BY LAWS - ORIENTAL DINGHY CLUB

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BY-LAWS OF THE
ORIENTAL DINGHY CLUB, INC.

Approved at Annual Meeting, Nov 19, 2010

ARTICLE I - Purpose

SECTION 1. PURPOSES

The purposes of the corporation are:

To encourage and promote the sport of sailing, the science of seamanship and navigation, to provide suitable facilities for the sport of sailing, to promote a high standard of true amateur sportsmanship among sailors; and to promote and encourage amateur competition and participation in the sport of sailing.

ARTICLE II - Offices

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation shall be located at the place determined by the Board of Directors.

SECTION 2. REGISTERED OFFICE

The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

SECTION 3, OTHER OFFICES

The Corporation may have offices at other places either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE III - Directors

SECTION 1. GENERAL POWERS
The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committee as the Board may establish pursuant to these By-laws.

SECTION 2: NUMBER AND TERM
The number of Directors of the Corporation shall be not less than three (3) nor more than fifteen (15) except under exigent circumstances. Directors' terms shall begin and end according to the calendar year. Each Director elected shall hold office for a period of three (3) years, except as provided in Section 4 and Section 6 of this article, or until such Director's death, resignation, retirement, removal, disqualification, or a successor is elected. In the case of Directors elected or appointed by the Board in accordance with Section 6 they shall fill the unexpired term of a Director who has died, resigned, retired or has been removed from office.

SECTION 3. QUALIFICATION OF DIRECTORS
Directors need not be residents of the State of North Carolina,

SECTION 4: ELECTION OF DIRECTORS
Except as provided by Section 6 of this article, the Directors shall appoint a Nominating Committee by August 1st of each year. The Nominating Committee shall publish a slate of candidates for Director to the membership two weeks prior to the Annual Meeting of Members. Other nominations may be made from the floor. At the Annual Meeting of Members to be held in November of each year, members who are entitled to vote shall elect members to serve upon the Board of Directors for a term of three (3) years. Each member with voting privileges shall be entitled to cast one vote and a plurality is necessary to elect. Voting by written or e-mail proxy that is received by the Secretary 3 days prior to the meeting is permitted.

SECTION 5. REMOVAL
In the event that the removal of a Director is sought, the members shall be given ten (10) days written notice, prior to a meeting called for that purpose, stating the grounds for that removal, and the time and place of that meeting. Paper ballots for the vote shall be provided by the Secretary. A Director may be removed from office only upon two-thirds (2/3) vote of the members. Voting by written or e-mailed proxy that is received by the Secretary 3 days prior to the meeting is permitted.

SECTION 6. VACANCIES
A vacancy occurring in the Board of Directors may be filled by a majority vote of the members of the Board to satisfy the unexpired term.

SECTION 7. CHAIRMAN
In the event the Commodore is not present at any meeting the Vice Commodore, if present, shall preside or a temporary presiding officer may be elected by the Board of Directors.

SECTION 8. EXECUTIVE COMMITTEE
The Board of Directors shall, by resolution adopt by a majority of the number of Directors fixed by these By-laws, designate three (3) or more Directors to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation as permitted by law.

The Executive Committee shall audit the Treasurer's books at the end of each fiscal year. The Committee shall meet at such times and places as may be fixed by the Commodore.

SECTION 9. RACE COMMITTEE
The Vice Commodore will serve as the Chairman of the committee and will select additional

members for the committee as he sees necessary. The committee shall provide general oversight of all of the clubs racing activities to include, but not be limited to, support for any ODC Regattas, fleet races, or activities, be it guidance, personnel, or equipment. All purchases in excess of $200 shall be subject to the approval of the Board of Directors.

SECTION 10. FINANCE COMMITTEE
The Board of Directors shall have the authority to appoint a Finance Committee which shall formulate policies and plans for securing capital and operating funds for the Corporation, review the capital and annual operating budgets of the Corporation, recommend policy regarding the management of all corporate funds, receive, review and evaluate the findings of final reports of the auditors and, based on such review, make recommendations to the Board concerning the financial operation of, and services required by and provided to the Corporation, and shall perform such other functions as the Board may direct. The actions of the Finance Committee shall in all instances be subject to approval of the Board. Members of the Committee need not be members of the Board of Directors.

