

By-Laws of Skidaway Island Boating Club, Inc.
(modified November 23, 2020)

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ARTICLE I, Name

The name of the organization is the Skidaway Island Boating Club, Inc. (the “Club”).

ARTICLE II, Purposes

The Club is a non-profit corporation organized and existing under the laws of the State of Georgia. The purpose of the Club is to be an inclusive community group that promotes, and engages in actions that promote, boating and the recreational use of the waterfront of Skidaway Island, to provide an organization in which people interested in boating can socialize and share their interests with others, to represent the interests of members in matters of public concern relating to boating and the use of the waterfront of Skidaway Island, and to do any and all things necessary, proper, or deemed expedient in connection with the purposes aforesaid.

ARTICLE III, Membership Classifications, Voting

A. Full Membership

Full Membership shall be available to any person over 21 years of age.

B. Child Membership

A child under 21 years-old of a Full Member shall be deemed to be a Child Member, and may participate in Club functions and activities provided, (i) if the child is under eighteen years of age, his or her parents agree, on behalf of the child and themselves, to be bound by the terms and conditions set forth in Article VII.B of these By-Laws and, in addition, (ii) if the child is 18 years of age or older, the child agrees on his or her own behalf to be bound by the terms and conditions set forth in Article VII.B of these By-Laws. A Child Member who joins the Club before he or she turns 18 years of age must agree on his or her own behalf to the terms and conditions set forth in Article VII.B of these By-Laws within two weeks of the child’s eighteenth birthday, or the child’s Child Membership will automatically lapse.

C. Youth Membership

An individual who is over 16 and less than 21 years old, and who is not eligible to be a Child Member, may become a Youth Member provided, (i) if the individual is under eighteen years of age, his or her parents agree, on behalf of the individual and themselves, to be bound by the terms and conditions set forth in Article VII.B of these By-Laws and, in addition, (ii) if the individual is 18 years of age or older, the individual agrees on his or her own behalf to be bound by the terms and conditions set forth in Article VII.B of these By-Laws. A Youth Member who joins the Club before the individual turns 18 years of age must agree on his or her own behalf to be bound by the terms and conditions of Article VII.B of these By-Laws within two weeks of the individual's eighteenth birthday, or the individual's Youth Membership will automatically lapse.

D. Resignation

Members may resign from the Club at any time, but no fees or dues will be returned to a resigning Member.

E. Special One-Time Initial Membership Rule

In order to establish this Club, all members in good standing of The Skidaway Island Boating Club who are over 21 years of age shall be deemed to be Full Initial Members of the Club solely for purposes of voting, in accordance with the procedure set forth in Article III.F of these By-Laws, in the first election of Club Directors of the Board of Directors (the "Board"). Initiation fees and dues shall not be required for Initial Membership in the Club, but thereafter the Board shall determine all dues for each calendar year beginning on January 1. Promptly following the election of the first Club Board and Officers, but no later than January 1 immediately following the first election of Club Officers and Directors, and prior to participating in any Club functions or activities, all members in good standing of The Skidaway Island Boating Club who choose to become Members of the Club, on agreeing to be bound by the terms and conditions set forth in Article VII.B of these By-Laws and submitting information to enable to Secretary to

determine their Full Residence Membership voting and petition rights (see this Article III.F.) shall become Full Members of the Club.

F. Voting

1. Each Full Member Residence shall have one vote and one petition (per Articles V.C.4 and 5 and VIII.B. below) at a time in all matters of the Club that are to be determined by a vote or with respect to which a petition is permitted. A “Full Member Residence” is defined as the residence (including a second home or additional home) of a Full Member, provided, however, that when more than one Full Member holds an interest in, or resides in, a residence, the vote or petition may be exercised as the Full Members of the residence determine among themselves, but in no event shall more than one vote be cast, or one petition be made, with respect to such residence. In the event there is a dispute as to whether a Full Member resides in a particular residence, the Board shall decide the matter and shall state the reason(s) for its decisions on the record.

