

# By-laws of the Berkeley Yacht Club

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BY-LAWS of  
BERKELEY YACHT CLUB

ARTICLE I

Name and Place of Business

Sec. 1 This Corporation shall be known as the Berkeley Yacht Club, a nonprofit corporation, and its principal place of business shall be One Seawall Drive, Berkeley, Alameda County, California 94710.

ARTICLE II

Purposes

- Sec. 1 The purposes for which this Corporation is organized are as follows:
- a. To foster, encourage and further the sport of yachting.
  - b. To promote and manage an Annual Berkeley Regatta.
  - c. To acquire and maintain a suitable clubhouse.
  - d. To sponsor the teaching of the science of navigation and the art of handling and sailing yachts and other vessels.
  - e. To promote the social interests and pleasures of its members.

ARTICLE III

Membership

- Sec. 1 The membership of the Corporation shall be:
- a. REGULAR MEMBERS shall be boat owners and spouses, 26 years of age and over.
  - b. ASSOCIATE MEMBERS shall be non-boat owners and spouses, 26 years of age and over.
  - c. YOUTH MEMBERS shall be boat owners or non-boat owners and spouses, 21 to 25 years of age.
  - d. JUNIOR MEMBERS shall be boat owners or non-boat owners under 21 years of age.
  - e. ADJUNCT MEMBERS shall be members in good standing of groups or organizations to which Adjunct Organization status has been awarded by the Board of Directors, and who have satisfactorily applied for Adjunct Membership. The Board shall establish application, "good standing" and verification standards. When an Adjunct Member ceases to be a member in good standing of the Adjunct Organization, his or her Adjunct Membership shall lapse. Adjunct Organizations might include boating-related organizations such as the sailing teams of academic institutions, sailing schools, other yacht clubs, and so on. When considering Adjunct status for a candidate organization, the Board will consider, among other things, reciprocal benefits the Club might realize as a result of awarding Adjunct Status. Adjunct Organization status may be withdrawn by the Board of Directors at any time, in which case the Adjunct Memberships associated with that organization will immediately

expire. Adjunct status for each Adjunct Organization will expire annually, on dates set by the Board. If Adjunct status is to be renewed, the Board of Directors must act to renew it.

If the Board of Directors determines to award Adjunct status to a group or organization, it will post the resolution to do so in the clubhouse 30 days prior to adoption. It will also publish the resolution in the club's newsletter at least 30 days prior to adoption. If the club has no newsletter, the text of the resolution shall be mailed to each Voting Member 30 days prior to adoption.

Adjunct Members shall have restricted privileges. These privileges will in general be similar to those granted visitors from reciprocating yacht clubs. These privileges shall not include the right to vote in club business, nor the right to be in the clubhouse without a Berkeley Yacht Club Voting Member or a Club staff person being present, nor the right to charge at the bar, nor the right to be behind the bar. Other restrictions, including possible time limitations for Adjunct Membership, shall be set forth in the House Rules and Policies.

Dues for Adjunct Members will be set by the Board of Directors, but shall not exceed 25% of the dues paid by Regular Members. Adjunct Member dues shall be paid annually. There will be no initiation fee charged to join as an Adjunct Member. Adjunct Membership does not confer special privileges with respect to application for any other category of membership.

