



## BALTIMORE CITY YACHT ASSOCIATION

# Bylaws

### ARTICLE I. NAME

The name of the club shall be the Baltimore City Yacht Association (hereinafter referred to as the "Club" or "BCYA").

### ARTICLE II. OBJECTIVES AND PURPOSE

1. To promote and encourage the challenges and rewards of sailing.
2. To organize, sponsor and promote sailboat racing in the Baltimore Area.
3. To support sailboat racing and cruising on the Chesapeake Bay.
4. To sustain an active social agenda of BCYA events.
5. To create and maintain community involvement.
6. To grow the Club and expand its presence and prestige.
7. To encourage participation in the Club, and to discourage membership solely based upon available financial incentives.

### ARTICLE III. MEMBERSHIP

Any person of good character, reputation, and qualifications shall be eligible for membership.

#### Section 1. MEMBERS.

Each member will be entitled to hold any elective or appointive office or to serve as chairman or as a member of any committee established pursuant to the provisions of Article VII of these Bylaws. Each member is eligible to enter a boat in all BCYA Series, and participate in all Cruising events. Each member shall be admitted to all End of Series parties.

### ARTICLE IV. DUES

The Treasurer shall collect dues from each member in accordance with the schedule approved by the Executive Board.

### ARTICLE V. OFFICERS

#### Section 1. ELECTED OFFICERS

The elected officers of the BCYA shall be the Commodore and the Vice Commodore. The term of these offices shall be for one year or until their successors are elected and assume office. All elected officers shall be members. The members holding these offices may be reelected for subsequent terms.

## Section 2. DUTIES OF ELECTED OFFICERS.

- A. The COMMODORE shall be the chief executive officer of the Club. He/she shall preside at all meetings of the members and the Executive Board. He shall have authority to sign and execute in the name of the Club all contracts or other instruments authorized by the Executive Board or the voting membership. He/she shall exercise general management and direction of the business and operation of the Club and have all power ordinarily exercised by a president of a corporation except as limited herein. He/she shall be an ex officio member of all standing and special committees.
- B. The VICE COMMODORE shall perform all the duties of the Commodore in the absence of the Commodore, and when so acting, shall have the powers of the Commodore. The Vice Commodore shall be Chairman of the Baltimore Harbor Cup Committee, and shall perform such other duties as shall be prescribed by the Commodore and the Executive Board.

## Section 3. REMOVAL OF ELECTED OFFICERS.

Any person holding an elective office may be removed from that office by a vote of two-thirds of the members present at a special meeting called for that purpose.

## Section 4. VACANCIES IN ELECTED OFFICES.

Vacancies shall be filled by election at a special meeting of the members.

## Section 5. APPOINTIVE OFFICES.

The Commodore elect shall appoint the following offices, who shall serve for a term of one year, or until their successors are appointed, or until removed by the Commodore:

- A. A CBYRA & PHRF DELEGATE, who shall represent the Club at all CBYRA & PHRF meetings, and who shall be responsible for editing and submitting the CBYRA Greenbook pages.
- B. A SECRETARY, who shall record the minutes of all Executive Board meetings and General Membership Meetings, and make such minutes available to the membership.
- C. A TREASURER, who shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Club, and shall deposit or cause to be deposited in the name of the Club all moneys or other valuable effects in banks, trust companies, or other such depositories as shall from time to time be selected by the Executive Board. At each regular meeting of the Executive Board, he/she shall render an account of the financial condition of the Club including income statement and balance sheet for the preceding month and year-to-date. At each Fall General Membership meeting, he/she shall circulate an account of the financial condition of the Club. The Treasurer shall perform all the duties as shall be prescribed by the Commodore or the Executive Board.
- D. Up to four MEMBERS-AT-LARGE, who shall contribute their experience and knowledge in assisting the Commodore in the management of the Club.

## ARTICLE VI. EXECUTIVE BOARD

The Executive Board shall consist of the Commodore, the Vice Commodore, the Treasurer, the Secretary, the Membership Chair, and the Members-at-large. The Executive Board shall be authorized to act upon all ordinary business of the Club, as well as any business which advances the Objectives and Purposes of the Club. The Executive Board shall gather the committee budgets from each committee as necessary, and shall prepare, vote upon and approve the annual Club budget, including the amount of dues to be assessed to support the budget. The Executive Board shall have all power ordinarily exercised by the board of directors of a corporation. The Executive Board shall be authorized to make Club Policy and to effectuate any modifications in Policy which advance the Objectives and Purposes of the Club.

## Section 1. REGULAR MEETINGS

The Executive Board shall hold a regular meeting each month, such meetings to be open to all members, and shall take place on the first Monday of each month at 6:30 PM at a location to be designated by the Commodore, unless notice is given to all members as to any difference in the date, time or place on the web page.

## Section 2. SPECIAL MEETINGS

Special meetings shall be called by the Commodore, or shall be called for a specified purpose upon written petition, duly signed, by four members of the Executive Board. No business, other than stated in the notice, shall be transacted at any special meeting. Notices of special meeting shall be mailed to all members of the Executive Board at least three days prior to the date of the meeting or delivered by telephone or personal delivery at least one day before the meeting. All notices shall state the date, time, and place of the meeting, and the business to be transacted.

## Section 3. QUORUM

The presence of a majority of the members of the Board shall constitute a quorum at all meetings.

# ARTICLE VII. COMMITTEES

## Section 1. STANDING COMMITTEES

The standing committees of the Club shall be Race, Membership, Protest, Nominating, Social, Black Book, Baltimore Harbor Cup, Race to Baltimore, and Web Page. Each committee shall serve for a period of one year. All Standing Committees shall have a Chairman and Vice Chairman except as provided herein:

- A. The Commodore elect shall appoint a Chairman for each Standing Committee, subject to the approval of the Executive Board.
- B. Within thirty days of the Fall General Membership Meeting, and subject to the approval of the Commodore elect, each Chairman shall appoint his/her committee, and shall designate a Vice Chairman thereof.
- C. Before the January regular meeting of the Executive Board, each Chairman shall submit a budget for his/her committee's operation as necessary for the succeeding year to the Executive Board.
- D. Each Chairman shall report the activities of his/her committee to the Executive Board at all regular monthly meetings, and as required at General Membership meetings.
- E. Subject to the approval of the Executive Board, a Committee Chairman and/or other Committee members may be removed at the discretion of the Commodore.
- F. Subject to the approval of the Commodore, a Committee Vice Chairman and/or other committee member may be removed at the discretion of the Committee Chairman.

## Section 2. SIZE AND COMPOSITION OF STANDING COMMITTEES

Except as provided herein, each Standing Committee shall consist of a number which in the discretion of the Commodore is suitable for the efficient and timely completion of its duties.

The Nominating Committee shall consist of the Executive Board, and shall be chaired by the Commodore.

## Section 3. DUTIES OF STANDING COMMITTEES

Committees marked with an asterisk (\*) must be chaired by a member.

- A. The RACE COMMITTEE\* shall establish the Club's yearly racing calendar, and shall organize the Club's yacht racing events for the benefit of all members. The Committee shall make such rules and regulations governing the conduct of races as are consistent

- with these Bylaws and the rules and regulations of established yacht racing authorities. These rules and regulations shall be published in the Black Book as the Special Sailing Instructions. The Race Committee Chairman shall appoint a Scorer, whose duty it shall be to accurately record and calculate race results for each race, each series, and for High Point, and to make the race results available to the membership on the hotline and the Web Page. The Race Committee chairman shall appoint a representative from each racing class to serve on the committee. The Race Committee shall obtain trophies for each race or series for which they are awarded in accordance with the Black Book.
- B. The MEMBERSHIP COMMITTEE shall maintain the Membership Roll of BCYA members with their current addresses and other information as supplied on membership forms. The Committee shall keep a correct list of the yachts belonging to the members of BCYA in current useful detail. The Committee shall mail membership applications and renewals as appropriate. The Committee shall promptly respond to potential new members or other communications regarding membership. The Committee shall process membership applications and notify new members of the time, place, and date of the next Executive Board meeting. The Committee shall maintain a list of all members, and specifically of members who are eligible to vote.
  - C. The PROTEST COMMITTEE\* shall conduct hearings as necessary in accordance with Section 11 of the BCYA Special Sailing Instructions as published in the Black Book.
  - D. The NOMINATING COMMITTEE\* shall nominate one candidate for each of the elective offices of the Club to serve for a term of one year beginning on the first day of January following election at the Fall General Membership meeting.
  - E. The SOCIAL COMMITTEE shall organize, superintend, and coordinate with event chairmen where necessary, the End of Series Parties, the Sail for Sight party, the Baltimore Harbor Leukemia Cup party, the Commodore's Ball, refreshments at the General Membership Meetings, and any other social events as directed by the Commodore and/or Executive Board.
  - F. The BLACK BOOK COMMITTEE shall be responsible for amending, correcting and updating the information in the Black Book, having the Black Book printed, and distributing the new version at the Spring General Membership Meeting.
  - G. The BALTIMORE HARBOR CUP COMMITTEE shall organize the social event following the race with the Social Committee, the management of the race with the Race Committee, and make any other arrangements necessary to properly hold the event.
  - H. The RACE TO BALTIMORE COMMITTEE shall organize the social event following the race with the Social Committee, the management of the race with the Race Committee, coordinate with the MRSA and the Foundation Fighting Blindness, and make any other arrangements necessary to properly hold the event.
  - I. The WEB PAGE COMMITTEE shall maintain and update the BCYA web page in a timely manner.

#### Section 4. SPECIAL COMMITTEES

The Commodore may appoint such special committees as may be necessary for the proper operation of the Club. The Commodore shall appoint a Chairman for each Special Committee. Upon completion of its duties and submission of a final report, such committee shall be discharged; provided, however, that all Special Committees shall be automatically discharged at the Fall General Membership meeting.

#### ARTICLE VIII. MEMBERSHIP APPLICATION

All Applications shall be made on a form approved by the Executive Board and supplied by the Membership Committee for that purpose, containing at minimum the name, resident address, and

class of membership sought. A log of applications sent, including the date and to whom sent, shall be maintained by the Membership Committee.

#### Section 1. MEMBERSHIP

An applicant for Membership will automatically be approved upon receipt of a properly completed application and receipt of the appropriate dues.

### ARTICLE IX. MEMBERSHIP MEETINGS

#### Section 1. GENERAL MEMBERSHIP MEETINGS

There will be two General Membership Meetings (GMM) each year, a Spring GMM and a Fall GMM. The Spring GMM shall take place in April, before the start of the Club racing season. It is suggested for each Skipper, or Skipper's representative, to attend. At this meeting there shall be a general transaction of business necessary for the operation of the Club. The Fall GMM will be held in at the Post Series Party following the final Tuesday Evening Series, and will include the election of Officers as and when required by these Bylaws, as well as other necessary business.

#### Section 2. SPECIAL MEETINGS

These meeting may be called at any time, stating the purpose of the call for the meeting, by the Commodore, by the Executive Board, or by written petition to the Commodore duly signed by 10 Voting members. No business other than that stated in the notice shall be transacted at any special meeting.

#### Section 3. NOTICE OF MEETING

Notice of all meetings shall be mailed to the current address on file of each Member prior to the meeting date. Such notices shall state the date, time, and place of the meeting, and in the case of special meetings, the purpose of the meeting.

#### Section 4. PROXIES

No member shall be entitled to cast his/her vote unless present in person at the meeting.

#### Section 5. VOTING

Each Board member will be entitled to cast one vote. All voting shall be viva voce or show of hands unless there is a motion passed requesting a vote by ballot. