

1 AMENDED AND RESTATED BYLAWS
2 OF THE ARIZONA YACHT CLUB, INC.
3 an Arizona nonprofit corporation
4

5
6 ARTICLE 1.0: AUTHORITY

7 These Amended and Restated Bylaws have been adopted pursuant to the authority of the Articles of Incorporation
8 and the Bylaws of the Arizona Yacht Club, Inc., as evidenced by a two-thirds (2/3) majority vote of a valid quorum
9 of the membership on May 6, 2008. These Amended and Restated Bylaws are to be effective as of May 15, 2008
10 (the "Effective Date"). These Amended and Restated Bylaws amend and restate in their entirety the prior Bylaws.
11 These Restated Bylaws are not intended to change or modify in any way the date of formation of the Corporation
12 or to affect any transactions or contracts entered into by the Corporation prior to the Effective Date. From and
13 after the Effective Date, these Restated Bylaws are to be referred to as the "Bylaws" for the Corporation and no
14 references to the prior Bylaws need be made in any future corporate documents or any amendments to these
15 Restated Articles.

16 ARTICLE 2.0: NAME

17 This corporation shall be known as the ARIZONA YACHT CLUB, INC., (hereinafter, "Club").

18 ARTICLE 3.0: PURPOSE

19 This corporation is created exclusively for pleasure, recreation and other nonprofit purposes, including but not
20 limited to:

21 3.1 Promotion of social, fraternal, and sporting activities in connection with sail-boating within and outside of the
22 State of Arizona;

23 3.2 Organization, sponsorship and regulation of sailing and yachting meets, races and regattas among its Members
24 and Guests: and

25 3.3 Doing all other acts necessary or expedient for the administration of the affairs and attainment of the purposes
26 of the corporation.

27 ARTICLE 4.0: ARTICLES AND BYLAWS AVAILABLE TO MEMBERSHIP

28 A copy of the Articles of Incorporation and these bylaws shall be available to each voting member of the Club.

29 ARTICLE 5.0: FISCAL YEAR AND AUDIT REQUIREMENTS, FISCAL AFFAIRS

30 5.1 The fiscal year of the Club shall be from July 1st to June 30th. The Board of Directors may engage the services
31 of a Certified Public Accountant to prepare Federal and State Information Return forms. In that case, the Treasurer
32 shall submit the Club's books and records to the Accountant within sixty (60) days after the end of the fiscal year.
33 The Information Returns shall be prepared and submitted to the Board of Directors for review, approval and
34 execution within 120 days after the end of the fiscal year.

35 5.2 The financial affairs of the Club shall be the responsibility of the Board of Directors.

36 5.3 All monies, funds and properties received by the Club are to be immediately considered the property of the
37 Club and shall be dispensed or expended in accordance with these bylaws and the Articles of Incorporation.

38 5.4 The Treasurer shall make all disbursements in accordance with Article 5.2 of these bylaws and he shall have
39 prior approval of the Board of Directors for all such disbursements.

40 5.5 The Board of Directors shall adopt a fiscal year budget no later than August 31, to be effective for the current
41 fiscal year.

42 ARTICLE 6.0: MEMBERSHIP AND VOTING PRIVILEGES

43 6.1 ELIGIBILITY

44 Any person of good moral character who proposes to support the purposes for which the Club was established and
45 has a demonstrated interest in Arizona sailing, and who otherwise meets the eligibility requirements set forth
46 under the appropriate membership classification, below, shall be eligible for membership in the Club. In no case
47 shall race, color, sex or creed constitute a factor for determination or eligibility. New applications from a person(s)
48 not showing residence within the State of Arizona shall be subjected to particular review of the above
49 requirements prior to being admitted to membership.

50 6.1.1 It shall be the policy of the Club and its Board of Directors to review new membership applications with due
51 consideration of the possibility of potential abuse of reciprocal privileges with other yacht clubs.