- f. INACTIVE MEMBERS. The Board of Directors may change the status of a Member in goodstanding who has been a Member for 6 months or more to INACTIVE status upon written request. The Board may also rescind INACTIVE status at its discretion.
  - g. VOTING MEMBERS are REGULAR, ASSOCIATE, or YOUTH MEMBERS, in good standing. However, a membership consisting of member and spouse or partner shall be entitled to one vote, which vote shall not be divided. Adjunct Members shall not have the right to vote.
  - h. Members, when changing from one membership classification to another, shall do so without payment of an additional initiation fee, except that an Adjunct Member shall pay the fee appropriate to the new classification. The Board may establish a discount policy with respect to initiation fees for Adjunct Members applying for other membership classifications.
- Sec. 2 Application for membership shall be submitted on an official application form, and not otherwise, to the Chairperson of the Membership Committee or designee. The application shall be signed by at least two Voting Members as sponsors of the applicant. The Membership Committee Chairperson or designee must sign the application, post the application in the clubhouse, and enter the date of posting on the application. The application must be posted for a minimum of 30 days during which time the applicant should attend a club function, if not already accomplished.
- Sec. 3 The Membership Committee shall present the application to the Board of Directors at a regular meeting of said board. Election to membership shall be by majority vote of the members of the Board present. No such election shall become effective until the application has been posted on the bulletin board in the clubhouse for 30 consecutive days. During the 30-day posting period, any Voting Member may submit a written objection to election of the applicant to membership. No action that the Board of Directors takes on the application prior to receipt of such an objection shall be effective. The Board of Directors shall reconsider an application to which such an objection is submitted at the next regular meeting of the Board of Directors following expiration of the associated 30-day posting period.
- Sec. 4 Applicants for membership may be denied membership for failure to show that they are honest, truthful, of good reputation and that they will support the purposes for which this Corporation is organized.
- Sec. 5 Membership in the Berkeley Yacht Club shall not be refused to any person on account of sex, race, creed, color, national origin, ancestry, physical disability, religious or political affiliation, or sexual orientation, or gender identity.

- Sec. 6 If an application for membership is denied by the Board of Directors, the applicant shall be notified in writing of such denial, of the reasons therefor, and that an appeal may be filed in writing within thirty (30) days, in which case the applicant shall have the right to appear before the Board of Directors at a meeting held within sixty (60) days from receipt of such appeal. If no appeal is filed within thirty (30) days, the application shall be considered withdrawn. The Board of Directors shall take the appeal under consideration and render a final decision within thirty (30) days of such appeal hearing.
- Sec. 7 Upon election to membership, each new member shall be assigned a membership number, and notified by the Membership Chairperson of his or her election. Membership numbers shall be assigned in numerical order. In case of resignation and re-election of a member, the date of membership shall be the date of such re-election.
- Sec. 8 A member whose dues are in arrears shall at the end of the 1st unpaid month be sent a letter from the office, with the authority of the Treasurer, informing the member they are in arrears. The letter shall state that at the end of the 2nd month of being in arrears the member will no longer be allowed the privileges of the corporation. Unless they either pay the arrears, or are granted accommodation by the board, at the end of the 2nd month the member's key will be turned off and they will be sent a letter informing them 1) they are not allowed the privileges of the corporation until their arrears are paid, and 2) at the end of the 3rd month their membership will be terminated in bad standing. Members delinquent for 2 months shall immediately have their names posted in the club. At the end of 3 months of arrears, the member will be terminated in bad standing and sent a letter informing them of this. A former member terminated in bad standing can file an application to join the club if they have paid their arrears in full. Exceptions to Article III, Section 8 may occur at the discretion of the Board of Directors. For instance, the board could negotiate terms of a payment schedule or forgive arrears when the club contributed to a misunderstanding.
- Sec. 9 A member may submit a written resignation to the Board of Directors at any time. A member in good standing, as determined by the board, shall receive a letter from the Secretary stating that he/she has resigned in good standing and that presentation of said letter or other suitable evidence at a future date with his/her application for membership shall entitle him/her to rejoin the Club without paying any new initiation fee, provided that all other requirements for new membership are met.
- Sec. 10 Membership in this Corporation shall not be transferable.
- Sec. 11 MEMBER'S OBLIGATIONS. It shall be the obligation of every REGULAR, ASSOCIATE, or YOUTH member, in addition to all other obligations set forth in these By-laws, to serve at least one weekend day or holiday per year as Officer-of-the-Day at the clubhouse. The duties of the Officer-of-the-Day shall include welcoming guests of the Club and visiting boaters, assisting visiting boats in mooring at the Club docks and otherwise caring for the facilities during his or her tour of duty. If a member cannot serve on the day appointed, it shall be his or her obligation to secure a replacement. Other duties in lieu of the above may be substituted with the consent of the Vice Commodore or his or her designee.

