

Subject to approval by the members at the 2021 Annual Meeting

Bylaws of Corinthian Yacht Club of Seattle, Inc.  
as Amended and Restated as of January 1, 2022

ARTICLE I  
Name

The corporate name of this association, a nonprofit corporation organized under the laws of the State of Washington, shall be "Corinthian Yacht Club of Seattle, Inc."

ARTICLE II  
Purpose

The Club is to promote, advance and encourage the sport of Corinthian (amateur) sailing, including racing and cruising, and to strengthen the sailing community through the voluntary actions of its members.

ARTICLE III  
Location

The Club is located in Seattle, Washington, and its address is 7755 Seaview Avenue NW, Seattle, Washington 98117.

ARTICLE IV  
Membership

SECTION 1. Membership Classes. The Club shall have the classes of membership set out below. Except as otherwise specified in these bylaws, each member in good standing shall be entitled to all of the rights and privileges of membership, including the right to vote, hold offices, participate in committee activities, enter Club races, represent the Club in other races, fly the Club burgee, receive Club awards, use the Clubhouse, receive member discounts, have reciprocal privileges and receive publications.

- (a) Senior (Family). Eligible to one who is at least 70 years old and who has paid Adult dues (or previously Senior Class 2 dues) for at least 35 years.

This sentence shall apply through December 31, 2026, or, if sooner, until there are no members to whom it may apply, and thereafter shall be deleted: All Adult members who were age 60 and above on December 31, 2016, shall be eligible to become

Senior members upon having paid Adult dues (or previously Senior Class 2 dues) for at least 30 years.

- (b) Adult (Family). One who is at least 19 years old.
- (c) Associate. One who is at least 19 years old and desires to support Club activities through membership but who does not own a 50% or greater interest in a sailboat that is 23 or more feet long unless the co-owner is a Senior or Adult member in good standing. Rights and privileges are limited to participation in committee activities, use of the Clubhouse when open and receipt of publications.

This class of membership continues to be available for existing members of this membership class, but is not available for new memberships or changes of membership class.

- (d) Business. Any business entity with no individual rights except the right to vote and receive member discounts and with such other rights and privileges as may be determined by the Board from time to time. Each such entity shall designate an individual (who may be a member individually in his or her own right) to represent the entity with respect to Club activities.
- (e) Non-Resident. One who is, at the time of application, a Senior or Adult member in good standing who no longer resides in or has a business premise in a county fronting on Puget Sound and who is not active in Club activities.
- (f) Honorary Life. One who is so elected by the unanimous vote of the Board; there may not be more than ten Honorary Life members at any one time.
- (g) Fleet. A local sailboat fleet organization that wishes to be officially associated with the Club. Rights and privileges are limited to those set out in Article XI, Section 2, and as may be determined by the Board from time to time. Each such entity shall designate an individual (who may be a member individually in his or her own right) to represent the entity with respect to Club activities.
- (h) Sustaining and Supporting. From time to time the Board may further recognize members who have made donations as either Sustaining or Supporting members, in addition to their membership class, on an annual basis based on criteria determined by the Board.

SECTION 2. Family. Except as otherwise specified in these bylaws, each Adult and Senior membership, although in the name of one individual, shall be a "Family" membership and includes the named member's spouse or domestic partner and children under the age of 25. Each family shall have one vote in Club elections and other balloting. Upon the death of the [individual named as a member of the Club, the surviving spouse or domestic partner shall

automatically become the named member of the Club (without payment of any initiation fee and without approval of the Board pursuant to Section 3 of this Article). A member's child under the age 19 shall be entitled to use the Clubhouse when accompanied by a responsible adult. A member's child may apply for separate dues-paying Adult membership at any time after reaching 19.

Section 3. Board Approval. Except as otherwise specified in these bylaws, each applicant for membership and each change in membership class is subject to Board approval. This Section does not apply to resignations or changes due to age.

SECTION 4. Initiation Fee and Dues. The initiation fees and dues, as in effect from time to time, for each class of membership and any subclasses shall be posted at the Club and published on the Club's website. Dues and initiation fees shall be paid in accordance with schedules established by the Board from time to time. The Board may change the subclasses of membership, may waive initiation fees in whole or in part when such waivers are deemed in the best interest of the Club and may adopt a schedule for proration of initiation fees and dues, including discounts for prompt payments of the initiation fees and annual dues in full. No additional initiation fees will be due upon a transfer between membership classifications except in the case of:

A transferring Adult member moving from one age group to another who has not maintained continuous active membership since paying an initiation fee; or

A transferring Associate member moving to an Adult membership who has never before paid an initiation fee or who has not maintained continuous active membership since paying an initiation fee.

All other transfers shall be initiated by a letter to the Board and upon approval of the Board.

All age classifications shall be determined by the member's age at the beginning of each calendar year.

SECTION 5. Changes in Fees and Dues. The Board may add, delete or otherwise change the fees and dues for each class of membership, including subclasses, provided that the Board may not increase Initiation fees and Annual dues for any such class or subclass by more than the greater of 10% or \$30.00 in any one year without a vote of the membership pursuant to Article VII of these bylaws.

SECTION 6. Active Duty. Members of the armed forces may apply for suspension of dues while on active duty.

SECTION 7. Application for Membership. Application for membership shall be made on a form supplied by the Club. Each applicant shall be sponsored by two (2) members, both of whom must be members eligible to vote.

SECTION 8. Reprimand/Expulsion. The Board, by a majority vote, may reprimand or expel a member for unbecoming conduct or actions contrary to the purposes of the Club upon according such member a hearing after fifteen (15) days' written notice.

SECTION 9. Late Payment of Dues. Any member in arrears with any installment of dues for two (2) months shall cease to be a member in good standing and shall not be entitled to any of the privileges of membership. Any member in arrears with any installment of dues for four (4) months may be dropped from membership by resolution of the Board, after notice to such member. To regain good standing, a member shall pay all delinquent dues. However, if a member has resigned or has been dropped from membership for failure to pay dues, he or she shall be required to pay the current applicable initiation fee upon re-application for membership, but shall not be required to pay dues which were delinquent when he or she resigned or was dropped.

SECTION 10. Volunteer Expectations of Members. CYC is a volunteer organization. As a condition of membership, all members are expected to annually contribute some of their time to the operation or maintenance of Club programs, facilities, and properties.

## ARTICLE V Board, Officers and Committees

Section 1. Board. The activities and property of the Club shall be managed under the direction of the Board. The Board shall consist of fourteen (14) members: six Directors, three to be elected each year at the annual membership meeting to serve a term of two (2) years or until a successor is elected, seven (7) elected Officers specified in Section 2 below, and the Junior Staff Commodore. Each member of the Board shall be responsible for one or more committees. The Board shall meet once a month, as determined by the Board in regular session, and on call of the Commodore at any other time. Eight (8) Board members shall constitute a quorum for the transaction of all business of the Board.

Section 2. Elected Officers. The elected Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain-Race and Fleet Captain-Cruise, each with the responsibilities described below. Each Officer is to be elected at the annual membership meeting and shall serve a term of one (1) year beginning with the next January 1.

Commodore. The Commodore shall be the senior Officer of the Club, shall preside at all meetings of the membership, the Board and the Executive Committee and shall represent the Club in external matters. In addition, the Commodore shall have such other responsibilities as

the Board may designate from time to time. All past Commodores and each Commodore at the end of his or her term of office shall become a Staff Commodore (which rank may be held concurrently with other offices), with the Staff Commodore most recently the Commodore being the Junior Staff Commodore, and shall have all of the rights, privileges and power normally pertaining to the position.

Vice Commodore. The Vice Commodore shall have oversight responsibility for business customer relationships, strategic relationships and new member engagement. In addition, the Vice Commodore shall have such other responsibilities as the Board may designate from time to time. In the absence or disability of the Commodore, the Vice Commodore shall perform the duties of the Commodore, and when so acting shall the powers and responsibilities of the Commodore.

Rear Commodore. The Rear Commodore shall have oversight responsibility for vendor relationships, asset management and member services. In addition, the Rear Commodore shall have such other responsibilities as the Board may designate from time to time. In the absence or disability of the Commodore and Vice Commodore, the Rear Commodore shall perform the duties of the Commodore, and when so acting shall have the powers and responsibilities of the Commodore.

Secretary. The Secretary's duties shall include the keeping of records of all proceedings of the Club and of the Board, and a file of documents, records, communications and other matters connected with Club business.

Treasurer. The Treasurer shall have oversight responsibility for all funds of the Club. The Treasurer, or under the direction of the Treasurer, other Club Officers and employees shall give necessary receipts for money paid to the Club, shall deposit Club money in accounts in the name of the Club at bank(s) approved by the Board, shall disburse Club funds by check or other means that provide a written record of such disbursements, shall keep suitable books of accounts, and shall make reports to the Board and to meetings of the membership regarding the financial condition of the Club. The Treasurer shall be bonded as directed by the Board.