2. Full Member Residences may vote by a representative Full Member at Club meetings, by written signed proxy, or by email addressed to the Secretary and clearly stating the vote of the Residence. The proxy may be presented, and the email may be sent, to the Secretary at any time in the period from two weeks prior to the election up to the day of the election, as long as the proxy or email is received by the Secretary before ballots are collected from Full Member Residences voting in person. When the vote is intended to be by secret ballot, the Secretary shall tabulate the votes, consistent with the provisions of Article VI.C below, and shall keep all ballots secret to the extent reasonably possible.

ARTICLE IV, Officers and Board of Directors

A. Board of Directors

The Club shall be governed by its Board, which shall consist of seven Directors, inclusive of the Club’s Commodore, Vice Commodore, Secretary, and Treasurer. The Directors shall be Full Members of the Club.

B. Officers

The officers of the Club shall be:

Commodore, Vice Commodore, Secretary, Treasurer. The Board may create additional positions as it determines the need for, and responsibilities attendant on, such positions, but such positions shall have only such authority as delegated by the Board.

C. Qualifications for Officers

The Directors and Officers, including the Commodore, Vice Commodore, Secretary, and Treasurer shall be Full Members. The Board in its discretion shall determine the qualifications for any other position it creates. Officers, Directors and Members appointed by the Board shall serve without compensation.

D. Term

Subject to Article XIV below, all Directors, including the Commodore, Vice Commodore, Secretary and Treasurer shall serve for a one-year term, and may be re-elected for additional one-year terms running from January 1 to December 31. Subject to Article IV.B above.

ARTICLE V, Powers and Duties of the Board of Directors, Meetings

A. Powers of the Board

The Board shall have plenary responsibility for the operations and activities of the Club, which responsibility shall include, without limitation: the management of the property, assets, revenues, and operations of the Club; the determination of appropriate forms for application for membership, permission of parents, and participation by guests in Club activities and functions; the scheduling of Board and Club meetings; the authorization of disbursements by the Club and of any obligations to be assumed by the Club; the authorization of one or more Full Members to sign checks from, and make deposits to, the Club's bank account(s); the hiring and discharge of persons or organizations to provide services for the Club; the rental or purchase of personal property for the Club; the temporary rental of real property for the Club, but only for a specific purpose and for no more than two consecutive days; the making of rules to carry out the purposes of

the Club, including without limitation rules governing the conduct of Members and guests using the Club's facilities or equipment, participating in any Club function or activity, or actually or implicitly representing the Club; the appointment of the Club Secretary and Treasurer and other persons for specific functions, in the Board's discretion; the appointment of a Nominating Committee, as described in Article VIII.B. below; the delegation of responsibilities to particular Officers or to other Members approved by the Board; and the making of other decisions as set forth in these By-Laws or otherwise consistent with the purposes of the Club. Notwithstanding anything to the contrary in these By-Laws, the Club is not authorized to own or lease real property, and the Board is not authorized to enter into any agreement for the lease or purchase of real property. The Board shall prepare and publish a fiscal year budget for regular expenses no less than 30 days following the annual election of a new Board.

For purposes of these By-Laws, the term "publish" and "publication" includes publication by email to all Full Member Residences who have provided the Secretary with email addresses, and publication on a Club website; and any such publication (by email or on the Club website) shall be deemed to be adequate notice to Club Members of any matter included in the publication.

B. Quorum of the Board

All actions of the Board shall be approved by a majority vote of a quorum (five directors) voting. The Board shall, to the extent reasonably feasible, enable Board members to vote by written signed proxy or by email. Board members may attend Board meetings, and vote at such meetings, electronically.

C. Scheduling and Conduct of Board Meetings

1. The Board shall prepare and publish a schedule of Board meetings which shall include at least one meeting of the Board every two months more or less; provided, however, that the Board may, no less than seven days before any scheduled Board meeting, publish a different day and time for the meeting or may cancel the meeting if the Board states that there is no new business to consider. The Board may also call special unscheduled meetings, provided it

publishes notice of the time and place of, and reason for, the meeting, at least four days before the meeting.

