

AUGUSTA SAILING CLUB, INC.
BYLAWS
Revised August 20, 2001

The bylaws set forth below supersede and revoke all previous bylaws and shall be the only bylaws of the AUGUSTA SAILING CLUB, INC.

ARTICLE I - NAME

Section 1. The name under which the corporation shall transact all its business shall be the name under which it is incorporated, to-wit: THE AUGUSTA SAILING CLUB, INC.

ARTICLE II - OBJECTIVE OF THE CORPORATION

Section 1. The primary objective of the corporation is to promote sailing. Secondary objectives are to provide social functions, camping, swimming, and other water sports.

ARTICLE III - OFFICERS

Section 1. The officers of the corporation shall be: a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer.

Section 2. The officers shall be elected by the members at each annual meeting, and shall hold office until the next annual meeting, or until their successors are elected, except for the Treasurer, whose term shall be for the fiscal year of the Club (January 1 through December 31).

Section 3. The duties and authority of the respective officers shall be such as are usual and by custom inherent in offices held by officers of the same name, provided, however, that such duties and authority may be enlarged or limited from time to time by the Board of Governors within the provisions of these bylaws.

Section 4. In the event any officer, by death, resignation or otherwise, shall cease or become unable to discharge his duties as such officer, the Governors shall immediately declare the office vacant at a meeting especially called for that purpose, notice thereof being given in the notice of the meeting, and the Governors shall forthwith proceed to elect an officer for the unexpired term of the office thus declared vacant.

Section 5. Each Past Commodore shall have the honorary title of Commodore so long as he remains a member of the Club. He shall be entitled to all the privileges of the Commodore, and upon retirement, he shall be presented with a special burgee by the Club.

ARTICLE IV - BOARD OF GOVERNORS

Section 1. There shall be a Board of Governors made up of the **five** officers of the corporation, the immediate past Commodore, and eight additional members. The usual period of service for these members of the Board is two years and half the group is to be elected at each annual meeting. A member of the Board of Governors shall have been a member of the Club for a minimum of one year. An officer shall have served on the Board of Governors for a minimum of one year.

Section 2. The Board of Governors shall have the power to manage the affairs of the corporation and, except as otherwise provided herein, to do all other acts and things necessary to the proper administration of the corporation's affairs. The Board of Governors shall have all the powers normally invested in boards of corporations by the laws of the State of Georgia except as otherwise provided herein.

In addition to all other powers conferred upon the Board of Governors by law or by these bylaws, the Board of Governors shall have the power to enact and enforce such policies, rules and regulations for the management, control, maintenance and use of all club grounds and facilities as they, from time to time, may deem to be in the best interests of the Club and which are not inconsistent with the laws of Georgia or other sections of these bylaws.

Section 3. The Board of Governors shall establish an annual budget prior to the annual meeting of the preceding year and publish it to the members during the first quarter of each calendar year.

Section 4. The Board of Governors shall appoint a committee of three Club members, none of whom shall be a current member of the Board of Governors, during the fourth quarter of each calendar year. The committee shall review the books of the Club and report to the Board whether the books are in order and whether further review of the books is needed. At least one member of the committee shall have accounting training or equivalent business experience.

Section 5. All laws or provisions to the contrary notwithstanding, no assets of the corporation shall be used as collateral for borrowing money without the approval of an affirmative majority of the members in good standing.

Section 6. No sale of the real estate of the corporation shall be made prior to dissolution of the corporation except as authorized at a special meeting of the members called for such a purpose at which approval thereof is given by affirmative vote of 2/3 of all members in good standing. Written notice of such special meeting specifying the matter for consideration shall be given to all members at least 14 days prior to the meeting.

Section 7. In the event that any member of the Board of Governors, by death, resignation or otherwise, shall become unable to discharge his duties, the Commodore

shall appoint another person to serve until the next annual meeting of the Board of Governors. At the next annual meeting, the vacancy shall be filled in the same manner that the members of the Board of Governors are elected. If the term of office for the vacant position is not expired at the time of the annual meeting, then the person selected at the annual meeting shall serve for the remaining portion of the unexpired term.

Section 8. The procedures for the selection of new members shall be established by the Board of Governors and included in the House and Ground Rules. At a minimum, such procedures shall include the requirements that the names of prospective members be published in the Starboard Tack and that the prospective members shall receive an affirmative vote of the Board at the next meeting held no earlier than ten (10) days after the date of publication of the names of the prospective members in the Starboard Tack.

Section 9. Any officer or governor may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the total membership of the Board of Governors. Written notice shall be given to the officer or governor proposed for removal 30 days prior to the meeting and he shall have an opportunity to defend himself.

Section 10. The Board of governors shall maintain a Long Range Planning Committee, the composition and duties of which shall be established by the Board in the House and Grounds Rules.

ARTICLE V - MEETINGS

Section 1. The annual meeting shall be held on a date fixed by the Commodore during November of each year. In addition, the Board of Governors shall meet at such other times as set by the Board of Governors. All scheduled meetings shall be published in the Starboard Tack at least thirty (30) days prior to the meeting. All meetings shall be open to all members unless two-thirds (2/3) of the Board members present vote that a portion of a meeting be limited to members of the Board of Governors.

Section 2. Three months prior to the annual meeting, the Commodore shall appoint a nominating committee consisting of not less than three and not more than five members. Members of the Committee shall have completed a term as members of the Board of Governors or officers of the corporation and shall not be serving in such capacity currently. The nominating committee shall nominate one candidate for each vacancy to be filled on the Board of Governors, for Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer. Such names shall be presented to the membership by posting in the club house and by publication in the Starboard Tack no later than 30 days prior to the annual meeting. Additional nominations for officers and Governors may be made by members in good standing to the Secretary at any time prior to the meeting or from the floor at the time of the meeting.

Section 3. Any matters pertaining to the affairs of the corporation may be considered and action binding on the corporation may be taken at regular or special meetings, except that amendments to these bylaws may be adopted only in the manner hereinafter set forth.

Section 4. Meetings of the Board of Governors shall be held upon the call of the Commodore or any three members of the Board of Governors. Notice of such meetings shall be given to each Governor not less than twenty-four hours prior to the time of holding of the meeting, unless such notice be waived in writing or by the presence of all members of the Board of Governors at such meetings.

Section 5. Special meetings of the membership may be initiated by a written petition signed by 15% of all members in good standing and stating the specific subject of such meeting. Fourteen days prior to such meeting, written notice shall be given to the general membership and a copy of the petition filed with the Secretary of the Club.

Section 6. Roberts Rules of Order shall be the authority for the settlement of disputes regarding rules of order at all meetings.

Section 7. On matters requiring an affirmative vote of a majority or greater number of all members in good standing, members may vote by absentee ballot, provided that the absentee ballot states the specific question to be voted upon. Proxies shall not be permitted.

ARTICLE VI - MEMBERSHIP

Section 1. The membership of the corporation shall be elected as provided for in these bylaws and the House and Ground Rules. The Board of Governors may from time to time create classes of membership with varying rights and responsibilities, including the right to vote. The Board of Governors may set limits in its discretion on the total number of members.

Section 2. Members of the corporation in good standing have the power:

(a) To elect the governors and officers of the corporation at the annual meeting of the members.

(b) To remove from office any governor or officer, with or without cause, at a regular or special meeting by the affirmative vote of 2/3 of all members in good standing, provided that the governor or officer proposed to be removed shall have been given written notice 30 days prior to the meeting and that members shall have been given written notice 14 days prior to the meeting. The governor or officer shall have an opportunity to defend himself. The proposal by the members to remove a governor or officer shall be initiated by a petition signed by 15% of all members in good standing submitted to the Secretary. The Secretary shall give written notice to the individual proposed for removal 30 days prior to any meeting to consider the removal and shall give

written notice to the other governors, officers and members 14 days prior to any meeting to consider such removal.

(c) To modify, suspend or veto any decision of the Board of Governors or officers by an affirmative majority vote of all members in good standing, provided that 14 days prior to the special or regular meetings at which such action is to be considered, written notice shall be given to all members stating the matter to be considered and a copy of the proposal placed on file with the Club Secretary.

ARTICLE VII - FAMILY MEMBERSHIP

Section 1: Each membership in the corporation shall be either an individual membership or, in the case of a married couple, a family membership. Family membership is available to all membership categories (Active, Non-resident, etc.). Family membership is optional. Current married individual members can request a change to family membership. New married applicants can join as either individual or family members.

Section 2: Both the husband and wife in a family membership share the same dues and fee obligations as one individual member.

Section 3: Both the husband and wife in a family membership share a single vote, and they also share other numerical limitations such as the number of slips owned, number of camper sites occupied, etc. If the family members are in a membership category that can hold office, either family member can hold office. However, both family members cannot be an Officer and/or Board Member simultaneously.

Either the husband or wife in a family membership may enter the single vote. However, if both parties of a family membership cannot agree on a vote and they voice this disagreement, the single vote of the family membership shall be null and void and, for the purposes of determining whether a particular action has received the necessary votes, shall be treated as a vote of abstention.

Section 4: In the event of divorce or marriage dissolution of the parties to a family membership one of the parties may assume an individual membership in the same category without payment of additional initiation fees or loss of seniority. The corporation shall determine which party assumes the individual membership by the first of these three criteria that shall apply: (1) the direction of the court that executed the divorce or dissolution, (2) by signed written instruction of both parties, (3) by lot.

ARTICLE VIII - DUES

Section I. All fees, dues or other charges shall be fixed by the Board of Governors. The Board of Governors shall establish and publish policies for the collection of such charges and shall have the authority to suspend or terminate the

membership of members who fail to comply with such policies. The Board of Governors shall notify the membership 30 days prior to the effective date of any changes in fees, dues or other charges.

ARTICLE IX - QUORUM

Section 1. At all meetings of the Board of Governors a majority of the Board of Governors shall constitute a quorum, and an affirmative majority vote of all present at such meetings shall control the matters voted on thereat.

Section 2. Twenty percent (20%) of the members in good standing or thirty (30) members, whichever shall be the greater number, shall constitute a quorum at meetings of the membership, whether annual or special, and an affirmative majority vote shall control matters voted on at the meeting except as otherwise specified in these bylaws.

ARTICLE X - AMENDMENTS

Section 1. These bylaws may be amended or replaced at any meeting by a two-thirds (2/3) vote of all members in good standing, provided that there shall have first been given to all members a written notice of such meeting and the substance of the proposed amendment, which notice shall be sent so as to be received by each member not less than 14 days before the time for holding such meeting. A notice duly stamped and mailed to the last known address of the members shall be sufficient notice of such meeting.

ARTICLE XI

Section 1. The Augusta Sailing Club is committed to the principle of equal opportunity and will conduct all operations without regard to race, color, religion, sex, or national origin.

ARTICLE XII - DISSOLUTION

Section 1. Upon dissolution of this corporation, the remaining assets shall be distributed to a charitable, scientific, educational or other similar non-profit corporation, society, organization or association.

Approved by the membership. August 20, 2001