

BY-LAWS
(Revised 1985, 1992, 1995, 1997, 1998, 2003, 2010, 2016, 2020 & 2022)

ARTICLE I. BURGEE AND SEAL

Section 1. Burgee

1.1 The Burgee of the Club shall be triangular, the width at the hoist being two-thirds of the length. The device shall consist of two red triangular fields, each being one-half the length and one-half the width of the entire flag. The remainder of the flag shall be white in the shape of a rhombus whose length is the length of the flag and whose width is one-half the width of the flag.

1.2 All yachts owned or controlled exclusively by members of the Club may fly the Club Burgee. The Burgee shall be displayed at the Clubhouse. Any other use or display of the Burgee shall be authorized by the board of Governors or, as prescribed by flag etiquette.

Section 2. Seal

2.1 The Corporate Seal shall be circular in form with the words "St. Thomas Yacht Club, Inc." inscribed around the perimeter. The center section shall bear the words "Corporate Seal 1964 U.S. Virgin Islands."

ARTICLE II. OFFICERS AND GOVERNORS

Section 1. Officers

1.1 The Officers of the Club shall be Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer.

1.2 The Commodore, Vice Commodore, and Rear Commodore shall be the Flag Officers and shall all be either owners of boats registered with the Club in accordance with Article XIV of these By-Laws or Charter Members. Each shall have served at least a one-year term on the Board of Governors.

1.3 The Officers of the Club shall take office the first day of January following November elections, and shall serve for one calendar year.

1.4 Any Officer of the Club who misses two consecutive meetings, if determined by the Board of Governors to be without valid excuse, may have his or her term terminated and be replaced by a Club member selected by the Commodore with majority approval by the Board and that Club member shall serve until the next annual meeting.

1.5 Any Flag Officer of the club shall be considered a meeting the boat ownership clause of these By-Laws, if they are a fully paid member in either the STYC Cruising Boat access program, or the IC24 boat access program.

Section 2. Governors

2.1 The Governors are the elected representatives of the membership. The Governors shall be eight Charter or Regular members. Four Governors shall be elected at each annual meeting for a term of two years.

2.2 At least two of each four Governors elected for each term shall be either owners of boats registered with the Club or Charter members.

2.3 Governors shall take office the first day of January following November elections, and shall serve for two calendar years.

2.4 All Governors must agree upon election to serve as a Committee Chair or to actively participate on a Committee.

2.5 Any Governor of the club shall be considered as meeting the boat ownership clause of these By-Laws, if they are a fully paid member in either the STYC Cruising boat access program, or the IC24 boat access program.

Section 3. Board of Governors

3.1 The Board of Governors shall consist of the eight elected Governors, all Officers of the Club and the immediate past Commodore.

3.2 Any member of the Board of Governors who misses two consecutive meetings, if determined by the Board of Governors to be without valid excuse, may have his or her term terminated and shall be replaced by a Club member selected by the Commodore with majority approval by the Board and that Club member shall serve until the next annual meeting.

ARTICLE III. INDEMNIFICATION AND DISPUTE RESOLUTION

Section 1. Indemnification

1.1 The Club shall indemnify, defend and hold harmless each Officer, Governor and Employee, or former Officer, Governor or Employee of the Club from all claims, demands and causes of action asserted against them by action in court or otherwise, and shall reimburse each of them for all reasonable expenses and costs (including attorneys' fees) actually and necessarily incurred in connection with, arising from or related to the performance of official duties as an Officer, Governor or Employee of the Club, provided that such Officer, Governor or Employee has not been guilty of fraud, gross negligence or willful misconduct with respect to the matter in which indemnity is sought, and provided further that prompt notice is given to the Board of all claims, demands, and causes of action for which indemnity is sought. This indemnity does not apply to claims between an Officer, Governor or Employee and the Club.

Section 2. Dispute Resolution

2.1 All members, as a condition of membership, shall enter into an agreement with the Club, in a form acceptable to the Board of Governors, to resolve all disputes through mediation and binding arbitration.

ARTICLE IV. DUTIES OF THE OFFICERS AND GOVERNORS

Section 1. Commodore

1.1 It shall be the duty of the Commodore:

- to command the squadron
- to preside at all meetings of the Club and the Board of Governors to enforce the By-Laws of the Club

- 1.2 He/She may call special meetings of the Club and shall do so in accordance with Article VIII Section 2 of these By-Laws.
- 1.3 He/She shall appoint Fleet Officers as provided in Article V of these By-Laws, and he/she shall define their duties.
- 1.4 He/She shall notify each new member upon his/her election; and upon payment of the applicable fees, shall furnish him/her with a copy of the By-Laws and a Membership Card.
- 1.5 He/She shall perform such other duties as shall be prescribed in these By-Laws.