2. All meetings of the Board shall be open to all Members in the Club. Any Member who wishes to attend a regularly scheduled Board Meeting shall give the Secretary notice of the Member's intent to attend at least four days before the meeting, to enable the Board to choose a suitable time and location for the meeting. Any Member who wishes to attend a special unscheduled meeting shall give the Secretary notice of the Member's intent to attend at least two days before the meeting, to enable the Board to choose a suitable time and location for the meeting. In each case, the Secretary shall publish notice of the time and place of the meeting as soon as reasonably possible.

3. The Board may make its own rules for the conduct for Board meetings and for meetings of the Club, or may follow informal procedures, but such rules and procedures shall protect the right of all Members to express their views at Club meetings, and to have issues of significance discussed at Club meetings and, if appropriate, through publication on a Club website.

4. At least seven days before the Board hires a person or organization (collectively, "person") to perform services for or in connection with the Club, if the Board reasonably anticipates that the cost of the services will exceed \$1,000.00, excluding events that members pay to attend, such as catered meals, banquets, educational activities, cruises, etc., the Board shall publish the name and qualifications of the person to be hired, the expected time during which the person will perform services for the Club, the services the person will be hired to perform, and the expected cost, including person's hourly billing rates and/or other reasonably expected fees and disbursements. If, within five days of the publication, no fewer than 15% of the Full Member Residences notify the Secretary that they protest the hiring and are petitioning for a Club vote on the hiring, the Secretary shall notify the Board, and the Board shall not hire the person, but shall call a special meeting, or wait for a scheduled meeting, and shall allow the Members to discuss the hiring and to vote to either approve or disapprove the hiring. The vote shall be by a majority of the Full Member

Residences voting, provided there is a quorum of such Full Member Residences (as defined in Article XIII below). If the majority disapproves the hiring, the Board shall not hire the person. If the majority approves, the Board may hire. If there is no quorum of Full Member Residences, the decision of the Board shall be deemed to have been approved. The procedures set forth in this Article V.C.4. shall also apply mutatis mutandis with respect to the temporary rental of space.

5. If at any time it appears that the cost of the services performed by a person hired by the Board is likely to be 25% greater than the estimate the Board initially provided to the Members, the Board shall publish information concerning the expected cost overrun and the reasons for it. If, within five days of the notification, no fewer than 15% of the Full Member Residences petition the Board to have the expected costs considered by the Full Members, the Board shall within one week call a special meeting to enable the Full Members to consider the matter, or may allow such consideration to occur at a scheduled meeting if such meeting occurs within seven days of the petition by the Full Member Residences. At the meeting, the determination of whether to continue to employ the person, and on what terms, shall be decided by vote of the Full Member Residences voting, provided that there is a quorum of the Full Member Residences. If there is no quorum, any decision of the Board with respect to the cost-overrun shall be deemed to have been approved. The procedures set forth in this Article V.C.5. shall also apply mutatis mutandis with respect to the temporary rental of space.

ARTICLE VI, Powers and Duties of Officers

A. Commodore

The duties of the Commodore shall be to preside at all meetings of the Club, serve as chairman of the Board of Directors, and have general supervision over the affairs of the Club, the Secretary, Treasurer, and all committees appointed by the Board. The Commodore shall be an ex officio member of all such committees.

B. Vice Commodore

The duties of Vice Commodore shall be to assist the Commodore and discharge his or her duties and, in the absence or disability of the Commodore, to serve as acting Commodore.

C. Secretary

The duties of the Secretary shall be to attend the meetings of the Board and of the Club, to keep a record of the proceedings, and to systematically keep all books, papers, records, and documents (other than documents pertaining to the Treasurer's responsibilities) belonging or pertaining to the Club. The Secretary shall publish and keep up to date a list of all rules promulgated by the Board. For purposes of these By-Laws, a "rule" means a standard, guide or procedure for governing or operating the Club. The Secretary shall also be responsible for determining the membership status of individuals and for identifying Full Member Residences; for determining that, in any vote or petition of Full Member Residences, each residence is credited with no more than one vote or one petition; determining whether there is a quorum of Full Member Residences when a quorum is required for a vote; publishing notification to Members when such notification is required by these By-Laws; and tabulating the results of any vote by Full Member Residences. Except as provided in Article XIV below, all written, signed proxies and all email ballots of Full Member Residences shall be addressed to the Secretary. A member of the Board shall witness the tabulation of votes, and different members of the Board may witness the tabulation of proxies, emails, and in-person votes, and the adding up of the different classes. All records prepared by or kept by the Secretary shall be the property of the Club.