52 6.2 APPLICATION PROCEDURE

53 6.2.1 Candidates for admission to new membership shall require sponsorship by two (2) adult members.
54 Applications for membership shall be submitted in writing, with the endorsement of the sponsors, and
55 accompanied by the appropriate initiation fee and membership dues for the membership classification for which
56 application is being made. Notwithstanding the provisions of this paragraph, the Board of Directors shall have the
57 authority to make other provisions for payment in specific cases, at its discretion.

58 6.2.2 Admission to membership shall require a simple majority approval of a quorum of the Board of Directors. The
59 decision of the Board shall be final and shall not require any justification. A rejected candidate may reapply after a
60 waiting period of six (6) months from the date of rejection.

61 6.3 There shall be the following Voting Memberships:

62 6.3.1 FULL: This membership shall consist of individuals, heads of households, or couples and all of their children
63 under the age of twenty-one (21) years. Each Full Membership is entitled to one (1) vote to be cast by an adult
64 member of the household. Any adults of the household may hold Office. All household members shall be entitled
65 to all other privileges of the Club and its activities. Any member of the household under twenty-one (21) years of
66 age shall automatically be a Junior Member without any further fees or dues being required.

67 6.3.2 LIFE: Any Club Member in good standing who has reached the age of sixty-five (65) and who has paid dues in
68 any Voting Membership class for a period of at least twenty (20) consecutive years shall be eligible for this class.
69 During his lifetime a Member of this class shall have all Club privileges accorded an adult Full Member and shall not
70 be liable for any membership dues or assessments arising subsequent to the date of transfer to this class. To
71 maintain Life Member status, the Member must update his contact information between June 1 and September 1
72 of each year or be reclassified as Inactive.

73 6.3.3 HONORARY LIFE: Honorary Life Membership may be granted to any Club Member whose services to the Club
74 and the sport of sailing shall have been deemed outstanding over a period of years. The person shall be
75 recommended for this class of membership by a member of the Board of Directors and shall be approved by a
76 ninety percent (90%) majority vote of the Board of Directors in a secret election. A Member of this class shall have
77 all Club privileges accorded an adult Full Member and shall not be liable for any membership dues or assessments
78 arising subsequent to the date of transfer to this class.

79 6.4 The following Memberships are designated Non-Voting and shall have no voting rights, no reciprocal yacht club
80 privileges, no right to hold a Membership card, and no right to hold Office in the Club, except as specifically stated
81 below:

82 6.4.1 JUNIOR: This Membership shall consist of boys and girls under twenty-one (21) years of age. Junior Members
83 shall be eligible to skipper in any Club races and to vote and the right to hold Office in any Junior Organization of
84 the Club. Any Junior Member who has reached the age of twenty-one (21) years shall be required to transfer to a
85 Voting Membership class. All initiation fees paid as a Junior Member shall be credited toward the applicable
86 initiation fee upon such transfer.

87 6.4.2 HONORARY: This Membership shall consist of non-members who have exhibited exemplary conduct, interest
88 and/or benefit to the Club. The Board of Directors may appoint such persons to a one (1) year term of membership
89 in this class, such term to be renewable on an annual basis by the Board. There shall be no membership dues or
90 assessments for this class of membership and such Members shall be entitled to all social privileges of the Club.

91 6.4.3 INACTIVE: This Membership shall consist of any Member of the Club who, upon application to the Board of
92 Directors, are deemed to have cause to be placed on Inactive status. Duration of such status shall be discretionary
93 with the Board as shall application of dues, fees and assessments to such Inactive Members. Members of this class
94 shall not partake in any Club activities as a Club Member and shall not be on the Club's mailing list.

95 6.4.4 RESIGNED: A Resigned Member shall have no privileges and shall be subject to a new initiation fee upon
96 reapplication to any Membership class.

97 6.4.6 GUEST: A guest is a non-member who is accompanied by any Member, as heretofore defined, to any Club
98 function.

99 6.5 MEMBER AND GUEST PRIVILEGES

100 6.5.1 Club publications shall be available to all classes of Members, except as otherwise provided for with respect
101 to election ballots in Article 9.0.

