



## Shoreline Sailing Club By-Laws

### **Section 1: Name and Purpose**

**A. Name:** The name of the club is Shoreline Sailing Club, herein referred to as “SSC” or “Club.”

**B. Purpose:** The purpose of SSC is to encourage its Members to share sailing/boating opportunities, to learn seamanship, and to enjoy camaraderie through these and other social activities.

### **Section 2: Membership**

**A. Nondiscrimination Policy:** It is the Club’s policy to provide equal opportunity for Club membership to all individuals regardless of race, color, religion, gender, sexual orientation, and national origin, in conformance with applicable federal and state laws, regulations, and rulings.

**B. General Membership:** General membership is open to single persons, 35 years old or over, are of good character, and are interested in sailing/boating. An eligible single person is one who has never married, or has married and is now widowed, legally separated, or divorced, or is a married person who is separated from and living apart from his/her spouse and a legal action for divorce has been initiated. An eligible single person becomes a General Member for the duration of the designated Club Year upon submission of a completed Membership Application and payment of Member dues.

**C. Auxiliary Married Membership:** The Club recognizes the value of continuing participation in the Club by those who marry while Club Members and has established Auxiliary Married Membership for this purpose. An eligible married person is one who was a General Member in the Club Year prior to the Club Year in which he/she married, or is the spouse of an Auxiliary Married Member. An eligible married person becomes an Auxiliary Married Member for the duration of the designated Club Year upon submission of a completed Membership Application and payment of Member dues.

**D. Auxiliary Married Member Identification:** All Auxiliary Married Members are identified in the Club roster as “Auxiliary Married Members,” the SSC Member badges for such Members indicate “Auxiliary Married Member,” and such status is noted as appropriate on other Club materials and communications.

**E. Member Rights:** All General Members and Auxiliary Married Members of the Club, collectively herein referred to as “Members,” have the same rights, privileges, and obligations with regard to participation in the Club, including eligibility for election to Officer positions and appointment as Directors. A Member may be elected to only one Officer position for any Club Year.

**F. Member Dues:** The Board determines the amount of Member dues for each Club year and

the payment due date. The dues are the same amount for General Members and Auxiliary Married Members. There are no refunds of Member dues unless membership is rejected or revoked.

**G. Harassment:** Harassment of any type and for any reason will not be tolerated and is expressly prohibited. Sexual harassment is defined as unwelcome sexual advances and other verbal or physical conduct of a sexual nature as further described in applicable state and federal law, regulations, and rulings.

**H. Member Suspension and Revocation:** The Board may reject a Membership Application or suspend or revoke a Member's membership status for any cause deemed sufficient by the Board. Cause for such action includes, but is not limited to, ineligibility for membership, failure to follow the By-Laws, policies, procedures, and rules of the Club, failure to meet financial obligations, or actions or behavior that are detrimental to the Club and/or its Members. If the Board receives a written complaint from a Member alleging cause for suspension or revocation, the Board will conduct an investigation and will call a Board Meeting for consideration of such action at which the complaining and affected Members have the opportunity to be heard. The Board and the complaining and affected Members are given at least seven calendar days notice of such Board Meeting. The vote of two-thirds of the Directors present at such Board Meeting, with a quorum of the Board present, is required for a finding of due cause for suspension or revocation of membership. Upon such finding, the Member is immediately removed from membership in the Club and may not participate in Club activities as a guest or non-member.

**I. Use of Member Roster:** The Member roster will not be shared by the Club for commercial purposes and may not be used by Club Members for broad-based business or charitable solicitations, chain e-mails, or other use not directly related to Club activities.

### **Section 3: Member Meetings**

**A. Regular Member Meetings:** Regular Member Meetings for program and social purposes are generally held on the first and the third Thursdays of each month. The Board determines the time and place of such meetings, and any change in meeting date.

