

BY-LAWS

OF THE

MINUTEMAN YACHT CLUB, INC.

Amended and Restated Effective November 1, 2010

BY-LAWS OF THE MINUTEMAN YACHT CLUB, INC.

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BY-LAWS OF THE MINUTEMAN YACHT CLUB, INC.

1.0 NAME, LOCALITY SERVED, PURPOSE, AUTHORITY, AND OFFICE LOCATION

1.1 **Name.** The name of the organization shall be the Minuteman Yacht Club, Inc. (the "Club").

1.2 **Locality Served.** The Club shall primarily serve boaters and other persons who reside in the town of Westport, Connecticut ("Town of Westport"). In addition, the Club shall also serve boaters and other persons who reside:

- (a) in the geographical area of Westport, Connecticut including neighboring cities and towns generally (collectively, the "Westport Area"); and
- (b) outside the Westport Area but who have a connection to the Westport Area.

1.3 **Purpose.** The purpose of the Club is:

- (a) to be a voice for Town of Westport boaters, whether sail or power, large or small, in-the-water, on trailers or dry-stalled;
- (b) to protect boating and water sport in the Westport Area from encroachment by interests that seek private gain or undue restriction;
- (c) to assist in efforts that will maintain the environmental integrity of Westport Area shoreline and cruising areas, balanced by a concern for the basic needs of boaters; to improve safety afloat;
- (d) to increase knowledge of the Westport Area waters;
- (e) to foster a camaraderie and social spirit among members;
- (f) to continue to enhance the Club's position in the community of Long Island Sound yacht clubs; and
- (g) to encourage membership by all boaters in the Westport Area.

1.1 **Authority.** The Club is a nonstock corporation established under Chapter 602 of Title 33 ("Nonstock Corporations") of the General Statutes of Connecticut.

1.4 **Office Location and Mailing Address.** The principal office of the Club shall be located at the Ned Dimes Marina at Compo Basin in the Town of Westport or in any location in the Town of Westport as determined by the Board of Governors. The mailing address of the Club shall be P.O. Box 587, Westport, Connecticut 06880 or any other address as determined by the Board of Governors.

2.0 MEMBERS AND DUES

2.1 **Membership.** The members of the Club shall consist of those persons who join the Club in accordance with this Article II.

2.2 **Term of Membership and Membership Year.** The term of each member shall be one year. Each term of membership shall begin on the January 1st and end on the December 31st of the applicable year.

- 2.3 **Annual Dues.** To become and maintain annual membership in the Club, the annual membership dues shall be paid on or before April 1st of the applicable year. Any member in default of dues on or after July 1st of the applicable year shall be considered to have resigned unless arrangements for delayed payments are made with the Treasurer and accepted by the Board of Governors. The Bridge shall determine the amount of the annual dues prior to the beginning of the applicable year, subject to an affirmative vote of at least 66-2/3% of all current Governors.
- 2.4 **Classes of Members.** There shall be two classes of membership: Regular and Associate. Any person who shall satisfy the requirements hereinafter set forth and assume the obligations imposed by the Club shall be eligible for membership. No application for membership shall be rejected because of race, color, creed, gender or otherwise.
- 2.5 **Regular Members.** Regular Membership shall be limited to only those boaters who are both 18 years of age or over and who are residents of the Town of Westport. There shall be but one membership for each family unit. A family unit shall include the applicant, spouse and minor children and any other family member who resides with the applicant.
- 2.6 **Associate Members.** Any person 18 years of age or over who does not qualify for Regular Membership may maintain an Associate Membership in the Club covering the applicant, spouse and minor children under such rules as the Board of Governors may from time to time establish. Associate Members may serve on, but may not be chair of, any committee or subcommittee of the Club.
- 2.7 **Voting.** Only Regular Members of the Club shall be entitled to vote and serve as Officers or Governors. Each Regular Member shall have the right to one vote on all matters and questions coming before the membership.
- 2.8 **Club Directory.** A directory of the current Club membership as of April 1st of the applicable year shall be prepared and personally delivered, mailed or electronically transmitted to all current members on or about June 1st of the applicable year.
- 2.9 **Termination of Membership.** The Board of Governors, by affirmative vote of at least 66-2/3% of all current Governors, may censure, suspend or expel a member for cause after an appropriate hearing. Cause shall include ineligibility, or conduct detrimental to the welfare, interest or character of the Club.
- 2.10 **Reinstatement.** Upon written request signed by a suspended or expelled member and filed with the Secretary, the Board of Governors may, by affirmative vote of at least 66-2/3% of all current Governors, reinstate such former member to membership upon such terms as the Board of Governors may deem appropriate.
- 2.11 **Resignation.** Members shall be considered resigned should they not renew their annual membership within 3 months after it becomes due. Additionally, any member may resign during the year by filing a written resignation with the Commodore and the Secretary, but such resignation shall not relieve that member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. A resignation shall not prejudice rejoining at a later date.
- 2.12 **Transfer of Membership.** Membership in the Club is neither transferable nor assignable.
- 3.0 **ADMINISTRATION**
- 3.1 **Board of Governors.** The Board of Governors, consisting of individual Governors elected in accordance with Article IV below, shall manage the affairs of the Club and the Club, subject to its delegation powers described in Section 3.4 below.

