



**CONSTITUTION AND BY-LAWS
OF
THE CRUISING CLUB OF AMERICA, INC.
(a Delaware Non-Stock Corporation)**

(referred to from time to time as the "Constitution and By-Laws")

Adopted December 18, 2009

Amended March 4, 2016

Amended March 3, 2017

Amended February 26, 2018

Amended March 1, 2019

I. NAME

The name of this organization shall be "The Cruising Club of America, Inc."

II. OBJECTS

The objects of The Cruising Club of America, Inc. (the "Club") are to promote cruising and racing by amateurs, to encourage the development of suitable types of cruising craft, to stimulate interest in seamanship, navigation and handling of small vessels, to gather and keep on file all information which may be of assistance to members in cruising.

III. OFFICERS AND GOVERNING BOARD

The Officers of the Club shall be the Commodore, the Vice Commodore, the Rear Commodores, the Secretary, the Treasurer, and the Historian, who shall be nominated and elected as is prescribed in Articles XI, XII, and XIV; and they, together with one Governor from each Station which is represented by a Rear Commodore, and the Chairperson of the Membership Committee, shall constitute the Board of Directors (which shall be referred to from time to time as the "Governing Board") of the Club.

IV. DUTIES OF OFFICERS AND GOVERNING BOARD

The Commodore shall be the general executive officer and shall preside at all meetings of the Club and the Governing Board. The Commodore may appoint a Fleet Captain, Fleet Surgeon, Judge Advocate, and Quartermaster, each of whom shall perform such duties as the Commodore shall designate and hold office at his or her pleasure.

The Vice Commodore shall assist the Commodore in the discharge of his or her

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duties and in his or her absence act in his or her stead.

The Rear Commodores shall command their stations and perform such duties as may be assigned to them by their superior officers.

The Secretary and the Treasurer shall perform the duties pertaining to their offices respectively. ~~In particular, the~~ The Secretary shall have the duty to record the proceedings of the meetings of the Club's members and the Governing Board in a book to be kept for that purpose. The Treasurer shall be the principal financial and accounting officer of the Club. The Treasurer shall: (i) have charge of and be responsible for the maintenance of adequate books of account for the Club, (ii) have charge and custody of all funds and securities of the Club, and be responsible therefor, and for the receipt and disbursement thereof and (iii) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Governing Board or, subject to the authority of the Governing Board, by the Commodore. The Treasurer shall render to the Governing Board whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Club.

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The Historian shall each year write a Log of the Club's activities during the past year and present it to the Club at the Annual Meeting.

The Governing Board shall generally administer the affairs of the Club and shall have all the power and authority granted by law to the Board of Directors.

V. MEMBERSHIP: ELECTION: RESIGNATIONS

A person eligible for membership in the Club must be a sailor and a person of acceptable character and personality who has demonstrated his or her ability to handle or command and navigate or pilot a yacht or small vessel at sea and who has had significant cruising experience.

Nominations for membership in the Club shall be made upon the proposal of a member and seconded by one other member, neither of whom shall be a member of the Membership Committee. Applications, proposals and secondings shall be on forms and pursuant to the instructions or regulations approved by the Governing Board. When an application in complete form shall be received by a Station's membership chair, it shall be reviewed first by that Station's membership committee and, if approved, circulated to its members for 30 days for comment. If approved, the application shall be forwarded to the Membership Committee for review and, if approved, forwarded to the Governing Board for its approval. Upon Governing Board approval, the Secretary shall notify by email and posting to the CCA website, all members of the Club, the name of the applicant, proposer, seconder, and any other information directed by the Governing Board. Not less than fifteen days thereafter, the Membership Committee may act upon such application and report its final action to the Secretary and Governing Board.

Favorable recommendations by the Membership Committee shall not exceed in any calendar year a number to be prescribed from time to time by the Governing Board. Applications rejected by the Governing Board shall be excluded from such annual number or quota.

The Membership Committee may act upon applicants without regard to seniority of receipt.

All member resignations must be in writing and shall take effect upon receipt by the Club provided however that a resignation may be withdrawn upon the consent of the Governing Board and upon such terms and conditions as it may prescribe, and further provided, that no member who is indebted to the Club or who is under notice pursuant to Article XIX shall have the right to resign except by specific permission of the Governing Board.

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VI. CLASSES OF MEMBERSHIP

There shall be three classes of membership: regular, life, and honorary. A member may become a life member by payment of the fee prescribed in accordance with Article VII and thereafter is exempted from yearly dues. Each regular and life member is entitled to one vote in person or by proxy at every meeting of the members. Honorary members shall pay no dues or initiation fee, and shall have no vote nor hold any office, except that of Historian, but otherwise shall enjoy all the privileges of regular members.