Fleet Captain-Race. The Fleet Captain-Race shall be immediately in charge of the planning and conduct of all racing activities of the Club, and shall be responsible for the Lake and Sound racing committees.

Fleet Captain-Cruise. The Fleet Captain-Cruise shall be immediately in charge of all cruising activities of the Club and shall be responsible for developing and maintaining reciprocal yacht Clubs and privileges. The Fleet Captain-Cruise shall be responsible for the cruising committee.

SECTION 3. Appointed Officers. The appointed Officers shall be the Fleet Surgeon, the Judge Advocate and the Measurer, each with the responsibilities described below. The Commodore shall appoint each of the appointed Officers with the advice and consent of the Board.

Fleet Surgeon. The Fleet Surgeon shall be responsible for fostering interest in First Aid as applicable to sailing and outdoor sports.

Judge Advocate. The Judge Advocate shall assist in the oversight of legal issues pertaining to the Club.

Measurer. The Measurer shall act as the Club's representative to such handicapping activities with which the Club may be affiliated, including such measurement and documentation as may be required by the Club, and make reports of the same to the Secretary. The Measurer may appoint an assistant Measurer. The Measurer may charge each boat owner measurement fees as the Board shall approve from time to time.

SECTION 4. Club Delegates. The Commodore, with the advice and consent of the Board, shall annually appoint the Club's delegates or representatives to the Pacific International Yachting Association or to any other organizations.

SECTION 5. Vacancies. The Board may fill any vacancies, and its appointees may hold office until the next annual membership meeting.

SECTION 6. Committees. The Club shall have the following permanent committees: Executive, Nominations and Elections, and Membership, each with the responsibilities set forth below. In addition, the Board may create such other committees from time to time to act with respect to matters and in a manner specified by the Board. Committee activities shall at all times be subject to the approval of the Board and responsible Officers of the Club. Nothing contained in this Section shall limit the authority of the Board to act on any issue at any time. The names of the members of each permanent committee and the list of other committees created by the Board and the names of their members shall be published on the Club's website.

Executive Committee. The Executive Committee shall be composed of the seven (7) elected Officers of the Club. The Executive Committee shall meet at the call of the Commodore or at the request of any three members of the Committee. The Executive Committee shall conduct urgent business that may occur between meetings of the Board. Three members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee.

Nominations and Elections Committee. The Nominations and Elections Committee shall consist of five (5) members. Members of the Nominating and Elections Committee shall be approved by the Board, serving a two-year term. No more than two (2) Directors or Officers shall be appointed as members of the Nominations and Elections Committee. The Nominations and Elections Committee shall be responsible for carrying out the nomination and election procedures of the Club described in Article VII. Three (3) members, at least one of whom shall be a Director or Officer, shall constitute a quorum for the transaction of business at all meetings of the Nominations and Elections Committee.

Membership Committee. The Membership Committee shall promote, advance and encourage membership in the Club and welcome and orient new members and in the course of such duties shall assemble and monitor membership data. A majority of the members of the Membership Committee shall constitute a quorum for the transaction of business at all meetings of the Membership Committee.

SECTION 7. Meetings. In addition to meeting in person physically, the Board and any committee may meet, in whole or in part, through the use of one or more means of remote communication through which all the attending members of the Board or committee may simultaneously participate with each other during the meeting. A person participating in a meeting by this means is considered present in person at the meeting.

SECTION 8. Notice of Meetings. Any regularly scheduled meeting of the Board or a committee may be held without notice of the date, time, place or purpose of the meeting. Each special meeting of the Board or any committee must be preceded by at least two days' notice of the date, time and place of the meeting, except that notice sent by U.S. Mail must be deposited in the mail at least five days prior to the meeting. Notices may be in writing delivered by U.S. Mail, delivery, email or other electronic transmission or in any other manner allowed by law. Oral notice shall be sufficient only if a written record of such notice is included in the Club's minute book. Each member of the Board and each committee shall have a mailing address, telephone number and email or other electronic transmission address on record with the Club for purpose of receiving notice. A member may waive notice of any meeting by signed writing or an electronically transmitted record, either before or after the meeting. The schedule of regularly scheduled meetings of the Board and committees shall be published on the Club's website.