- 3.2 **Powers of the Board of Governors.** The Board of Governors shall have all the powers provided by the laws of the State of Connecticut, including but not limited to Chapter 602 of Title 33 (“Nonstock Corporations”) of the General Statutes of Connecticut.
- 3.3 **Action by the Board of Governors.** Unless otherwise prescribed by these By-Laws or the laws of the State of Connecticut, all action taken by the Board of Governors shall be by affirmative vote of a majority of the Governors present to vote at a meeting of the Board of Governors at which there is a quorum. Each Governor shall have one vote; no other persons other than Governors shall be allowed to vote. In addition, action may be taken by the Board of Governors without a meeting, but only through unanimous written consent of all current Governors, with such consent transmitted by United States mails, facsimile, email or any other acceptable manual or electronic means to all Governors. Any action taken by any committee or subcommittee of the Board of Governors shall not be deemed to be action taken by the Board of Governors, other than in accordance with Section 5.4(c) below.
- 3.4 **Delegation.** The Board of Governors in its sole discretion may delegate its authority to any appropriate person or entity, other than with respect to those duties and responsibilities generally enumerated in Section 3.5 below.
- 3.5 **Authority, Duties and Responsibilities of the Board of Governors.** The Board of Governors shall have the following authority, duties and responsibilities:
- (a) to elect special classes of members as heretofore defined;
 - (b) to discipline, censure, suspend or expel any member herein;
 - (c) to fix annual member dues;
 - (d) to fix penalties;
 - (e) to reinstate any member suspended or expelled;
 - (f) to remove any elected or appointed officer or member of a committee for cause;
 - (g) to make rules for its own government, for committees and for any property owned by the Club;
 - (h) to promulgate and enforce these By-Laws;
 - (i) to approve the budget; and
 - (j) to perform such other action consistent with the purpose of the Club.
- 4.0 **GOVERNORS**
- 4.1 **Powers.** Each Governor shall have the powers provided under these By-Laws and the laws of the State of Connecticut.
- 4.2 **Compensation.** Each Governor shall serve without compensation. Reasonable and necessary expenses, actually incurred by a Governor in the performance of his or her duty as a Governor, shall be reimbursed by the Club in accordance with written Club policy relating to the reimbursement of expenses generally.
- 4.3 **Conflict of Interest.** No Governor shall have any direct or indirect pecuniary, financial, economic or other material personal or individual beneficial interest with respect to any activity involving such Governor and relating to the Club and the Club. A Governor who discovers that he or she has an actual or potential conflict of interest as described in the preceding sentence shall (i) fully,

completely and immediately disclose the existence of such conflict of interest to the Bridge and (ii) recuse himself or herself from all discussions, deliberations and proceedings relating to the activity that is the subject of the actual or potential conflict of interest. The Bridge shall determine, after a full investigation, whether there is a conflict of interest. If the Bridge determines that there is a conflict of interest, it shall take all appropriate and necessary action to resolve and eliminate such conflict.

