

# BYLAWS OF SEA HAWKERS CENTRAL COUNCIL

## ARTICLE I - GENERAL PROVISIONS

### 1. Membership

The membership of the Sea Hawks Central Council, here-in-after called the Central Council, shall consist of:

- a. Officers: The eight (8) members of the Board of Directors, here-in-after called the Board, elected by the Central Council at the annual meeting in December and the Immediate Past President shall be members of the Central Council during the next calendar year.
- b. Satellite Chapter Representatives: Each Sea Hawker Satellite Chapter in good standing shall, during the month of January, designate two (2) representatives (one of which shall be the Satellite Chapter president; provided, however, that if the Satellite Chapter President is a Board member of the Central Council, such Satellite Chapter shall appoint an additional voting representative) and one alternate to this Central Council as members to serve that calendar year.
- c. All members shall be entitled to one (1) vote on all matters to be voted upon at Central Council meetings. This does not include designated alternates and the Immediate Past President. However, they are welcome to speak upon the issues, and the alternates may vote if a regular representative from their same Satellite Chapter is absent. There shall be no voting by proxy for an individual. The Immediate Past President shall vote only in the case of breaking a tie vote.
- d. Seahawk Representative: The Seattle Seahawks may designate one (1) person to attend Central Council meetings, but such person shall not be entitled to vote.

### 2. Dues

- a. Satellite Chapter Dues to the Central Council shall be paid as due, as a condition precedent to sending representatives to the Central Council meeting and/or receiving any of the benefits flowing from membership in the Sea Hawks Booster Club.
- b. The dues for each Satellite Chapter shall be \$150.00 per calendar year, payable by March 31.
- c. Dues not received from any Satellite Chapter by March 31 of the calendar year will cause said Satellite Chapter to forfeit membership in the Central Council until said dues are paid, thereby losing all benefits in the Sea Hawks Booster Club.
- d. Associate Satellite Chapter Dues to the Central Council shall be paid as due, as a condition precedent to receiving any of the benefits flowing from membership in the Sea Hawks Booster Club.
- e. The dues for each Associate Satellite Chapter shall be \$75.00 per calendar year, payable by March 31.

f. Dues not received from any Associate Satellite Chapter by March 31 of the calendar year will cause said Associate Satellite Chapter to forfeit membership until said dues are paid, thereby losing all benefits in the Sea Hawkers Booster Club.

3. Meetings

- a. Regular: Regular meetings of the Central Council shall be held every other month during each calendar year beginning with February.
- b. Annual: The December meeting each year shall be designated as the annual meeting of the Central Council.
- c. Special: Special meetings of the Central Council may be called at the discretion of the President, by a majority vote of the Board, or by the written request of a majority of the Central Council members. At least ten (10) days notice shall be given for all special meetings.
- d. Quorum: At any meeting of the Central Council, 33% of the members shall constitute a quorum.
- e. Budget: At the February meeting of the Central Council, the Board shall present their proposed Budget for the current year for approval by the Central Council.

4. Election of Members of the Board of Directors

- a. Board members shall be elected to serve for a two (2) year term of office. Four (4) persons are to be elected in even years and the other four (4) are to be elected in odd years. Nominations of members for these positions must be made in good faith and with a commitment that such nominees, if elected, would attend a minimum of eight (8) Central Council Board meetings a year.
- b. It is the stated policy of this Central Council to rotate the opportunity to serve as a Board member. To that end, after January 1, 1986 no person who has served two (2) consecutive years as a member of the Board shall be eligible to again serve on the Board for a period of one (1) year. This provision shall not apply to the "Immediate Past President".
- c. In the event a person is "appointed" to serve on the Board pursuant to Article II, section 9, for a period of a year or more, such person shall not be eligible to serve again as a Board member for a period of one (1) year. If such a person is appointed to serve for less than one (1) year, such person shall be eligible to be nominated and elected for a full two (2) year term at the next election.
- d. At the October meeting, the Central Council President shall designate a Nominating Committee consisting of the President or his designate from each of the Chapters and designate someone to serve as chairperson. The Nominating Committee shall nominate up to eight (8) persons and report their nominations at the December meeting.
- e. At the December annual meeting, the Nominating Committee shall place all nominations before the Central Council, at which time further nominations may be made and seconded from the floor.

