

By-Laws of the NEW ENGLAND MULTIHULL ASSOCIATION, INC. (a Massachusetts non-profit corporation)

Adopted 18 November, 2009

ARTICLE 1: Identification

- 1.1 The name of the Association shall be the NEW ENGLAND MULTIHULL ASSOCIATION, INC. (the "Association" or "NEMA"). The name may be officially abbreviated as NEMA and so used synonymously.
- 1.2 The Association Burgee shall be a pointed flag, the hoist of which shall be two-thirds of the fly. A device located adjacent to the hoist of the flag shall be a symbolic bow view of trimaran hulls in red. Adjacent to this shall be a symbolic bow view of catamaran hulls in blue. The field shall be white. The burgee may be displayed by members on yachts, vessels, and ashore where appropriate, and shall be displayed at all club functions.
- 1.3 The principal office of the Association in the Commonwealth of Massachusetts shall be as set forth in the Articles of Organization. The Board of Directors of the Association (the "Board") may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

ARTICLE 2: Purpose

- 2.1 The purpose of NEMA shall be the promotion of the art, science, and enjoyment of multihull yacht design and construction, of navigation, of seamanship and safety, and of racing, cruising and socializing, all consistent with an awareness of a healthy environment.
- 2.2 NEMA shall operate as a Massachusetts corporation exempt from federal income tax under the Internal Revenue Code and shall be managed in a fiscally responsible manner.
- 2.3 For the purpose of accomplishing the foregoing, the following By-Laws and Rules shall govern those who become members of the Association and who, upon acceptance of membership, agree to abide by these By-Laws and Rules.

ARTICLE 3: Membership

- 3.1 Membership shall be open to persons who (i) support the purpose of NEMA; (ii) meet the requirements of one of the three (3) classes of membership, defined and described below; and (iii) meet any other requirement for membership as may be determined by the Board, including, without limitation, payment of any required membership fees and dues. In the event that a person ceases to satisfy one or more of the requirements for membership in the Association, he or she shall automatically cease to be a member. Classes of membership are as follows:
 - 3.1.1 Active Membership: Active Members are those persons who have submitted an application for membership in the form required by the Corporation, which application shall be submitted on an annual basis. Each Active Member shall have one vote.
 - 3.1.2 Honorary Membership: Honorary Members are those persons who have been determined by the Board to have made contributions to NEMA or to its purpose above and beyond normal expectations. The Board will determine the duration of the member's status as an Honorary Member. Dues will be waived during the period that the member is an Honorary Member. Honorary Members shall not be entitled to vote.
 - 3.1.3 Life Membership: Life Members are those persons who have been determined by the Board to have made contri-

butions to NEMA or to its purpose above and beyond normal expectations. Dues will be waived the lifetime of such Life Member. Life Members shall have all the privileges of an Active Member.

- 3.1.4 Visitors: Visitors are welcome at all NEMA functions. They have no membership status, and a visitor fee may be required.
- 3.2 Privileges: All members shall have the privilege of attending all annual, regular and special meetings of NEMA, provided that only Active Members and Life Members may vote at said meetings. Members shall receive such NEMA publications as the Board shall prescribe. All members shall be eligible to hold office and serve on committees; membership in NEMA shall be a prerequisite for doing so.
- 3.3 The Board may by unanimous action, for good cause shown, suspend or expel any member. If a member is suspended or expelled, dues and fees paid by such member shall be returned to him/her prorated for the year or activity as applicable to the remaining term of said dues or fees.
- 3.4 A member may resign by delivering a written resignation to the members at a meeting, to an officer of the Association, to a meeting of the Board or to the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE 4: Government

4.1 Board of Directors

- 4.1.1 The Board shall consist of the elected Officers as defined in 4.2.1. A director shall be deemed to have resigned as a director upon ceasing to be an elected Officer.
- 4.1.2 The Board shall have general control and management of the affairs and funds of NEMA. It shall be its duty to carry out the purpose of the Association, and to establish policy, organization, administration, and procedural matters as it deems appropriate.
- 4.1.3 The Board may at any time establish such policies and guidelines as it may deem appropriate and in the club's best interest.
- 4.1.4 Prior to the end of the fiscal year, the Board shall approve an appropriate budget for the next fiscal year.
- 4.1.5 The Board may appoint non-voting Directors at Large and determine their duties. Directors at Large shall serve at the pleasure of the Board, not to exceed the term of the Board that appointed them.

4.2 Officers

- 4.2.1 Elected Officers consist of a Commodore, Vice-Commodore, Treasurer, Secretary, Racing Chair, Cruising Chair, and Newsletter Editor. Officers shall have one vote each as members of the Board.
- 4.2.2 The Commodore may appoint, as non-voting officers, a Membership Chair, a Press Secretary, an Historian / Archivist, a Photographer, and, for any ex-officer wishing to accept the position, Fleet Captains. Appointed officers shall serve at the pleasure of the Commodore, not to exceed his/her term of office.

