

BY-LAWS OF TRANSPACIFIC YACHT CLUB

Last modified May 15, 2025

ARTICLE I

NAME

This corporation, hereinafter referred to as "Club," shall be known as TRANSPACIFIC YACHT CLUB.

ARTICLE II

BOARD OF DIRECTORS

Section 1. This Club shall have all of the powers of a non-profit corporation set forth in Title 1, Division 2 of the Corporations Code, and other pertinent laws of the State of California, and any amendments thereto.

Section 2. The corporate powers of the Club shall be exercised and its business and activities managed by a Board of Directors consisting of no fewer than ten (10) members nor more than twenty-five (25) members, a majority of whom must be in control of a yacht which they own in whole or in part. One of the members of the Board of Directors automatically will be the immediate past Commodore. At any time or times, the then-serving members of the Board of Directors may set the number of Directors; provided, however, that there shall at no time be fewer than ten (10) nor more than twenty-five (25) Directors. Past Commodores who are ex-officio Directors of the Board pursuant to Section 7 of this Article shall not be counted in determining the number of Board members nor in the boat ownership or control requirements above.

Section 3. Each Director shall hold office for two years or for any shorter period for which he may have been elected or appointed and until his successor shall have been elected and shall qualify.

Section 4. Any vacancies occurring in the office of a director may be filled by the vote of a majority of the remaining directors at any regular meeting or special meeting called for that purpose at which a quorum is present.

Section 5. Seven directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the directors present at a meeting at which a quorum is present may be considered as the act of the Board of Directors.

Section 6. The directors shall be elected biennially at the biennial meeting of the regular members in the following manner: A Nominating Committee shall be appointed by the Commodore to determine nominees for officers and directors of the Club for the coming term. This Committee shall consist of not less than five members, with the Commodore as the Chairman, two or more of whom shall be Staff-Commodores and at least one member shall be from an area outside of Southern California.

The report of this Committee shall be presented for approval at a regular or special meeting of directors preceding the biennial members' meeting. After approval these nominations shall then be submitted to the members for vote at the biennial members'

meeting. Any member entitled to vote may make further nominations from the floor. When the nominations have closed, the persons so nominated shall be voted upon together and the candidates receiving the highest number of votes shall be elected.

Section 7. All past Commodores (other than the immediate past Commodore who shall be a member of the Board pursuant to Article II Section 2) as well as the Honolulu Committee Chairperson and the Mainland Committee Chairperson shall be ex-officio members of the Board, and are authorized to attend Board meetings, speak, make and second motions and vote. The past Commodores in attendance, other than the immediate past Commodore, shall not collectively cast more than two votes in total on any particular item to be voted on. In the event that more than two past Commodores are present at a Board meeting, the two votes shall be cast as they shall determine. The Honolulu Committee Chairperson and the Mainland Committee Chairperson shall be designated at the biennial meeting of members and shall serve during the two year period between biennial meetings.

Section 8. The Secretary and Treasurer shall be authorized to attend Board meetings, speak, and make and second motions, but shall not vote unless they are elected members of the Board of Directors.

ARTICLE III

OFFICERS

Section 1. The officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, Secretary and Treasurer, each of whom must be a regular member of the club.

Section 2. The Commodore, Vice Commodore and Rear Commodore shall be Flag Officers.

Section 3. The Flag Officers must be selected from the Board of Directors.

Section 4. The Flag Officers shall be elected at the biennial meeting of the regular members in the following manner:

The Nominating Committee described in Article II, Section 6, shall also present nominations for Flag Officers from among those nominated as directors. These nominations shall be submitted for approval to the directors at the nominating meeting mentioned in Article II, Section 6, for their approval. After approval these nominations shall be submitted to the members for vote at the biennial members' meeting (provided the nominees have been elected as directors). Any member entitled to vote shall have the right to make further nominations from among those elected directors.

Separate nominations shall be made for Commodore, Vice Commodore, and Rear Commodore and such Flag Officers shall be voted upon separately. The candidate receiving the highest number of votes for each respective office shall be elected.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. Commodore. It shall be the duty of the Commodore to preside at all meetings of the members and the Board of Directors; with the Secretary to sign the record of the proceedings of the Club, the meetings of the members and the Board of Directors and to sign and execute all written contracts, conveyances and obligations of the Club; to

enforce all the laws and regulations of the Club; to appoint a Secretary, Treasurer, Judge Advocate and Measurer and such other officers and committees as may be deemed advisable, all of whom shall hold office at the pleasure of the Commodore; to maintain liaison with the Hawaiian and other offshore committees participating in the administration of Transpacific Yacht Club activities; to act as an ex-officio member of all committees; to be the Chief Executive Officer of the corporation; and perform such other duties as pertains to his office or as the members or Board of Directors may specify. The Treasurer, Secretary and Judge Advocate shall report to the Commodore in a staff capacity.