The Governing Board may extend the privileges of membership, other than voting, to members of foreign cruising organizations while such members are sailing in North American waters.

VII. INITIATION FEE AND LIFE MEMBERSHIP

The initiation fee payable on election shall be fixed annually by the Governing Board on or before the first day of December preceding the calendar year in which it shall be payable. The life membership shall be twenty times the yearly dues at time of application. Application for life membership may be made only after five successive years of membership in the Club.

VIII. DUES: ARREARS

The annual dues for regular members payable on election and thereafter in January of each year shall be fixed annually by the Governing Board on or before the first day of December preceding the calendar year for which they shall be payable.

Members whose dues are unpaid by April first shall be notified by the Treasurer and, if such dues are still unpaid by June first, such members may be suspended or dropped from the roll by the Governing Board, but may be reinstated at its discretion and upon the payment of all arrears.

The Governing Board may waive the dues of individual members for such period as it deems proper, upon finding that such action is to the best interest of the Club.

IX. MEETINGS

The Annual Meeting of the Club's members shall be held in the first half of each calendar year. The Fall Meeting of the Club's members shall be held in the second half of each calendar year. The exact dates and locations of all meetings shall be determined by the Governing Board. Special Meetings of the Club's members may be called by the Governing Board and shall be called on the written request of fifteen members.

The Governing Board shall meet as often as it may deem necessary, or at the call of the Commodore.

X. QUORUM

Ten percent of the voting members or one hundred, whichever is less, present in person or by proxy shall constitute a quorum at any meeting of the members of the Club, provided the same be not inconsistent with the General Corporation Law of the State of Delaware (the "General Corporation Law"). Ten members shall constitute a quorum at any meeting of the Governing Board, provided the same be not inconsistent with the General Corporation Law.

XI. NOMINATING COMMITTEE; NOMINATION OF OFFICERS

At the Annual Meeting of the Club there shall be convened a Nominating Committee of five members of the Club, who shall be neither Officers nor Governors of the Club. The Nominating Committee shall be composed of five (5) members, including the immediate past three (3) Commodores and two (2) members ("At-Large members") appointed by the past Commodores. At-Large members shall serve for terms as determined by the past Commodores. Any vacancy may be filled by a vote of the past Commodores then serving on the Nominating Committee. This Committee shall nominate candidates for Commodore, Vice Commodore, Secretary, Treasurer, Historian, and for ~~those~~ Governors to succeed those whose terms of office expire at the next Annual Meeting; and shall notify the Secretary of such nominations and appointments of At-Large members not later than sixty days preceding the next Annual Meeting.

Five or more members may put in nomination any other candidates they may unite on, provided such nomination, signed by at least five members, is filed with the Secretary not less than fifteen days before the Annual Meeting. The Secretary shall send notice thereof to all members not less than five days before the Annual Meeting.

XII. ELECTIONS: TERMS OF OFFICE: VACANCIES

Commented [A5]: Art XI amendments proposed by Proposed by Jim Binch, Tad Lhamon, Brad Willauer, Ernest Godshalk and Doug Bruce.

The Commodore, Vice Commodore, Secretary, Treasurer, and Historian shall be elected at the Annual Meeting and shall hold office until the next Annual Meeting or until their respective successors are duly elected and qualified.

The Elected Governors shall be elected by the Club's membership at each Annual Meeting to replace the Elected Governors whose terms are expiring. The Elected Governors shall be divided into three classes, each class of which shall be as nearly equal in number as possible, and the term of office of at least one class shall expire in each year. Notwithstanding the preceding sentence, a person appointed by the Governing Board to fill an Elected Governor's vacancy shall serve until the expiration of the term of the Elected Governor for whom such person was appointed.

Vacancies in any office (except Rear Commodore) or in the Governing Board shall be filled by the Governing Board. Those so appointed shall hold office until the next Annual Meeting or until their respective successors are duly elected and qualified.

XIII. COMMITTEES

The Governing Board shall appoint a Membership Committee Chairperson each year, and he or she may not serve longer than five consecutive years. The balance of the Membership Committee shall consist of the Membership Chairperson of each Station. The proceedings of the Membership Committee shall be confidential.

The Governing Board may appoint and remove such other committees, except the Nominating Committee, as it may deem necessary. The Commodore, or in his or her absence the Vice Commodore, shall be ex-officio a member of all committees, except the Nominating Committee.