Section 2. Vice Commodore

- 2.1 It shall be the duty of the Vice Commodore:
 - to assist the Commodore in the discharge of his/her duties
 - to perform such other duties as may be assigned by the Commodore to officiate in the absence of the Commodore

Section 3. Rear Commodore

- 3.1 It shall be the duty of the Rear Commodore:
 - to assist the Commodore and the Vice Commodore in the discharge of their duties to perform such other duties as shall be assigned by the Commodore
 - to officiate in the absence of the Commodore and Vice Commodore

Section 4. Secretary

- 4.1 It shall be the duty of the Secretary:
 - to have custody of the Club Seal
 - to keep a true record of the proceedings of all official meetings of the Club, the Board of Governors, and the Executive Committee in a book provided for that purpose
 - to notify the Treasurer of the election of new members and of all changes in membership classifications
 - to maintain a file of all Club records, reports and other documents to maintain a calendar of scheduled events, reports and duties.
- 4.2 In case of his/her inability to attend any meeting of the Club, the Board of Governors or the Executive Committee, he/she shall arrange to have necessary books and papers to be conveyed to the meeting and for a temporary secretary to keep a record of the proceedings.
- 4.3 The minutes of all monthly, annual or special meetings of the Board of Governors and or General Membership shall be made available to the members within 10 days of approval by the Board of Governors.

Section 5. Treasurer

- 5.1 It shall be the duty of the Treasurer:
 - to have custody of the funds of the Club and to keep full and accurate accounts of all receipts and disbursements
 - to prepare and send out bills to the member for all amounts due to the Club
 - to present a financial report of the Club at the annual meeting and to make a monthly report at the meeting of the Board of Governors

- to make such deposits, investments or disbursements of the Club funds as the
- Board of Governors shall authorize
- Prepare and submit an annual operating and capital budget for the Club within 30 days after the commencement of the fiscal year.
- Prepare and submit current year to date Financial Reports (non-audited) Profit and Loss and Balance Sheet prepared by in-house staff/bookkeeper of the club and make available to members at least 10 days prior to the Annual General Meeting

Section 6. Board of Governors

6.1 The Board of Governors (“The Board” or “The Governors”) shall have the general charge and control of the rules, policies and finances of the Club except as limited herein. All rules shall be reviewed, revised as appropriate, and submitted in writing at least once every two years. The Board of Governors shall review and approve or modify such submissions within four months of submission.

6.2 Any purchase of real estate or construction in excess of \$50,000 when recommended by the Board must be approved by a majority of the members of the Club in attendance in person or by proxy at a regular or special meeting duly called in accordance with Article VIII of these By- Laws. Any sale of real estate shall have prior approval of sixty-five percent of the members voting.

6.3 The Board shall have general authority over all Standing Committees. The Commodore shall provide to the Board of Governors his/her appointments for all Committee Chairs at the first meeting of the new Board.

6.4 The Board shall have the power to appoint Special Committees as may seem appropriate and to prescribe their duties and designate their Chairs.

6.5 The Board shall have the power to appropriate for each Committee such sums of money as may appear in the interest of the Club and within its resources.

6.6 The Board shall vote upon all candidates for membership in accordance with the provisions of Article XII Section 3.

6.7 The Board shall hold regular monthly meetings.

6.8 Special meetings of the Board may be called by the Commodore at any time and shall be called by him/her upon written request of any three members of the Board. Special meetings shall be called only upon ten days notice to each member of the Board.

6.9 A quorum at any regular or special meeting of the Board shall be seven members. Any action within its authority may be taken by the Board, by the vote of the majority of the members attending the meeting in person.

6.10 The Board of Governors shall be solely responsible for employment of the Club Manager.

ARTICLE V. FLEET OFFICERS

Section 1. Fleet Captain

1.1 A Fleet Captain shall be appointed by the Commodore.

1.2 The Fleet Captain shall maintain a list of all cruising yachts eligible as specified under Article XIV of these By-Laws, as well as a list of all small privately owned boats stored on the Club property.