- 4.4 **Number of Governors.** The Board of Governors shall at all times consist of no less than 5 Governors and no more than 15 Governors.
- 4.5 **Eligibility and Nomination.** Any Regular Member of the Club in good standing shall be eligible for election or re-election as a Governor. Candidates shall be nominated by the Bridge. In addition, candidates may be nominated by petition consisting of at least 10 signatures of members in good standing. All candidacies shall be presented in writing to the Club's membership at least 15 days before the Annual Meeting.
- 4.6 **Election.** Governors shall be elected by a majority of the Regular Members of the Club in attendance at the Annual Meeting.
- 4.7 **Term of Service.** Each Governor shall serve a term of one full year beginning on the January 1st following the Annual Meeting at which he or she was elected. There shall be no term limits with respect to any Governor.
- 4.8 **Resignation.** A Governor may resign for any reason or for no reason at any time. Such Governor should provide reasonable and timely notice to the Commodore of such resignation.
- 4.9 **Removal.** The Board of Governors may remove a Governor at any time for cause. Removal of a Governor shall occur only after an affirmative vote of at least 66-2/3% of all current Governors (excluding the Governor who is the subject of any removal action) to remove such Governor. Prior to removal, the Governor who is the subject of any removal action shall be afforded reasonable notice and an opportunity to be heard before the Board of Governors, and may be represented by counsel.
- 4.10 **Vacancies.** Any vacancy resulting from the death, incapacity, disqualification, resignation or removal of a Governor may be filled by a member nominated by the Bridge and approved by the affirmative vote of at least 66-2/3% of all current Governors. Such new Governor's term shall end on the last day of the current Fiscal Year.
- 4.11 **New Governor Orientation.** The Board of Governors shall provide a timely and comprehensive orientation session for each new Governor.

5.0 **COMMITTEES**

- 5.1 **Standing Committees.** There shall be the following 3 Standing Committees:
- (a) Bridge;
 - (b) Program Committee; and
 - (c) Membership Committee.
- 5.2 **Other Committees and Subcommittees.** The Commodore may establish (i) other committees in addition to the Standing Committees and (ii) subcommittees of the Standing Committees or other committees, all subject to approval by a majority of the current Governors. Such committees may include, but not be limited to:
- (a) The Regatta Committee;

- (b) The Facilities Committee;
- (c) The Public Relations Committee;
- (d) The Awards Committee;
- (e) The Change-of-Watch Committee; and/or
- (f) The Good-Guy Award Committee.

5.3 **Members of the Committees and Subcommittees.** The Commodore shall appoint the members and chairs of each Standing Committee (other than the Bridge) and all other committees and subcommittees after consultation with the Board of Governors. All committee and subcommittee member and chair appointments shall be subject to an affirmative vote of at least 66-2/3% of all current Governors, which generally shall take place at the first Regular Monthly Meeting after January 1st of the applicable year.

5.4 **Bridge.** The Bridge shall consist of all current Officers. The duties and responsibilities of the Bridge shall be:

- (a) to oversee and coordinate all committees and subcommittees of the Board of Governors;
- (b) to nominate a Slate of Officers for the next Fiscal Year, and to otherwise oversee Standing Committee succession planning;
- (c) to oversee and coordinate the Club's website;
- (d) to act as the Board of Governors in an emergency situation;
- (e) to set the amount of the annual dues in accordance with Section 2.3 above; and
- (f) to perform such other actions that are consistent with the functions of an executive committee and these By-Laws.

5.5 **Program Committee.** The duties and responsibilities of the Program Committee shall be:

- (a) to prepare the calendar of Club events for the upcoming year subject to the approval by the Board of Governors;
- (b) to disseminate the calendar to the membership via any appropriate means;
- (c) to implement the Club's programs;
- (d) to appoint an Event Committee and a chair of such committee for each event where preparation is sufficiently extensive to require such appointment;
- (e) to see to necessary arrangements for each event where a chair or committee has not been assigned; and
- (f) to perform such other actions that are consistent with the functions of a program committee and these By-Laws.

5.6 **Membership Committee.** The duties and responsibilities of the Membership Committee shall be:

- (a) to maintain the past and current list of members of the Club;

- (b) to forward dues notices and follow through on same;
- (c) to maintain or increase Club membership;
- (d) to prepare and disseminate the annual Club directory and membership cards to each current member; and
- (e) to perform such other actions that are consistent with the functions of a membership committee and these By-Laws.

6.0 **OFFICERS AND OTHER POSITIONS**

6.1 **Officers.** The Officers of the Club shall consist of the following:

- (a) a Commodore;
- (b) a Vice Commodore;
- (c) a Rear Commodore;
- (d) a Secretary; and
- (e) a Treasurer.

6.2 **Eligibility.** Officers shall be current Governors.

6.3 **Election.** Officers shall be elected by a majority of the Regular Members in attendance at the Annual Meeting.

6.4 **Presentation of Slate of Officers.** The Bridge shall timely present in writing a slate of Officers to the Club's membership prior to the Annual Meeting. Such slate of Officers shall have been approved by the Board of Governors prior to such presentation. In addition, an alternative slate of Officers may be nominated by petition consisting of at least 10 signatures of Regular Members in good standing. All such slates of Officers shall be presented to the Club's membership at least 15 days before the Annual Meeting.