XIV. STATIONS AND POSTS: REAR COMMODORES, STATION CAPTAINS, AND POST CAPTAINS

Wherever four or more members of the Club reside in a particular locality, they may, with the approval of the Governing Board, found a Station. The Secretary shall notify the members of the Club of the establishment of a new station. Members may choose the Station to which they wish to belong.

Each Station composed of twenty-four or more members shall be under the command of a Rear Commodore to be elected by the members of such Station. If the Station is composed of fewer than twenty-four members, such Station shall be commanded by a Station Captain, to be elected by the members of such Station.

A Station with more than fifty members may, with the approval of its Rear Commodore and the Governing Board, found one or more Posts in locations with not less

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than ten Station members. Such Post shall be commanded by a Post Captain to be elected by the members of such Post. A Post shall be an integral part of the Station by which it was formed and shall coordinate its activities with the Station. Post members shall continue to be recorded as members of their Station.

The Rear Commodore or Station Captain commanding a Station, or Post Captain commanding a Post, may appoint and remove such committees as the Station or Post members may approve.

XV. FLAGS

The Club Burgee shall be triangular in shape, and the hoist shall be $\frac{2}{3}$ of the fly with a waved blue stripe 20% of the hoist in width, running through the center from hoist to point, consisting of one crest and one trough. The center of the stripe shall be placed at half of the hoist, and the bottom of the trough coincide with the lower edge of the point of the burgee. The burgee shall be flown so that the crest is nearest the hoist.

The Commodore's Flag shall be rectangular in shape with a blue field, in the usual proportions, in the center of which shall be a white fouled anchor encircled by 13 white five-pointed stars. Running horizontally through the center shall be a waved white stripe 20% of the hoist in width.

The Vice Commodore's Flag shall be similar to the Commodore's Flag, except that the field shall be red.

The Rear Commodore's Flag shall be similar to the Vice Commodore's Flag, except that the field shall be white and the fouled anchor, the 13 stars, and the wave shall be blue.

The Station Captain's Flag and the Post Captain's Flag shall both be similar to the Rear Commodore's Flag, except that the 13 stars shall be omitted.

The Secretary's Flag shall be similar to the Station Captain's Flag, except that a quill shall replace the fouled anchor.

The Treasurer's Flag shall be similar to the Station Captain's Flag, except that a scale shall replace the fouled anchor.

The Historian's Flag shall be similar to the Station Captain's Flag, except that an hourglass shall replace the fouled anchor.

The Fleet Captain's Flag shall be similar to the Station Captain's and Post Captain's Flags, except that the fouled anchor shall be omitted.

The Fleet Surgeon's Flag shall be similar to the Station Captain's Flag, except that a caduceus shall replace the fouled anchor.

The Judge Advocate's Flag shall be similar to the Station Captain's Flag, except that a gavel shall replace the fouled anchor.

The Quartermaster's Flag shall be similar to the Station Captain's Flag, except that a spoked wheel shall replace the fouled anchor.

The Past Commodore's Flag shall be similar to the Fleet Captain's Flag, except that three stars shall be added along the hoist, two blue in the field and one white in the blue wave.

The Past Rear Commodore's Flag shall be similar to the Fleet Captain's Flag, except that one white star shall be added along the hoist in the blue wave.

There will be two Transoceanic Pennants of the Cruising Club of America. Each shall be a pennant of a length approximately 20% of the overall length of the yacht entitled to fly it, and one-twelfth of its length on the hoist.

One pennant shall have a white field, with a waved blue stripe running horizontally through the center from hoist to point. A member/owner may fly this pennant only on the vessel for which the award was made. The second pennant shall have a blue field with a waved white stripe. Members who have received the award may fly this pennant on a vessel subsequently owned.

The Club Burgee shall only be displayed on yachts under the direct command of members; it may not be displayed on a member's yacht when it is under charter to a non-member. The flag of a flag officer shall only be displayed on a yacht under the flag officer's direct command or when using another member's yacht for official business. It may also be flown at the starboard spreader as a courtesy to a flag officer when visiting a yacht.

The Member Aboard Flag shall be similar to the Fleet Captain's Flag, except that it shall have a swallow tail.

XVI. SEAL

The seal of the Club shall be its Burgee surrounded by a double circular rope border within which shall be inscribed "The Cruising Club of America, Inc."

XVII. RESTRICTIONS UPON USE OF CLUB FLAGS, SEALS, INSIGNIA AND NAME

None of the flags of the Club nor the Club seal, insignia or name shall be displayed or used in connection with any commercial enterprise or advertisement.