- 1.3 He/She shall be empowered to regulate the mooring of all Club boats in the waters adjacent to the Club.
- 1.4 He/She shall be empowered to regulate the storage of small boats on Club property so that such storage does not interfere with the use of the beach and Club facilities by other members. Exceptions will be made during Club regattas.
- 1.5 He/She shall be responsible for the maintenance of all Club moorings, as well as management and maintenance of the Club dock and all related facilities.
- 1.6 He/She shall be responsible for organizing regular Club cruises of Club registered boats.
- 1.7 He/She shall be responsible for enforcing all rules and regulations relating to Club moorings and boat storage on Club property except for Club owned boats.

Section 2. Fleet Surgeon

2.1 A Fleet Surgeon may be appointed by the Commodore and shall serve at the pleasure of the Commodore who shall define his/her duties.

Section 3. Judge Advocate

3.1 A Judge Advocate may be appointed by the Commodore and shall serve at the pleasure of the Commodore who shall define his/her duties.

ARTICLE VI. CLUB MANAGER

Section 1. Appointment of Club Manager

- 1.1 The Board of Governors shall appoint a Club Manager. The Board of Governors shall have general responsibility for supervising and directing the Club Manager; the Commodore and the Executive Committee shall be responsible for day-to-day oversight.
- 1.2 The Board shall fix the salary and/or other compensation of the Club Manager.

Section 2. Duties and Responsibilities of Club Manager

- 2.1 The Club Manager shall carry out the policies established by the Board of Governors and shall participate in meetings of the Board.
- 2.2 The Club Manager shall have general supervision over the operations of the Club; direct discipline to be observed therein; ensure compliance with the rules of the Club; employ and terminate (for cause) all personnel and prescribe their duties and salaries, all under the guidance and oversight of the Board.
- 2.3 The Club Manager shall prepare and submit a monthly report to the Board and assist the Treasurer and the Finance Committee in the financial operations of the Club by following and adhering to the budgets submitted by each committee head and approved by the Board.
- 2.4 The Club Manager shall assist the Treasurer in the preparation of an annual operating and capital budget.
- 2.5 The Club Manager shall have authority to sign contracts on behalf of the club and spend monies that have been authorized by the Board and/or the Executive Committee and subject to the policies established by the Finance Committee.
- 2.6 The Club Manager will assist and act at the direction of the Fleet Captain.

2.7 The Manager shall be the principal liaison with the concessionaires who run the bar and food service.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees

1.1 The Chairs of the Standing Committees shall be appointed by the Commodore subject to the provisions of this Article and to confirmation by the Board of Governors. The Chairs of the House, Race and Boat, Membership Committees and the Fleet Captain shall be chosen from among the Governors, unless expressly waived by the Board. The Chairs of remaining Committees are as specified in the following paragraphs.

1.2 All Club committees shall act only by majority vote of the committee members at a duly noticed meeting, provided that a quorum consisting of fifty percent of the committee members are personally present. Notice of committee meetings must be given at least three days prior to the meeting unless waived by those present.

Section 2. Executive Committee

2.1 The Executive Committee shall consist of the Commodore, the Vice Commodore, Rear Commodore, the Secretary, and the Treasurer.

2.2 The Executive Committee shall meet at such times and places as the Commodore shall designate. The Commodore shall act as the Chair of the Executive Committee.

2.3 All business transacted by the Executive Committee shall be subject to the Board of Governors' approval.

2.4 A quorum of the Executive Committee shall be three members and any action shall be by majority of those present except that if only three members are present the vote must be unanimous.

Section 3. Finance and Insurance Committee

3.1 The Finance and Insurance Committee shall consist of five members. The Treasurer, who shall be the Chair, the Commodore, the Chair of the House Committee, the Club Manager, and one person appointed by the Commodore.

3.2 It shall be the duty of the Finance and Insurance Committee to oversee and assist in the preparation of the budgets of the standing committees, and in consultation with such committees to submit an annual operating and capital budget to the Board of Governors through the Committee Chair for each fiscal year no later than 30 days after the commencement of the fiscal year.

3.3 It shall be the duty of the Committee to review and audit all policies of insurance held by the Club and all insurance needs of the Club, on a yearly basis.

3.4 It shall be the duty of the Finance and Insurance Committee to establish policies for the Club Manager and other employees to expend funds and obligate the Club.

Section 4. Membership Committee

4.1 The Membership Committee shall consist of three members of whom not less than two shall be owners of boats registered with the Club or Charter members.

4.2 The Membership Committee shall review new membership applications and approve or not approve applications based on the references, qualifications and fitness of the new member applicant.