6.5 **Term of Office.** The term of each Officer shall be for one full year, beginning on the first day of the Fiscal Year immediately following the date of such Officer's election. Unless otherwise determined by an affirmative vote of at least 66-2/3% of all current Governors, (i) no Officer may serve more than 4 full consecutive years in the same position and (ii) the Commodore may serve only 2 full consecutive years in such position.

6.6 **Commodore.** The duties and responsibilities of the Commodore shall be:

- (a) to serve as chair of the Board of Governors and to preside at all meetings of the Board of Governors;
- (b) to oversee and coordinate all business of the Board of Governors;
- (c) to prepare the agenda for all meetings of the Board of Governors;
- (d) to serve as the chair of the Bridge;
- (e) to report the activities of the Bridge to the Board of Governors on a regular and timely basis;

- (f) to be the primary spokesperson for the Board of Governors to the Town of Westport and to the community at large;
- (g) to serve as an ex-officio member of all committees;
- (h) to appoint members and chairs of all committees;
- (i) to appoint a representative of the Club to act as a liaison to the Town of Westport's Boating Advisory Committee, Parks and Recreation Commission, and Town of Westport government in general;
- (j) to execute documents on behalf of the Club, and may execute, with the Secretary or any other officer authorized by the Board of Governors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Governors has authorized;
- (k) to appoint, subject to the approval of the Board of Governors, the Fleet Captain, Flag Lieutenant, and a Measurer when necessary; and
- (l) to perform such other actions consistent with the title and position of Commodore of the Club.

6.7 **Vice Commodore.** The duties and responsibilities of the Vice Commodore shall be:

- (a) to assist the Commodore in the discharge of his or her duties enumerated in Section 6.6 above;
- (b) to serve as vice chair of the Board of Governors and to preside at all meetings of the Board of Governors when the Commodore is unavailable or delegates such authority;
- (c) to assist in the preparation of the agenda for all meetings of the Board of Governors;
- (d) to coordinate with the Commodore all business of the Board of Governors;
- (e) to serve as the vice chair of the Bridge;
- (f) to be the primary spokesperson (after the Commodore) for the Board of Governors to the Town of Westport and to the community at large;
- (g) to serve as an ex-officio member of all committees;
- (h) to execute documents on behalf of the Club as authorized by the Board of Governors; and
- (i) to perform such other actions consistent with the title and position of Vice Commodore of the Club.

6.8 **Rear Commodore.** The duties and responsibilities of the Rear Commodore shall be:

- (a) to assist the Commodore and Vice Commodore in the discharge of their duties;
- (b) to serve as a member of the Bridge;
- (c) to be a spokesperson for the Board of Governors to the Town of Westport and to the community at large;
- (d) to serve as Commodore if the Commodore and the Vice Commodore – for whatever reason – are both not available; and

- (e) to perform such other actions consistent with the title and position of Rear Commodore of the Club.

6.9 **Secretary.** The duties and responsibilities of the Secretary shall be:

- (a) to serve as a member of the Bridge;
- (b) to keep a record of the proceedings of each meeting of the Board of Governors;
- (c) to send out notifications to all Governors of all meetings of the Board of Governors;
- (d) to oversee all correspondence from the Board of Governors;
- (e) to be a spokesperson for the Board of Governors to the Town of Westport and to the community at large;
- (f) to serve as Commodore if the Commodore, the Vice Commodore, and the Rear Commodore – for whatever reason – are all not available; and
- (g) to perform such other actions and activity that are consistent with the title and position of Secretary of the Club.

6.10 **Treasurer.** The duties and responsibilities of the Treasurer shall be:

- (a) to serve as a member of the Bridge;
- (b) to be the custodian of all moneys and funds belonging to the Club;
- (c) to be the custodian of all insurance policies and be responsible for renewals of same in amounts satisfactory to the Board of Governors;
- (d) to pay all bills contracted by the Club;
- (e) to record all receipts and disbursements in books suited to the purpose and maintain appropriate files;
- (f) to present a written financial report to the Board of Governors at the Annual Meeting and at all Regular Monthly Meetings;
- (g) to file all necessary documents with the Internal Revenue Service and any other taxing authority;
- (h) to be a spokesperson for the Board of Governors to the Town of Westport and to the community at large;
- (h) to serve as Commodore if the Commodore, the Vice Commodore, the Rear Commodore , and the Secretary – for whatever reason – are all not available; and
- (i) to perform such other actions and activity that are consistent with the title and position of Treasurer of the Club.