Section 2. Vice Commodore. It shall be the duty of the Vice Commodore generally to assist the Commodore in the discharge of his duties and in his absence to officiate and act in the Commodore's stead. It shall be the specific duty of the Vice Commodore to supervise any Transpacific Yacht Race and be an ex-officio member of all race and protest committees. The Vice Commodore shall also supervise and direct the activities of the trophy committee. The Race Committee Chairman and the Measurer shall report to the Vice Commodore.

Section 3. Rear Commodore. It shall be the duty of the Rear Commodore generally to assist the two senior flag officers in the discharge of their duties and in their absence to officiate and act in their stead. It shall be the specific duty of the Rear Commodore to supervise and be an ex-officio member of all newsletter, publicity and auditing committees, the chairman of which shall report to the Rear Commodore.

Section 4. Secretary. It shall be the duty of the Secretary to keep a true record of the proceedings of the Club, the meetings of the members and of the Board of Directors, in a book for that purpose and to authenticate the same by his signature; with the acting Commodore to sign and execute all written contracts, conveyances and obligations of the Club; to keep a correct roll of all members; to give notice of all meetings; to attend to all Club correspondence; to file all documents, records, reports and communications; to notify members-elect of their elections; to keep a record of all applications and generally to perform such other duties as may be required by the Board of Directors.

Section 5. Treasurer. It shall be the duty of the Treasurer to keep all funds of the Club in an account or accounts in banks or savings and loan associations, or to invest such funds in securities as shall be determined by the Board of Directors from time to time, said accounts and securities to stand in the name of the Club; to keep proper books of account with respect to all receipts and expenditures of the Club; to pay out of such funds all bills which have been approved by the Board of Directors; to make a report to the Board of Directors of the amount of Club funds and securities at each meeting; to report in writing at the biennial meeting of the Club; generally to perform such other duties as may be directed by the Board of Directors.

Section 6. Junior Staff Commodore. The Junior Staff Commodore shall be an ex-officio member of any committee as designated by the Commodore and shall be a member of the Board of Directors.

Section 7. Measurer. The Measurer shall be an ex-officio member of the race committee. It shall be his duty to provide technical assistance in matters of handicapping races and qualification of the yachts. The Measurer shall report directly to the Vice Commodore.

Section 8. Judge Advocate. The Judge Advocate shall advise the officers and directors of legal matters concerning the Club and the interpretation of the bylaws and may attend meetings of the Board of Directors.

ARTICLE V

MEMBERSHIP

Section 1. Membership shall be three classes, Regular, Life and Honorary.

Section 2. Regular members shall be limited to Corinthian yachtsmen possessing the following qualifications:

Any Corinthian yachtsman may apply for membership in this Club who has (1) sailed as a Corinthian crew member of a yacht which has successfully completed the course in a race sponsored as a Corinthian event by the Transpacific Yacht Club, between any points on the Pacific Ocean not less than two thousand miles distant from each other, or (2) served as a Corinthian crew member of an escort or communications vessel accompanying such a race, and (3) who either is satisfactory to the Membership Committee and subject to the approval of the Board of Directors.

Application shall be made in writing to the Secretary and be accompanied by the membership fee and or current dues. The application shall be referred to the Membership Committee for recommendation, after which, election to membership shall follow upon favorable vote of the Board of Directors; provided that the Board of Directors may elect to membership without a report from the Membership Committee upon a two-thirds vote of the Board of Directors.

Section 3. *(Removed May 15, 2025 by the Transpacific Yacht Club Board of Directors.)*

Section 4. The Board of Directors may elect to Life membership any regular member who, in the judgment of the Board, is unable, by virtue of illness, or other incapacity, to pay regular annual dues, and a Life Member shall not be entitled to vote or hold any office. A Life Member shall be exempt from the payment of dues.

Section 5. The Board of Directors may elect as an Honorary Member, anyone who, by virtue of achievement in the world of yachting, has become nationally or internationally known, or who has demonstrated unusual interest in long distance ocean racing. Honorary Members shall be entitled to all of the privileges of the Club, but shall not be entitled to vote or hold any office. They shall be exempt from the payment of dues.

