

BYLAWS
OF
COMMUNITY SAILING OF FAIRFIELD

ARTICLE I

Name and Offices

1. Name. The name of the corporation is: COMMUNITY SAILING OF FAIRFIELD, INC.
2. Offices. The principal office of the Corporation shall be at such place as the Board of Directors may from time to time designate.

ARTICLE II

Members and Meetings of Members

1. Classes of Members: The Corporation shall have the following classes of Members:
 - A. General Membership shall be open to anyone eighteen years of age or over who can demonstrate a satisfactory level of sailing and safe boat handling skills as set forth more fully in the Member's Handbook. General Members shall be entitled to all the rights and obligations of membership including paying dues and assessments, and eligibility to vote and hold office. Spouse and children of General Members are accorded access to facilities and receive many of the benefits of membership, however, only dues-paying adults are entitled to vote.
 - B. Limited Memberships may be established by the Board of Directors. Such limited memberships shall be open to anyone otherwise eligible for General Membership, but restrictions, such as limitations on access to facilities, may be imposed. Limited Members shall have all the other rights and obligations of a General Member, but shall pay annual dues in a reduced amount.
 - C. Special Group Memberships may be established by the Board of Directors. Such special group memberships shall be open to all members of a particular designated group, such as senior citizens or Boys and Girls

Club members. Special Group Members shall not be entitled to vote, and shall pay either no annual dues, or annual dues in a reduced amount.

D. Honorary Membership may be awarded to any individual in recognition of extraordinary efforts and support on behalf of the Corporation. Honorary Membership shall be granted after the recommendation of a Member of the Corporation and subsequent approval by two-thirds of the Members at the Annual Meeting. Honorary Members shall have all the rights and obligations of a General Member, except that he or she shall be excused from payment of annual dues, and shall not have the right to vote.

2. Resignation of Members. Any Member may resign from the Corporation at any time by giving a written notice of resignation to the Secretary of the Corporation.

3. Annual Meetings. Annual Meetings of Members shall be held prior to the Annual Meetings of the Board of Directors. All Annual Meetings of Members shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine for the purpose of voting on the slate of Directors prepared by the Nominating Committee, and for the transaction of such other business as may properly come before the meeting. Notice of the time, place, and purpose or purposes of the Annual Meeting shall be served, either personally or by mail, not less than seven (7) nor more than fifty (50) days before the meeting upon each Member whose name appears upon the books of the Corporation and, if mailed, such notice shall be directed to each Member at such address as appears on the books of the Corporation.

4. Special Meetings. Special Meetings of the Members may be called at any time by the President or the Secretary and must be called by the President or Secretary upon receipt of the written request of one-third (1/3) of the Members of the Corporation. Notice of a special meeting stating the time, place, and purpose or purposes shall be served personally or by mail upon each Member not less than seven (7) nor more than fifty (50) days before such meeting and, if mailed, such notice shall be directed to each Member at such address as appears on the books or records of the Corporation.

5. Quorum. At any meeting of the Members a majority of the number of Members entitled to vote present in person or by proxy shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Members present in person or by proxy and voting at any meeting at which there is a quorum shall be

the act of the Members. A meeting may be adjourned from time to time by vote of a majority of the Members present in person by or by proxy, without notice other than by announcement at the meeting and without further notice to any absent Member. At any adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally notified.

6. Voting. At every meeting of Members each General Member and Limited Member shall be entitled to vote in person or by proxy. Each voting Member of the Corporation shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the voting Members present in person or by proxy except where otherwise provided by these Bylaws, the Certificate of Incorporation or by law.

7. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, the Members are authorized to take any action after notice to the Members or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken.

8. Action Without Meeting. Any action which may be taken at a meeting of Members may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken, is signed by all of the persons who would be entitled to vote upon such action at a meeting.

9. Voting By Mail. In any case where Members are entitled to vote, or to elect Directors, such action may be voted on by mail or such election may be conducted by mail and the notice, quorum and majority requirements for such action or election by mail shall be the same as required for the Annual Meeting of Members as set forth herein, provided that the total number of Members who actually vote by mail shall be substituted for the total number of Members appearing at such meeting or voting by proxy in determining such quorum and majority requirements and each vote must be received by the Secretary of the Corporation on or before the date specified in the notice.