SECTION 9. Unanimous Written Consent. The Board or any committee may take any action without a meeting that it could properly take at a meeting if one or more consents setting forth the action are executed by all the members of the Board or all the members or the committee, as the case may be, either before or after the action is taken, and if the consents are delivered to the Club for inclusion in the minutes or filing with the corporate records. Consents shall be either in an executed written record or in an executed electronically transmitted record. Such action shall be effective when the last member executes the consent unless the consent specifies a later effective date.

SECTION 10. Reports. Each Committee promptly shall submit to the Club office a written report of its actions and recommendations in time for submission to the Board.

SECTION 11. Governing Rules. The rules contained in the current edition of Robert's Rules of Order shall govern all meetings.

SECTION 12. No Compensation. No compensation shall be paid to officers or directors for services rendered in the course of their official duties, provided however that this shall not

preclude contracts for provision of goods or services on an arms-length basis if such contracts are in writing and approved by a disinterested majority of the Board.

## ARTICLE VI Membership Meetings

### SECTION 1. Membership Meetings.

- (a) The annual membership meeting shall be in November on a date to be decided by the Board.
- (b) Quarterly meetings of the Club's members shall be held on such dates as may be determined by the Board on an annual basis, except that there shall be no such meetings during July, August or December.
- (c) Special meetings of the Club's members may be called by the Commodore or at the request of a majority of the Board.

SECTION 2. Attendance. In addition to meeting in person physically, the Board may authorize members to meet, in whole or in part, through the use of one or more means of remote communications through which members not physically present may participate in the meeting substantially concurrently, pose questions and make comments. A person participating in a meeting by this means is considered present in person at the meeting.

SECTION 3. Notice of Meetings. Notice of all meetings of the Club's members shall be preceded by at least ten (10) days' notice thereof and shall include the purpose or purposes of such meeting, the date, time and place of such meeting and instructions for participating in the meeting by remote communications, provided that there shall be not less than twenty-five (25) days' notice for the matters described in Article VII. Such notice shall be published on the Club's website and sent to the Club's members. Notices may be in writing delivered by U.S. Mail, delivery, email or other electronic transmission or in any other manner allowed by law and shall be deemed given when deposited in the U.S. Mail addressed to the member's mailing address, delivered to the member or sent to the email or other electronic transmission addresses provided by the member in the Club's records. Oral notice shall be sufficient only if a written record of such notice is included in the Club's minute book.

SECTION 5. Order of Business. The following order of business shall prevail at such meetings to the extent applicable: (a) approval of the minutes of previous meeting, (b) reports of Officers and Committees, (c) unfinished business, (d) new business, (e) election of Directors and Officers, (f) amendments to the bylaws, (g) increases in fees and dues and (h) other matters.

SECTION 6. Eligible Voters; Quorum; Proxies. The Secretary shall oversee the preparation of a list of all members eligible to vote at the meeting. The presence, in person physically or by remote communications or by delivery of a written ballot, of fifty (50) members eligible to vote

shall constitute a quorum at any meeting of the membership. Only members in good standing shall be entitled to vote. Voting by proxy is not permitted.

## ARTICLE VII

### Election of Directors and Officers, Bylaw Amendments, Fees and Dues Increases

SECTION 1. Additional Provisions Regarding Certain Matters. The provisions set forth in this Article shall apply to the election of Directors and Officers, proposed amendments to the bylaws and proposed increases in the Club's initiation fees and dues requiring membership approval and all other matters that require membership approval and are in addition to the provisions set forth in Article VI.

SECTION 2. Election of Directors and Officers.

- (a) The Nominations and Elections Committee shall, not less than twenty- five (25) before the Annual Membership Meeting, nominate candidates for each of the Director and Officer positions and, at the same time, shall post the nominations at the Clubhouse and on the Club's website. Information regarding each candidate shall be included in the Notice of Meeting described in Article VI, Section 3.
- (b) Additional Nominations. Additional nominations may be made by:
  - (i) A letter signed by ten (10) members eligible to vote and directed to the Secretary of the Club and received by the Club, whether by U.S. mail, delivery, email or other electronic transmission, not later than fifteen (15) days prior to the Annual Membership Meeting. Notification of such nominations must be made to all voting members at least ten (10) days prior to the Annual Membership Meeting by posting at the Clubhouse and on the Club website and, to the extent practicable, by U.S. Mail, delivery, email or other electronic transmission or in any other manner allowed by law.
  - (ii) Nominations only for Directors may be made from the floor at the Annual Membership Meeting by any member eligible to vote.
- (c) Consent Required. No person shall be nominated without such person's consent.