D. Treasurer

The duties of the Treasurer shall include collecting of all dues, initiation fees, assessments and other moneys due the Club; keeping records of payments by Members; making all authorized disbursements; providing a detailed written report of monthly receipts and expenditures; depositing the general funds in the name of the Club in a separate bank account(s) approved by the Board; and reporting to the Board monthly and to the membership at regular Club meetings,

regarding the financial condition of the Club. All records kept by the Treasurer shall be the property of the Club.

E. Absent Officers

When the Secretary or Treasurer is unable to attend a meeting of the Board or of the Members, the Board may appoint an individual to perform the Secretary's or the Treasurer's responsibilities at the meeting, or to make any required reports to the Board or to the Members.

F. Vacancies

A quorum of the Board shall fill any vacancy that occurs on the Board (including the offices of Commodore, Vice Commodore, Secretary, and Treasurer) by appointment for the unexpired term of the position that has become vacant. If vacancies prevent the Board from achieving a quorum, the Nominating Committee (Article VIII.B. below) shall choose a Director or number of Directors sufficient to achieve a quorum, and the quorum of the Board shall fill any remaining vacancy.

Article VII. Applications for Membership in the Club

A. Form of Applications, Required Language

Applications for Club membership and participation in Club activities by guests shall be in writing, on a form approved by the Board; provided, however, that all forms for application for Club membership (including Full Membership, Child Membership and Youth Membership) shall include the following statement in Block Capital letters no less than the size of the letters of the text of the application:

IMPORTANT NOTICE

BY SIGNING THIS APPLICATION, YOU ARE AGREEING EXPRESSLY AND WITHOUT RESERVATION TO BE BOUND BY THE TERMS AND CONDITIONS OF ARTICLE VII.B OF THE CLUB'S BY-LAWS. A COPY OF THE BY-LAWS IS AVAILABLE ON THE CLUB'S WEBSITE AND WILL BE PROVIDED TO YOU ON WRITTEN REQUEST.

B. Agreements of Applicants and Members of Skidaway Island Boating Club, Inc. Regarding Liability

AS A CONDITION OF MEMBERSHIP IN THE CLUB, EACH MEMBER AND APPLICANT FOR MEMBERSHIP (COLLECTIVELY, "MEMBER") IN THE SKIDAWAY ISLAND BOATING CLUB, INC. AGREES EXPRESSLY AND WITHOUT RESERVATION TO BE BOUND BY THE TERMS AND CONDITIONS OF THIS ARTICLE VII.B OF THE CLUB'S BY-LAWS.

