

BYLAWS
OF
FIRST COAST SAILING ASSOCIATION, INC.
(Previously: NORTHEAST FLORIDA SAILBOAT RATING ASSOCIATION, INC.)
(Adopted September 21, 1998)
(Amended December 15, 1999)
(Amended June 04, 2010)
(Amended August 11, 2014)
(Amended February 25, 2021)
(Amended January 11, 2025)

ARTICLE 1

NAME AND PURPOSES

Section 1.1 Name (Amended 15 December 1999). The name of this corporation (the "Corporation") shall be **FIRST COAST SAILING ASSOCIATION, INC. (FCSA)**

Section 1.2 Purposes (Amended 11 August 2014). The objectives and purposes for which this Corporation is organized and the nature of its business and activities are as set forth in the Articles of Incorporation.

The organization shall be a non-profit organization with area of jurisdiction of Northeast Florida, and including neighboring areas in Southeast Georgia, St. Augustine, Daytona Beach and New Smyrna Beach. It is an area group under the United States Performance Handicap Racing Fleet (US PHRF), a subcommittee of the Offshore Racing Committee of the United States Sailing Association (US SAILING). The primary focus purpose is to: 1) Promote sailboat racing among Member Organizations; 2) Coordination of the Member Organizations; and 3) Establish and maintain an equitable system of handicap ratings for yachts owned or chartered by members. The term "Coordination" shall include:

1. Establish the annual racing schedule with Member Organizations including one-design and cruiser racing schedules through collaboration among the Member Organizations.
2. Disseminate information for race schedules, changes, times, race results, Member Organization officers/contacts, local rules, and activities/information of interest to area sailors.
3. Provide race management techniques and racing rules instruction.
4. Organize annual championship competition among the Member Organizations.
5. Support youth sailing programs among the Member Organizations.

The organization may adopt and administer alternative and additional handicap rating systems from time to time. The organization may also promote regional competition and participation of Member Organizations by organizing regional racing events.

ARTICLE 2

OFFICES AND REGISTERED AGENTS

Section 2.1 Offices. The address of the registered office of the Corporation in the State of Florida is set forth in the Articles of Incorporation. The Board of Directors may, from time to time, establish additional offices for the Corporation within the State of Florida and may designate a different address as its registered office; provided, however, that any such designation of a different registered office shall become effective only upon filing of a statement of such change with the Department of State of the State of Florida as is required by law.

Section 2.2 Registered Agent. The name and address of the registered agent of the Corporation is set forth in the Articles on Incorporation. The Board of Directors may, from time to time, designate a different person as its registered agent; provided, however, that such designation shall become effective only upon the filing of a statement of such change with the Department of State of the State of Florida as is required by law.

ARTICLE 3

MEMBERS

Section 3.1 Membership (Amended 11 August 2014 and 25 February 2021).

3.1.1 The Members of the Corporation shall be limited to persons who have submitted an application for a Rating Certificate for a boat meeting the Criteria for Eligibility of Yachts contained in Section 3.2 and approved by the Chief Rater, and who shall have paid such membership fees as shall be established from time to time by the Board of Directors.

3.1.2 Persons and groups that seek FCSA membership and who are not Members or Member Organizations shall be afforded Associate Membership on payment of dues established from time to time by the Board of Directors. Associate Members may serve on committees or as members of the Board of Directors with voting rights at Board of Director Meetings, but shall have no voting rights as Members at Members' Meetings (Refer to Article 4).

3.1.3 Sailing Clubs, Sailing Organizations, Fleets, and other sailing groups that seek FCSA membership and are approved by the Board of Directors shall be afforded Member Organization upon application and payment of dues established from time to time by the Board of Directors. Member Organizations shall each provide one person to serve as Representative (Article 5, Section 5.5) and one person to serve as Membership Organization Rater (Article 10, Section 10.2.1). Member Organizations may also provide one Youth Sailing Representative (Article 10, Section 10.2.3) and one Women's Sailing Representative (Article 10, Section 10.2.4).