4.2.3 Election of Officers

- 4.2.3.1 Officers shall be elected for a term of two (2) years at the Annual Meeting and until his/her successor is elected and qualified, or until s/he sooner dies, resigns, is removed or becomes disqualified. Officers may be re-elected to consecutive terms.
- 4.2.3.2 In any year in which a vacancy shall arise, after 31 October, the Board shall prepare a proposed slate of candidates and it shall be mailed (electronically or by land mail) to all NEMA members at least 10 days prior to the

Annual Meeting. The Board may appoint a committee to assist it in preparing a proposed slate of officers to present to the membership. Nominations for officers may also be made from the floor by any voting member at the Annual Meeting.

4.2.3.3 Voting for Officers shall take place at the Annual Meeting. Any voting member present may require voting to be cast by written ballot. The candidate receiving the most votes for an office shall be elected to such office.

4.2.3.4 The terms of newly elected officers shall coincide with the beginning of the fiscal year, January 1st.

4.2.3.5 An officer may resign by delivering his or her written resignation to the members, another officer of the Association, to a meeting of the Board or to the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.2.3.6 An officer may be suspended or removed with or without cause by vote of a majority of the Board then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard.

4.2.3.7 If the office of any elected officer becomes vacant, the Board may appoint a successor. Each such successor shall hold office for the unexpired term., or until s/he sooner dies, resigns, is removed or becomes disqualified.

4.3 Duties of Officers

4.3.1 All officers shall have the following duties and shall follow NEMA policies and guidelines established by the Board, and in the absence of such policy or guideline shall obtain the approval of the Board. Each officer may appoint assistants to help him/her carry out his/her duties.

4.3.2 The Commodore shall lead the Association, shall preside at Board meetings and all other NEMA meetings and shall have overall responsibility for the operation and regulation of NEMA. S/he shall prepare and present at the Annual Meeting a statement of the goals and status of NEMA. S/he shall be ex officio a Member of all Committees. S/he shall call Special Meetings of the Directors at the request of three Board members. The Commodore shall have the authority to sign NEMA checks. In the event of the temporary absence of either the Secretary or the Treasurer, the Commodore may appoint a member to act in his/her place. S/he shall appoint officers as described in Article 4.2.2 above.

4.3.3 The Vice-Commodore shall assist the Commodore in the discharge of his/her duties and in his/her absence, act in his/her stead, and shall be responsible for scheduling and organizing non-sailing events with the assistance of all of the officers. This includes theme, speaker(s) and location selection and confirmation and announcement of the event in the NEMA newsletter. In the absence of the Commodore, the Vice-Commodore shall preside at NEMA meetings.

4.3.4 The Treasurer shall have general responsibility for the financial affairs of NEMA, shall maintain an accurate account of all NEMA property, shall collect all monies payable to NEMA, and shall pay all bills and other expenses properly contracted by NEMA. S/he shall have the authority to sign NEMA checks, shall notify each member in arrears, and shall make a financial report at each Board Meeting. S/he shall present a financial report to the general membership at the Annual Meeting.

4.3.5 The Secretary shall keep an appropriate record of the proceedings of NEMA and of all matters of which a record shall be deemed relevant. If the Secretary is not a resident of Massachusetts, the Association shall appoint a resident agent for the purpose of service of process.

4.3.6 The Racing Chair shall be responsible for the organization of the racing activities of NEMA. S/he shall be responsive to the racing oriented segment of NEMA as appropriate. Activities may include, but not be restricted to, administration and maintenance of a yacht rating system, organization of seasonal racing activities, timely reporting or all NEMA sanctioned races, and interaction with racing groups of other organizations. The Racing

Chair shall appoint a minimum of two assistants to form the Race Committee and represent the varied interests of racers.

- 4.3.7 The Cruising Chair shall be responsible for the organization of the cruising activities of NEMA. S/he shall be responsive to the cruising oriented segment of NEMA as appropriate. Activities may include, but no be restricted to, organization of cruising related activities and interaction with cruising groups of other organizations.
- 4.3.8 The Newsletter Editor shall edit the Newsletter and shall be responsible for other general mailings as appropriate.
- 4.3.9 The Fleet Captain's duties shall be determined by the Board.
- 4.3.10 The Directors-At-Large duties shall be determined by the Board.
- 4.3.11 The Membership Chair shall interact with both potential and new members as appropriate, with the objective of attracting interested members to NEMA and obtaining feedback from current members. S/he shall also maintain the membership database.
- 4.3.12 The Press Secretary shall provide communications to the media and public as appropriate.
- 4.3.13 The Historian / Archivist shall maintain the archives of NEMA. These archives may consist of reports, Newsletters, press articles, photographs and videos. S/he shall contribute to the annual report as appropriate.
- 4.3.14 The Photographer shall provide a photographic documented record of NEMA events and shall assist the Historian / Archivist in the organization of the photographic archives of NEMA.