6.11 **Other Positions.** The following positions may be appointed by the Commodore subject to the approval by the Board of Governors:

- (a) **Fleet Captain.** The Fleet Captain shall direct the undertaking of all regattas and other contests such as Predicted Log events. The Regatta Committee, if established, shall be under the command of the Fleet Captain.
 - (b) **Flag Lieutenant.** The Flag Lieutenant shall have responsibility for the control, maintenance and storage of all properties of the Club, except actual facilities leased or owned by the organization and except for Club files. The Flag Lieutenant shall keep complete and proper records of all such properties, indicating their location and/or disposition.
 - (c) **Measurer.** It shall be the duty of the Measurer, upon request of the owner, or by direction of the Regatta Committee, to obtain the prescribed measurements of any particular vessel owned or chartered by that Club member and to compute the Rating Measurements. The Measurer shall act in accordance with the Measurement Rules of the United States Yacht Racing Union. The Measurer's findings shall be reported on a suitable form to the Fleet Captain, having duly certified such report. If deemed necessary, the Measurer may require that the vessel be hauled out at the expense of the owner. In the event that the Measurement Rules of any association to which the Club or member belongs requires methods or dimensions other than those required by the United States Yacht Racing Union, the Measurer shall also comply therewith. Any expense incurred in connection therewith shall be borne by the member.
- 6.12 **Vacancies.** A replacement for any vacancy resulting from the death, incapacity, disqualification, resignation or removal of an Officer shall be filled by the Bridge and subject to the affirmative vote of at least 66-2/3% of all current Governors. The Bridge shall timely present in writing such replacement for such vacancy to the Board of Governors, and the Board of Governors shall timely vote on such replacement.
- 7.0 **MEETINGS**
- 7.1 **Quorum.** A quorum shall consist of a majority of the current Governors.
- 7.2 **Voting.** All action by the Board of Governors shall be by affirmative vote of a majority of those Governors in attendance at the meeting, unless otherwise required by these By-Laws or the laws of the State of Connecticut.
- 7.3 **Attendance.** Governors shall attend at least 75% of all meetings of the Board of Governors held during the Fiscal Year. Attendance may be in-person, by telephone, by video conferencing, via the internet, or by any other acceptable method or means, provided that all Governors attending such meeting using such methods or means shall have the ability to hear and speak to all other Governors at all times during such meeting. If a Governor will not be attending any meeting of the Board of Governors, such Governor shall timely inform the Commodore and the Secretary in writing (preferably via email) that he or she will not be attending such meeting.
- 7.4 **Notification and Place of Meetings.** Each Governor shall be timely notified of any meeting of the Board of Governors, and each committee member or subcommittee member shall be timely notified of any meeting of a committee or subcommittee of the Board of Governors. The notification shall provide the date, time and place of the meeting.
- 7.5 **Annual Meeting.** The Annual Meeting of the Board of Governors shall be held in the month of October of each year at the Change-of-Watch event, unless the Board of Governors decides otherwise.
- 7.6 **Regular Monthly Meetings.** Regular Monthly Meetings of the Board of Governors shall be held in each month of the year other than in December, unless the Board of Governors decides otherwise.