If a member cannot stand the assigned duty and cannot obtain a replacement, he or she may notify his or her Captain-of-the-Month at least one week in advance and pay the Club a fee in an amount set forth in the House Rules and Policies to secure a replacement.

If a member fails to provide for a replacement as described above and fails to stand his or her assigned duty, he or she shall be assessed a fee in an amount set forth in the House Rules and Policies, which shall be billed with the following quarterly dues statement.

Nothing in this Section shall be construed as preventing trading of assigned duties among members. A trade is the preferred method of obtaining a replacement if a member cannot stand his or her assigned duty. If a trade is made, however, it shall be the responsibility of the member originally assigned duty to notify his or her Captain-of-the-Month of the trade, and the name of the person who will stand duty in his or her place.

## ARTICLE IV

### Officers

- Sec. 1 The officers of the Corporation and their duties shall be as follows:
- Sec. 2 The Commodore shall be President, a Regular Member, and have the following duties:
- a. Preside at all meetings of the corporation and its Board of Directors.
  - b. Be executive officer of the Corporation.
  - c. Enforce all rules and regulations of the Club.
  - d. Appoint such committees and delegates as authorized herein or by the Board of Directors.
- Sec. 3 The Vice Commodore shall be Vice President, a Regular Member, and perform the duties of the Commodore in the latter's absence and such other duties as may be assigned by the Commodore or Board of Directors.
- Sec. 4 The Rear Commodore shall be Second Vice President, a Regular Member, and perform the duties of the Commodore in the absence of both superiors and such other duties as may be assigned by the Board of Directors.
- Sec. 5 The Fleet Captain shall be Third Vice President, a Regular Member, and perform the duties of the Commodore in the absence of the three superior officers. The Fleet Captain shall also maintain an up-to-date roster of the members' yachts and mooring locations, and perform such other duties as may be assigned by the Commodore or Board of Directors.
- Sec. 6 The Secretary shall be a Voting Member, and shall have custody of all the records, documents and correspondence of the Corporation. The Secretary shall keep the minutes of all meetings of the Corporation and the Board of Directors and shall keep a correct roll of the members their telephone numbers and their e-mail and post office addresses. The Secretary shall be exempt from payment of dues during his or her term of office.
- Sec. 7 The Treasurer shall be a Voting Member and shall collect and have the custody of all the funds of the Corporation, and disburse the same pursuant to the Budget or as otherwise directed by the Board of Directors. The Treasurer shall prepare the Budget and keep true and full account of the same in books belonging to the Corporation, shall keep an account of the standing of each member, and report all delinquencies to the Board of Directors, and shall submit a report at the request of the Board of Directors or at the written request of five (5) members made at least seven (7) days prior to any regular called meeting of the Corporation. Said report shall show the exact financial condition of the Corporation together with the amount of receipts and disbursements since the rendition of the last report, the number of members liable for dues, and the names of delinquent members. The Treasurer shall be exempt from dues during his or her term of office.
- Sec. 8 The Port Captain shall be a Voting Member and shall be responsible for handling the arrangements for cruise-ins by other clubs, for handling the arrangements for berthing and docking of vessels participating in races organized and managed by the Club, for the care of the Club's dock facilities, and perform such other duties as may be assigned by the Commodore or Board of Directors.