10. Dues. Membership contributions or dues shall be established from time to time by the Board of Directors and may vary by Membership type as determined by the Board of Directors. Dues shall be payable as determined by the Board of Directors.

11. Removal. Any Member whose conduct constitutes a serious breach of the rules of the Corporation as set forth in its Handbook or whose conduct is otherwise detrimental to the Corporation may be removed by vote of the Board of Directors at any meeting upon ~~vote~~ of two-thirds (2/3) of the Directors present and voting. Notice of the proposed removal shall be given to the Member in question at least ten (10) days prior to the meeting at which the matter will be voted upon by the Board.

12. Compensation. Members shall not receive any compensation for their services as Members.

ARTICLE III

Directors

1. Number and Composition. The activities and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than twelve (12) Directors, each of whom shall be an individual who is active and diligent in meeting the obligations of a Director, and who is committed to promoting and supporting the welfare, success, and purposes of the Corporation. The number of Directors in office at any time shall constitute the number of Directorships of the Corporation, which number shall be deemed to have been determined by resolution of the Board of Directors.

2. Election. The initial elected Directors of the Corporation shall be the persons elected by the Incorporator. Thereafter Directors shall be elected at each Annual Meeting and as otherwise set forth in these Bylaws. Each Director shall hold office until his or her successor shall have been duly elected and qualified, or until he or she resigns or has been removed in a manner provided in the bylaws.

3. Nomination. A Nominating Committee shall be appointed by the Board of Directors to develop a slate of qualified candidates to fill any vacancy which will occur as a result of the expiration of the term of any elected Director. Such slate shall be prepared prior to the Annual Meeting of the Members and approved by the Members prior to its presentation for a vote before the Board at the Annual Meeting of the Board of Directors.

4. Classes. The elected Directors shall be divided into two (2) classes, each of which shall serve terms expiring on successive years. At the first Annual Meeting of the Board of Directors, the Initial Directors shall elect the seats on the Board of Directors in two classes from the slate of nominees approved by the Members. One-half

(1/2) of the Directors so elected shall serve until the second Annual Meeting of the Board of Directors, and one-half (1/2) shall serve until the third Annual Meeting of the Board of Directors. At each subsequent Annual Meeting of the Board of Directors successors to the class of elected Directors whose term shall expire that year shall be so elected from the slate of nominees approved by the Members to hold office for a term of two (2) years, so that the term of office of one (1) class of elected Directors shall expire each year. No elected Director may serve more than two (2) consecutive terms.

5. Vacancies. Any vacancy from among the elected Directors occurring during the year, including a vacancy created by an increase in the number of elected Directors made by the Board of Directors, may be filled by the Board. Any Director so elected by the Board of Directors shall hold office only until the election of a successor at the next succeeding Annual Meeting.

6. Advisory Directors. The Directors may, at any meeting of the Board of Directors upon the affirmative vote of two-thirds (2/3) of the Directors present and voting, designate one or more persons as an Advisory Director, who shall serve on the Board of Directors in an advisory capacity by virtue of the particular expertise he or she holds. Any such Advisory Director shall serve with voice but without voting rights.

7. Resignation or Removal.

a. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

b. Removal. Any Director whose conduct is detrimental to the Corporation may be removed by vote of the Board of Directors at any meeting upon the affirmative vote of two-thirds (2/3) of all the Directors then in office. Notice of the proposed removal shall be given to the Director in question at least ten (10) days prior to the meeting at which the matter will be voted upon by the Board.

8. Annual Meetings. Within a reasonable time after each Annual Meeting of Members, the Board of Directors shall meet for the election of Directors and Officers, and the transaction of such other business as may properly come before the meeting.

9. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time determine. Special meetings of the Board of Directors may be called by the President and must be called by the President upon the written request of any two (2) members of the Board.

10. Notice of Meetings. Written or oral notice of all meetings of the Board of Directors, except as otherwise provided, shall be given to each Director at least two (2) days before the meeting, but such notice may be waived by any Director.