3.1.4 The FCSA - PHRF Ratings Summary (page/sheet) shall be the official annual listing of all Members and Associate Members. The list shall be renewed every January 1st and maintained throughout the year by the Chief Rater as renewals and new applications are received.

3.1.5 A person who is the Certificate Holder for more than one boat listed would receive as many votes at any Members' Meetings as the number of Certificates he/she has.

3.1.6 Any Member, Associate Member, or Membership Organization may be removed by majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 3.2 Criteria for Eligibility of Yachts (Amended 4 June 2010). The following criteria for the eligibility of yachts for PHRF ratings are established:

3.2.1 **Offshore Rating**: Boats shall be single-hulled or multi-hulled. Single hulled boats shall be self-righting. All boats shall be a minimum of 20 feet in hull-length, fit for sea, with a minimum of two berths below, and have a self-bailing cockpit. Boats shall have auxiliary power on board, capable of powering the boat at 75% of its theoretical hull speed in flat water and shall conform to minimum U.S. Coast Guard requirements for safety and equipment applicable to the boats size. All crew working areas shall be protected with lifelines, jackstays, and safety harness attachments points. Pulpits may be substituted for lifelines or jackstays.

3.2.2 **Inshore Rating**: Boats shall be single-hulled or multi-hulled. Single-hulled boats shall be self-righting. All boats shall be fit for sea, and have a self-bailing cockpit. Boats shall have auxiliary power on board capable of powering the boat to 50% of its theoretical hull speed in flat water, and shall conform to minimum U.S. Coast Guard requirements for safety and equipment applicable to the boat's size.

3.2.3 **Hull Speed**: For the purposes hereof, a boat's "theoretical hull speed" measured in knots shall be equal to 1.34 multiplied by the square root of the boat's waterline length in feet ($1.34 \times \sqrt{WL}$).

Section 3.3 Dues (Amended 25 February 2021). The initial membership fee and annual membership fee for Members, Associate Members, and Member Organizations shall be determined by the Board of Directors. Annual membership fees shall be due on January 1st of each year.

3.3.1 **Failure to Pay Dues**: Members, Associate Members, and Member Organizations failing to pay annual membership fees by March 1st of each year shall be dropped from membership. Upon being dropped from membership, Members, Associate Members, and Member Organizations may reapply for membership in FCSA subject to policies established by the Board of Directors.

3.3.2 **Rating Certificate Fee**: A Member that has not previously been a FCSA Certificate Holder or who has an expired Certificate or who has changed the Certificate Holder's name of a Certificate shall be required to pay the initial membership fee to obtain a rating Certificate. Rating Certificates are registered in the Certificate Holder's name and are not assignable. Any exceptions to this clause shall be subject to the Chief Rater's approval.

3.3.3 **Dues & Fees**: Dues and late fees for Members, Associate Members, and Member Organizations for the upcoming year shall be voted on by the Board of Directors prior to the finalization of the proposed budget. Any waiver of fees or extension of dues and fee deadlines that may be proposed shall be subject to Board of Directors vote.

ARTICLE 4

MEMBERS' MEETINGS

Section 4.1 Place of Meeting. Meetings of the Members shall be held at such time and place selected by the Chairman and shall be designated in the notice of the meeting.

Section 4.2 Annual Meeting. The annual meeting of the Members shall be held within sixty days after the last day of the calendar year at a time and place designated by the Chairman. Directors for the following year shall be elected, installed and other business transacted. At least fifteen days' written notice of the time, place and date of such meeting shall be provided to the Members by the Secretary. All Members, Associate Members, Member Organization Representatives, Member Organization Raters,

Youth Sailing Representatives, Women's Sailing Representatives and Committees will be invited. Only Members may vote at Members' Meetings as defined in this Article 4.

Section 4.3 Special Meetings. Special meetings of the Members shall be held when directed by the Chairman. At least fifteen days' written notice of the time, place and date of such meeting shall be provided to the Members by the Secretary. The Chairman shall select who is invited.