## ARTICLE V

### Board of Directors

- Sec. 1 There shall be an eleven-member Board of Directors composed of:
- a. Four Directors-at-Large elected from the Voting Membership of the Corporation for terms of no more than three (3) years.
  - b. The Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Port Captain, Secretary, and Treasurer, who shall be Directors of the Corporation during their term of office.
  - c. Any officer or Director may be re-elected.
- Sec. 2 The Board of Directors shall control the business and property of this Corporation, and they shall exercise all powers, except such as are herein expressly reserved to the members of the Corporation. They shall meet monthly with the exception of one month during the summer, at such time and place as may be fixed by the Commodore or any three Directors. They shall have the power to make such regulations for the governance of the Corporation as they may deem necessary and generally to do all things which may be necessary for the proper management of its affairs. Six members of the Board shall constitute a quorum for the transaction of business. They shall cause minutes of their proceedings to be kept. They shall not have the power to make the Corporation liable for any debt beyond the amount of money which shall, at the time of contracting such debt, be in the Treasurer's hands and not needed for the discharge of prior debts and liabilities; provided, however, that they may, with the affirmative vote of a majority of the Voting Members present at any meeting of the Corporation, duly called in accordance with these By-laws, or with the written consent of a majority of the Voting Members, incur such indebtedness as may be necessary for the furtherance of the best interests of the Corporation.
- Sec. 3 They shall review the Treasurer's proposed budget and approve its final draft which shall not be exceeded except with the approval of a majority of the Board.
- Sec. 4 At least seven (7) days prior to the October semi-annual meeting they shall provide for a review of the books of the Treasurer by a qualified member, and receive a report of such review.
- Sec. 5 They shall have the power to authorize and/or appoint any committee, not otherwise provided for in these By-laws, they deem essential to the functioning of the Corporation.
- Sec. 6 The Board of Directors shall have the power to adopt House Rules and Policies not inconsistent with these By-laws for the purpose of properly regulating and conducting the affairs of the Club, and shall have the power to amend or change the same from time to time as they deem necessary or appropriate.

## ARTICLE VI

### Elections

- Sec. 1 All elections in the Corporation shall be by ballot and a majority of all votes cast shall be necessary to a choice, except as hereinafter provided. Only Voting Members may vote and cast ballots.
- Sec. 2 The Nominating Committee appointed pursuant to Art. IX, Sec. 1(a) shall post the names of the nominees for the elective officers and Directors-at-Large in the clubhouse and on the BYC website at least forty (40) days prior to the election meeting.

Sec. 3 The annual election of officers shall be held in November of each year, provided, however, that the Board of Directors may provide for the holding of such annual election in December whenever necessary.

The officers of the Corporation shall be elected at the annual election to serve for approximately one year commencing January 1 or when they are duly installed at the Commodore's Ball, whichever comes first.

Directors shall be elected at the annual election as required to provide four Directors-at-Large at all times. If a Director-at-Large is elected an officer at the annual election, he or she shall cease to be a Director-at-Large and his or her unexpired term shall be filled by election of a successor.

Sec. 4 Any Voting Member may nominate other candidates for specific positions. The nominating member shall provide in writing the names of each nominated candidate to the Commodore and Secretary. Said written nomination may be provided by any means, including email and fax (facsimile), but must be received no later than the October corporation meeting. If the Voting Member nominates someone other than himself or herself, the Secretary shall, prior to the finalization of the ballot, confirm that the person nominated under this Section 4 does, in fact, desire to run for the office for which he or she was nominated.

Sec. 5 At least fifteen (15) days prior to the election meeting, the Secretary shall send, or cause to be sent, to each voting member the ballot containing the names of each nominated candidate and the position for which they are nominated. Ballots shall be sent by electronic transmission where permitted by and in a manner consistent with the California Corporations Code. Otherwise ballots will be sent by first class mail.

Sec. 6 All ballots, in order to be counted, must be received by the Corporation prior to the deadline for voting as set forth on the ballot or on the accompanying information sent with the ballot. The deadline may be set in conjunction with the annual election meeting so that persons who actually attend the meeting may personally submit their ballots before the deadline.

