

Chesapeake Bay Grand Banks Owner's Association, Inc.

BYLAWS October 3, 2009

Article I - Name:

The official name of the organization is the Chesapeake Bay Grand Banks Owner's Association, Inc. (here after referred to as "CBGBOA"). It is incorporated under the laws of the state of Maryland as a non-profit, non-stock organization. The official logo is shown on page 5.

Article II - Mission:

The CBGBOA is organized to manage the association of individual owners as well as prospective and former owners of Grand Banks yachts who enjoy boating experiences on the waters of the Chesapeake Bay and its environs. The Grand Banks name includes Heritage, Eastbay and Aleutian Series vessels. The specific nature of the organization is a non-profit owner's association for social activities and the exchange of information and ideas. The organization was founded to ensure the continuation of ownership interests by individuals who have purchased a new or previously owned Grand Banks yacht.

The goals of the Association are to:

- Create opportunities for social interaction among owners, potential owners and other individuals having an appreciation for boats bearing the Grand Banks brand name.
- Foster enjoyable, knowledgeable and safe boating via cruising and rendezvous events.
- Provide a means of communicating between members, relative to recreational boating, by publishing a newsletter and maintaining a website.
- Promote pride in ownership of the Grand Banks brand.
- Promote a relationship with Grand Banks Yachts, Ltd., its dealers and maintenance facilities as well as vendors that have an expressed interest in our boats.

Article III - Membership:

There are two classes of membership:

1. Member

Eligibility requirements for membership at this level include:

- Ownership of a Grand Banks vessel at the time of becoming a Member.
- Completion of a CBGBOA application.
- Payment of dues as established by the Officers.

Once membership has been established, if the vessel is sold, membership may be continued at the Associate Member level if dues are paid in accordance with established policy.

2. Associate Member

Eligibility requirements for associate membership include:

- A desire to support CBGBOA.
- Completion of a CBGBOA application.
- Payment of dues as established by the Officers.

Associate Members will have no voting rights and will not be eligible for an office or service as a Director. If an Associate Member becomes a Grand Banks owner, they will automatically be eligible to become a Member, upon providing any relevant information related to boat ownership. Additional fees may be assessed to match the Member level.

Commercial organizations, that wish to support CBGBOA and receive entitlements outlined in the paragraph above, may join as an Associate Member.

Membership, Suspension, Expulsion, Withdrawal

Every member shall continue as a member until suspension, expulsion or withdrawal. A member may be suspended for a period or expelled for (a) a violation of the by-laws of the Corporation; (b) conduct prejudicial to the best interest of the Corporation; or (c) the failure to pay dues for a period of three (3) months from the date of which such dues became payable. Any member may withdraw from the Corporation after giving notice to the Board.

Article IV - Organization:

The organization structure consists of dues paying Members and Associate Members, Officers and Directors as defined below:

Members in good standing will elect Officers, each fall typically at a rendezvous. The Officers will serve for two years, their term beginning immediately after the rendezvous. The four elected Officers constitute the Board, and their duties are defined below:

- **President:**
 - Direct the activities of the organization in line with the provisions in the bylaws.
 - Supervise and oversee the work of the other Officers and Directors.
 - Provide a sense of direction for the organization, which will enhance its goals.
 - Spokesperson and external liaison for the organization.
 - Schedule and run organizational meetings
 - Change Officers' responsibilities as needed
- **Membership:**
 - Promote activities to get new members.
 - Welcome new members and help integrate them into CBGBOA activities.
 - Track and report regularly the membership status.

- Treasurer:
 - Establish and oversee the annual budget.
 - Maintain current, complete and accurate financial records.
 - Report regularly (at least annually) on the organization's financial status.
 - Establish and maintain checking/bank account.
 - Maintain master membership list.
 - Manage day-to-day financial transactions.
 - Record and pay bills/reimbursements.
- Secretary:
 - Record and distribute all pertinent information to members, including meeting minutes and events. This may occur via electronic means.
 - Handle organizational correspondence.
 - File appropriate tax and financial reports to state and federal agencies on an annual basis.
- Directors:
 - The Directors are appointed by the President with the approval of at least two of the other three officers. The Directors enjoy voting rights for those Board issues so identified by the President.
 - Provide support to the association as needed for special functions and activities.
 - The term can be for either one or two years.