102 6.5.2 All Members and their Guests may partake in any Arizona Yacht Club sponsored activity, but only Voting
103 Members and Junior Members may register a Yacht in a Club sponsored race unless otherwise specified in the
104 "Notice of Race."

105 ARTICLE 7.0: INITIATION, DUES AND ASSESSMENTS

106 7.1 There shall be an initiation fee for each new member, according to the Membership class. Dues shall be
107 assessed according to the Membership class and new members may pay half the annual dues when two (2) to six
108 (6) months remain in the membership year (see paragraph 7.2, below) at the time of membership approval and
109 nothing when less than two (2) months remain in the membership year. The current initiation fee and dues
110 schedule is as shown in Appendix A, attached hereto and made a part hereof.

111 7.2 Membership dues shall be due annually on July 1st and payable within thirty (30) days. Beginning August 15, a
112 delinquent Member's name shall be posted to the membership on the Club Web site or in *Compass Points*. As of
113 September 1, any delinquent member shall forfeit all Club privileges, until his obligations have been discharged. As
114 of October 1, any delinquent member shall have his Membership terminated and he shall become a Resigned
115 Member (see paragraph 6.4.4).

116 7.3 Assessments in addition to dues and initiation fees may be levied by the Board of Directors if approved by a
117 three-quarters (3/4) majority vote thereof. Such assessments must be approved by a two-thirds (2/3) majority vote
118 of those Members of the Club casting a ballot in a Regular or Special Election.

119 DIRECTORS AND OFFICERS

120 8.1 DIRECTORS: The Board of Directors shall have complete responsibility and authority for the affairs and policies
121 of the Club within the limits defined herein and in the Articles of Incorporation. They shall inquire into standing
122 and character of election candidates and elect into Membership of the Club such candidates as they may consider
123 desirable. While individual directors hold responsibility for specific functions and duties described below, they shall
124 carry out those functions and duties subject to the approval and direction of the Board of Directors.

125 8.2 Any Voting Member, but no others, shall be eligible to be a Director or Officer of the Club. The Arizona Yacht
126 Club shall have Directors and Officers as follows:

127 8.2.1 DIRECTORS: There shall be eleven (11) Members of the Board of Directors, all of whom also hold positions as
128 Officers. Nine (9) of the Directors shall be elected by the Voting Members of the Club as set forth below and two
129 (2) shall be granted Membership by the Board of Directors as set forth below. Each Director has a single vote on
130 decisions of the Board of Directors.

131 8.2.2 OFFICERS: There shall be a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet
132 Captain, Cruising Captain, two (2) Membership Directors, Senior Staff Commodore, and Junior Staff Commodore.
133 All Officers are members of the Board of Directors for their elected terms or until replaced. All Officer tenures shall
134 begin upon election.

135 8.3 DUTIES: The duties of the Officers shall be as follows:

136 8.3.1 COMMODORE: The Commodore shall preside at all meetings of the Club Membership and the Board of
137 Directors. He shall appoint the Chairmen of all Club Committees, except as stated below. All such appointments
138 shall be subject to the approval of the Board of Directors. He shall be an ex-officio member of all Club Committees.
139 He must sign all authorized contracts in the name of and on behalf of the Club. He shall be the Executive Officer of
140 the Club and shall have general charge and supervision of corporate affairs and shall execute such other duties as
141 the Membership or the Board of Directors shall assign to him.

142 8.3.2 VICE COMMODORE: In the event of absence of the Commodore or at the request of the Commodore, the
143 Vice Commodore shall perform any and all duties of the Commodore. Upon the death, removal or resignation of
144 the Commodore, the Vice Commodore shall become Commodore in title and function for the remainder of the
145 term of the Commodore. The Vice Commodore shall be responsible for club publications (whether print or
146 electronic), for keeping records of the Club's perpetual trophies and for any trophies won by the Club.