Sec. 7 Whenever a vacancy occurs in any of the Corporation elective offices or in the membership of the Board of Directors, the remaining Directors shall elect a successor to fill the vacancy for the unexpired term. The occurrence of a vacancy shall be determined by the Board of Directors.

## ARTICLE VII

### Corporation Meetings

Sec. 1 The regular meetings of the Corporation shall be held semi-annually, in March and October.

Sec. 2 Special meetings of the Corporation may be called at the discretion of the Commodore or upon the written request to the Commodore of five (5) Voting Members, at least two (2) of whom must be Regular Members.

The published notice for such special meeting shall state the purpose for which it is called, and only business pertaining thereto shall be transacted at said meeting.

Sec. 3 Notices of all meetings of the Corporation and purposes thereof shall be sent to each member at least seven (7) days prior to the date set, through the U.S. Mail. It shall not be required to send notices to Adjunct Members.

Sec. 4 One-fifth (1/5) of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Corporation, and no vote shall be cast by proxy.

Sec. 5 The order of business at meetings of the Corporation shall be as follows:

- a. Determination of the Presence of a Quorum.
  - b. Reading Minutes of Previous Meeting.
  - c. Treasurer's Report.
  - d. Unfinished Business.
  - e. New Business.
  - f. Adjournment.
- Sec. 6 The proceedings of this Corporation at meetings shall be governed by "Roberts Rules of Order," so far as its provisions are applicable and do not conflict with the By-laws of the Corporation.
- Sec. 7 Any action required or permitted to be taken at a meeting of the members of this corporation may be submitted for a vote by written or electronic ballot without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter, which may be sent by the corporation by mail or electronic transmission (to members consenting to electronic notice) and returned to the corporation by mail or electronic transmission, and said voting is otherwise conducted in accordance with the requirements of the provisions of the California Corporations Code . The application of the foregoing includes, but is not limited to, the election of officers and directors.

## ARTICLE VIII

### Financial Control

- Sec. 1 **Initiation Fees.** The Board of Directors shall establish and may revise the initiation fees for membership in the Corporation at its discretion for each classification of membership. The Board may waive initiation fees in the interest of equity in unusual circumstances.
- Sec. 2 **Dues.**
- a. The dues rate and payment schedule for each classification of membership shall be recommended by the Board of Directors and approved by the Voting Membership at a meeting of the Corporation. Certain elective officers of the Corporation as provided in Art. IV shall be exempt from the payment of dues. In cases of unusual circumstances, the Board of Directors at any time may exempt any member from the payment of membership dues, such action to be reviewed annually by the Board. The Board may remove such exemption at any time.
  - b. REGULAR or ASSOCIATE members who have achieved the age of 65 and have been members of the Berkeley Yacht Club for 20 years or more are eligible to apply for a reduction in dues to an amount determined in accordance with Article VIII, Section 2.
- Sec. 3 **Taxes.** All taxes imposed by any governmental entity on initiation fees and dues of members shall be paid by the members in addition to the amounts of fees and dues hereinabove set out.
- Sec. 4 **Assessments.** A vote of two-thirds of the Voting Members present at a Corporation meeting shall be necessary to authorize the Board of Directors to levy any assessments against members. It is expressly provided that the notice of a meeting at which an assessment will be proposed and voted shall specifically state that an assessment will be proposed and voted on. Such notice may be published in any monthly newsletter published by the corporation which is duly mailed to the membership.
- Sec. 5 **Social Events.** The direct costs of social events sponsored by the Corporation shall be recovered only from fees charged for taking part in such events and not from dues or other funds of the Corporation.



Sec. 6 Disbursements

- a. All disbursements, other than petty cash shall be made only upon check drawn and signed by the Treasurer, Commodore, or Vice Commodore, and only as authorized by the Board of Directors.
- b. The Board of Directors shall set an amount above which all checks shall require two signatures.