11. Voting. Each voting Director of the Corporation shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the voting Directors except where otherwise provided by these Bylaws, the Certificate of Incorporation or by law. 12. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken, is signed by all of the persons who would be entitled to vote upon such action at a meeting.

13. Meeting by Telephone. A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

14. Quorum. At all meetings of the Board of Directors one-half (1/2) of the number of Directors then holding office as Director shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present and voting at any meeting at which there is a quorum shall be the act of the Board of Directors.

15. Compensation. Directors shall not receive any compensation for their services as Directors.

ARTICLE IV

Committees

1. Committees The Board of Directors may create committees, including but not limited to a Nominating Committee, to serve during the pleasure of the Board of Directors, which committees shall have and may exercise such authority and powers of the Board of Directors as shall be specified in the resolution of appointment. The Board may appoint Directors, members, or other interested individuals to serve on any such committee, however, each such committee shall have at least one Director appointed to serve.

2. Committee Minutes Each committee shall keep written minutes of its proceedings and shall report such minutes to the Board of Directors upon request.

ARTICLE V

Officers

1. Number The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and such other officers, with such powers and duties not inconsistent with these Bylaws, as may be appointed and determined by the Board of Directors. No two offices may be held by the same person.

2. Election, Term of Office, and Qualifications Elections of Officers shall be conducted by the Board of Directors. Officers shall serve a one (1) year term. An officer need not be a member of the Board of Directors.

3. Vacancies In the event any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors may elect an officer to fill such vacancy, and the Officer so elected shall hold and serve until the next succeeding Annual Meeting of Directors or until the election and qualification of his or her successor.

4. President The President shall preside at all meetings of the Members and of the Board of Directors and shall perform all the duties incident to the office of President, and such other duties as may be assigned by the Board of Directors.

5. Vice President At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess the powers of the President and shall perform such other duties as may be assigned by the Board of Directors.

6. Secretary. The Secretary shall have charge of books, documents, and papers of the Corporation. Shall have custody of the corporate seal, and shall perform all the duties incident to the office of the Secretary, and such other duties as may be assigned by the Board of Directors.

7. Treasurer or Finance Chairman. The Treasurer or Finance Chairman shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer or Finance Chairman shall enter regularly on the books of the Corporation to be kept by him or her for the purpose full and accurate account of all moneys and obligations received and paid or incurred for or on account of the Corporation, and shall perform all the duties incident to the office of the Treasurer or Finance Chairman, subject to the control of the Board of Directors.

8. Compensation. The officers shall receive no compensation for their services as officers.

9. Removal. Any officer may be removed from office with or without cause by the Board of Directors at any regular or special meeting called for that purpose.

10. Resignation. Any officer may resign at any time by giving written notice of resignation to the Secretary.

ARTICLE VI

Executive Director

The Board of Directors may employ an Executive Director of the Corporation. The Executive Director may be, but is not required to be an Officer or Director of the Corporation and shall receive such compensation as the Board of Directors shall determine.

ARTICLE VII

Conflicts of Interest

Directors shall disclose to the Board any conflicts of interest which arise, and no elected Director shall vote on any matter which would involve a conflict of interest. In the event that a Director questions whether a conflict

exists, the issue shall be decided by a majority vote of the elected Directors present, provided that the Director in question shall not participate in the discussion, vote, nor count toward a quorum for purposes of such vote.

The Directors shall also adopt a written policy concerning potential conflicts of interest on the part of Directors, officers and such other employees as might influence corporate decisions.

ARTICLE VIII

Amendments

The Certificate of Incorporation and these Bylaws can only be amended by the affirmative vote of two-thirds (2/3) of all the Directors then in office, followed by ratification by a majority of the Members.

ARTICLE IX

Miscellaneous

Member's Handbook. The Board of Directors shall make available to each Member and prospective Member a current edition of a Member's Handbook which shall clearly detail the Corporation's policies regarding membership qualifications, required conduct, any fees, assessments and penalties, the procedures for making use of the Corporation's facilities, and any other information deemed appropriate by the Board.

Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

C:\WPWIN60\CLIENT\SAILING\BYLW-MEM.DOC