**B. Annual Member Meeting:** The Annual Member Meeting is the first Regular Member Meeting in December, unless otherwise determined by the Board. The purpose of this meeting is to elect Officers from the slate of Officers proposed by the Nominating Committee and any nominations from the floor, to receive a "State of the Club" report from the Commodore and a financial report from the Treasurer, and to consider and vote on any other business as determined by the Board. The reports of the Commodore and Treasurer and any motions voted upon at the Annual Member Meeting are posted on the Club's website and/or distributed by e-mail to Members.

**C. Special Member Meeting:** Special Member Meetings may be called for any purpose by vote of the Board or by a written petition to the Board of 25 Members. This meeting must be held within 30 calendar days after the Board receives a proper Member petition or votes to hold a Special Member Meeting. A Special Member Meeting can be held on the same day as and immediately preceding or following a Regular or Annual Member Meeting, or on another day and at such time and place as decided by the Board. Notice of a Special Member Meeting and its purpose/agenda will be given to Members at least seven calendar days in advance of the meeting date.

**D. Meeting Notice:** The Board communicates the Regular, Annual and Special Member Meeting information by publication of the calendar in the Club newsletter, by posting on the Club's website, and/or by e-mail distribution to Club Members.

**E. Rules:** The Board makes such rules as are appropriate for the conduct of the Annual and Special Member Meetings. In the absence of such rules, Robert's Rules of Order governs the conduct of these meetings.

**F. Quorum and Vote:** A quorum for an Annual or Special Member Meeting is 10% of the number of Members on the Club roster as of the meeting date. A quorum is required for a vote on any matter. The affirmative vote of a simple majority of the Members present at an Annual or Special Member Meeting is required for any election or approval of any matter, except that the affirmative vote of two-thirds of the Members present is required to change the Club's By-Laws.

#### **Section 4: Officers**

**A. Officers:** The elected Officers of the Club are the Commodore, Vice Commodore, Secretary, and Treasurer.

**B. Qualifications:** The Members to be nominated for Commodore and Vice Commodore shall have demonstrated competency in leadership skills and shall have been active participants in Club activities.

**C. Commodore:** The Commodore is the general executive officer of the Club, oversees and directs its affairs, enforces the By-Laws, rules and policies of the Club, and serves as the Club's official representative. The Commodore presides at all Member and Board Meetings. The Commodore establishes Committees to carry on the Club activities, appoints Members to serve as coordinators of these Committees, and is an ex-officio member of all Committees, except the Nominating Committee. The Commodore may sign contracts and agreements in the name of the Club, provided that such contracts and agreements are approved by the Board, and is authorized to sign the Club bank checks in the absence of the Treasurer. The Commodore performs such other duties as may be requested or required by the Board.

**D. Vice Commodore:** The Vice Commodore assists the Commodore in the discharge of his/her duties and officiates in his/her absence. The Vice Commodore is in charge of educational events for Club Members. The Vice Commodore performs such other duties as may be requested or required by the Board.

**E. Secretary:** The Secretary prepares minutes of all Annual and Special Member Meetings and all Regular and Special Board Meetings and is the custodian of these records and all Club documents. The Secretary incorporates the roster of Club Members into the records of the Club each month. The Secretary conducts the correspondence of the Club and issues notices of meetings. In the absence of the Commodore and Vice Commodore, the Secretary initiates the Board Meeting and conducts an election for a temporary chairperson of that meeting. The Secretary performs such other duties as may be requested or required by the Board.

**F. Treasurer:** The Treasurer is the custodian of all funds of the Club. The Treasurer collects amounts due to the Club, deposits all Club funds into Club accounts, disperses Club funds as authorized and directed by the Board, and signs bank checks on behalf of the Club. The Treasurer keeps complete and accurate records of Club financial matters in accordance with

standard accounting practices and renders a statement of the financial condition of the Club at each meeting of the Board, a report of the projected income and expenses for the current Club year and the Club's assets and liabilities at the Annual Member Meeting, and such other reports at such other times as requested or required by the Board. The Treasurer prepares a proposed budget for the next Club Year and presents it to the Board at the Regular Board Meeting in November. The Treasurer has such other duties as may be requested or required by the Board.