ARTICLE IX

Committees and Appointive Assignments

Sec. 1 Except as otherwise specifically provided herein, the following standing committees, the chairpersons of which shall be Regular Members, shall be appointed by the Commodore and approved by the Board of Directors for the term of one year at the Discretion of the Board.

- a. Nominating Committee. Prior to the month of October each year, the Nominating Committee shall be appointed for the purpose of nominating candidates for the elective Officers and Directors for the ensuing year. It shall consist of five (5) Regular Members, at least three (3) of whom must be former Commodores of Berkeley Yacht Club (Staff Commodores).
- b. Membership Committee. The size of its membership shall be at the discretion of the Commodore and its chairperson. Its duties shall consist of processing new membership applications and such other duties in relation to acquiring or processing new memberships as may be assigned by the Commodore and Board of Directors.
- c. Race Committee. The size of its membership shall be at the discretion of the Commodore and its chairperson. The chairperson may appoint such subcommittees as he or she deems necessary. The committee shall arrange for and take charge of all races conducted by or under the auspices of the Corporation. Schedules and race rules shall be coordinated with and in conformance with the rules of the various racing associations involved (YRA, PLRA, etc.) They shall have the power to decide all questions that may rise in conduct of such races.
- d. Cruise Committee. The size of its membership shall be at the discretion of the Commodore and its chairperson. Its duties shall consist of scheduling, arranging for, and coordinating cruises and rendezvous of the Club fleet.
- e. Steering Committee. The size of the committee and its chairperson shall be at the discretion of the Commodore. Its duties shall consist of acting in an advisory capacity to the Board of Directors. The committee shall address itself to such long and short range matters of importance to the Club as suggested by its members, the Commodore, or the Board of Directors.
- f. Personnel Committee. The Personnel Committee shall be composed of the Commodore, the Treasurer, the Vice Commodore, and a director-at-large who will be appointed by the board. The Committee shall be chaired by the Vice Commodore. The duties of the Personnel Committee include making quarterly reports to the board regarding employee selection, evaluation, job description, compensation, and termination. Each hiring, compensation, and termination decision must be approved by the board.

Sec. 2 Although the terms of office for committee members are stated herein, their tenure is not limited to one term and may be extended or renewed at the discretion of the Board of Directors.

Sec. 3 The Commodore shall appoint, and the Board of Directors shall approve, delegates to represent the Club in other boating organizations and such other organizations as the Board of Directors deems in the interests of the Club and consistent with its purposes and those of the boating fraternity.

Sec. 4 The Commodore shall appoint or delegate the appointment of the following administrative assignments:

- a. Captain-of-the-Month, whose duties are to coordinate and supervise the Officer-of-the-Day assignments as directed by the Board of Directors. The term of office shall be one month and shall be filled by a Regular or Associate Member.
- b. Officer-of-the-Day, shall be Regular, Associate, or Youth Member, whose duties are to represent the Club on Club premises on Saturdays, Sundays and designated holidays. Specific duties shall be assigned by the Board of Directors. Assignments shall be in a rotating manner among Club membership on a one-day basis.

Sec. 5 BYC Auxiliary Organizations. The members of the Club may organize and operate organizations within the Club, the purpose of which is to assist in the functioning of the Club, to raise funds for the betterment of the Club, and to otherwise further the goals of the Club. Functions shall be approved by the Board of Directors of the Club, but the members of such organizations may adopt a name of their own choosing and are empowered to determine their own organization and functioning procedures.