4.3 The Membership Committee shall recommend to the Board of Governors forms, procedures, and criteria for determining suitability of new members, in accordance with Articles XI and XII of the By-Laws.

4.4 It shall be the duty of the Membership Committee to keep a correct roll of all members of all classes of membership

Section 5. Nominating Committee

5.1 The Nominating Committee shall consist of seven members. The Nominating Committee shall include the Chairman of Membership Committee and members appointed by the Board of Governors. Of the total Nominating Committee members, three shall be members of the Board of Governors, three shall not, and one shall be a past Commodore. The duties of the Nominating Committee shall be:

5.1.1 to nominate a slate of Flag Officers for the Club and a Secretary and Treasurer;

5.1.2 to nominate a slate of Governors to replace those whose terms are expiring, at least one of whom has never before served on the Board;

5.1.3 to ensure that at least two of the four Governors elected for each term shall be either owners of boats registered with the Club or Charter members; and

5.1.4 to ensure that none of the members of the Nominating Committee shall be nominated for the slates of Flag Officers or Governors.

5.2 The slate of nominees shall be posted on the bulletin board at least thirty days before the annual meeting at which elections will be held.

5.3 Nominations other than those made by the Nominating Committee may be made by written petition of any twenty voting members of the Club, six of whom shall be either owners of boats registered with the Club or Charter members. All such additional nominations shall be delivered in writing to the Secretary and a copy posted upon the bulletin board of the Club at least twenty days before the annual meeting at which elections will be held.

5.4 Whenever a member of the Board of Governors election as an Officer may cause a vacancy on the Board, any slate shall include a nomination to fill that vacancy for as long as such Governor is an Officer, at the end of which time he/she shall return to the Board until his/her term expires.

Section 6. House Committee

6.1 The House Committee shall consist of not less than three members.

6.2 The House Committee shall have general supervision of the Clubhouse, its contents and utilities and the Club property with the exception of boats stored on Club property and the mooring, dock, tennis and squash facilities.

6.3 It shall be the duty of the House Committee to formulate, post, and enforce the necessary house rules to oversee the operation of the Club's bar and galley, to monitor the

financial performance of both the bar and galley, and to be responsible for their method of operation

6.4 The Entertainment Committee shall be a Sub-Committee of the House Committee. A Chair, not necessarily from the Board of Governors, shall be appointed by the Chair of the House Committee. It shall be the duty of the Entertainment Committee to plan and carry out a program of social events.

Section 7. Race and Boat Committee

7.1 The Race and Boat Committee shall consist of not less than three members to include the Fleet Captain.

7.2 The Race and Boat Committee's responsibilities include, but are not limited to, the fostering and promotion of Club members' interest in their participation in local and international yachting events of all kinds.

7.3 The Race and Boat Committee is responsible for the purchase, sale, storage, maintenance, and security of all Club owned boats including the Club launch.

7.4 The Race and Boat Committee shall act in coordination with and assist the Fleet Captain and Youth Activities Chair where necessary.

7.5 The Race and Boat Committee shall develop and continue long range planning for capital and other improvements of Club facilities to enhance and facilitate active boating. The Boat Committee shall also set a schedule of user fees for the use of Club owned boats and enforce all rules and regulations regarding Club owned boats.

7.6 The Race and Boat Committee shall maintain the club's listings, affiliations and memberships as called for with the following organizations or their successors. International Sailing Federation Caribbean Sailing Association Virgin Islands Sailing Association and such other properly organized entities as may be required from time to time to effectively promote and administer such participation in yachting events.

7.7 The Race and Boat Committee shall be responsible for setting up a schedule of yacht racing regattas for the year and for the proper conduct of such regattas in coordination where appropriate with any specially appointed Regatta Director.

7.8 A Regatta Director(s) may be appointed by the Commodore for major regattas.

7.8.1 The Regatta Director(s) shall submit a detailed budget for approval by the Board of Governors.

7.8.2 The Regatta Director(s) shall plan and coordinate a regatta with the Treasurer, House Committee, Race and Boat Committee, and as otherwise directed by the Commodore and these Bylaws.

Section 8. The Court Sports Committee

8.1 The Court Sports Committee shall consist of not less than three members.

8.2 The duties of the Court Sports Committee shall be to promote tennis and squash, and develop and enforce rules and regulations for court conduct and usage.

8.3 The Court Sports Committee shall foster the sports of tennis and squash among the young members by promoting clinics, tournaments, and other activities as appropriate.