1. (I) THE MEMBER, ON BEHALF OF THE MEMBER AND THE MEMBER'S CHILDREN UNDER 18 YEARS OF AGE, EXPRESSLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY LAW, ANY AND ALL CLAIMS (AS DEFINED BELOW) OF ANY SORT (INCLUDING WITHOUT LIMITATION CLAIMS RELATING TO NEGLIGENCE) AGAINST THE CLUB, OFFICERS AND DIRECTORS OF THE CLUB, AND ANY PERSON ACTING ON BEHALF OF THE CLUB FOR ANY AND ALL DAMAGES (AS DEFINED BELOW) WHATSOEVER (WHETHER DIRECT, INDIRECT, CONSEQUENTIAL OR OTHERWISE), REGARDLESS OF WHETHER SUCH CLAIMS ARISE BY VIRTUE OF ANY ACT OR OMISSION OF THE CLUB OR ANY OF THE FOREGOING-MENTIONED PERSONS. THIS WAIVER IS INTENDED TO BE CONSTRUED AS BROADLY AS ALLOWED BY LAW, BUT DOES NOT INCLUDE ANY WAIVER THAT IS CONTRARY TO LAW. (II) IN ORDER TO MAINTAIN A COLLEGIAL ATMOSPHERE AND DIMINISH THE POSSIBILITY OF DISPUTES BETWEEN MEMBERS, THE MEMBER, ON BEHALF OF THE MEMBER AND THE MEMBER'S CHILDREN UNDER 18 YEARS OF AGE, EXPRESSLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY LAW, ANY AND ALL CLAIMS OF ANY SORT (INCLUDING WITHOUT LIMITATION CLAIMS RELATING TO NEGLIGENCE) AGAINST ANY OTHER MEMBER OR OTHER MEMBER'S CHILDREN FOR ANY DAMAGES WHATSOEVER (WHETHER DIRECT, INDIRECT, CONSEQUENTIAL OR OTHERWISE) ARISING OR RELATING TO ANY ACT OR OMISSION OF SUCH OTHER MEMBER OR OTHER MEMBER'S CHILDREN OCCURRING DURING ANY ACTIVITY OR FUNCTION OF THE CLUB. THE WAIVERS SET FORTH IN THIS ARTICLE VII.B.1 ARE INTENDED TO BE CONSTRUED AS BROADLY AS ALLOWED BY LAW, BUT DO NOT INCLUDE ANY WAIVER THAT IS CONTRARY TO LAW.

2. THE MEMBER EXPRESSLY AGREES, TO THE FULLEST EXTENT PERMITTED BY LAW, TO INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CLUB, ITS OFFICERS, DIRECTORS, AND ANY PERSON ACTING ON BEHALF OF THE CLUB FROM ANY AND ALL CLAIMS AND DAMAGES ARISING OR RELATING IN ANY WAY FROM OR TO THE ACTS OR OMISSIONS OF THE MEMBER, THE MEMBER'S FAMILY AND THE APPLICANT'S GUESTS.

3. WITHOUT LIMITING THE FOREGOING, IN THE EVENT THE MEMBER, THE MEMBER'S FAMILY OR THE MEMBER'S GUESTS MAKE ANY CLAIMS ARISING OR RELATING IN ANY WAY, TO OR FROM THE ACTS OR OMISSIONS OF ANY PERSON WHO IS NOT A MEMBER OF THE CLUB BUT WITH RESPECT TO WHOSE ACTS AND OMISSIONS THE CLUB IS OR MAY BE LIABLE OR RESPONSIBLE (SUCH PERSON, A "THIRD PARTY"), THE MEMBER EXPRESSLY AGREES, TO THE FULLEST EXTENT PERMITTED BY LAW, TO INDEMNIFY AND HOLD HARMLESS THE CLUB, ITS OFFICERS AND DIRECTORS FROM ANY AND ALL CLAIMS ARISING OR RELATING IN ANY WAY FROM OR TO SUCH THIRD PARTY'S CLAIMS AGAINST THE CLUB, ITS OFFICERS AND DIRECTORS. THE INDEMNITY, DEFENSE AND HOLD HARMLESS PROVISIONS IN THIS ARTICLE VII.B.2 AND 3 ARE INTENDED TO BE CONSTRUED AS BROADLY AS ALLOWED BY LAW, BUT DO NOT INCLUDE ANY OBLIGATIONS THAT ARE CONTRARY TO LAW.