- f. Proxy voting shall not be allowed. All voting shall be by secret ballot.
- g. Each voting Central Council member may vote, as many times as there are positions to be filled, but cumulative voting is not allowed.
- h. It shall take a majority vote to be elected to the Board. Once a nominee has received a majority vote, such person is elected and the remaining positions to be filled, if any, will have a run-off according to the following formula: Determine how many positions are yet to be filled. Multiply that figure times two. The answer determines the minimum number of candidates that will run-off on a second and any subsequent ballots. Those receiving the highest number of votes (plus any ties for the last spot) shall run-off. This procedure shall be followed until all the positions have been filled.

#### ARTICLE II - BOARD OF DIRECTORS

- 1. The business and property of the Central Council shall be managed by a Board consisting of the Immediate Past President and eight (8) members elected by the Central Council subject to the limitations of Article VI, Section 4.
- 2. After the Central Council's annual meeting, the new Board shall elect from among their number, the following officers in this order:
  - a. President
  - b. VP Liaison
  - c. Secretary
  - d. VP Entertainment
  - e. Treasurer
  - f. VP Membership
  - g. VP Publicity
  - h. VP At Large
- 3. The election should take place as soon as practical and convenient after the annual meeting, but no later than January 15<sup>th</sup>. The new Board shall set the time and place of such a meeting. The out-going President shall conduct the election of officers for the new Board (even though such person may still be a member of the Board.)
- 4. It shall take a majority vote to be elected to any office. If there are more than two (2) nominees for an office, after the first ballot, and, if no person has received a majority vote, the top two (2) and ties will run-off until someone gets a majority. All voting shall be by secret ballot and no proxy voting shall be allowed.
- 5. The term of office for all officers shall be from January 1<sup>st</sup> or when elected, whichever is later, and run until December 31<sup>st</sup> or when the new officers are elected, whichever is later.
- 6. The Central Council Directors shall hold regular Board meetings every other month during the calendar year, beginning in January, and such special

meetings as the President or a majority of the Board shall deem necessary for the competent management of the Central Council's affairs.

7. At all Board meetings, five (5) Directors present shall constitute a quorum, and each Director present with the exception of the Immediate Past President shall have one (1) vote. Voting by proxy shall not be allowed. The Immediate Past President shall be allowed to vote in the case of breaking a tie vote.
8. Any Director and/or officer may be removed from office by a majority vote of the Central Council members at any Central Council meeting, provided ten (10) day written notice has been given to all Central Council members of the proposed removal.
9. Any vacancy occurring on the Board by such reason as the death, resignation or removal of a Director or officer shall be filled by the Board for the unexpired term of the designated position to be filled.
10. The Board shall establish such permanent committees as may seem appropriate and set forth the duties and responsibilities of each committee for the subsequent inclusion in these Bylaws. The President shall appoint the chairperson(s) of each such committee.
11. The President may create and fill such temporary committees as may seem appropriate to accomplish the purposes of the Central Council.
12. At the November meeting of the Board, the Board shall propose a Budget for next year's Central Council to be presented to the incoming Board at the Transitional meeting between the old and new Board.
13. At the January meeting of the Board, the new Board shall prepare the Budget before submitting it to the February Central Council meeting for their final approval.

### ARTICLE III - OFFICERS

#### 1. President

The President shall be the chief executive officer of the Central Council and its Board and shall preside at all their meetings. He/She shall have the general and active management of the Central Council and its Board; may execute all instruments in their behalf; and shall see that their business and policy is carried into effect. He/She shall be an ex-officio member of all committees and have such other powers and perform such other duties as is usually inherent to such office.

#### 2. VP

Liaison

The VP Liaison shall be the chief representative and contact between all of the Sea Hawker Satellite and Associate Satellite Chapters and the Seattle Seahawks, their management and staff. He/She shall establish a working policy for contact with the Seahawks and provide procedural outlines to all Satellite and Associate Satellite Chapters. He/She shall secure and schedule speakers from the Seahawk staff and management and assist the Satellite and Associate Satellite Chapters with any individual requests. He/She shall be the contact for the Seahawks on any special request they may have and coordinate all possible assistance. The VP Liaison officer shall be the channel through which the Seahawks and Sea Hawkers work together on those matters of mutual interest.