Section 9. Youth Activities Committee

9.1 The Youth Activities Committee shall consist of three members.

9.2 It shall be the duty of the Youth Activities Committee to:

- a) Promote sailing and tennis for young members and young non-members as may be decided by the Board of Governors.
- b) Organize training clinics and sailing camps for young members and other young non-members as may be decided by the Board of Governors.
- c) Plan and implement an annual program of social activities geared to young people, including but not limited to summer camps.
- d) Work closely with the Tennis Committee and the Race Committee regarding the training of youngsters in those areas of Club activities.

ARTICLE VIII. MEETINGS AND VOTING

Section 1. Annual Meeting

1.1 The Annual Meeting of the Club shall be held the second Wednesday of November of each year. The Secretary shall send to every Charter or Regular member, whether eligible to vote or not, a notice of the meeting at least ten days in advance of the meeting date.

1.2 All Submitted Committee Reports and current year to date Financial report see section 5.1(vi) shall be made available to members at least 10 days prior to the Annual General Meeting.

Section 2. Special Meetings

2.1 Special Meetings of the Club may be called at any time by the Commodore, and shall be called by him/her on written request of three members of the Board of Governors or twenty members of the Club. Meetings shall be held at such time and place as designated by the Commodore. The Secretary shall send to every Charter and Regular member, whether eligible to vote or not, a notice of the meeting at least ten days in advance of the meeting date, giving the time and place of the meeting and the nature of the business to be transacted.

2.2 At a special meeting of the Club the only business transacted shall be that stated in the notice of the meeting.

Section 3. Quorum at Meetings

3.1 A quorum for any annual or special meeting of the Club shall consist of at least fifty voting members of which at least twenty must be present in person and the balance may be by proxy. If, at any annual or special meetings, there is not a quorum present in person or by proxy, the meeting may be adjourned by the presiding officer to such time and place as he/she may designate.

Section 4. Voting

4.1 Each Charter and Regular membership of the Club shall be entitled to one vote at every annual or special meeting of the membership of the Club. The vote may be cast by the member in person or he/she may give a written proxy to any other member eligible to vote.

ARTICLE IX. ELECTION OF OFFICERS AND GOVERNORS

Section 1. Election of Officers

- 1.1 Election of Officers of the Club shall be held annually at the annual meeting of the Club.
- 1.2 A separate ballot shall be held for each office for which there is more than one candidate.
- 1.3 Voting shall be by secret ballot with each Charter and Regular membership entitled to one vote.
- 1.4 Votes may be cast in person or by proxy.
- 1.5 A majority of the votes cast is required for the Election of any Officer. If there are more than two nominees and no nominee receives a majority, a run-off election shall be held between the two nominees receiving the greatest number of votes.
- 1.6 If for any office there is only one nominee, election shall be by acclamation.

Section 2. Election of Governors

- 2.1 Election of Governors shall be held at the annual meeting of the Club.
- 2.2 Voting shall be by secret ballot with each Charter and Regular membership entitled to one vote for each position being filled. No member may cast more than one vote for any nominee.
- 2.3 Votes may be cast in person or by proxy.
- 2.4 The vacancies in the Board of Governors shall be filled by those nominees receiving the greatest number of votes.
- 2.5 If the number of nominees is equal to the number of vacancies, election shall be by acclamation.

Section 3. Filling of Vacancies

- 3.1 Any vacancies caused by the death or resignation of an elected Officer or Governor shall be filled by election by the Board of Governors within thirty days of such vacancy, to serve until the next annual meeting.

ARTICLE X. MEMBERSHIP

Section 1. Membership Generally

- 1.1 Classes of Membership. The membership of the Club shall consist of the following classes:
 - Regular Members
 - Limited Members
 - Honorary Members
 - Charter Members
 - Employer Bundle Members
 - Blue Water Members
- 1.2 Only Charter and Regular members shall have any right or interest in the property of the Club. Such proprietary rights shall be determined by the Board of Governors.
- 1.3 Termination of membership by resignation, death, expulsion or otherwise, shall operate as a release of all right, title and interest in the property assets of the Club.

1.4 Successor Rights in Membership. In the case of termination of membership by death of one married member of a Family Membership, the surviving spouse may maintain the membership or may transfer to another classification. In the case of divorce of a married couple in a Family Membership, each party may retain a Regular Membership as an individual Member. The parties shall decide which classification they desire and shall notify the Club. Additional initiation fees are waived.