SECTION 11. PUBLIC RELATIONS COMMITTEE
The Board of Directors shall have the authority to appoint a Public Relations Committee which shall be in charge of all publicity engaged in by the Corporation, and shall perform such other functions as the Board may direct. The actions of the Public Relations Committee shall in all instances be subject to approval of the Board. Members of the committee need not be members of the Board of Directors.

SECTION 12. MEMBERSHIP COMMITTEE
The Board of Directors shall have the authority to appoint a Membership Committee which shall be in charge of reviewing and processing membership applications, and shall perform such other functions as the Board may direct. The actions of the Membership Committee shall in all instances be subject to approval of the Board. Members of the committee need not be members of the Board of Directors.

SECTION 13. EVENTS COMMITTEE
The Rear Commodore - Events will serve as the Chairman of the committee and will select additional members of the committee as he sees necessary. The committee shall be responsible for the conduct of all of the clubs events ashore to include, but not be limited to, support for any regatta, fleet race, or activity, be it budgeting, guidance, personnel, or equipment.

SECTION 14. COMPENSATION
Directors shall not receive compensation for their services, but may be reimbursed, upon approval of the Board of Directors, for direct expenses incurred in carrying out the business of the Corporation.

ARTICLE IV - Meetings of Directors

SECTION 1. REGULAR MEETINGS
An Annual Meeting of the Board of Directors shall be held prior to the Annual Meeting of Members. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the Directors.

SECTION 2. SPECIAL MEETINGS
Special Meetings of the Board of Directors may be called by or at the request of the Commodore or any two Directors. Such meetings may be held either within or without the State of North Carolina.

SECTION 3. NOTICE OF MEETINGS
Notice of Regular Meetings of the Board of Directors shall be given by the Secretary to each member of the Board in writing at least seven days before the date of each such meeting.

The person or persons calling a Special Meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof in writing by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

SECTION 4. QUORUM
Whenever proper notice of a meeting of the Corporation has been sent to the members of the Board of Directors, a majority of the Board of Directors shall constitute a quorum.

SECTION 5. MANNER OF ACTING
Except as otherwise provided in these By-laws, the majority act of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

SECTION 6, INFORMAL ACTION BY DIRECTORS
Action taken by a unanimous vote of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors. Said consent shall be filed with the minutes of the proceedings of the Corporation, whether done before or after the action so taken.

SECTION 7. MEETING BY TELEPHONE
Any one or more members of any such committee may participate in a meeting of the committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to reach each and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE V - Officers

SECTION 1. NUMBER
The officers of the Corporation shall consist of a Commodore, a Vice Commodore, a Secretary, a Treasurer and such Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person except the office of Commodore and Secretary.

SECTION 2. ELECTION AND TERM
The officers of the Corporation shall be elected by a majority of the Board of Directors at the regular Annual Meeting of the Board of Directors or at a special meeting called by the Board of Directors. Each officer shall hold office for a one (1) year term. Election of an officer to fill an unexpired term may be held at any Regular Meeting of the Board of Directors.

SECTION 3. QUALIFICATION OF OFFICERS
The qualifications are the same as set out in Article III Section 3. Officers need not be residents of the State of North Carolina.

SECTION 4. REMOVAL
Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without prejudice to the contract rights if any, of the person so removed, In the event there be such removal sought, then the person for whom removal is sought shall be given three (3) days notice in writing prior to that meeting stating the grounds for that removal.

SECTION 5. COMMODORE
The Commodore shall be the principal executive officer of the Corporation, and shall preside at meetings of the Board of Directors and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these By-laws.