Section 4.4 Notice, Quorum, Proxies, Action by Consent. Unless otherwise specifically provided herein, the Corporation shall comply with the provisions of the Florida Statutes, Chapter 617, to the extent applicable, and said provisions shall govern the requirements as to the giving of notice and waiver thereof, the requirements for a quorum, the use and effect of proxies, and the manner and effect of actions by the Members without a meeting, and all other matters relating to meetings of the Members. The annual and any special meetings of the membership may be held jointly with any annual or special meeting of the Board of Directors.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 Function. Except as set forth in the following paragraph or as required by law, the affairs of this Corporation shall be managed by the Board of Directors and by officers, agents and employees of the Corporation acting under authority of said Board of Directors.

Section 5.2 Number and Qualification. The Board of Directors shall consist of the Officers as listed and with duties as defined in Article 7.

Section 5.3 Election and Terms of Directors (Amended 25 February 2021). The members of the initial Board of Directors are as set forth in the Articles of Incorporation. Thereafter, candidates for Directors shall be nominated each year by the Board of Directors prior to the Annual Meeting of the general membership, additionally nominated from the floor at the Annual Meeting, and elected by the Members by majority vote at the Annual Meeting. Terms of Directors shall be in accordance with Article 7, Section 7.1.

Section 5.4 Resignation and Removal.

5.4.1 **Resignation.** Any Director may resign at any time by giving written notice to the Chairman. Such resignation shall take effect on the date of receipt or at any later time specified in the notice.

5.4.2 **Removal.** Any elected or appointed Director or Directors may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose.

Section 5.5 Member Organization Representatives. Each Member Organization shall appoint a Representative (Member Organization Representative) who shall serve to communicate matters of interest to FCSA or make requests for consideration by the Board of Directors. Member Organization Representatives may attend Board of Directors Meetings and may speak in behalf of his/her Membership Organization. Membership Organization Representatives shall not vote at Board of Directors Meetings.

Section 5.6 Vacancies. Vacancies in directorships due to death, removal, resignation, or an increase in the number of directorships as allowed in these bylaws may be filled by majority vote of the Board, prior to the next annual meeting of the Membership. Any director so elected shall hold office for the unexpired portion of the term.

Section 5.7 Additional Advisors. The Chairman may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining

the existence of a quorum.

Section 5.8 No Compensation. No member of the Board of Directors shall receive any compensation for his/her services as such Director, but may be reimbursed for such reasonable expenses incurred in furtherance of the purposes of the Corporation as the Board of Directors may from time-to-time approve.

Section 5.9 No Favoritism. The members of the Board of Directors shall not be favored in applying for or receiving the services of the Corporation.

Section 5.10 No Conflicts. The members of the Board of Directors shall have no financial interest in the assets, leases, business transactions or professional services of the Corporation. Any member who individually or as a part of a business or professional firm is involved in the business transactions or current professional services of the Corporation shall disclose this relationship and shall not participate in any vote taken in respect to such transaction or services business or firm (other than an affiliate of the Corporation) in which any member (or spouse, parent or child of the member) shall hold any direct or indirect financial or beneficial interest shall not be eligible to contract with, provide services to or receive benefits from the Corporation. All conflicts of interest shall be reported to the Board of Directors at or, if known in advance, prior to the time the conflict arises.

ARTICLE 6

MEETINGS OF DIRECTORS

Section 6.1 Annual Meeting. The Board of Directors for the current term and nominees for the upcoming year shall be requested to attend or be represented at the Annual Meeting as defined in Section 4.2, and subject to Section 6.9, Proxies.

Section 6.2 Regular Meetings of Directors. Following the Annual Meeting, regular meetings of the Board shall be scheduled by the Chairman and held quarterly or more frequently as needed at such times as the Board provides by resolution. Such resolution may provide that its adoption constitutes notice of such regular meetings. Unless otherwise provided by such resolution, at least fifteen days written notice of the time, place and date of such meeting shall be provided to each director by the Secretary.