1.5 Voting Rights of Regular Memberships. Each Regular Membership shall have one vote. Where the Regular Membership includes both husband and wife either one may cast said vote and hold office.

Section 2. Charter Members

2.1 Charter Members are those of the original fifteen members of the Deck Point Corporation who have maintained their membership in good standing. Charter Members are eligible to vote, hold office, serve on committees, enjoy all facilities of the Club and own an equity interest in the property of the Club.

2.2 Charter members shall have lifetime membership in the Club without the payment of annual dues.

2.3 No amendments to the By-Laws shall be adopted which shall make any change in the privileges, obligations, or status of Charter members without the unanimous approval of such Charter members.

Section 3 Regular Members

3.1 Categories of Regular Membership. Regular Membership consists of two categories: Family and Individual.

3.2 Definition of Regular Membership. Regular Members are adult members who elect such classification and have paid the full initiation fees established by the Board of Governors at the time membership is proposed. Subject to further provisions of the By-Laws, only Regular Members (and Charter members) own any equity interest in any property of the Club, are eligible to vote, to hold office, to serve on committees and to enjoy all of the facilities of the Club.

3.3 Dependents/Family Members of Regular Members. When a dependent of a Regular Member- Family reaches the age of twenty-four, his or her Club privileges cease. If the former dependent applies for membership within one year the initiation fee shall be waived. Family members or dependents of an Individual Regular Membership do not have any Club privileges are deemed guests, subject to all applicable restrictions.

3.4 Young Adult Regular Members. A "Young Adult Member" is one who is under the age of 36. Where an Individual Regular Member is under the age of 36, and where the oldest member of a Family Regular Membership is under the age of 36, the Board may establish a discount on annual dues to be paid. Youth Adult members (Family and Individual) shall have until age 36 to pay the initiation fee. In the case of a Family Regular Membership, the initiation fee shall be due at the time the oldest family member turns 36.

3.5 Married Members. All married persons joining the Club or who already are members shall either be Family Regular Members or each person shall be an Individual Regular Member. "Married person" shall include both legally married couples and couples in a domestic partnership.

3.6 Past Commodores. Past commodores after their 65th birthday are eligible to retain all Regular Membership rights but are excused from paying any further dues. Spouses of former commodores shall enjoy this privilege only for the life of the former commodore.

Section 4 Limited Members.

4.1 Limited Membership. Limited Membership is limited to those members who (i) live in the Virgin Islands not more than 180 days per calendar year, or (ii) are between the ages of 12 and 23 ("Junior Limited Members"). Limited Members are eligible to enjoy the same facilities and privileges enjoyed by the Regular Members except Limited Members own no equity interest in the property of the Club and may not vote or hold office. Limited Members may automatically become Regular Members upon payment in full of all applicable fees, assessments and dues.

4A.1 Employer Bundled Membership. A business entity (an "Employer") may pay the aggregate amount of the annual dues for a minimum of five of its employees to be Individual Limited Members for a one year membership. If an employee is married, he/she is responsible for paying the difference between the annual dues for an Individual Membership and Family Membership. The Employer Bundled Membership will not incur an initiation fee. The Employer Bundled Membership includes a Hobie Wave boat user fee for each employee member. Memberships are non-transferable between employees. Each proposed employee of an Employer Bundled Membership must be approved by the Membership Committee.

4B.1 Blue Water Membership. This class of Limited Members will be a limited 30 consecutive day membership. Blue Water Members are allowed to enjoy club amenities and participate in sailing classes and other activities for the 30-day membership term. If the Blue Water member decides to become a Regular Member within six months of the end of the Blue Water membership, the cost of the Blue Water Membership fee will be credited to the costs of the new membership. A Blue Water member whose membership expires may obtain an additional Blue Water Membership, provided that the membership is obtained at least eleven months after the previous Blue Water Membership expired and the Blue Water Member is renewing to be involved with a specific STYC program and or event as designated by the Board. In the event that the STYC program is for sailing classes that are scheduled beyond the 30-day membership limit, the member shall be granted additional club access for the specific days required to complete the course at no additional cost. The Blue Water memberships shall be approved by the Membership Committee. Blue Water Members are exempt from the initiation fee.

Section 5. Honorary Members.

5.1 Honorary Members shall be those designated from time to time by the Board of Governors for their contributions to sailing or the enhancement of the STYC.