The Commodore, subject to the approval of the Board of Directors, shall sign, with any other proper officer, any deeds, mortgages, contracts or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent, The Commodore shall represent the Corporation at official, business or social gatherings, supervise all activities of the Corporation, and, in general, the Commodore shall perform all duties incident to the office of Commodore and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE COMMODORE
The Vice-Commodore shall, in the absence or disability of the Commodore, perform the duties and exercise the powers of that office. He shall serve as the Chairman of the Race Committee and shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

SECTION 7. REAR COMMODORE - EVENTS
This Rear Commodore - Events shall, in the absence of the Commodore and Vice Commodore, perform the duties and exercise the powers of Commodore. He shall serve as Chairman of the Events Committee and shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

SECTION 8. REAR COMMODORE - INFORMATION
The Rear Commodore - Information shall be the primary Information Officer. Among the duties are internet communications, maintenance of the ODC website, periodic promulgation of an up to date roster, and other such duties as may be directed by the Commodore. The flag shall transfer with the position.

SECTION 9. SECRETARY
The Secretary shall keep accurate records of the acts and proceedings of all meetings of Directors. The Secretary shall give all notices required by law and by these By-laws, shall have charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it.

The Secretary shall distribute and receive membership applications and coordinate the processing of such applications through the Membership Committee.

SECTION 10. TREASURER
The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disperse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose. The Treasurer shall cause a true statement of its assets and liabilities, and a report of the results of its operation to be made and filed with the registered or principal office of the Corporation within thirty (30) days of the close of each fiscal year. The statement so filed shall be kept available for inspection by appropriate officials and persons for a period of ten (10) years, The Treasurer shall, in general, perform all duties incident to his office, and such other duties as may be assigned to him from time to time by the Commodore or Board of Directors,

The Treasurer shall receive membership fees and maintain a list of paid members. All fees and money received by the Treasurer shall be promptly deposited into a checking account of the Corporation. A list of paid members shall be furnished to the Race Committee upon request.

The Treasurer, or Commodore in the Treasurer's absence, shall pay all bills and obligations incurred in normal operation of the club. Bills in excess of $1,000 must be approved by the Board.

The Treasurers books and records shall be open for inspection by any member of the Corporation at all reasonable times, and shall be produced before the Board of Directors or the Executive Committee whenever so requested. Failure to so produce shall be sufficient reason for summary removal from office.

The Treasurer shall render reports in writing at each regular meeting of the Board of Directors showing each receipt and disbursement since the previous meeting.

Prior to the annual meeting of Members, the Treasurer shall render a written report accompanied by vouchers showing in detail all receipts and disbursements, which report shall be audited by the incoming Board of Directors or by the Executive Committee.

SECTION 11. ASSISTANT SECRETARIES AND TREASURERS
The Assistant-Secretaries and Assistant-Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those officers and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, or by the Commodore or by the Board of Directors.

SECTION 12. BONDS
The Board of Directors may by resolution require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

SECTION 13. COMPENSATION
Officers of the Corporation shall not be compensated, but may be reimbursed, upon approval of

the Board of Directors, for direct expenses incurred in carrying out the business of the Corporation.

SECTION 14. VACANCIES
A vacancy in any office because of death, resignation, removal, disqualification or other reason may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI - Members

SECTION 1. REQUIREMENTS
Membership shall be open to any person interested in the goals, objectives, and purposes of the Corporation.

SECTION 2. MEMBERSHIP TYPES
Full: A Full membership includes the member, spouse, and unmarried children up to the end of the year of their 21st birthday. They shall be entitled to enter a boat in all ODC sponsored races and events. Guests of members are also welcome to participate in races and events on an occasional basis.
Junior: A Junior member shall be entitled to enter a boat in all ODC sponsored races and events. This membership shall expire at the end of the year of their 21st birthday.
Associate: This is an individual membership and is intended for individuals who wish to support ODC and receive the newsletter.

SECTION 3. VOTING
Full Memberships carry voting privileges and are limited to one vote per membership.

SECTION 4. ELIGIBILITY TO RACE
To be eligible to race, a boat must be owned by or on charter to a member of ODC, not including Associate members. This section shall not be construed to prevent a member from inviting a non-member guest to participate on an occasional basis nor shall it bear on Club sponsored invitational events.