3. Secretary

The Secretary shall keep the minutes of all Central Council and Board meetings; send the minutes to all Satellite and Associate Satellite Chapters within ten (10) days of the meeting; send all official notices of such meetings; maintain a central mailing address for receipt of mail; maintain addresses for Board members, all Satellite and Associate Satellite Chapter Presidents and Central Council representatives; carry on all correspondence of the Central Council and its Board; notify committees of their appointments; and perform such other duties pertaining to the secretarial requirements of the Central Council and its Board. The minute books, records, correspondence files and all central files shall be maintained by the Secretary and belong to the Central Council.

4. VP Entertainment

The VP Entertainment officer shall plan, organize and coordinate all activities of a social nature that originate with the Central Council and involve the participation of all the Satellite and Associate Satellite Chapters and their members. This shall include, but not be limited to such events as road trips, field day, highlight film, awards dinners, All Club parties and such other special events as the Central Council or its Board may direct. In addition, he/she shall work with booster clubs from other teams when practical, to create and promote mutual activities for members to attend when such teams meet.

5. Treasurer

The Treasurer shall receive and be accountable for all General Funds belonging to the Central Council. He/She shall deposit all such funds in the name of the Central Council in such depository as the Board may direct. He/She shall disburse such funds as the Central Council or its Board may direct and shall sign all checks together with such other officer as the Board may direct. He/She shall keep accurate books and records, provided by and belonging to the Central Council, of all receipts and disbursements and report the financial status of the Central Council at each meeting.

6. VP Membership

The VP Membership shall have the primary responsibility of organizing and coordinating an All Club membership recruitment program; work for the creation of new Satellite and Associate Satellite Chapters in areas where potential or interest is indicated; and work with existing Satellite and Associate Satellite Chapters where assistance is requested. Establish and maintain a program whereby a prospective member can be directed to a Satellite and Associate Satellite Chapter near his/her residence. Guide a new Satellite and Associate Satellite Chapter in its formation and make sure its members are aware of requirements, guidelines and restrictions, as they relate to the Seahawks and Sea Hawkets. Assist in all possible ways to ensure that new Chapters get off to a successful start and are given all possible help and information. Gather membership-recruiting ideas that have been successful and make them known to all Satellite and Associate Satellite Chapters.

7. VP Publicity

The VP Publicity shall have the primary responsibility of organizing and coordinating all publicity for the Central Council; to coordinate with the VP Membership and the VP Entertainment on publicizing Satellite and Associate Satellite Chapters and events involving the membership; and to

assist each Satellite and Associate Satellite Chapters publicity chairperson.

8. VP At Large

The VP At Large shall have the primary responsibility of assisting the President and the other officers of the Board as requested by the President.

9. Immediate Past President

The Immediate Past President will act as an advisor to the Board and Central Council and shall not possess a vote except in the case of breaking a tie vote. In addition, he/she shall act for the President in his/her absence and perform such other duties as the President may direct.

10. Parliamentarian

The Parliamentarian shall be appointed by the President and shall have the responsibility for:

- a. Maintaining the Central Council Bylaws.
- b. When requested, assist in the structural organization of the Satellite and Associate Satellite Chapters.
- c. Advise and assist the President in parliamentary matters.

The Parliamentarian shall have no vote, but shall attend the Central Council meetings and when requested by the President shall attend the Board meetings. Another Central Council officer may be appointed the Parliamentarian, if the Central Council President shall so elect.

#### ARTICLE IV - PERMANENT COMMITTEES

1. New Charter Committee

a. Applications, by prospective new Satellite and Associate Satellite Chapters for membership in the Booster Club, shall be directed to the "New Charter Committee". This committee shall promptly review said application and:

1. Request any missing or additional information deemed necessary to complete the application.
2. Make such inquiry or investigation as may seem pertinent to the application involved.
3. Seek coordination and assistance with other Chapters that may adjoin the proposed new area.
4. Report its conclusions and recommendations to the Central Council for council action.

b. This committee shall be composed of the following three (3) members of Central Council:

1. The VP Membership, who shall serve as Chairperson.
2. The Central Council President.

3. The Central Council Immediate Past President.

2. Grievance Committee

- a. The Grievance Committee shall hear all formal complaints concerning the action or conduct of the Satellite and Associate Satellite Chapters or their members.
- b. This Committee shall be composed of six members, one of which shall be the Central Council Secretary who shall serve as Chairperson. The President of the Central Council shall appoint the other five members from the Central Council membership, none of which shall be from the same Satellite and Associate Satellite Chapter, or members of the Board.
- c. The Grievance Committee shall not recommend any action upon a Satellite and Associate Satellite Chapter, to the Central Council, except upon a two-thirds vote of the total Committee.
- d. Formal complaints to the Committee shall be in writing to the Central Council Secretary and set forth all pertinent facts.