5.2 Honorary Members may be designated from time to time, based on contributions to the St. Thomas Yacht Club Foundation, as approved and recommended by the St. Thomas Yacht Club Foundation Board of Directors and the STYC Board of Governors.

Section 6. Grandfathered Social Membership.

Members holding this status of membership before Dec 31, 2010 may retain their social memberships and pay the required dues. They will keep all previous granted rights to a social membership. If at any time in the future they resign their membership this class will not be open to them if they decide to rejoin in the future. These Social members may not use the dock, moorings or tennis / squash courts at STYC.

Section 7. Membership Transfers, Resignations and Reinstatement

7.1 Transfer of Membership. Any member desiring to transfer to another class of membership for which he is eligible shall make application for such transfer in such form as the Membership Committee shall prescribe, and upon approval, shall pay any increased initiation fee and dues. No more than one transfer of membership category may be made in any fiscal year.

7.2 Resignation. Membership may be terminated by voluntary resignation, in writing, accepted by the Board of Governors. No such resignation shall be accepted unless the resigning member shall have paid all indebtedness to the Club, including dues for the year in which the resignation is tendered.

7.3 Reinstatement. Any regular member in good standing who has resigned his membership and is not indebted to the Club, at any time thereafter, may make written application to the Membership Committee for reinstatement. If reinstatement is approved, no further initiation fee will be charged unless a change in membership classification requires higher initiation fee, in which case the difference in initiation fees shall be paid.

ARTICLE XI. PROPOSAL FOR AN ELECTION TO MEMBERSHIP

Section 1. Application for Membership

1.1 Any candidate for membership shall make a written application for membership in such form as the Membership Committee shall prescribe. Such form shall be available both as a paper application and as a digital application on the STYC website to enable candidates to apply and pay on line. Applications shall be designed to minimize the required information to expedite the application process. Required information shall include personal references.

Section 2. Approval of Membership

2.1 The Membership Committee shall timely investigate and review all completed applications for membership within thirty (30) days of receipt of the application. If after review the application for membership is approved, the applicant shall be granted membership following the receipt of payment for the initiation fee and dues owed. Dues owed shall be prorated based on the date of approval and if a quarterly payment plan has been requested in the application.

2.2 In the event that an application for membership is not approved by the Membership Committee within the thirty (30) day period as stated in Section 2.1, then such application shall be forwarded to the Board of Governors for consideration at the next scheduled monthly meeting. Approval of the application shall require a majority vote of the Board of Governors present.

2.3 In the event that an application for membership is a corporate membership, then such application shall be forwarded to the Board of Governors for consideration at the next scheduled monthly meeting. Approval of the application shall require a majority vote of the Board of Governors present.

2.4 The approval of any new membership is subject to a probationary period of ninety (90) days following approval in which the Club by majority vote of the Board of Governors may terminate such membership for any cause. Upon such termination the terminated member shall be refunded the unused prorated dues.

2.5 Any new member whose membership is terminated as per section 2.4 may not re-apply for membership during the succeeding twelve-month period.

Section 3. Notice and Acceptance

3.1 Notice of approval of each new membership shall be promptly mailed and or emailed by the Membership Committee to each new member, with a statement of the amount of the initiation fee, other fees and total dues to be paid and with a copy of the By-Laws of the Club.

3.2 Upon processing payment of an approved application the new member shall be bound by the By-Laws of the Club.

3.3 Failure by an applicant to make payment in full of the invoiced statement within Thirty (30) days of mailing or emailing of the statement shall render such application void.

Section 4. Notice and Acceptance

4.1 Notice of election shall be mailed by the Commodore to each person elected to membership, with a statement of the amount of the initiation fees and dues then payable.

4.2 Payment of such amount shall be deemed acceptance of the membership and agreement to be bound by the By-Laws of the Club.

4.3 Failure to make such payment within thirty days of mailing of such notice shall render such election void.

ARTICLE XII. DISCIPLINARY PROCEEDINGS

Section 1. Expulsion or Suspension for Cause

1.1 The Board of Governors on its own motion, or on complaint of any Standing Committee, may cite any member of the Club to appear before it to answer any charge of conduct injurious to the order, peace, interest or welfare of the Club or at variance with its objects, By-Laws or rules.

1.2 In cases where the Executive Committee determines it is necessary to protect the peace and order of the Club and ensure compliance with the Club's rules and these bylaws, the Executive Committee may order the immediate suspension of a member's rights to use and access the Club and its properties for a period not to exceed 30 days. Any such order of

suspension entitles the affected member to the right to a hearing before the Board of Governors within 10 business days.