ARTICLE 5: Administration

- 5.1 Applications for membership shall be submitted with the required dues to the office of the Treasurer. Each application shall contain the applicant's name, address, and phone number and the class of membership to which they are applying, together with such other information as may be required by the Board.
- 5.2 The fiscal year of NEMA shall be the calendar year. New members joining after 1 October and before 1 January will receive membership for the current calendar year and for the following calendar year.
- 5.3 The annual dues shall be established by the Board; other fees may be levied as the Board may deem appropriate.

ARTICLE 6: Meetings

- 6.1 The NEMA Annual Meeting of the members shall take place in the last quarter of the calendar year at a date and time to be determined by the Board. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these By-laws to the annual meeting of the members, except this Article 6.1, shall be deemed to refer to such special meeting. Any such special meeting shall be called by the Commodore or by the Board, and notice shall be given as provided in Article 6.5.
- 6.2 Special meetings of the members may be held at any time and at any place within New England. Special meetings of the members may be called by the Commodore or by the Board, and shall be called by the Secretary, or in the case of the death, absence, incapacity of the Secretary, by any other officer, or upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the Annual Meeting of the members. Notice of any special meeting shall be given as provided in Article 6.5.
- 6.3 The first regular meeting of the Board shall be held without call or notice immediately after the annual meeting of the members, unless a quorum of the Board is not then present. Thereafter, regular meetings of the Board may be held without call or notice at such place and at such times as the Board may from time to time determine, provided that notice of the first

regular meeting following any such determination shall be given to absent Board members.

- 6.4 Special meetings of the Board may be held at any time and at any place designated in the call of the meeting when called by the Commodore or by three or more voting directors. Notice of special meetings shall be provided as set forth in Article 6.5.
- 6.5 Notice: It shall be reasonable and sufficient notice to send notice by mail at least one (1) week or by telegram, telecopier, telephone or electronic mail at least forty-eight hours before the meeting to the members addressed to each of them at each member's last known address. In all cases, the Secretary or an authorized representative of the Association shall give notice of the special meeting. Any person authorized to give notice of any special meeting may make an affidavit of such notice, which as to the facts stated therein shall be conclusive. Notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws.
Whenever notice of a meeting is required, such notice need not be given (i) to the member or director if a written waiver of notice, executed by such member or director before or after the meeting, is filed with the records of the meeting, or (ii) to any member or director who attends the meeting of the members or Board without protesting prior thereto or at its commencement the lack of notice to the member or Board member. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.
- 6.6 Quorum: At any meeting, ten percent (10%) of Active Members shall constitute a quorum. At any meeting of the directors, a majority of the voting directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 6.7 Action by Vote: When a quorum is present at any meeting, a majority of the voting members (for a meeting of the members) or voting Board members (for a meeting of the Board) present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-laws.
- 6.8 Action by Writing: Any action required or permitted to be taken at any meeting of the members or any meeting of the Board may be taken without a meeting if all the voting members (if a meeting of the members) or all of the voting members of the Board (if a meeting of the Board) consent to the action in writing and the written consents are filed with the records of such meeting. Such consent shall be treated for all purposes as a vote at a meeting.
- 6.9 Communications Equipment: Unless otherwise provided by law or the Articles of Organization, Board members may participate in a Board meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- 6.10 The NEMA Race Community Meeting shall take place in the first quarter of the year.
- 6.11 Other meetings may take place as determined by the Board.

ARTICLE 7: Sponsorship

- 7.1 Support from sponsors for NEMA events is welcome provided that such sponsorship is consistent with the purposes of NEMA, and is approved by the Board.
- 7.2 Sponsorship of individuals and their yachts is recognized as a desirable means of defraying expenses. NEMA supports such sponsorship providing that it is obtained without the involvement of NEMA or its resources. NEMA shall have no responsibility or liability for such individual support.

ARTICLE 8: Indemnification

- 8.1 Right to Indemnification. The Association may indemnify and reimburse out of the corporate funds, any person (or the

personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the Association, or who serves or shall have served at its request as a member, director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association. In effecting such indemnity and reimbursement, the Association may enter into such agreements and direct the officers of the Association to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may, in its judgment, be reasonably necessary or desirable. Such indemnifications or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

- 8.2 Indemnification in Advance of Final Disposition of Action. Indemnification of the persons specified in Article 8.1 may include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same may be amended ("Chapter 180") and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Article 8.1 and under Section 6 of Chapter 180.
- 8.3 Insurance. The Association shall have authority to purchase and maintain insurance on behalf any person who is or was a director, officer, employee or other agent of the Association, or is or was serving at the request of the Association as a member, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by it, him or her in any such capacity, or arising out of its, his or her status as such, whether or not the Association would have the power to indemnify it, him or her against such liability.

ARTICLE 9: Amendments

- 9.1 These By-Laws may be amended by a two-thirds vote of the membership present at any meeting of the members. Notice of a meeting at which a vote to amend these Bylaws is to be considered shall be given at least ten days prior to the meeting. The notice shall describe the proposed amendments.