Section 6. Membership fees and dues shall be fixed by the Board of Directors, shall be payable at such time and in such manner as the Board of Directors may specify, and may be changed by it from time to time.

Section 7. No member in arrears for dues or other indebtedness to the Club shall be eligible to hold office or to vote at any election or otherwise participate in any meeting. A member shall be considered delinquent or in arrears whose due bills or assessments are unpaid sixty (60) days after they are due. If such indebtedness be not paid within ninety (90) days after the mailing of a notice of arrears, privileges as a member shall cease, and the Board of Directors may declare such membership to have terminated, whereupon he or she shall cease to be a member of this Club; provided, that any member so dropped from membership may be reinstated, in the discretion of the Board of Directors, upon the payment of all indebtedness outstanding at the date of membership being terminated, together with dues in full to the date of reinstatement.

ARTICLE VI

ENROLLMENT OF YACHTS

Section 1. The Secretary shall make and keep a correct list of the names of each yacht enrolled in the Club squadron.

Section 2. Any yacht shall be eligible to enrollment in the Club squadron which has participated in a race between any points on the Pacific Ocean not less than two thousand miles distant from each other and which is sponsored as a Corinthian event by or held by the Transpacific Yacht Club, and whose owner is a member in good standing of the Transpacific Yacht Club.

ARTICLE VII

FINES, SUSPENSIONS, PUNISHMENTS, ETC.

Section 1. Any member found guilty of breaking the rules and regulations of the Club, or of conduct unbecoming a lady/gentleman, may, after a trial (of which the member must have at least fifteen days notice including the reason for the proposed action and in which he/she may be heard in his/her own defense), be fined or deprived of any or all privileges of the Club, or may be expelled, by a vote of a majority of the Board of Directors. The effective date of any such action by the Board shall be not less than five days after the member shall have had the opportunity to be heard.

Section 2. No resolution adopted by the Board of Directors affecting the relation of a member towards the Club (except a resolution dropping a member for nonpayment of dues or a resolution accepting a resignation of a member or a resolution reinstating a member) shall be reviewed or rescinded at a subsequent meeting, unless each member of the Board be notified in writing by the Secretary, at least two weeks before the meeting, that such previous action will be brought up for review or reconsideration.

Section 3. The Board of Directors, in its discretion, may remit any fine assessed against a member.

ARTICLE VIII

MEETINGS

Section 1. There shall be a regular meeting of members of the Club biennially in the fourth quarter of odd numbered years, at such date, hour and place as may be fixed by the Board of Directors. Notice thereof shall be mailed by the Secretary by first-class mail to each member at least ten days in advance of the meeting; such notice to specify the date, time and place of meeting, and to state those matters which the Board, at the time the notice is given, intends to present for action by the members.

Section 2. Regular meetings of the Board of Directors shall be called at such date, time and place as may be designated by the Commodore, and as specified by written or electronic notice thereof mailed or sent by the Secretary at least seven days in advance. There shall be a minimum of four regular Board meetings each year. Any member or ex-officio member of the Board may participate in a meeting of the Board by means of conference telephone or similar communication equipment allowing all persons to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3. Special meetings of the members shall be held and shall be called by the Secretary on the order of the Commodore or a majority of the Directors or members, upon written notice thereof to each member, giving the time and place of the meeting, and mailed by first-class mail or delivered in person at least ten days in advance. If sent by mail, it shall be addressed to the member at his last address as shown by the Club's records. The notice shall specify the objects of the meeting, and no matters other than those specified shall be considered.

Section 4. Special meetings of the Board of Directors shall be held at such place as shall be determined by the Commodore and shall be called by the Secretary on the order of the Commodore or on the order of three Directors, upon written notice thereof to each Director, giving the time and place of the meeting by US mail or electronically or delivered in person. This notice shall be given at least forty-eight hours in advance if given electronically or in person, and seventy-two hours if sent by US mail. In the event a regular or special meeting is to be conducted exclusively by telephone conference or other permissible method the location of the meeting shall be omitted and replaced by the call-in conference contact number or other applicable contact information. Only those matters listed on the order calling the special meeting and on the notice of such meeting may be acted upon at such special meeting. Any member or ex-officio member of the Board may participate in a special meeting of the Board by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Notice of all regular and special meetings of the Board shall be given to ex-officio members of the Board. To the extent the California Corporations Code allows or recognizes other types of electronic or e-mail meetings and voting, it is the intention of these By-laws to allow such meetings or voting, but subject to conditions that the Board may adopt including the possibility of an increased number of votes to approve an action.