3. Merchandising Committee

The Merchandising Chairperson shall be appointed by the President and answer directly to the Board. Duties are as follows:

- a. Select, order and market Sea Hawker items and/or paraphernalia subject to the approval of the Board.
- b. Maintain a separate checking account for Merchandising Funds in a bank approved by the Board for the purpose of carrying on the business of buying and selling merchandise. This account shall be a joint account requiring the signature of the Merchandising Chairperson and the President or Secretary.
- c. Maintain accurate books and records provided by and belonging to the Central Council, of all receipts and disbursements and report the financial status to the Central Council or the Board upon request by the President.

ARTICLE V - MEETING PLACE

The day and time of the Central Council meeting and the meeting place shall be as designated in the appropriate notice, or as announced at the last meeting of the Central Council for the next meeting.

Such meetings are to be held in the Greater Seattle Metro area unless otherwise authorized by majority vote of the Central Council.

ARTICLE VI - CENTRAL COUNCIL FUNDS

1. There shall be two accounts, one for General Funds and one for Merchandising Funds.
2. The General Funds of the Central Council must be deposited in the Central Council's name in any financial institution approved by the Board, provided not less than two (2) Chapter officers are required to sign withdrawals.

3. The Merchandising Funds of the Central Council must be deposited in the Central Council's name in any financial institution approved by the Board, provided that the Merchandising Chairperson and the President or Secretary are required to sign withdrawals.
4. No Central Council funds shall be incurred or spent by any member or officer without the prior approval of the Central Council or its Board. If the total amount for a single event or project exceeds \$500.00 from what has already been previously approved in the Central Council Budget, then only the Central Council may approve such expenditures.
5. Only the Board may approve the transfer of funds between the General Funds and the Merchandising Funds accounts.

ARTICLE VII - AUTHORITY TO CONTROL SATELLITE and ASSOCIATE SATELLITE CHAPTERS FOR THE AREA

1. Satellite Chapter Charters
  - a. Anyone wishing to form a Satellite Chapter within a 50-mile radius from the Seahawks Stadium and East of Puget Sound must form a Satellite Chapter.
  - b. The Satellite Chapter must submit an application to the Central Council with the following items:
    1. A minimum of 25 names and addresses of paid members in the proposed Satellite Chapter.
    2. Proposed name of Satellite Chapter.
    3. Geographic description of the area to draw members from (state and/or city).
    4. Application accompanied by \$50.00 fee (non-refundable).
    5. Proposed Bylaws for the Satellite Chapter.
    6. Proposed Articles of Incorporation as a non-profit corporation.
  - c. The application shall be given to the "New Charter Committee" for its prompt review and consideration.
  - d. The "New Charter Committee" shall report its findings and recommendations to the Central Council at the earliest time possible, (but, no later than two months), at which time the Central Council may:
    1. By not less than a 60% favorable vote, grant a Trial Status to the new Satellite Chapter to organize.

2. If Trial Status is granted - monitor for a one (1) year trial period before Satellite Chapter status is granted.
  3. Request further information or study.
  4. Deny the application by failing to approve it.
- e. "Trial Satellite Chapter Status" - If the Central Council acts favorably and approves a "Trial Satellite Chapter Status" being issued to the prospective new, said "Trial Satellite Chapter Status" shall include the following requirements to be completed within one (1) year:
1. That the proposed Satellite Chapter be incorporated as a non-profit corporation.
  2. That the proposed Satellite Chapter approves and adopts Chapter Bylaws.
  3. That the proposed Satellite Chapter increases its paid membership to not less than 40 members.
  4. Such other conditions as the Central Council may reasonably impose, including:
    - a. Demonstrate a strong and healthy Chapter with not less than an average of 20 members at a meeting.
    - b. Regular attendance at all Central Council meetings.
    - c. Good participation at all Central Council Functions (Highlight Film, Draft Day, All Club Picnic and All Club Party).
    - d. Supportive of the purposes and goals for which we were founded. (To promote and support the Seattle Seahawk Football Team. their coaches and staff.)
- f. At the end of one (1) year the Trial Status Satellite Chapter is eligible to full Satellite Chapter Status by a 60% favorable vote of the Central Council. If Central Council fails to approve the Regular Satellite Status, the Central Council may either extend and/or modify the Trial Status, or may terminate said status.
- g. Satellite Chapter shall be entitled to all advantages of preexisting Regular Satellite Chapters including voting at Central Council meetings.
- h. During the time that a proposed Satellite Chapter is operating under a "Trial Satellite Chapter Status" it should send non-voting representatives to the Central Council meetings and participate in the social activities sponsored by the Sea Hawk, but such Satellite Chapter shall not necessarily be entitled to all the benefits that may originate with the Seahawks or Sea Hawk.
- i. Pay annual dues as set forth by the Board (currently \$150.00).