4. THE MEMBER, ON BEHALF OF THE MEMBER AND THE MEMBER'S CHILDREN UNDER 18 YEARS OF AGE, AND THE CLUB WAIVE ANY AND ALL RIGHT IN ALL CLAIMS BETWEEN THEM (I) TO A TRIAL BY JURY OR (II) TO PARTICIPATE IN A CLASS ACTION IN COURT OR IN A CLASS-WIDE ARBITRATION, WHETHER AS A CLASS REPRESENTATIVE, CLASS MEMBER OR OTHERWISE; AND FURTHER AGREE THAT ANY AND ALL CLAIMS BETWEEN THEM SHALL BE SETTLED, FIRST, BY GOOD-FAITH NEGOTIATION BETWEEN THE PARTIES, AND THEN, IF THE PARTIES CANNOT RESOLVE THE CLAIM(S), BY A SINGLE ARBITRATOR CHOSEN BY AGREEMENT OF THE PARTIES, EACH PARTY TO PAY 50% OF THE ARBITRATOR'S FEES AND COSTS; PROVIDED THAT THE PARTIES EXPRESSLY WAIVE THEIR RIGHT TO ASSERT CLAIMS FOR PUNITIVE, EXEMPLARY, CONSEQUENTIAL, INCIDENTAL OR SPECIAL DAMAGES OF ANY KIND, AND THE ARBITRATOR SHALL HAVE NO AUTHORITY TO AWARD SUCH DAMAGES.

5. THE MEMBER RECOGNIZES AND AGREES THAT THE WAIVERS AND AGREEMENTS TO THIS ARTICLE VII.B.1. THROUGH 4. ABOVE WILL SURVIVE ANY TERMINATION OF THE MEMBER'S MEMBERSHIP IN THE CLUB.

6. THE MEMBER RECOGNIZES AND AGREES THAT THE RIGHTS AND OBLIGATIONS OF THE APPLICANT AND THE CLUB SHALL BE DETERMINED UNDER THE LAWS OF THE STATE OF GEORGIA. SUBJECT TO ARTICLE VII.B.4 ABOVE, IN ANY ARBITRATION, THE ARBITRATOR SHALL APPLY THE SUBSTANTIVE LAWS OF THE STATE OF GEORGIA.

7. FOR PURPOSES OF THIS ARTICLE VII.B., THE TERM "CLAIMS" INCLUDES WITHOUT LIMITATION, CLAIMS, DEMANDS, THREATS, ALLEGATIONS AND NOTIFICATIONS OF POTENTIAL LIABILITY OR RESPONSIBILITY, ACTIONS, SUITS, ARBITRATIONS AND DISPUTES AND POTENTIAL DISPUTES OF ANY KIND; AND THE TERM "DAMAGES" INCLUDES WITHOUT LIMITATION, DAMAGES, SETTLEMENTS, RESTITUTION, JUDGMENTS, PAYMENTS AND OTHER LIABILITY OR RESPONSIBILITY OF ANY KIND, INCLUDING BUT NOT LIMITED TO ATTORNEYS' FEES.

C. Submission of Application

1. Each application shall be submitted to the Secretary, who shall determine whether the application form has been completed, including proffer of payment of any initiation fees or dues. An application is not complete until it has been signed by all persons required to sign. If the application has not been completed, the Secretary shall return it to the applicant, and the application shall be deemed to be in suspense. If the application has been completed, the Secretary shall promptly forward it to the Board. The Secretary shall identify the residence which will serve as the Full Member Residence of an applicant(s) for Full Membership. Unless the Board specifically disapproves the application, the applicant(s) shall be deemed a Full Member(s) (including, as appropriate, any Child Member) or a Youth Member, as appropriate, as of the day after the meeting of the Board at which the application is submitted.

2. If the Board disapproves an application, it shall promptly notify the applicant(s), and the application shall be deemed to be withdrawn; provided,

however, that the applicant(s) may request that the Full Members decide on the application at the next regularly scheduled meeting of the Club. If the applicant(s) so requests, the Secretary shall promptly publish notice that, at the next scheduled meeting of the Club, the Full Members shall convene a closed meeting at which Full Members may speak briefly for or against the application, and the Full Members Residences shall uphold the decision of the Board, or overrule the decision and accept the application, by a majority vote of the Full Member Residences voting, provided there is a quorum of Full Member Residences voting. The vote shall be by secret ballot, to the extent reasonably possible, and a record of the vote shall be retained in the Club records. If there is not a quorum of the Full Member Residences voting, the decision of the Board shall be deemed to have been upheld.

