

CONSTITUTION
OF
ALL PORTS YACHT CLUB

ARTICLE 1

The club is named "All Ports Yacht Club". The Home Port of All Ports Yacht Club ("APYC") shall be as set forth in the most recent All Ports Yacht Club registration documents on file with the State of Ohio.

ARTICLE 2

The club is a corporation, registered under the Laws of the State of Ohio, not for profit, formed for the purpose of promoting friendship and fraternity amongst its members who have a common interest in pleasure boating and to do such other things as are in the collective interests of the members

ARTICLE 3

Any person over 21 years of age and owning a boat eighteen or more feet in length is eligible for regular membership ("Member") upon such terms and subject to the condition set forth in the By-laws of the club. Social Members (defined as any person over the age of 21 who has been accepted for membership under the By-laws, but who does not own a boat of eighteen or more feet in length), have all the rights of membership except the right to vote.

ARTICLE 4

Membership in the club is a privilege and it is subject to revocation, with or without cause, upon a two-thirds (2/3) affirmative vote of the general membership present after a quorum is present, after reasonable advance notice is given of the date, time, place and purpose of such meeting, in accordance with the By-laws of the club.

ARTICLE 5

All actions taken by an affirmative vote of the general membership, except for amendment of the Constitution or By-laws will have fifteen (15) members, or more, in attendance as a quorum for transacting business.

A quorum for the purpose of amending the Constitution or By-laws is two-thirds (2/3) of the club membership ~~present at the meeting~~ as it existed as of April 1 preceding the meeting in question.

ARTICLE 6

In establishing a quorum and in determining the outcome of a matter presented for vote, a valid proxy shall count to the same extent as if the person giving the proxy were actually present. A proxy which confirms to "Exhibit A", attached hereto shall be valid under this Article.

ARTICLE 7

The Officers of the club are: Commodore, Vice Commodore, Rear Commodore, Treasurer, Secretary, Fleet Captain, Immediate Past Commodore, and all shall perform at minimum the duties set forth in the By-laws. For the purposes of clarity, the terms "Officers" or "Bridge" may be used interchangeably to designate Officers, as defined in this Article 7, in this Constitution, accompanying By-laws, or other APYC business and notices.

ARTICLE 8

An Executive Committee shall be established by the Commodore by naming two (2) Trustees at Large, from the general membership, who shall serve with the Officers of the club for a total of nine (9) persons.

ARTICLE 9

The club shall have a general membership meeting for the purposes of electing Officers during the month, in the third weekend of September. Installation of new Officers shall immediate follow the election. Additionally, an installation meeting will be held in January to install the new Officers. Additional meetings may be called for the purpose of conducting club business as needed or as requested by the general membership of the club.

ARTICLE 10

Appointments of Trustees at Large, under Article 8, shall occur after the election of Officers.

ARTICLE 11

Any permanent vacancy of an Officer's position may be filled by a majority vote of the remaining members of the Executive Committee, subject to the restrictions contained in the Constitution and By-laws on eligibility to hold such office.

ARTICLE 12

The Commodore is principally responsible for day-to-day functioning of the club and its routine business decisions. Any action taken by the Commodore which comes into dispute shall be presumed to be lawful and proper by the Executive Committee enacting a resolution to support having, either before or after the fact, the signature of four (4) members of the Executive Committee (excluding the Commodore).

ARTICLE 13

This Constitution may be amended, after a quorum is present, by the affirmative vote of two-thirds (2/3) of the membership present at a meeting for such purpose, after reasonable advance notice of the date, time and place of such meeting has been given.