147 8.3.3 REAR COMMODORE: The Rear Commodore shall assist the Commodore and Vice Commodore in their duties
148 and shall perform all of their duties in their absence. He shall appoint the Chairman and Members of the Program
149 and Education Committees and all Special Social Committees as may be delegated to him by the Commodore and
150 shall be responsible for the operation of such Committees. All such appointments shall be subject to the approval
151 of the Board of Directors.

152 8.3.4 SECRETARY: The Secretary shall maintain the minutes of all meetings of the Membership and the Board of
153 Directors. He shall keep all of the records, except fiscal records, of the Club and shall issue all notices required by
154 the Articles of Incorporation and bylaws of the Club and as may be required by the Board of Directors. The
155 Secretary is authorized to delegate responsibility for the execution of corporate instruments to the statutory
156 agent, but shall procure prior approval of the Commodore for all commitments of the Club.

157 8.3.5 TREASURER: The Treasurer shall be responsible for and have control of the fiscal matters of the Club. He shall
158 collect all dues and assessments. He shall endorse on behalf of the Club all collections, checks, notes and any other

159 obligations or assets of the Club and shall promptly deposit all receipts received for the Club in such banks or other
160 depositories as shall be directed by the Board of Directors. He shall maintain all fiscal records of the Club and shall
161 make such records available for inspection at all reasonable times to the Board of Directors or to any Member. He
162 shall report on the state of the financial conditions of the Club at each meeting of the Board of Directors, but he
163 may delegate that reporting function to another member. The newly elected Treasurer shall be responsible for
164 generating a Financial Planning Budget for presentation to the Board of Directors for approval no later than the
165 August meeting of the Board of Directors.

166 8.3.6 FLEET CAPTAIN: The Fleet Captain shall govern all racing activities. He shall Chair the Rules Committee and
167 shall appoint the Chairmen and Members of all special racing committees as may be delegated to him by the
168 Commodore and shall be responsible for the operation of such committees. The Fleet Captain shall have
169 responsibility for general supervision of all ramps, docks, boats, anchorages, buoys, beacons and channel marks
170 maintained by the Club. He shall have the authority to assure that all yachts in the Club fleet are operated in a safe
171 and orderly manner with proper safety equipment aboard during racing activities and may mete out appropriate
172 Club privilege restrictions to violators.

173 8.3.7 CRUISING CAPTAIN: The Cruising Captain shall govern all non-racing sailing activities of the Club. He shall be
174 the Chairman of the Cruising Committee and shall appoint its members. He shall appoint the Chairmen and
175 members of all special cruising activity committees as shall be delegated to him by the Commodore and shall be
176 responsible for the operation of those committees. He shall have the authority to assure that all yachts in the Club
177 fleet are operated in a safe and orderly manner with proper safety equipment aboard during non-race activities
178 and may mete out appropriate Club privilege restrictions to violators.

179 8.3.8 MEMBERSHIP DIRECTORS: The two (2) membership directors shall have responsibility for recruiting, vetting,
180 and proposing for membership new Members. The Membership Directors shall also have responsibility for
181 assembling and publishing the annual Roster of Members, with publication completed before October 1.

182 8.3.9 JUNIOR AND SENIOR STAFF COMMODORES: The two Staff Commodores have no formal responsibilities
183 beyond those of Director.

184 ARTICLE 9.0: ELECTIONS, VACANCIES AND APPOINTMENTS

185 9.1 ELECTIONS

186 9.1.1 All elections by the Membership shall be by mail ballot with an option for each Voting Member of the Club to
187 cast his or her ballot in person, (See Article 9.1.5., below). The only required election is the Regular Election for
188 Directors and Officers. Other elections shall be as determined by the Board of Directors.

189 9.1.2 Election of Officers. The following Club Officers shall be elected annually by the Membership for one (1) year
190 terms: Commodore, Vice Commodore, Rear Commodore, Fleet Captain, and Cruising Captain. Each year the
191 following Club Officers shall be elected by the Membership for two (2) year terms: Membership Director, Junior
192 Staff Commodore (who shall become Senior Staff Commodore in the second year of his tenure).