- 7.7 **Special Meetings.** The Commodore, or a group of at least 4 Governors may call a Special Meeting of the Board of Governors at any time; *provided, however*, that there is 72-hour written notification of such meeting.
- 7.8 **Committee and Subcommittee Meetings.** Committee and subcommittee meetings shall be scheduled by the chair of such committee or subcommittee in his or her sole discretion. All committee and subcommittee members shall be timely notified of such meeting. In addition, each Governor shall be timely notified of any meeting of any committee or subcommittee, unless the chair of the committee or subcommittee decides otherwise.
- 8.0 **MISCELLANEOUS**
- 8.1 **Effective Date.** These By-Laws shall become effective on November 1, 2010 and shall supersede the current by-laws in their entirety.
- 8.2 **Fiscal Year.** The Club's fiscal year shall begin on January 1st and end on the following December 31st.
- 8.3 **Parliamentary Procedures.** The Board of Governors shall adhere to the parliamentary procedures as specified in the current edition of *Robert's Rules of Order*, with such modifications from time to time in the interests of time and efficacy as agreed to by the Board of Governors.
- 8.4 **Amendment.** These By-Laws may be amended at any time by an affirmative vote of at least 66-2/3% of all current Governors and ratification by a majority of the Regular Members at the Annual Meeting. Such vote may be in person, by proxy, or by transmittal (either written or electronic).
- 8.5 **Official Seal.** The corporate seal is in the form of a circle and has inscribed thereon the name of the Club and the words "Corporate Seal, Connecticut, 1967–The Minuteman Yacht Club, Inc."
- 8.6 **Club Burgee.** The Club Burgee shall be a navy blue pointed flag; the hoist 2/3rds of the length, displaying a kneeling Minuteman with musket in hand, depicted in white and facing the hoist. It may not be used for any business or commercial purpose except with the permission of the Board of Governors.
- 8.7 **Vessels Privileged to Fly Burgee.** Only Regular Members or Associate Members are entitled to fly the Club Burgee on their vessel or on any vessel chartered by them. The Club Burgee may not be flown on a member's vessel if it is chartered by a non-member.
- 8.8 **Flag Etiquette.** At locations so designated by the Board of Governors, and from time to time by the Commodore, the Club Burgee and the United States Flag are to be flown from 8:00 A.M. to sunset every day during the boating season. The Burgee shall be flown from the truck of the flagstaff and the United States Flag from the peak of the gaff, except on Memorial Day, or other days of mourning, when flags will be flown as prescribed by United States Naval Regulations. The flag of the Senior Flag Officer officially present shall be flown from the starboard yardarm. If the flagstaff is a mast with yardarm only, the United States Flag shall be flown at the truck and the Club Burgee flown from the starboard yardarm (facing seaward).
- 8.9 **Officers and Other Official Flags.** The Commodore shall display a rectangular flag with a blue field, with a centered device in white consisting of a fowl anchor encircled by thirteen 5-pointed stars; the Vice Commodore, a flag the same as the Commodore's, substituting red for the blue field; the Rear Commodore, a flag the same as the Commodore's, with the device in red on a white field. The Fleet Captain shall fly a rectangular flag with a blue fowl anchor on a white field. Past Commodores shall display a rectangular flag with a white fowl anchor preceded by three white stars vertically arranged along the hoist, all on a blue field. The Regatta Committee flag shall be rectangular with a red vertical fowl anchor, flanked by the letters "RC" in white on a blue field. The Secretary may fly a flag with crossed quills, in white on a blue field; the Treasurer, a white acorn on a blue field.

- 8.10 **Other Councils and Boards.** The Board of Governors may establish other councils or boards to assist it in performing its duties and responsibilities to the Club and the Club that are not inconsistent with the purpose of the Club and these By-Laws. The chair and members of such councils or boards shall be selected by the Commodore. Any chair or member of any such council or board may be removed for any reason or for no reason by the affirmative vote of at least 66-2/3% of all current Governors.
- 8.11 **Honorary Titles and Awards.** The Board of Governors may bestow honorary titles and/or awards to any person living or dead by an affirmative vote of at least 66-2/3% of all current Governors. Chief among these are the Order of the Wet Minuteman, the Hard Luck Trophy, the Minuteman Service Award, the Minuteman Medal, and the Jim Anderson "Good Guy" Commemorative Award, *provided* that the Jim Anderson "Good Guy" Commemorative Award shall be bestowed from time to time on that citizen of the Westport Area whose efforts have best served Westport Area boaters and whose character and human qualities do honor to the memory of the Club's former shipmate James T. Anderson. Such honorary titles and awards shall generally be bestowed at the Annual Meeting.
- 8.12 **Indemnification.** Each Governor and each Club employee shall be indemnified and held harmless to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended, against all costs, charges and expenses (including attorneys' fees) incurred or sustained by such Governor or employee in connection with any action, suit or proceeding to which such Governor or employee may be made a party, brought by any third party by reason of any act or omission by the Governor as a trustee of the Club or any act or omission by an employee of the Club as an employee of the Club, *provided, however*, that such act or omission was (i) taken in good faith, (ii) lawful and appropriate, and (iii) in the best interests of the Club. The Board of Governors may in its sole discretion purchase insurance to provide the indemnification described in this Section 8.12.
- 8.13 **Governing Law.** These By-Laws shall be construed under the laws of the State of Connecticut without reference to principles of conflict of laws, unless superseded by federal law.
- 8.14 **Severability.** In the event that any provision or portion of these By-Laws shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of these By-Laws shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.
- 8.15 **Notifications.** All notifications shall be in writing and transmitted by United States mails, facsimile, email or other appropriate means. Receipt of such notification shall be deemed to have occurred upon transmittal.

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