

# WINDWARD SAILING CLUB INC. BY-LAWS

## **Article 1            Name and Purpose**

### Section 1    Name

The name of this organization shall be the Windward Sailing Club, Inc.

### Section 2    Purpose

- a) The purpose of this organization is to promote and encourage the theory of sailing and seamanship.
- b) Provide instruction and encouragement in sailing both one design sail boats and larger boats capable of carrying passengers and a crew.
- c) To promote companionship and cooperation.
- d) To hold annual classes for interested parties to teach the theories of sailing, propulsion and related topics.

## **Article II            Membership and Dues**

### Section 1    Membership

- a) Membership is for an Individual or a family. A family shall be all family members that reside in the same household. All adult members 18 years of age and older are entitled to one vote.

### Section 2    Dues

Annual dues will be set by the Executive Council and shall be full calendar year dues. Dues are payable January first of each year. Dues must be paid by March thirty-first of each year or a penalty to renew will be charged. Dues paid after March thirty-first shall be deemed adequate for the balance of the year they were paid.

### Section 3    Expulsion

Executive Council may expel a member for violation of Club rules, misconduct, any action determined to be harmful to the Club by the Executive Council or any action contrary to the conduct of a sailor who respects sailing venues and the natural environment. Refund of dues shall be at the discretion of the Executive Council. An expelled member may petition the Executive Council for reinstatement within a period not to exceed sixty days from the receipt of expulsion. The Executive Council will vote on the petition at their next meeting following the receipt of the petition.

Section 4 Disputes

In the event of a dispute or grievance which is of such a serious nature as to damage the chapter, the Commodore may appoint an ad hoc grievance committee consisting of three members of the Club. One member shall be a member of the Executive Council and serve as chairman. The purpose of the committee shall be to gather facts and mediate the dispute. If no settlement can be reached by efforts of the committee, they shall present the matter to the Executive Council for final arbitration.

**ARTICLE III Officers and Directors**

Section 1 Officers

- a) The officers include the Commodore, the Vice-commodore, Yeoperson and Purser.
- b) No person shall be an officer who is not an active voting member of the Club.
- c) The term of office for the officer shall be two years. There shall be no salary or remuneration for services rendered in an official capacity with the exception of authorized travel or business expense.
- d) The duties of the officers are outlined in Article IV.
- e) Officers may not serve more than three consecutive terms.

- f) Officers shall attend 60 % of the scheduled meetings or provide an approved excuse or may be removed from their position.
- g) Commodore and vice-commodore shall be elected to begin their term in an even year. Yeoperson and Purser shall be elected to begin their term in an odd year.

Section 2 Directors

- a) The Club directors shall be members-at-large.
- b) There should be three directors elected by the Club membership.
- c) Their term of office shall be for two years.
- d) There shall be no salary or remuneration for services rendered in an official capacity with the exception of authorized travel or business expense.
- e) Directors may not serve more than three consecutive terms.
- f) Officers shall attend 60 % of the scheduled meetings or provide an approved excuse or may be removed from their position.
- g) Director-at-large can be anyone of the following committee heads (shown in section 3, part b) or elected from the general membership.
- h) Directors shall attend 60 % of the scheduled meetings or provide an approved excuse or may be removed from their position.
- i) One Director will begin his/her term in an odd year, two directors will begin his/her term in an even year.

Section 3 Committee and Fleet Chairpersons

- a) Committees of one or more members, will have a chairperson, who may attend all Executive Council meetings in a non-voting capacity.
- b) Committees and Fleets include but are not limited to: Cruising Association Elected Officer, Learn to Sail Class Coordinator, Fleet Captains, Public

Relations Chairperson, Newsletter Editor, Webmaster, Membership  
Chairperson, & Video club Organizer

Section 4 Fleets

a) Fleets currently authorized by the Board are:

- 1) Lake Fleet
- 2) Off-shore Fleet
- 3) Cruising Association Fleet

Additional fleets may be formed and existing fleets disbanded by the Executive Council at any regular or special meeting called for that purpose.

b) Fleet Captains shall be appointed by the Executive Council, and the appointees shall be announced at the annual meeting. The exception is the Cruising Association Fleet, which will elect its own officers; including Commodore, Vice-commodore, Purser and others as deemed necessary.

c) Fleet Captains will act as chairpersons of each fleet, coordinating activities for each fleet.

Section 3 Vacancies

The Commodore, with approval of the Executive Council, shall appoint a member to fill any officer or director vacancies.

**ARTICLE IV Executive Council**

Section 1 Executive Council members shall consist of the four elected officers and the three elected directors.

- a) One person may hold only one position, and that person can cast only one vote for any issue.
- b) The Executive Council will meet a minimum of 8 times per year.
- c) A quorum of four is needed to pass a vote.

Section 2 Duties of the Executive Council

a) Commodore

The Commodore is the chief executive officer of the chapter and has the duty and authority to appoint acting officers and directors to fill vacancies occurring between elections. Such appointments shall be made with the concurrence of the Executive Council. The Commodore has the duty and authority to conduct meetings, appointing committees and assuming other duties as may be deemed necessary.

b) Vice-Commodore

The Vice-Commodore shall assume the office of the Commodore in the event of a vacancy and shall perform such other duties as determined by the Executive Council. The Vice-Commodore shall be responsible for aiding and encouraging the development and growth of the Club membership. Duties include coordinating the annual Banquet and the monthly meetings programs. The Vice-Commodore shall automatically ascend to the office of Commodore upon completion of the current Commodore's term of office.

c) Yeoperson

The Yeoperson is responsible for Club correspondence, keeping records of Club business in accordance with these Club by-laws and such resolutions deemed necessary by the Executive Council. The Yeoperson shall record, retain and report minutes of all chapter meetings.

d) Purser

The Purser shall be responsible for maintaining all financial records of the Club. The Purser will maintain bank accounts, sign checks and receive and distribute Club monies.

e) Directors-at-Large

The Directors-at-large are responsible for the well-being and governing the business of the Club

Section 3 Duties of Rear Commodore

The Rear Commodore shall serve as a chairman of the nominating committee and may not hold any other office until after the expiration of the term of his successor as Commodore. This is a non-voting position.