193 9.1.2 Election of Officers shall follow this procedure and schedule:

194 On or before March 1: the Commodore shall notify the members of the Nominating Committee of the date, time,
195 and place of the nominating meeting.

196 Between March 7 and 21: Meeting of the Nominating Committee

197 March 31: All nominations from the Nominating Committee or Membership become final. In addition to nominees
198 chosen by the Nominating Committee, any two (2) Voting Members of the Club may nominate a candidate by
199 presenting the nomination in writing to the Commodore by this date. Such nominees shall appear on the mailed
200 ballot together with the nominees chosen by the Nominating Committee.

201 Between April 1 and April 15: There shall be published a Notice of Election with the time and place of the election,
202 an address for mail returns of ballots, the list of nominees for all offices, the members of the Board of Directors
203 and the members of the Nominating Committee. Such publication may be electronic or print or both so long as it is
204 given to all Members of Record as of April 1. This requirement may be met by including the Notice of Election with
205 the mailing of ballots.

206 Between April 1 and 15: Election ballots shall be mailed by first class mail to the Members of Record as of April 1.

207 Between May 1 and 15: Ballots are due and counted at the designated time and place of the election. Ballots shall
208 be returned by first class mail postmarked at least five (5) days prior to the time designated for this election or by
209 the Voting Member in person at the time and place designated for the election.

210 9.1.3 Such balloting by mail shall automatically constitute a quorum as of the time of mailing of the ballots to the
211 Voting Members of the Club. (See, Article 6.0. for voting eligibility.) A simple majority of those voting shall prevail

212 in all matters except for an amendment of these Bylaws or an amendment of the Articles of Incorporation wherein
213 a two-thirds (2/3) majority of those voting shall prevail, but in no case shall the Board of Directors change the
214 method of voting for Officers and Directors without an amendment of these Bylaws.

215 9.1.4 The membership may initiate an election on any matter by petition to the Board of Directors bearing valid
216 signatures of ten percent (10%) of the eligible Voting Members of record. The Board of Directors shall then cause
217 such an election to be held.

218 9.1.5 The Treasurer and Secretary shall be elected by secret ballot of the newly elected and carryover Members of
219 the Board of Directors at their initial meeting and the newly elected Officers shall serve in those offices for a period
220 of one year. The Treasurer and Secretary must be Voting Members of the Club in accordance with Article 6.3. No
221 other business shall come before the Board of Directors until after the election of Officers. A simple majority shall
222 prevail. If there is no candidate receiving a simple majority, there shall be a runoff between the two (2) candidates
223 receiving the highest number of votes.

224 9.2 VACANCIES

225 9.2.1 A vacancy occurs when an Officer or Director dies, resigns or is duly removed from office or in the event that
226 the Vice Commodore assumes the Office of Commodore under the terms of Article 8.3.2 This means that there
227 shall, at all times subsequent to the election of new Officers at the beginning of each fiscal year, be eleven (11)
228 Members of the Board of Directors. Therefore, any vacancy shall be filled by appointment of the Commodore
229 subject to the approval of a two-thirds (2/3rds) majority of the Board of Directors. The term of the appointment
230 shall be until the position can be filled by a regularly-required general Membership election or by the next regular
231 election of Officers by the Board of Directors, whichever applies. No person shall hold two (2) Offices
232 simultaneously.

233 9.3 APPOINTMENTS

234 9.3.1 All committee members, except the members of the Rules Committee and Nominating Committee, may be
235 appointed by the Commodore with approval of the Board of Directors, but the Commodore shall have the option
236 of allowing Committee Chairmen to appoint and remove their own committee members.

237 ARTICLE 10.0: RESIGNATIONS AND REMOVALS

238 10.1 RESIGNATIONS

239 10.1.1 Should an Officer decide to resign from his Office, he must also resign from his position as a Member of the
240 Board of Directors.

241 10.2 REMOVALS

242 10.2.1 Committee Chairmen hold their office by reason of appointment. The person who made the appointment
243 may also remove them.