**G. Officer Removal:** An Officer may be removed from office by the Board at a Special Board Meeting called solely for this purpose. The affected Officer has the opportunity to be heard at such meeting. The Board and the affected Officer are given at least seven calendar days notice of such Special Board Meeting. A vote of two-thirds of Directors present, with a quorum of the Board present, is required for removal of an Officer.

**H. Officer Vacancies:** A vacancy in any Club Officer position occurring for any cause is filled for the remaining term by vote of the Board.

### **Section 5: Board of Directors**

**A. Board Composition:** The Directors that compose the Board of Directors, herein referred to as "Board of Directors" or "Board," are:

i) The 4 elected Officers of the Club (Commodore, Vice Commodore, Secretary and Treasurer), ii) the Member who is immediate past commodore, and iii) a minimum of 4 but no more than 8 others who are chosen by the Officers from among the Club Members. Those described in part iii may include but are not limited to Members who are Club Committee Coordinators.

**B. Board Duties:** The Board acts as the governing body of the Club, is responsible to the Members for conformance with the By-Laws, and carries out the specific duties as assigned elsewhere in these By-Laws. The Commodore is the chairman of the Board. The Board is regularly convened and adopts such rules and policies for the conduct of meetings and management of the Club as it deems proper and consistent with these By-Laws. Minutes of its proceedings are recorded by the Secretary. The Board approves all expenditures of \$200 or more, reviews and approves all contracts to be entered into on behalf of the Club and designates those who may sign such contracts in addition to the Commodore. The Board determines the Member dues and charges for Club activities, approves the calendar of Club activities and events and supervises the Club's Committees to accomplish the Club's objectives and activities. The Board is authorized to bond any Club Member by a bonding company in an amount determined by the Board. The cost of any such bond shall be paid by the Club.

**C. Regular Board Meetings:** Regular Board Meetings are generally held once each month and on such dates and at such times and places as the Board determines.

**D. Special Board Meetings:** Special Board Meetings may be called by the Commodore or by the written request of three Directors. Such meetings are held on such dates and at such times and places as the Board determines.

**E. Notice:** Directors are notified of Regular and Special Board Meetings at least seven calendar days before such meetings by publication of the calendar in the Club newsletter, by posting on the Club's website, and/or by e-mail to the Directors.

**F. Rules:** The Board makes the rules for the conduct of its Regular and Special Meetings. In the absence of such rules, Robert's Rules of Order governs the conduct of the Board Regular and Special Meetings.

**G. Quorum and Vote:** A quorum is a simple majority of the Directors. A quorum is required for the Board to vote on any matter under these By-Laws. For purposes of Board votes on Member Suspension and Revocation under Section 2.H, Officer Removal under Section 4.G, and Director Removal under Section 5.I, the affirmative vote of two-thirds of Directors present at a Board Regular or Special Meeting where a quorum is present is required. For purposes of Board votes to approve any other matters, the affirmative vote of a simple majority of Directors present at a Board Regular or Special Meeting where a quorum is present is required. A Director may participate in a Regular or Special Board Meeting by telephone conference call and is thereby deemed to be present for all purposes and eligible to vote on all matters.

**H. Alternative Voting Procedure:** The Board may vote on a specific resolution stating a matter to be voted upon presented by a Director to the Board without convening a Regular or Special Board Meeting if a simple majority of the Board consents in writing to taking a vote without such a meeting. If such consent is obtained, the specific resolution stating the matter to be voted upon is sent to the Directors for each Director's written vote. Solicitation of the Board's consent to vote without a meeting and presentation of the resolution to be voted upon may be contained in a single written communication to the Directors and the Directors may consent to the action and vote on the resolution in a single written response. The Secretary records the motion and the vote in the Board minutes.

