meetings, shall set rules governing attendance and participation in each virtual and/or hybrid meeting. The Executive Committee and each Club Committee shall use their reasonable efforts and due diligence to

ensure, when virtual or hybrid meetings are held, that the remote access is available to the members wishing to participant.

ARTICLE XXI PROVISIONS FOR DISSOLUTION

Section 1. If at any time the Bristol Yacht Club, Inc., shall be dissolved, all living Senior members in good standing for ten consecutive years prior to dissolution shall participate in the distribution of the assets of the Club after payment of all obligations and indebtedness of any kind. Eligible memberships, whether held individually or in partnership shall have one share of the distribution.

ARTICLE XXII AMENDMENT

Section 1. These By-Laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Club, provided that a notice of the proposed amendment shall have been sent to each member of the Club at least one (1) week before the date of such meeting.

Section 2. A copy of these By-Laws shall be printed in some form and a copy shall be placed in a conspicuous place in the Clubhouse at all times.

ARTICLE XXIII PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Bristol Yacht Club in all cases to which they are applicable and in which they are not inconsistent with the By-laws of the Bristol Yacht Club.

ARTICLE XXIV INDEMNIFICATION

Section 1. The Club shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (other than an action by or in the right of the Club) by reason of the fact that he is or was a Committee member or officer the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another club, corporation, partnership, joint venture, trust or other enterprise, against expenses (including lawyers' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe "his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person believed to be in, or not opposed to, the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Club shall indemnify any person who was or is a party or is threatened to be made to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he is or was a Committee member or officer the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another club, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that a court of equity or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the

circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court of equity or other court shall deem proper.

Section 3. To the extent that a Committee member or officer of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (1) or (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under subsections (1) or (2) (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon determination that indemnification of the Committee member or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (1) and (2). Such determination shall be made (1) by the Executive Committee by a majority vote of a quorum consisting of Committee members who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested Committee members so directs, by independent legal counsel in written opinion or (3) by the members of the Club.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the club in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Committee in the specific case upon receipt of an undertaking by or on behalf of the Committee member or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in this Article.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of but shall be in addition to any other rights to which those seeking indemnification may be entitled under an agreement, vote of members or disinterested Executive Committee members or otherwise, both as to action in his official capacity as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Committee member or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a Committee member or officer of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, club, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of this Article.

Section 8. Notwithstanding, anything contained in these By-Laws to the contrary, no modification, amendment or revocation of this Article shall be effective with respondent to any event, occurrence, or cause of action taking place before the date of such modification, amendment or revocation.

ARTICLE XXV MASCULINE GENDER

Wherever used herein, a pronoun in the masculine gender shall be considered as including the feminine gender unless the context clearly indicates otherwise.