D. Fees and Dues

Application for Full Membership and Youth Membership shall be accompanied by payment of the initiation fee, if any, and the annual dues, or portion thereof, required by rules established by the Board. No initiation fee or annual dues shall be required for Child Members. Consistent with Article X below, the Board shall determine all fees and dues.

E. Expulsion from the Club

A significant purpose of the Club is to encourage camaraderie and good feeling among all participants. A determination of expulsion from the Club provided for in this section does not imply any wrong-doing or unfitness of any Club Member. Any Full Member of the Club may, by a writing or email addressed to the Secretary, demand that the question whether a Member of the Club shall be expelled be brought before the Board. The Secretary shall promptly bring the demand to the attention of the Board. The Board may decline to further consider the demand. If the Board approves the demand, the Secretary shall notify the Full Members that the Board has presented a motion to expel a Member from the Club and, within a reasonable time thereafter, the Board shall convene a closed meeting of the Full Members. If the subject of the meeting is a Full Member, the Member shall not attend, but shall be deemed to have voted his or her Full

Member Residence against expulsion. At the closed meeting, Full Members may speak briefly for or against the motion, and the Full Member Residences shall determine by majority vote, consistent with Article III.F. above, whether or not to expel the Member; provided that there is a quorum of the Full Member Residences voting. The Secretary shall tabulate the vote. To the extent reasonably possible, the vote shall be by secret ballot, and a record of the vote shall be retained in the Club records. If the Full Members Residences vote to expel the Member, the Club shall return to the Member a prorated part of any fees, dues and assessments the Member has paid for that Club year, and the Member shall be expelled from the Club and shall not be eligible to rejoin the Club. If there is no quorum of Full Member Residences voting, then the motion shall be deemed to have been voted down, and the Member shall not be expelled.

Article VIII. Elections

A. Generally

1. Elections for Officers and Directors of the Club shall be held annually, at a location and on a date in the last quarter of the calendar year set by the Board and published at least three weeks before the elections.
2. At least two months before the scheduled elections, the Board shall appoint a Nominating Committee, which shall include at least a majority of non-Directors. The members of the Nominating Committee shall serve for a one-year term, and may be reappointed for additional one-year terms; provided, however, that members of the Nominating Committee shall serve at the pleasure of the Board. No less than three weeks before the Club elections: the Nominating Committee shall select and present a single recommended slate of candidates for Board membership, including the Commodore and Vice Commodore; the Secretary shall publish this list and any supplemental information the Nominating Committee recommends; and the Secretary shall publish a form of ballot approved by the Board which shows each candidate recommended by the Nominating Committee for each directorship or office, and shows a place for a single write-in vote for each directorship or office. The publication shall explain that Club Member

Residences may vote for each recommended candidate or write in the name of one Full Member for each directorship or office.

3. Consistent with Article III.F. above, Club Member Residences shall provide their votes to the Secretary, who shall tabulate and announce the results, consistent with Article VI.C. above. Votes are not required to be on the ballot form published by the Secretary.

B. Recall of Officers and Directors

If, within any one-month period, the Secretary receives petitions from two-thirds of the Club Member Residences requesting that any Director, Officer or committee member be dismissed from his or her position, the Secretary shall immediately so inform the Board, making the petitions available for Board review. Within one week after the Board receives such information from the Secretary, unless the Board reasonably finds that that less than two-thirds of Club Member Residences have petitioned, because some of the petitions cannot be accepted because they were submitted out of time or failed to clearly identify the Director, Officer or committee member with respect to whom dismissal is requested, the Director, Officer or committee member be deemed to have been dismissed, and the Board shall promptly fill the vacancy caused by the dismissal. Any Director or Officer so dismissed shall not be eligible to serve as a Director or Officer for no less than two years after such dismissal. Any person dismissed from a committee shall not be eligible to serve on any Club committee for no less than two years after such dismissal.