**I. Director Removal:** A Director may be removed by the Board at a Special Board Meeting, called solely for this purpose. The affected Director has the opportunity to be heard at such meeting. All Directors are given at least seven calendar days notice of such Special Board Meeting. A vote of two-thirds of Directors present, with a quorum of the Board present, is required for removal of a Director.

**J. Board Vacancies:** A vacancy in any Director position occurring for any cause is filled for the remaining term by vote of the Board.

**K. Conflict of Interest:** If any Director has any personal or financial interest in the business or affairs of the Club, he/she will disclose such interest in writing to the Board. Failure to disclose such interest shall be cause for removal as an Officer and/or Director.

**L. Indemnification:** Every person who currently is or has been an Officer or Director of the Club shall be indemnified by the Club against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she has been made party solely by reason of his/her being, or having been, an Officer or Director of the Club, except with regard to such matters to which he/she shall be liable by reason of misconduct in the performance of his/her duty as such Office or Director. "Cost and expenses" shall include but are not limited to, attorney's fees, damages and amounts paid in settlement. Every agreement made and action taken by the Officers and Directors is intended to be an act undertaken solely as agents for the Club and it is intended that such Officers and Directors shall have no personal liability with respect to any such agreement or action unless he/she is acting outside of the scope of his/her duties as an Officer or Director. The Board procures and maintains Officers and Directors Errors and Omission Insurance.

## **Section 6: Committees**

**A. Standing Committees:** The four categories of standing committees of the Club are Sailing/Boating, Social, Membership, and Communication.

**B. Committees:** The Commodore establishes such committees under the standing committee categories that in his/her judgment may be necessary to accomplish the activities of the Club, and the Commodore appoints the Coordinators for each such committee. The Coordinators recruit Committee members from among the Club Members as necessary to discharge the responsibilities of the Committee.

**C. Nominating Committee:** The Nominating Committee is appointed by the Board by September 30th of each year. The Nominating Committee is composed of the immediate past commodore, two other Directors and/or Committee Coordinators, and two other Members for a total of five. The immediate past commodore is the chairperson of the Nominating Committee. If he/she is not available or declines the position, the chairperson is one of the two other Directors on the Committee. The Nominating Committee reports on the proposed slate of candidates for the Officer positions to the Board at the Board's November Regular Board Meeting. The slate is then presented to the Members at the Annual Member Meeting.

### **Section 7: General Provisions**

**A. Club Year:** The Club Year for all Club purposes is the twelve- month period beginning on January 1st and ending on December 31st.

**B. Term of Office:** The term for all Officers and Directors is one Club Year. Members may hold the same Officer or a Director position in successive or non-successive Club Years.

**C. Not for profit Status:** No part of the earnings or assets of the Club shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Board shall be authorized to pay reasonable compensation for services rendered to the Club, to make payments and distributions in furtherance of the Club's purpose and to reimburse an Officer or Director for all reasonable and necessary expenses approved by the Board and incurred in the performance of his/her duties.

**D. Non-political Status:** The Club shall not in any of its activities or by use of its funds attempt to influence legislation or participate in any political campaign for or against any candidate for public office.

### **Section 8: By-Laws**

**A. Changes:** These By-Laws may be changed, in whole or in part, by a two-thirds vote of the Members present at an Annual or Special Member Meeting at which a quorum is present. Advance written notice of the proposed change(s) must be given to Members at least seven calendar days prior to such Annual or Special Member Meeting. However, no advance notice is necessary for the Members to consider and vote on an amendment to a proposed change in the By-Laws at such Annual or Special Member Meeting.

**B. Interpretation:** Any dispute regarding the interpretation and administration of the By-Laws is referred to the Board. The Board's decisions in these matters are final.

**Revised/Approved by membership and Board: June 2008**