1.3 In any case, the Secretary, at the direction of the Board of Governors, shall notify in writing the member so cited of the charge against him/her and give him/her at least ten days notice to appear before the Board to answer thereto. The investigation of such charge shall be conducted in such a manner as the Board of Governors may see fit. Member so cited may be represented by counsel.

1.4 If, upon inquiry and hearing, the Board of Governors shall be satisfied that the cited member is guilty of the charge against him/her, it may censure or suspend him/her; or if in its judgment the best interest of the Club demand such action, it may ask him/her to resign, or expel him/her and thereby terminate his/her membership.

1.5 The Board of Governors shall be the sole judge of what constitutes conduct injurious to the order, peace, interests or welfare of the Club, or at variance with its objects, By-Laws or rules, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown. A unanimous vote of the Board members in attendance shall be necessary to expel a member. Notice of expulsion of any member shall be posted on the bulletin board of the Club for thirty days.

1.6 No member against whom charges have been heard may vote by reason of his/her position on his/her own case.

Section 2. Expulsion for Non-Payment of Dues

2.1 Any member of any class who is sixty days in arrears in dues or any other indebtedness to the Club, shall be automatically suspended from all privileges of the Club, and said member's name shall be posted on the Club premises for a period of thirty days, after which time, the indebtedness being still unpaid, said member shall be automatically expelled from the Club.

2.2 Where special considerations, such as absence from the island, illness, or failure to receive notice of the indebtedness, or other good and substantial reasons are submitted, the Board of Governors may waive such expulsion for a period not to exceed six months.

ARTICLE XIII. INITIATION FEES, SURCHARGES, DUES AND ASSESSMENTS

1.1 Initiation fees, surcharges, installment plans and annual dues for the various classifications of membership shall be determined by the Board of Governors and may be changed by them in accordance with the needs of the Club.

1.2 The decision of the Board of Governors in establishing initiation fees, surcharges, installment plans and/or annual dues may be overruled by the members attending a special meeting called for that purpose in accordance with Article VIII of these By-Laws.

1.3 The Board of Governors shall have the power to levy assessments among the various classes of membership, providing that the Regular members may not be assessed more than one hundred dollars (\$100.00) in any one-year, and other classifications may be assessed not more than a proportionate amount to their relative annual dues.

ARTICLE XIV. REGISTRATION OF CRUISING YACHTS

- 1.1 A yacht owned entirely by a member or members of the Club may be registered with the Club by application to the Fleet Captain and listed yearly in the Club Roster.
- 1.2 The yacht's design, construction, equipment and condition shall be such that she shall safely be able to cruise or race within the waters of the U.S. and British Virgin Islands.
- 1.3 A yacht qualifying for registration, which is owned jointly by more than one member may be registered in the name of one member.
- 1.4 The owner of a yacht registered with the Club who sells or otherwise disposes of the yacht shall retain the privileges granted by such ownership for a period not to exceed one year from date of such disposal.

ARTICLE XV. GUEST PRIVILEGES

Section 1. Registration of Guests

- 1.1 Except as specifically excepted below in the Article, guests enjoying the facilities of the Club shall sign the guest book maintained for such purpose each time they visit the Club and each entry shall also be signed in person by their host who shall remain at the Club during the entire time of the guest's visit.
- 1.2 Under certain conditions as established by rules established by the House Committee, temporary guests may be extended the privileges of the Club.

Section 2. Residents of St. Thomas

- 2.1 Residents of St. Thomas may be guests at the Club no more than three (3) times per calendar year, except for special events.

Section 3. Guests on Members' Yachts

- 3.1 Nothing in this Article shall be interpreted as limiting the number or frequency of guests that a member may have on his boat moored in Cowpet Bay or tied at the Club dock. All such guests may enjoy the facilities of the Club when en route to and from the member's boats.

ARTICLE XVI. AMENDMENTS

- 1.1 Proposed amendments to these By-Laws may be submitted in writing to the Secretary by any ten voting members.
- 1.2 Such proposed amendments shall be sent by the Secretary to each member eligible to vote and shall be posted on the bulletin board of the Clubhouse at least fifteen days prior to being voted upon.
- 1.3 Amendments to these By-Laws before becoming effective shall be approved by a two-thirds majority of members voting at any annual or special meeting of the Club.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

Latest revised edition of Robert's Rules of Procedures shall be the authority for all rules of order not herein.