Section 6.3 Attendance at Meetings. Directors shall be required to attend at least one-half of the meetings of the Board and of Board committees of which they are members. Failure, without good cause, to satisfy these requirements may be grounds for removal from the Board or a committee, or both. Minutes of such meetings will indicate attendance.

Section 6.4 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, upon fifteen days written notice of the time, place, date and purpose of such meeting shall be specified in the written notice. The Chairman or his/her designee shall invite those that are requested to attend. Minutes of such meetings will indicate attendance.

Section 6.5 Waiver of Notice. Notwithstanding any provision hereof to the contrary, Notice may be waived in writing by the Director. Attendance at any meeting by a director shall constitute waiver of any lack of proper notice unless the Director objects to lack of notice at the commencement of the meeting.

Section 6.6 Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless otherwise directed by the Chairman. The time and place of all such meetings shall be fixed by the Chairman.

Section 6.7 Quorum. Those Members present at any annual or special general membership meeting shall

constitute a quorum. A majority of the members of the Board of Directors shall constitute a quorum at any Board of Directors meeting.

Section 6.8 Informal Action. Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be voted upon by the majority of the members of the Board of Directors with respect to the subject matter thereof.

Section 6.9 Proxies (Amended 25 February 2021). A member of the Board may consent in writing his or her vote to another member of the Board for action taken at a meeting.

ARTICLE 7

OFFICERS

Section 7.1 Officers. The officers of the Corporation are elected at the Annual Meeting by majority vote. The Officers shall be Chairman, Vice Chairman, Secretary, Treasurer, and Chief Rater. These become the Board of Directors. The officers shall be elected for a one year term or until the next Annual Meeting and shall hold office until removal or resignation or their successors are elected and qualified. A vacancy in any office may be filled by majority vote at any meeting of the Board of Directors.

Section 7.2 Functions (Amended 11 August 2014). The officers shall endeavor to promote the racing of boats and provide assistance and information to sailing organizations and their race committees for this purpose.

7.2.1 **Research:** In furtherance of this objective, the officers may provide for research on the performance of racing and cruising yachts, the evaluation of their performance, and the management of handicap racing, and shall encourage the development and use of uniform methods of computing and reporting race results.

7.2.2 **Competition:** The officers shall provide for the development of intra-area racing by encouraging and organizing competition among members for trophies in such events, and may act as the organizing authority in establishing the conditions of such events. The officers may establish Standing Committees to organize regional yacht racing events among Member Organizations.

7.2.3 **Questions:** The officers will refer questions related to rating certificates to the Chief Rater and the Rating Committee (Section 10.2.1)

ARTICLE 8

DUTIES OF OFFICERS

Section 8.1 Chairman. The Chairman shall be the chief executive officer of the Corporation and shall coordinate the business of the Fleet and supervise and control all of the business and affairs of the Corporation. In general, he/she shall perform all duties usually incident to the office of Chairman and chief executive officer, and such other duties as may be prescribed by the Board of Directors, including, but not limited to the following:

8.1.1 Responsibility for the carrying out of all policies established by the Board of Directors;

8.1.2 To prepare and submit to the Board of Directors for approval, a plan of organization of the personnel and others concerned with the operation of the Corporation; the development and maintenance of personnel policies and practices for the Corporation and the selection, employment, control and discharge of all employees. He/she may delegate such authority as

he/she is given hereunder to the employees of his/her selection, but such delegation in no way alleviates his/her responsibility to the Board of Directors;

8.1.3 To prepare an annual budget from the information submitted by the Treasurer at the Third Quarterly Board Meeting showing the expected receipts and expenditures, supervise all business affairs, insure that all funds are collected and expended to the best possible advantage. Expenditures which have not been budgeted or agreements on behalf of the Corporation involving more than 15 percent of cash reserves shall not be made without the prior consent or approval of the Board of Directors. Cash Reserve shall be the total amount of cash on deposit in all bank accounts on the first day of the same month that the expenditure is made;