ARTICLE IX, Committees

The Board may in its discretion appoint committees to help the Club perform its functions and activities. Such committees may include, without limitation, the following: Membership, Publicity, Education and Social. Committees shall have only such authority as the Board delegates to them. The Board shall determine the membership of any committee, and may change the membership at its pleasure. Committees shall provide a report of their work to the Board, as the Board requires. Committees shall also provide a report of their work, if any, to

the Members at Club meetings. In addition, the Board may require committees to report to Members periodically, or on specific occasions, by publication.

ARTICLE X, Determination of Dues, Initiation Fees and Special Assessments

A. Annual Dues

The Board shall by rule set the annual dues for each category of Members, other than Child Members, for whom no dues shall be required. The Board may by rule set the annual dues for Full Member Residences rather than for individual Full Members.

B. Fees and Payments Generally

Subject to Article III.E of these By-Laws regarding Full Initial Members, the Board may by rule determine a one-time initiation fee for Members in different membership classes, an annual dues payment schedule, late fees, and penalties (in each case, other than for Child Members). The Board may by rule set the initiation fee for Full Member Residences rather than for individual Members.

C. Special Assessments

The Board may recommend that a special assessment be made on Full Member Residences. The assessment shall be approved or disapproved by vote of the Full Member Residences, as described in this section. At least fifteen days before a scheduled Club meeting, the Secretary shall publish the proposed assessment, stating: (i) the reason(s) for the assessment; (ii) the amount or method(s) of computing the assessment; and (iii) the duration of the assessment. As provided by Article III.F above, Full Member Residences may vote on the assessment, which shall be approved or disapproved by a majority of the Full Member Residences; provided, however, that a quorum of the Full Members Residences must vote for the assessment to be approved.

Article XI. Ownership of Club Property

Club Members shall not have any personal property or intellectual property rights in anything owned or published by the Club. All work done on behalf of the Club

shall be deemed work for hire (the consideration being Membership in the Club and being permitted to participate in the project in connection with which the work was performed), and shall belong to the Club.

ARTICLE XII, Membership Roster

The Secretary shall keep a correct roster of Members of the Club and of Full Member Residences. The roster shall contain the name of each Member, his or her membership status, address, telephone number, and email address. The Board may determine that other information be compiled (for example, the type and names of boat owned by the Member). The roster shall also contain the date the Member joined the Club.

ARTICLE XIII, Quorum of Full Member Residences

A majority of Full Member Residences voting shall constitute a quorum for all matters for which a quorum of Full Member Residences is required.

ARTICLE XIV, Special Rule for Initial Board of Directors

Notwithstanding anything to the contrary in these By-Laws, prior to the initial election of Board and Officers, the Initial Board of the Club shall consist of Lee Carroll, John Pufahl, and Jacob Master. The Initial Board shall name an Initial Nominating Committee, or may itself act as the Initial Nominating Committee. As soon as feasible, the Initial Board shall call a meeting of all members in good standing of The Skidaway Island Boat Club, assuring to the extent possible that all such members receive notice of the time and place of the meeting. The notice shall also identify the nominations for the Board, including the Commodore and Vice Commodore, as determined by the Initial Nominating Committee or the Initial Board, and a statement that Full Initial Members may vote for any of the persons nominated or may vote one write-in name for each individual directorship. The notice shall state that Full Initial Members may vote in person, by written signed proxy or by email to a particular member of the Initial Board. When the elections have been decided, the Initial Board and the Initial Nominating Committee, if any, shall cease to exist, and the elected Board shall be

the governing board of the Club. Regardless of the date of the election of the first elected Board, that Board's term shall run to December 31, 2016.

ARTICLE XV, Amendments

These By-laws may be amended by a vote of two-thirds of the Full Member Residences; provided, however, that a quorum of the Full Member Residences votes. The Board may propose amendments for vote. In addition, 15% of the Full Member Residences may propose an amendment. If the Board proposes an amendment(s), or the Secretary certifies that at least 15% of the Full Member Residences have proposed one or more specific amendments, the Secretary shall publish the proposed amendment(s) at least seven days before a regularly scheduled Club meeting, and the Full Member Residences shall vote on the proposed amendment(s) at the meeting.

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