## 2. Associate Satellite Chapter Charters

- a. Anyone wishing to form an Associate Satellite Chapter outside the 50-mile radius from the Seahawks Stadium or West of Puget Sound must form an Associate Satellite Chapter.

- b. The Associate Satellite Chapter must submit an application to the Central Council with the following items:
1. A minimum of 15 names and addresses of paid members in the proposed Associate Satellite Chapter.
  2. Proposed name of the Associate Satellite Chapter.
  3. Geographic description of area to draw members from (state and/or city).
  4. Application accompanied by \$50.00 fee (non-refundable).
  5. Proposed Bylaws for the Satellite Chapter.
  6. Proposed Articles of Incorporation as a non-profit corporation.
- c. The application shall be given to the "New Charter Committee" for its prompt review and consideration.
- d. The "New Charter Committee" shall report its findings and recommendations to the Central Council at the earliest time possible, (but no later than two months), at which time the Central Council may:
1. By not less than 60% favorable vote, grant "Trial Club Status" to the new Associate Satellite Chapter.
  2. Request further information or study.
  3. Deny the application by failing to approve it.
- e. At the December Annual Meeting, the "Trial Status" Associate Satellite Chapter is eligible to full Associate Satellite Chapter Status by 60% favorable vote of the Central Council. If Central Council fails to approve the Associate Satellite Chapter Status, the Central Council may either extend and/or modify the Trial Status, or may terminate said status.
- If approved by the Central Council, the new Associate Satellite Chapter shall pay annual dues as set forth by the Board (currently \$75.00). Upon receipt the new charter will be issued and the Associate Satellite Chapter will within ninety days furnish the following.
1. That the Associate Satellite Chapter be incorporated as a non-profit corporation in its home state. (Copy sent to Central Council)
  2. That the proposed Satellite Chapter approves and adopts Chapter Bylaws. (Copy sent to Central Council)
- f. The Associate Satellite Clubs may attend Central Council meetings but will not have voting privileges, but can participate at all Central Council social activities sponsored by the Sea Hawkers.
- g. Associate Satellite Chapter shall have a one-time privilege to convert to Satellite Chapter status by notifying the Central Council President prior to January 31 of the year in which they will make such conversion and shall pay the same annual dues and have the same voting privileges as the other Satellite Chapters.

Such Chapters shall have the privilege to revert to Associate Satellite Chapter status by notifying the Central Council President prior to January 31 of the year they will exercise such reversion privileges.

After an Associate Satellite Chapter has once exercised the reversion privilege, Board approval must be obtained for any subsequent conversion to Associate Satellite Chapter status.

No nominations of a member of such clubs for the Board will be accepted prior to their obtaining Satellite Chapter status and the Board shall not fill any Board vacancy from such clubs prior to their obtaining Satellite Chapter status. Any Chapter that has a representative serving as an Officer on the Board must retain their status as a Satellite Chapter for the duration of their representative's term.

Nominations of members of such Chapters that exercise the conversion privilege for a Board position must be made in good faith and with a commitment that such nominees, if elected, would attend a minimum of eight (8) Board Central Council meetings a year.

3. Grandfather Clause

Existing clubs as of the 31 of December 2002 may, at their option, maintain their Satellite Chapter status or convert to Associate Satellite Chapter status.