XVIII. Financial Matters FINANCIAL MATTERS

Commented [A6]: Art XV amendments proposed by Proposed by Commodore Medland, Vice Commodore Otorowski, Secretary Jay Gowell, Treasurer Peter Chandler and General Counsel Chris McNally

The Commodore and Treasurer shall prepare an annual plan and budget for the upcoming fiscal year consistent with the objectives and operating concepts of the Club by October 1 of each year. ~~The Treasurer shall not allow any expenditure to exceed budget without prior approval of the Governing Board.~~

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Governing Board may select.

The Governing Board may authorize any officer or officers, agent, or agents of the Club, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances. In the absence of any such determination by the Governing Board, contracts shall be signed by any two officers of the Club, at least one of whom shall be the Commodore, Vice Commodore, Secretary, or Treasurer.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent, or agents of the Club and in such manner as shall from time to time be determined by the Governing Board. In the absence of any such determination by the Governing Board, such instruments shall be signed by the Commodore, Vice Commodore or Treasurer. No check, draft, or other order for payment of money by the Club is authorized unless it is within the budget.

The Governing Board shall adopt and review from time to time a written investment policy for the assets of the Club.

~~XVIII. EXPENDITURES~~

~~No expenditures of funds nor contracts binding the Club shall be made except by authorization of the Governing Board.~~

XIX. DISCIPLINE

Every member on joining the Club thereby undertakes to comply with this Constitution and By-Laws; and any refusal or neglect to do so, or any conduct unworthy of a gentleman, lady or sailor, or inimical to the welfare of the Club, shall render a member liable to suspension or expulsion by a three-fourths vote of the members of the Governing Board present at a meeting duly called.

Notice of such proposed action, with the reasons therefore, must be sent to the accused member by registered mail to his last known address at least thirty days prior to such meeting; and he shall have the right to be present at such meeting with counsel.

XX. FISCAL YEAR

Commented [A7]: Art XVIII amendments proposed by Commodore Medland, Vice Commodore Otorowski, Secretary Jay Gowell, Treasurer Peter Chandler and General Counsel Chris McNally

Commented [A8]: This Article is under review by the Financial Affairs Committee and the Treasurer.

The fiscal year of the Club shall begin on November 1 of each calendar year and end on October 31 of the following calendar year.

XXI. ORDER OF BUSINESS

The order of business at all meetings of the Club's members shall be as follows:

- Roll Call.
- Minutes of previous meeting.
- Reports of officers.
- Reports of committees.
- Unfinished business.
- Elections.
- New Business.

In case of dispute as to order or debate, "Roberts Rules of Order Modern, Newly Revised" shall govern.

XXII: NOTICES

Notice of the Annual Meeting and of the Fall Meeting shall be given to each member at least twenty days previous thereto. The notice for the Annual Meeting must contain the report of the Nominating Committee. All meeting notices must state the place, if any, date and hour of the meeting and the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such meeting. Notices of special meetings shall be sent to each member at least fifteen days previous thereto, and shall state in detail the subjects to be brought up for action and no other matters may be considered at such meetings.

Any notice required to be provided herein shall be made in such manner as the Secretary deems expedient, and may be made personally, by mail, by wire, by fax, by e-mail or by any other means reasonably calculated to achieve timely delivery in accordance with the General Corporation Law.

XXIII. APPEAL

A member shall have the right of appeal to the Club from a decision of the Governing Board, which may be overruled at the next regular meeting of the members by a two-thirds vote of the members present in person or represented by proxy and entitled to vote thereon. Notice of such appeal must be stated fully in the call for the meeting.

XXIV. VOTING OF MEMBERS

None but members shall be allowed in the meeting room during a meeting of the Club except by invitation of the presiding officer.

Proxies must be submitted in advance of the meeting, in such form and manner as the Secretary may prescribe from time to time in accordance with the General Corporation Law.

The members of the Governing Board to be elected at each Annual Meeting pursuant to Article XII shall be elected by a plurality of the votes cast by the voting members present in person or represented by proxy at the Annual Meeting, provided the same be not inconsistent with the General Corporation Law. In all other cases, the affirmative vote of a majority of the voting members present in person or represented by proxy at any meeting shall be the act of the members, provided the same be not inconsistent with the General Corporation Law.

XXV. AMENDMENTS

These Constitution and By-Laws cannot be suspended under any circumstances, but may be amended by the affirmative vote of two-thirds of the members of the Club present in person or represented by proxy and entitled to vote thereon at any Annual or Fall Meeting.

Proposed amendments must be in writing, signed by five members and sent to the Secretary in time to be included in the notice of the meeting.