SECTION 5. DUES
Annual dues shall be listed in Schedule A. Membership dues may be modified by a two thirds (2/3) vote of the Board of Directors before March 1st of any calendar year Dues are payable by March 1st of each calendar year. Dues are allocated to the calendar year.

SECTION 6. ANNUAL MEETING
The annual meeting of members shall be held in November or December of each year. The Secretary shall mail written notice of the annual meeting to the Members at least two weeks prior to the scheduled meeting date. The notice shall include the names of Directors nominated by the Nominating Committee. Contested elections shall be conducted by secret ballot, and a majority of votes cast shall be necessary for election to the Board of Directors.

At all member meetings, one vote may be cast by each member or member unit (see VOTING above). Voting by proxy is permitted. A quorum shall consist of the eligible membership voting.

ARTICLE VII - Indemnification

SECTION 1. GENERALLY
The Corporation shall indemnify any Director or officer or former Director or officer of the Corporation against claims, liabilities, expenses and costs necessarily incurred by him in connection with the defense, compromise or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such Director or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the Corporation, to the extent not otherwise compensated, indemnified or reimbursed by insurance.

SECTION 2. ADVANCE PAYMENT OF EXPENSES
Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as provided by law.

SECTION 3. INSURANCE
The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent of the Corporation or member of a mediation, arbitration or reconciliation panel convened by the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his other status as such, whether or not the Corporation would have the power to indemnify against such liability.

ARTICLE VIII - Contracts Loans Deposits and Gifts

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SECTION 1. CONTRACTS
The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. REAL PROPERTY AND LOANS
No real property shall be acquired or disposed of, no loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution adopted by a majority of the Directors then holding office. No loans shall be made by the Corporation to any Director or officer of the Corporation.

SECTION 3. CHECKS AND DRAFTS
All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by the Commodore or Treasurer.

SECTION 4. DEPOSITS
All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

SECTION 5. GIFTS
Gifts, donations and bequests may be given directly to the Corporation with directions that the principle or the income therefrom shall be used for the purpose specified in the Articles of Incorporation.

ARTICLE IX - General Provisions

SECTION 1. SEAL
The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation, and in the lower center of which is inscribed the word “SEAL”, and such seal as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

SECTION 2. WAIVER OF NOTICE
Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act, or under the provisions of the Charter or By-laws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 3. FISCAL YEAR
Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 through December 31.

SECTION 4. PARLIAMENTARY AUTHORITY
The Parliamentary authority for the Corporation shall be ROBERTS RULES NEWLY REVISED, except as may be inconsistent with the By-laws or Articles of Incorporation.

SECTION 5. AMENDMENTS
Except as otherwise provided herein, these By-laws may be adopted by the affirmative vote of two-thirds of the Directors then holding office at any regular meeting of the Board of Directors.

These By-laws may be amended only upon a majority vote of members sufficient to constitute a quorum. No alteration, amendment or recission of the By-laws shall be voted upon unless written notice thereof has been given to the members at least ten days prior to the meeting. Voting by proxy is permitted.

SECTION 6. EXEMPT ACTIVITIES
Notwithstanding any other provision of these By-laws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by non-profit organizations as defined by the Internal Revenue Code.

SECTION 7. RECREATIONAL PURPOSES ONLY
No part of the net earnings or funds of the Corporation shall inure to the benefit of any private shareholder, member or individual, and no part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation intervene in any political campaign on behalf of any candidate for public office.

SECTION 8. DISSOLUTION
Upon dissolution of the Corporation for any reason other than merger with another similar organization or by virtue of a reorganization a new corporation is formed, all of the assets, after payment of its just obligations, shall be transferred to a non-profit organization involved in sailing.

SCHEDULE A - FEES AND DUES

Full – New Member	$50.00
Full – Renewal	$50.00
Full – Late Renewal	$60.00
Associate members	$25.00
Junior members	$25.00