4. Chapters in General

- a. It is recognized by this Central Council as a statement of principle that the ultimate success of any booster organization lies in its contribution to the group, which it seeks to support. Thus any disruptive or negative action entered into by an "official" Satellite Chapter or Associate Satellite Chapter diminishes the effects toward our goals and will not be sanctioned.
- b. The Seattle Seahawks football organization recognizes the "Sea Hawkers" as their official booster organization through the Central Council. The Central Council in turn gives its recognition to those Satellite Chapters or Associate Satellite Chapters which support and contribute to the purposes and goals of our Articles of Incorporation and general policy adopted by the Central Council in pursuit thereof.
- c. In the event any individual Satellite Chapter or Associate Satellite Chapter or member(s) therein adopt a course of action detrimental to the purposes and goals of the combined booster organization, or contrary to the best interest of the Seattle Seahawks, the Central Council may, upon the recommendation of the "Grievance Committee", take such action and impose such "further actions" as may be deemed appropriate, provided, however, that if the offensive action was committed by an individual(s) of a Satellite Chapter or Associate Satellite Chapter, then the Satellite Chapter or Associate Satellite Chapter shall be informed by the "Grievance Committee" and be responsible to take its own corrective action. If the Satellite Chapter or Associate Satellite Chapter fails to correct such action, then "further actions" may be imposed upon the Satellite Chapter or Associate Satellite Chapter by the Central Council.
- d. The Central Council may only act upon the recommendations of the Grievance Committee, but if the Grievance Committee recommends action,

the Central Council may impose any or a combination of the following actions upon a Satellite Chapter or Associate Satellite Chapter:

1. Direct a letter to the appropriate Satellite Chapter or Associate Satellite Chapter containing the grievance findings and conclusions.
  2. Restrictions on the privileges or the benefits flowing to the Satellite Chapter or Associate Satellite Chapter.
  3. Monetary fines not to exceed \$100.00.
  4. Removal of the Satellite Chapter or Associate Satellite Chapter's "official booster club" recognition.
- e. No action shall be imposed upon a Satellite Chapter or Associate Satellite Chapter except by a two-thirds vote of the Central Council members present and voting and only after written notice, setting forth the action to be recommended and the reasons therefore, has been mailed to the satellite club at its last registered address at least 14 days prior to the Central Council meeting that considers the matter. And further provided, that the Central Council shall not remove the "official booster chapter" recognition from any Satellite Chapter or Associate Satellite Chapter except by a three-fourths vote of the Central Council members present and voting and only after 45 days' written notice to the Satellite Chapter or Associate Satellite Chapter as provided herein above.
- f. The Grievance Committee shall not recommend any action upon a Satellite Chapter or Associate Satellite Chapter, to the Central Council, except upon a two-thirds vote of the Committee members present and voting.
- g. At any Central Council meeting considering the imposition of an action upon a Satellite Chapter or Associate Satellite Chapter, all parties shall be given a fair opportunity to be heard.
- h. In the event the Central Council should remove the "official booster club" recognition from any Satellite Chapter or Associate Satellite Chapter, said chapter shall return to the Central Council all official banners, pins, patches and other evidences of membership in the Sea Hawkers organization. In addition, the Central Council shall notify the Seattle Seahawks of the Central Council action and its reasons therefore.
- i. The use of the Sea Hawker name or emblem by any Satellite Chapter or Associate Satellite Chapter except for stationary or tickets is strictly forbidden unless approval is received from the Board and/or Central Council for a specific purpose.

#### ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Central Council is a non-profit Washington Corporation. Each Director or officer now or hereafter serving the Corporation, and each person who at the request of or on behalf of the Corporation is now serving or hereafter serves as a Director or officer of any other Corporation, and the respective heirs, executors and administrator of each of them, shall be indemnified by the Corporation against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he/she is or may be made a party by reason of his/her being or having been such Director or officer or by reason of any action

alleged to been taken or omitted by him/her as such Director or officer, whether or not he/she is a Director or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he/she shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his/her duty as such Director or officer. Such indemnification shall be made with respect to adjudication's other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law.

#### ARTICLE IX - DISSOLUTION

This Central Council shall remain in existence as long as two (2) or more Chapters exist.

#### ARTICLE X - AMENDMENTS

These Bylaws may be amended by a sixty percent (60%) majority vote of members present at any meeting of the Central Council.

#### ARTICLE XI - ROBERT'S RULES OF ORDER

Robert's Rules of Order shall govern this Central Council.

The above and foregoing Bylaws were duly adopted as amended by at least a sixty percent (60%) vote of the members of the Central Council as the Bylaws of the Sea Hawkers Central Council as of the 1st day of October 2002

Secretary