244 10.2.2 An Officer of the Club may be removed from office, for good cause shown, by a vote of at least
245 three-quarters (3/4) of the members of the Board of Directors who are voting.

246 10.2.3 Any Member may be suspended or expelled from the Club for conduct injurious to the welfare of the Club.
247 Upon receipt of written complaint from one (1) or more Members, the Board of Directors shall investigate the
248 alleged misconduct and take such action as it deems in order, provided that no Member may be expelled or
249 suspended without opportunity of a hearing before the Board. Such suspension or expulsion of a Member shall
250 require a vote of at least three-quarters (3/4) of the members of the Board of Directors who are voting.

251 ARTICLE 11.0: MEETINGS

252 11.1 GENERAL MEETINGS

253 11.1.1 Special Membership meetings may be called by the Board of Directors at any time for any specific purpose.
254 Notice of the time, place and purpose of such a special meeting shall be published to the Membership at least
255 twenty (20) days prior to the meeting date.

256 11.2.0 MEETINGS OF THE BOARD OF DIRECTORS

257 11.2.1 The Board of Directors shall have a scheduled meeting once a month unless the Board of Directors
258 determines to cancel or reschedule such meeting and a reasonable effort is made to afford all Members of the
259 Club notice of such cancellation or rescheduling.

260 11.2.2 Meetings of the Board of Directors are normally open to the Membership. Members may take part in these
261 meetings but have no vote. The Commodore has the power to reasonably restrict debate at meetings of the Board
262 of Directors. The Board of Directors may close any meeting thereof, or any portion thereof, for good cause shown.
263 An example of good cause would be for the purpose of discussion of bids from competitive bidders for real estate
264 owned by the Club or other such sensitive matter which if known publicly would put the Club at a competitive

265 disadvantage. The Board of Directors must not use this power to close meetings without careful consideration of
266 the balance between the desire and intent to inform its Membership of Corporate activities and the sensitivity
267 mentioned, above.

268 11.2.3 The Board of Directors shall hold meetings on call of the Commodore or any three (3) members of the Board
269 of Directors and six (6) members shall constitute a quorum. All questions submitted to a vote of the Board of
270 Directors shall require a simple majority of those members of the Board of Directors voting on that question to be
271 carried, unless otherwise stated elsewhere in these bylaws.

272 ARTICLE 12.0: COMMITTEES

273 12.1 There shall be at least the following standing Committees:

274 12.1.1 RULES: To be Chaired by the Fleet Captain and shall consist of Members representing each active racing
275 fleet of the Club. "Active" in the sense of this paragraph shall mean that the requirements of the Club Racing Rules
276 for a separate fleet start were satisfied by a fleet in the most recently completed spring or fall racing series. Each
277 such active fleet shall appoint its own representative and alternate to the Rules Committee. The Rules Committee
278 shall set the racing calendar and prescribe the rules to be used for it in conformance with US Sailing and any
279 applicable Fleet Rules. The racing calendar shall be coordinated with the social and cruising calendars of the Club.

280 12.1.2 NOMINATING: All members of the Nominating Committee must be Voting Members of the Club. The Fleet
281 Captain of each active fleet shall notify the Commodore of the Fleet's representative. The Cruising Captain shall
282 select one (1) member from the ranks of the predominately Cruising Voting Membership and the Commodore shall
283 select two (2) members-at-large representatives from the ranks of the non-racing Voting Members of the Club.
284 Such selections by the Active Racing Fleets, Cruising Captain and Commodore shall not be subject to approval or
285 challenge by any other entity or person. For the purposes of this Article, an "Active Racing Fleet" shall mean a
286 racing fleet which qualified for a separate start and has at least four (4) Voting Members registered to race, in the
287 last completed Fall or Spring Series of the Club's racing calendar just prior to the Nominating Committee's first
288 meeting. The Chairman of the Nominating Committee shall be the Commodore of the Club who shall have no vote
289 on the Nominating Committee. No other Officers or Board Members may be on the Nominating Committee. There
290 shall be no requirement for the Nominating Committee to nominate any incumbent Officer or Member of the
291 Board of Directors to any Office or Board of Director Membership. The Nominating Committee shall procure
292 approval of each of its nominations from the person being nominated prior to conclusion of its duties for the year.
293 The Nominating Committee may nominate more than one (1) candidate for each position open. Notwithstanding
294 the foregoing, the Commodore shall automatically be nominated for the position of Junior Staff Commodore. 12.2