**ARTICLE V Club and Meetings**

Section 1 The Executive Council shall meet the first Wednesday of each month. This meeting's attendance shall be open to club members

Section 2 The General Membership meeting shall be held the third Wednesday of each month or other dates as approved by the Executive Council.

**ARTICLE VI Committees**

The Commodore or Executive Council shall appoint committees, standing or Ad Hoc, as necessary to carry on the work of the Club. Committee chairperson may attend the Executive Council Meetings.

**ARTICLE VII Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and consistent with these by-laws and any special rules or order the Club may adopt.

**ARTICLE VIII Elections**

Section 1 Nominations

a) A nominating committee comprised of the Rear Commodore, one Executive Council member and two active voting members shall be appointed by the Executive Council. The nominating committee duties include collecting nominations and preparing the slate for upcoming elections. Voting may be held verbally, electronically or in writing. In the event that a nomination has

not been received by the committee for any position, the committee shall nominate an individual for said position.

b) Nominations must be submitted by an active voting member and received by the deadline provided in Article VIII, Section 6.

## Section 2 Ballots

A complete ballot shall be mailed or e-mailed to the active voting members according to the schedule provided in Article VIII, Section 6. The ballots shall contain the officers which are up for election and the name of each person nominated for officer or directorship.

## Section 3 Voting

Active voting members are defined as adults 18 years of age or older, whose membership is current. Members shall be entitled to one vote for each officer position, as presented on the annual slate of officers. A quorum of 30 % or active voting members is required for the voting to be valid. The order of voting may be decided at the discretion of the Executive Council. Ballots must be received by the nominating committee by the date specified in Article VIII, Section 6.

## Section 4 Counting of Ballots

The nominating committee will count the votes and report the results to the Executive Council.

## Section 5 Election Disputes

The Executive Council shall be the sole arbitrator of disputes regarding the validity of the election.

## Section 6 Procedure

The Executive Council may make rules regarding elections as necessary provided they do not conflict with these by-laws. The current schedule as decided by the Executive Council is as follows:

- August        Appoint nominating committee
- October        Nominations due to nominating committee
- November     Nominating committee send ballot to active voting members
- December     Votes due back to nominating committee
- December     Executive Council Meeting with previous and newly elected Executive Councils.
- January        Election Results presented in chapter newsletter

**ARTICLE IX            Club Procedures**

Section 1     Procedures

Club business may be conducted by mail, telephone, and e-mail. Any active voting member may present a proposal to the Executive Council he/she deems will benefit the Club. Proposals must be submitted in writing and directed to the Club Yeoperson or Commodore. Proposals regarding a potential emergency situation may be brought in front of a majority of the Executive Council at a Club event or meeting. The Executive Council majority present will consider the potential emergency situation as a group and determine if immediate action is required and take appropriate action as deemed necessary. If the Executive Council majority present does not consider the proposal an emergency situation then, the members making the proposal shall be instructed to follow the above procedure by submitting a proposal in writing to the Club Yeoperson for submission to and consideration by the Executive Council. If the Executive Council majority present does consider the proposal an emergency situation,

then, every attempt will be made to contact the remainder of the Executive Council members for additional discussion prior to rendering a decision.

Section 2 Finances

- a) The fiscal year shall coincide with the calendar year.
- b) A balanced budget shall be prepared and approved by Feb. Executive Council meeting.
- c) The Purser shall submit a financial report monthly

Section 3 Club Expenditures

All Club expenditures must be supported by a receipt, recorded and maintained by the Purser.

Section 4 Audits

An audit should be performed between January Executive Council meeting and the Executive Council Meeting no later than March. The Purser or Executive Council may request an audit at any time. Audits may be performed by two active voting members except for the Purser. The auditors must be appointed by the Commodore and approved by the Executive Council.

**ARTICLE X By-law Amendments**

50 % majority vote of the active voting membership (as defined in article II, section 1a.) shall be required to pass amendments to these by-laws. Ballots not returned or votes by those not in attendance, shall be deemed to be in favor of the proposed change. Amendments may be voted on as needed at an Executive Council meeting. The amendment must have been submitted in writing at a previous meeting. The active voting members shall be informed of the pending by-law amendment at least thirty days prior to the meeting when the vote will take place. No changes to these by-laws will be considered that is contrary to the original purpose of the Club.

**ARTICLE XI      Policy Manual**

Section 1      There shall be established and maintained a set of regulations and policies called the “Policy Manual”, which consists of rules passed by a majority vote of the Executive Council for topics not covered by the Club By-laws. These rules may also be referred to as “Standing Rules”.

Section 2      Standing Rules may be added, deleted or altered from time to time by majority vote of the Executive Council.

Section 3      Standing Rules shall support and not conflict with the By-Laws.

Section 4      Standing Rules shall include but not be limited to: Club Calendar, Monthly Programs Meetings, Events (Banquet, Picnics, Learn to Sail Class, Membership meetings) Membership and waiver procedures, fiscal management and cash disbursement procedures.

Section 4      The Policy Manual shall be maintained by the Yeoperson and kept as an addendum to the By-laws.

Date Incorporated: 1975

Revised and amended: February 1986

Retyped: January 1989

Revised and Amended: 10/21/09