## ARTICLE X

### Disciplinary Procedures

- Sec. 1 Removal from Office. Should any Officer or Director be deemed guilty of gross misconduct, charges may be preferred against such Officer or Director in writing, signed by a member of the Corporation and directed to the Secretary. The Directors shall thereon call a special meeting of the Corporation to try such accused Officer or Director who shall be furnished with a copy of the charges preferred and notified in writing of the time and place appointed for said meeting, seven (7) days prior thereto, and a vote of two-thirds (2/3) of the Voting Members present at such a meeting will be sufficient to declare the charges sustained and the position of such Officer or Director vacant.
- Sec. 2 Reprimand and/or Suspension. For any violation of the Corporation rules or for misconduct at Corporation headquarters or at a Club function, any member may be reprimanded or suspended from the privileges of the Corporation for a period of not to exceed sixty (60) days as the Board of Directors may elect, after a suitable hearing, and/or investigation. The Secretary shall send a letter within 3 days by US mail and email detailing the infractions and providing an opportunity for a hearing if one has not been offered previously.
- Sec. 3 Expulsion. Should the Board of Directors consider that rules violation of the misconduct of a member be sufficiently grave, the member shall, after a suitable hearing, be expelled from the Corporation, if such expulsion is approved by two-thirds (2/3) of the Board of Directors. A copy of the charges preferred shall be served upon or forwarded by U.S. Mail and email to the last recorded address of the accused offender not less than ten (10) days prior to any such hearing
- Sec. 4 Notification. A member of the Corporation having been expelled or dropped from the roll for any cause shall be at once notified by the Secretary of that fact with a statement of the reasons therefor, and shall thereupon forfeit all rights, title and interest in and to the property of the Corporation and shall immediately return his or her the member's membership card, door key, and BYC name badge to the Secretary
- Sec. 5 Reinstatement shall require an affirmative vote of two-thirds (2/3) of the Voting Members present at a regularly called meeting of the Corporation to restore to membership any member who shall have previously been expelled

## ARTICLE XI

### Clubhouse

- Sec. 1 The Commodore, or Board of Directors, may at any time extend the privileges of the clubhouse to such person or persons and for such period as they may deem the courtesy of the Corporation requires, as long as the terms of the Corporation lease with the City of Berkeley and the rules of the Department of Alcoholic Beverage Control are not violated.
- Sec. 2 The Board of Directors shall establish the regulations and rental rates for the use of the clubhouse facilities by members for private purposes, by other yachting organizations and outside persons or organizations within the limits of the Corporation lease with the city of Berkeley and the rules of the Department of Alcoholic Beverage Control.

## ARTICLE XII

### Club Burgee and Signals

- Sec. 1 The Corporation Burgee should always be flown on the member's boat whenever it is engaged in boating activities.
- Sec. 2 Each vessel and/or member may have a distinguishing flag or private signal which may be flown whenever engaged in boating activities.

## ARTICLE XIII

### Cap and Uniform Insignia

- Sec. 1 The cap and uniform insignia for officers and members shall conform to the official insignia standards of the Pacific Coast Yachting Association.

## ARTICLE XIV

### Amendments

- Sec. 1 These By-laws may be amended by a two-thirds vote of the Voting Members present at a regular Corporation meeting or a special meeting of the Corporation called for that purpose.
- Sec. 2 The exact text of the By-law amendment proposed by the Board of Directors shall be sent to each member by U.S. Mail at least 30 days prior to the next meeting at which the Amendment can be voted upon. The exact text shall be in the form of a copy of the affected current By-law article with proposed deletions lined out and proposed additions underlined on that copy.
- Sec. 3 Members who wish to propose Amendments to the By-laws shall present their request to the Board of Directors for consideration. Any member may also propose a By-law amendment directly to the membership by filing the exact text (as defined in Sec. 2 above) of his or her amendment with the Secretary. The Secretary shall send the proposed amendment to each member by U.S. Mail at least 30 days prior to the next meeting at which the amendment can be voted upon.
- Sec. 4 Members may propose changes from the floor to any amendment under consideration at a Corporation meeting.

ARTICLE XV

Seal

Sec. 1 This Corporation shall have a seal, upon which shall be inscribed in a circle the words "Berkeley Yacht Club – a Non-Profit Corporation – California, April 28<sup>th</sup>, 1939" of which the following is an impression.