8.1.4 To see that all physical properties are kept in a good state of repair and operating condition;

8.1.5 To preside at all meetings of the Board of Directors (Article 6) and Members' Meetings (Article 4), unless excused by the Board. To submit regularly to the Board of Directors or its authorized committee, periodic reports showing the operational and financial activities, and to prepare and submit such special reports as may be required by the Board of Directors or an authorized committee thereof;

8.1.6 Be the organization's correspondent with U.S. PHRF and US Sailing;

8.1.7 Prepare Agenda Topics for all scheduled meeting that the Chairman oversees;

8.1.8 Prepare and oversee the Annual Meeting Presentation; and

8.1.9 The Chairman shall appoint a designee (or designees) who shall retrieve mail at the Post Office Box and to distribute mail to the Board of Directors and others.

The Chairman shall be the Board's direct executive representative in the management of the Corporation. He/she shall be given the necessary authority and held responsible for the administration of the Corporation and all of its activities subject only to such policies as may, from time-to-time, be adopted and such orders as may, from time-to-time, be issued by the Board of Directors or by any of its committees to which it has designated power of such action. He/she shall act as the "duly authorized representative" of the Board in all matters in which the Board has not formerly designated some other person for that specific purpose.

Section 8.2 Vice Chairman. The Vice Chairman shall serve in the absence or at the direction of the Chairman, and shall have such other rights and responsibilities as the Chairman or the Board may from time to time direct.

8.2.1 Be responsible for determining the winner of all annual trophies awarded by FCSA, or appoint a designee for all or a portion of this responsibility with Board of Director's approval but still under his/her overall responsibility.

8.2.2 Be responsible for maintaining the FCSA Annual Race Schedule. This includes requesting each Member Organization to submit their race schedule and interceding to minimize conflicts between Member Organization schedules.

8.2.3 Provide Race Management Techniques and Racing Rules Instructions. Review individual Member Organization sailing instructions to suggest improvements for the series races offered by each Member Organization.

8.2.4 Nominating Committee: At least sixty days prior to the next Annual Meeting, the Vice Chairman shall consult with the other current members of the Board of Directors and other Members or Associate Members who may have expressed interest in serving or continuing to

serve on the Board of Directors. A proposed slate of Officers (Article 7) will be voted upon by the Board of Directors for presentation at the next Annual Meeting in accordance with Article 5, Section 5.3.

Section 8.3 Secretary (Amended 25 February 2021). The Secretary shall keep, or cause to be kept, the minutes of Members' Meetings and all meetings of the Board of Directors including the lists of attendees and shall be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized. He/she shall see that all notices and meeting agendas are duly given in accordance with the provisions of these Bylaws or as required by law. In the absence of the Secretary from any meeting, a temporary Secretary shall be designated by the presiding officer and shall record the minutes of the proceedings. In general the Secretary shall perform all duties usually incident to the office of Secretary and such other duties as may be assigned to him by the Board of Directors. All records of the Corporation shall at all times be open to all members.

8.3.1 Oversee and appoint designees as necessary for maintenance of the FCSA website.

8.3.2 Shall maintain up to date revisions of all FCSA Documentation, including records of all meetings, meeting agendas, and lists of attendees.

Section 8.4 Treasurer (Amended 25 February 2021).

8.4.1 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and shall receive and give, or shall cause to be received and given, receipts for moneys due and payable to the Corporation from any source and deposit, or cause to be deposited, all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be designated by the Board of Directors. The Treasurer or his designee shall disburse, pay out, distribute or invest the funds of the Corporation as directed by the Board of Directors.

8.4.2 He/she shall see that a true and accurate monthly accounting of the financial transactions of the Corporation has been made and that reports of such transactions are presented to the Board of Directors at the Quarterly and Annual Meetings. Any member of the Board of Directors may request information at any time.