SECTION 3. Other Proposals Requiring Membership Approval. Amendments to these bylaws, increases in initiation fees and dues requiring membership approval and any other proposal requiring membership approval may be approved at any annual, quarterly or special meeting of the membership. Proposed amendments to these bylaws must be either (a) approved by the Board for submission to members or (b) submitted on a petition signed by not fewer than ten (10) members eligible to vote. Notice of the proposed bylaw amendment(s) and any proposals requiring membership approval shall be posted at the Club and on the Club's website and

information regarding each such proposal shall be included in the Notice of Meeting described in Article VI, Section 3. Board approval but not membership approval is required for amendments to these bylaws (i) pursuant to the last sentence of Article XI, Section 3, (ii) to correct typographical and/or grammatical errors and numbering and (iii) to reflect self-implementing changes previously approved by the members.

SECTION 4. Voting. The voting for election of Directors and Officers and proposals to amend the bylaws, changes to the initiation fees and dues requiring membership approval and any other matter requiring membership approval shall be conducted as follows:

- (a) Before the meeting, the Commodore, with the advice and consent of the Board, shall appoint three (3) members eligible to vote to act as Voting Judges. The decision of the Judges shall be final as to the conduct and legality of the voting, and the Judges shall certify the successful candidates and outcome of any proposal submitted to the members.
- (b) The Chair of the Nominations and Elections Committee shall act as chair of the voting at the annual members meeting while the Commodore shall act as chair of the voting at any quarterly or special meeting held to consider a proposal to amend the bylaws, changes to the initiation fees and dues and any other matter requiring membership approval.
- (c) Each member eligible to vote and attending in person physically, unless such member previously has submitted a ballot pursuant to the provisions of subsection (d) below, shall have such member's name checked against the list of eligible voters prepared described in Article VI, Section 6, and be provided a secret written ballot.
- (d) Any member eligible to vote at a meeting may vote by written ballot prior to the meeting. An official ballot containing the names of all the Director and Officer nominees, bylaw amendments and any other specific issues to be voted on, as stated in the notice of the meeting, shall be posted on the Club's website and sent to members. The ballot may be sent by U.S. Mail, delivery, email or other electronic transmission to the mailing address, email or other electronic addresses provided by the members in the Club's records. A member may return the ballot by U.S. Mail, delivery or email or other electronic transmission. If a physical written ballot is returned, the member shall return such ballot in an envelope that bears the voting member's legible name and is marked "ballot." All voting by email or other electronic transmission shall be anonymous so no other member can see how a member votes, provided that one member of the Nominations and Election Committee and one Club staff member may have access to such votes only in order to tally them. All ballots received by the Club, including copies of email or other electronically returned ballots, shall be deposited in the ballot box which shall remain locked until opened by a member of the Nominations and Elections Committee. After unlocking the ballot box, the Nominations and Elections Committee shall remove the ballots and check the names of the voting members against the

Secretary's list of eligible voting members, shall tally the ballots and add those results to those of the members attending the meeting in person, and report the results to the meeting. All ballots submitted pursuant to this subsection must be received by the Club prior to the commencement of the meeting.

#### ARTICLE VIII Burgee and Flags

SECTION 1. Burgee. The Club burgee shall be a pennant in the colors of red, white and blue with the letters "CYC". It shall be flown according to prevailing custom. No boat chartered to a non-member of the Club or engaged in trading shall be entitled to fly the Club burgee.

SECTION 2. Officer Flags. From time to time, the Board may specify the flags to be flown when officers of the Club, including Staff Commodores, are afloat (except when racing) and by the regatta committee.

#### ARTICLE IX Property Rights

SECTION 1. No Capital Stock. This Club has no capital stock.

SECTION 2. No Member Rights to Assets. No member of this Club shall have any right, title or interest whatsoever in or to any of the property or assets which the Club may have or hereafter acquire. In case of dissolution, the property or assets of the Club shall be distributed to such non-profit corporation, charitable organization, municipality or other such entity which will carry on the purpose of the Club as herein stated. Such distribution shall be made according to law.