A vacancy of an Officer or Director, other than through the normal expiration of one's term, may be filled by a majority vote of the remaining members of the Board. Those elected shall serve until the expiration of the unfilled term.

Article V - Organizational Communication:

Because of geographical considerations (i.e. membership throughout the mid-Atlantic region and beyond), there will be few opportunities to hold all-inclusive meetings of the membership, specific committees or the Board. Therefore, to the extent feasible, communication will be accomplished principally by electronic means (telephone and/or Internet). Where possible e-mail and the CBGBOA website (www.cbgboa.org) will be used to inform the membership of upcoming activities, solicit nominations, conduct polls, distribute newsletters and communicate other normal business of CBGBOA. The U.S. Mail will be used to communicate with Members lacking access to e-mail and the Internet.

Neither the CBGBOA membership list, nor postal address list nor e-mail list will be given or sold to an outside organization for promotional or commercial use.

Balloting for the election of Officers and other issues that may arise requiring a formal vote of the membership may be conducted by either of the following methods:

1. A formal vote taken in a business meeting held at any planned CBGBOA event that meets the following criteria:
 - The event is open to the entire membership.
 - The event has representation from at least 20% of the Member vessels.
 - At least 50% of the current Board members (Officers and Directors) are present at the business meeting.A quorum is achieved when 51% of the event attendees/vessels are present at the business meeting.
2. A formal vote taken via U.S. mail or e-mail communications distributed to all Members. A quorum is defined as response via U.S. Mail or e-mail communication from Members representing at least 20% of the Member vessels.

Each vessel will have one vote.

Article VI - Financial Matters:

- **The fiscal year begins January 1 and ends December 31.**
- **Financial Statements:**
Financial statements will be prepared consisting of at least a Fiscal Year End balance sheet, a summary of Receipts and Disbursements for the year plus a budget for the coming year.
- **Membership Fees:**
To become and remain a Member or Associate Member in good standing, payment of annual dues will be required. The amount of the dues may be changed from time to time as approved by the Board. Members are to submit payment of their dues by May 31, of each year. Members must have paid their dues prior to submission of the annual ballot for the election of Officers for the ballot to be counted.
- **Controls:**
Authority to open any bank accounts requires Board approval. Check writing or credit card use may be done by either the President or the Treasurer and both must be identified on the signature cards. Duplicate financial statements must be sent by the bank to both the President and the Treasurer.

Article VII - Liability:

- Officers, Directors and committee members of CBGBOA shall act in good faith and accordingly shall not be held responsible for any action or lack of action while working or serving in any capacity for CBGBOA, unless the action or lack of action is the direct result of their own willful misconduct, or outside the scope of authorized authority.
- Only the President and those members designated by the Board may enter into a contract on behalf of the CBGBOA.

Article VIII - Use of the Brand Name:

Use of the Grand Banks brand name in the title of the CBGBOA is hereby recognized by permission of Grand Banks Yachts, Ltd. In acknowledgement of this, general membership communication, announcements of events, newsletters and other information concerning the activities of the organization will be distributed to Grand Banks Yachts, Ltd. This recognition is in no way intended to restrict or limit the independence of CBGBOA to conduct its affairs and business.

Article IX - Dissolution

If the CBGBOA is ever dissolved, the assets of the association, if any, after paying all liabilities of the CBGBOA, shall be transferred or conveyed to one or more non-profit corporations, associations, or organizations having a similar character or purpose as the CBGBOA. The assets shall not be transferred or conveyed for less than fair market value. The selection of a corporation, association or organization to receive the CBGBOA assets is within the sole discretion of the Officers of the CBGBOA.

Article X - Amendment to Bylaws:

These Bylaws may be amended or superseded by a formal vote of the Members in good standing. Acceptance of such revisions will require approval of two-thirds of the Quorum, as defined in "Organizational Communications".