Section 5. At any meeting of members, each regular member in good standing shall be entitled to one vote on each question submitted. All Directors shall be chosen by ballot by the regular members present in person or by proxy.

Section 6. Fifteen per cent (15%) of the regular members of the Club in good standing, and in no event less than twenty (20) such members, shall be present in person or by proxy in order to constitute a quorum at any meeting thereof; provided, however, that at any regular meeting actually attended in person or by proxy by less than one-third of the voting power of the Club, the only matters that may be voted upon are matters the general nature of which was stated in the notice of the meeting.

Section 7. A member shall be deemed to be in good standing who is not in arrears as to any dues, charges or assessments, or whose privileges have not been suspended.

ARTICLE IX COMMITTEES

The Commodore shall appoint the following committees with duties herein set forth:

- (a) Race Committee. The Race Committee shall consist of five regular members of the Club. Its powers and duties shall include the following:
 - To arrange for, manage and judge all races and cruises held by or under the direction or sanction of the Club;

- To prescribe racing rules and handicaps and decide all questions arising under the same;
 - To disqualify a contestant that shall have violated any rule of the Club;
 - To appoint, in the absence of any of its members, another member of the Club to act in the place of the absentee; also, such assistants as it deems necessary for the handling of any race;
 - To record, in a book provided for that purpose, the results of all races held by the Club; also, all protests filed, together with their decisions on the same.
- (b) Membership Committee. The Membership Committee shall consist of three regular members of the Club. It shall inquire into the desirability and character of applicants and report its findings to the Board of Directors.
- (c) The Commodore may appoint such other committees as he deems advisable for the conduct of the Club's affairs.

ARTICLE X

AMENDMENTS

These By-Laws may be repealed or amended or new By-Laws may be adopted, in the manner provided by the Corporations Code of the State of California.

ARTICLE XI

SEAL

The seal of this Club shall be circular in form, having at its circumference the words, "TRANSPACIFIC YACHT CLUB, INCORPORATED May 24th, 1937."

ARTICLE XII

CLUB FLAG

The distinguishing signal of the Club is a swallow-tail pennant with a foul anchor in red upon a white field with a blue border, the width of the border along the hoist being one-half of that around the balance of the field and having seven small triangles, alternating red and blue, based thereon pointing towards the fly; the remainder of the border having thirteen white stars therein, six in the upper border, a like number in the lower border and a single white star in the apex of the border in the fly of the pennant.

ARTICLE XIII

PENNANTS

Section 1. The Commodore's flag shall be rectangular, with a white diagonal fouled anchor surrounded by thirteen white stars in a circle; anchor and stars shall be superimposed upon a blue field.

Section 2. The Vice Commodore's flag shall be rectangular, with a white diagonal fouled anchor surrounded by thirteen white stars in a circle; anchor and stars shall be superimposed upon a red field.

Section 3. The Rear Commodore’s flag shall be rectangular, with a red diagonal fouled anchor surrounded by thirteen red stars in a circle; anchor and stars shall be superimposed upon a white field.

Section 4. The Fleet Captain’s flag shall be rectangular, with a blue diagonal fouled anchor superimposed upon a white field.

Section 5. The Race Committee’s flag shall be rectangular, with a red vertical fouled anchor flanked by the letters “RC,” in white; anchor and letters shall be superimposed upon a blue field.

ARTICLE XIV

ASSETS AND PROPERTY RIGHTS; INDEMNIFICATION

Section 1. 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.

Section 2. The Club shall indemnify its Officers and Directors, and advance their expenses incurred in defending any proceeding, to the fullest extent permitted by (but subject to the conditions and limitations of) Division 2 of Title I of the California Corporations Code, as the same may be amended from time to time, or as permitted by any applicable administrative ruling, court decision or other provision of law.

* * *

The following is the jurat annexed to the original Bylaws of the Club, adopted in 1937:

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the directors of TRANSPACIFIC YACHT CLUB, a corporation, organized and existing under and by virtue of the laws of the State of California, do hereby assent to the foregoing By-laws of said corporation, consisting of Fourteen (14) Articles, and adopt the same as the By-laws of the said corporation.

IN WITNESS WHEREOF, we have hereunder set our names this 28th day of May, 1937.

MORGAN ADAMS KENNETH A. CAREY

JAMES FLOOD TOM REED

HOWARD WRIGHT ALBERT SOILAND

W.L. STEWART, JR. G. HARTON SINGER, JR.

ARTHUR C. STEWART