#### ARTICLE X Non-Discrimination and No Harassment

SECTION 1. Non-Discrimination. The Club is committed to providing an inclusive and welcoming environment for all of its staff, members, visitors, guests, volunteers and vendors. The Club does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression or identity, age, national origin, disability, marital status, sexual orientation, military status, political ideology, or any other status or condition protected by applicable local, state or federal laws in any of its activities or operations, except where a bona fide qualification applies. These activities and operations include, but are not limited to, hiring, placement, compensation and retention of staff, solicitation and admission of members, selection of vendors, provision of

services and conduct of its operations, including Club's racing, cruising, junior, educational, social and other programs and activities.

SECTION 2. Harassment Prohibited. Verbal, physical, sexual or any other form of harassment that belittles or demeans any individual on the basis of race, color, religion, creed, gender, gender expression or identity, age, national origin, disability, marital status, sexual orientation, military status, political ideology or any other status or condition protected by applicable local, state or federal laws is strictly prohibited.

SECTION 3. Reporting. The Club encourages reporting of all perceived incidents of discrimination or harassment to the Commodore, Vice Commodore or Rear Commodore and prohibits retaliation against any individual who in good faith reports incidents of discrimination or harassment or participates in an investigation of discrimination or harassment concerns. Any person who is found to have engaged in such discrimination or harassment is subject to discipline, including without limitation termination of employment and membership and banishment from the Club's properties, activities and operations.

## ARTICLE XI

### Recognition, Reciprocity and Visitors

SECTION 1. Non-Members. Non-members shall not be afforded the privileges and facilities of the Club except as may be provided in Club regulations approved by the Board.

SECTION 2. Sailing Fleets. The Board, by resolution or in Club regulations, may recognize and thereby accord preferred status to those sailing fleets which are composed predominantly of Club members, participate actively in Club programs, support the Club and possess a responsible administrative organization. Such preferred status may include, but is not limited to, having fleet starts in Club races, fleet use of Club facilities with non-Club members as guests, and representation in Club Fleet Councils. The Board shall review a Fleet's recognition status at least annually.

SECTION 3. Visitors. Visitors may enjoy the privileges of the Club only for a reasonable number of times in any one calendar year. For purposes of this section, the term "visitor" means a nonmember who is granted access to the privileges of the Club on a prearranged invitation from a bona fide member in furtherance of the Club's activities and purposes. Visitors may remain at the Club as long as the member accompanying the visitor is present in the Club. The Board may amend this section from time to time without membership approval in order to comply with the regulations of the Washington State Liquor and Cannabis Control Board.

ARTICLE XII  
Indemnification of Directors and Officers

SECTION 1. Indemnification. The Club shall indemnify any person who was or is a party or is threatened to be a party to any civil, criminal or investigative action, suit or proceeding by reason of the fact and to the extent that such person is or was a Director or Officer of the Club against expenses (including attorneys' fees), judgments and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, including but not limited to any such action, suit or proceeding in which such person is wholly successful in the defense thereof. This provision shall not apply to the extent that there is a finding or conclusion that such action, suit or proceeding involves such person's intentional misconduct, knowing violation of law or any transaction from which such person received a loan or other personal benefit to which such person is not legally entitled.

SECTION 2. Discretionary. The Club, by action duly taken by the Board, may indemnify any such person for the advancement of reasonable defense costs, amounts due under a settlement agreement or monetary damages so long as such person acted in good faith, reasonably believed that his or her action was in the best interest of the Club and has not been found liable to the Club on any basis or to anyone else for a loan or other personal benefit improperly received.

SECTION 3. Determinations. All determinations under this Article shall be made by the Board by a majority vote of a quorum of disinterested directors and if such quorum cannot be obtained by the majority vote of a special committee of disinterested directors appointed by the Board.

SECTION 4. Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

SECTION 5. Report to Members. In the event the Club indemnifies or advances the expenses of a Director or Officer in accordance with this Article, a report of that fact shall be made in writing to the members of the Club with or before delivery of the notice of the next meeting of the members.

SECTION 6. Amendment. This Article and any Section thereof may be altered or amended at any time but no such alteration or amendment shall have the effect of diminishing the rights of any person who is or was a Director or Officer as to any acts or omissions taken or omitted to be taken prior to the effective date of such alteration or amendment.

SECTION 7. Insurance. The Club, by action duly taken by the Board, may purchase and maintain at its expense insurance to protect itself and any person who is or was a Director or Officer of the Club against any liability asserted against such person or incurred by such person in such capacity or arising out of such person's status as such.