295 12.1.3 SPECIAL COMMITTEES: The Commodore may appoint Special Committees for specific purposes. These
296 Special Committees shall have no inherent powers other than those granted by the Commodore.

297 12.1.4 OTHER STANDING COMMITTEES: The Commodore, with the approval of the Board of Directors, shall
298 appoint Chairmen, and, at the Commodore's option, committee members, to perform tasks for the Club.

299 ARTICLE 13.0: AMENDMENT OF THESE BYLAWS

300 13.1 Any Member may request amendment of these bylaws.

301 13.1.1 The request shall be submitted in writing to the Club Secretary. The Commodore shall appoint and instruct a
302 Bylaw Committee to review the proposed amendment. If the Committee approves of the amendment as
303 submitted, it shall pass it to the Board of Directors. If the Committee does not approve the proposed amendment,
304 it shall attempt to negotiate suitable changes therein with the author so that the Committee can approve the
305 amendment and forward it to the Board of Directors. Absent its approval of the proposed amendment, the Bylaw
306 Committee shall pass the amendment to the Board of Directors with a negative recommendation.

307 13.1.2 The Board of Directors shall consider all proposed amendments received from the Bylaw Committee
308 together with that Committee's recommendation and then attach its own recommendation thereto. A two-thirds
309 (2/3) majority of the Board shall constitute veto power to prevent publication or a vote of the Voting Members on
310 the proposed amendment. Provided there is no such veto exercised by the Board, the proposed amendment shall
311 be published to the Membership at the same time and schedule as the notice of election for Officers. 13.1.3
312 Subsequent to the publication of the proposed amendment, it shall be placed on the ballot for the next election
313 for Directors. No special election shall be called for a proposed amendment unless at least nine (9) members of the
314 Board of Directors vote for such an election.

315 13.1.4 A two-thirds (2/3) majority of those voting shall be required to pass an amendment to these bylaws and
316 such elections shall be conducted by a mailed ballot to all Voting Members.

317 ARTICLE 14.0: GENERAL

318 14.1 Wherever the male gender is used herein, it shall be understood that either gender is intended.
319 14.2 The Article and sub-Article titles used herein are for the convenience of the reader and are not to be
320 construed to have any particular legal meaning.
321 14.3 These bylaws are severable; any such bylaw which is or is found to be in conflict with any applicable law or
322 regulation shall be rendered ineffective, but all others of these bylaws shall continue to be of full force and effect
323 thereafter insofar as they are not in such conflict.
324 14.4 Robert's Rules of Order shall serve as the parliamentary authority for the Club, in any meeting sanctioned
325 thereby, for all rules and procedures not covered by these bylaws. In any case, the provisions of these bylaws and
326 the Articles of Incorporation shall prevail in case of any conflict of rules. In case of conflict between the Articles of
327 Incorporation and these bylaws, the Articles of Incorporation shall prevail.
328 14.5 When an Article number is referenced herein, it shall be deemed to refer to that number and to all sub-Article
329 numbers thereunder.

330
331

332 APPENDIX A

333 Membership Class Initiation Fee Annual Dues
334 FULL: \$150 initiation and \$125 dues
335 JUNIOR \$20 initiation and \$20 dues
336 GUEST (Fees as may be designated by the Board of Directors for any given event. It shall be the policy of the
337 Arizona Yacht Club to encourage guests to take part in any and all activities of the Club, but it shall also be the
338 policy of the Club to discourage excessive or unreasonable repeated use of the Club's facilities and activities by
339 encouraging the guest to apply for Full Membership).
340