8.4.3 He/she shall request next year's Budget inputs from the Board of Directors and all Subcommittee Chairman no later than twenty-one days prior of the Third Quarter Board of Directors' Meeting. This information shall be returned to the Treasurer no later than seven days prior to the Third Quarter Board of Directors Meeting. The Treasurer shall assist the Chairman to assemble a draft budget and present this information to the Board of Directors at the Third Quarter Meeting. This information shall be edited and approved by the Board of Directors at the Fourth Quarter Board of Director's Meeting. The Proposed Budget shall be presented by the Chairman at the Annual Meeting for final modifications and acceptance by the membership.

8.4.4 The Board of Directors shall determine at the Fourth Quarter Board of Directors' Meeting if an annual independent audit of the Corporation's books and records is necessary. If so the Board of Directors shall seek outside assistance for it to be completed by March 1st of the following year. If it is not necessary the Board of Directors can decide if an internal audit shall be completed or if no audit is necessary. If an internal audit is selected the Chairman shall determine the makeup of the audit team.

8.4.5 In general he/she shall perform, or cause to be performed and shall be responsible for, all the duties usually incident to the office of Treasurer and such other duties as may be assigned to

him by the Board of Directors.

8.4.6 The Treasurer shall be responsible to see that all State and Federal Reports and Tax Filings are completed in a timely manner. This includes regular State Sales Tax Filings. He/she may specifically do these reports or request outside tax assistance.

8.4.7 At the Fourth Quarter Meeting of the Board of Directors the Treasurer shall propose to the Board of Directors if individual Member Organization annual dues are recommended for the following year, and what the amount shall be. The Board of Directors shall vote on the matter at that time. The Treasurer shall invoice the Member Organizations after Board of Directors approval, but no later than December 15th.

Section 8.5 Chief Rater. The Chief Rater in general shall perform such duties, including, but not limited to the following:

8.5.1 Act as Chair of the Rating Committee.

8.5.2 Inform all Member Organization Raters of upcoming Rating Committee meetings.

8.5.3 Coordinate and communicate rating information among the Member Organization Raters.

8.5.4 Maintain current records of all rating applications, certificates, and supporting data. The FCSA-PHRF Ratings Summary Sheet shall be the official list of Members and Associate Members. This shall be kept up to date in a timely manner.

8.5.5 Maintain minutes of all meetings and decisions of the Rating Committee.

8.5.6 Review new and renewal PHRF Renewal Applications, perform the necessary calculations, and issue the Rating Certificate to the Certificate Holder.

8.5.7 Maintain and update as required the PHRF Rules of FCSA.

Section 8.6 Employees. Except as otherwise directed by the Board of Directors, the Chairman shall be responsible for selecting, employing, controlling, establishing salaries of and discharging employees, as the Chairman determines to be appropriate for the business of the Corporation.

Section 8.7 Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

ARTICLE 9 (Deleted)

ARTICLE 10

COMMITTEES

Section 10.1 Executive Committee (Amended 25 February 2021). The Board of Directors shall elect an Executive Committee which shall consist of three members: the Chairman who shall serve as Chairman of the Executive Committee, the Treasurer, and Secretary. The Executive Committee shall conduct meetings at such time, date and location as it may from time to time designate in writing, but at least annually, upon at least forty-eight hours' notice. Upon such notice, meetings may be called by the Chairman or any other Executive Committee member. The presence of three members shall constitute a quorum and the affirmative vote of three members shall be necessary for the adoption of any resolution. The Executive Committee shall have the power to transact and supervise all regular and ordinary business of the Board of Directors between meetings of the Board of Directors provided that any action taken shall not conflict with the policies of and expressed wishes of the Board of Directors in matters of major

importance or conflict with the bylaws, the Articles of Incorporation or the laws of the State of Florida.

Section 10.2 Standing Committees (Amended 25 February 2021). The Board of Directors may, but need not, appoint one or more standing committees subordinate to the Board of Directors. Standing committees will meet as circumstances require and report to the Board of Directors with written minutes of meeting including the list of attendees for approval by the Board of Directors at the next Board of Directors meeting following a meeting of the standing committee. The following shall constitute standing committees:

10.2.1 **Rating Committee:** The Rating Committee will consist of the Chief Rater and one representative appointed by each Member Organization. The Rating Committee will organize and administer the system of handicap ratings in accordance with policies as established by the Board of Directors from time to time. The Rating Committee will also receive and determine all rating appeals made by members.

10.2.2 **St. Augustine Race Week Organizing Committee:** The St. Augustine Race Week (SARW) Organizing Committee will consist of the Regatta Chairman appointed by the Board of Directors of FCSA, a Publicity Chairman appointed by the SARW Organizing Committee, the FCSA Chairman, and the FCSA Treasurer. Additional appointees for regatta management, onshore and offshore activities, and youth racing will be appointed by the Regatta Chairman.

10.2.3 **Youth Sailing Scholarship Committee:** The Youth Sailing Scholarship Committee shall consist of a Youth Sailing Scholarship Chairman and one Youth Sailing Representative from each of the Member Organizations, when applicable.

10.2.4 **Women's Sailing Committee(s).** The Women's Sailing Committee shall consist of a Women's Sailing Committee Chairman and the one Women's Sailing Representative from each of the Member Organizations, when applicable.

Section 10.3 Ad Hoc Committees. The Chairman may appoint such special "ad hoc" committees as the Chairman shall consider will serve the best interests of the Corporation. Each such committee shall consist of not less than three members to be appointed by the Chairman. The members of any such committee shall serve or be removed at the pleasure of the Chairman.

ARTICLE 11

GIFTS

Section 11.1 Acceptance of Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 11.2 Restrictions on Gifts. Any donor who shall give, grant, bequeath, or devise any funds or other property to the Corporation may do so subject to such conditions and restrictions as to the use of the principal or income thereof as the donor may see fit, and may specify such uses for the principal or the income as the donor may desire, provided such conditions, specifications, or other provisions are consistent with good public policy, the corporate purposes and these Bylaws.

ARTICLE 12

INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including, where applicable, amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceedings,

as fines or penalties, or as counsel fees, actually and reasonably paid or incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; provided that any payment by way of settlement, compromise, or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing him/her to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification, or defense hereunder, notify the Chairman immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative source(s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative source(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

ARTICLE 13

NOTICE

Section 13.1 Whenever notice is required to be given to any director, officer or member under the provisions of these Bylaws, such notice shall, except as herein provided, be deemed sufficient when given in person or when mailed to the last known address as it appears on the Corporation records at that time.

Section 13.2 Any Member, director, or officer may at any time waive any notice required to be given by these Bylaws.

ARTICLE 14

FISCAL YEAR

Unless otherwise designated by the Board of Directors, fiscal year of the Corporation shall begin January 1 and shall extend through December 31.

ARTICLE 15

AMENDMENTS

Section 15.1 Articles of Incorporation. The Articles of Incorporation may be amended by a two-thirds vote of the Members present and voting at annual or special general meeting provided the proposed amendment be stated in full in the notice of the meeting. The current version of the Articles of Incorporation shall be maintained by the Secretary and made available to all Members, Associate Members, and Member Organizations.

Section 15.2 Bylaws. The Bylaws may be amended or a new bylaw made by a two-thirds vote of the Members present and voting at annual or special general meeting provided the proposed amendment or new bylaw be stated in full in the notice of the meeting. The current version of the Bylaws shall be

maintained by the Secretary and made available to all Members, Associate Members, and Member Organizations.

I HEREBY CERTIFY THAT the foregoing amended Bylaws are the amended Bylaws of FIRST COAST SAILING ASSOCIATION, INC., and were adopted by the Board of Directors on January 11, 2025.

By:

It's Chairman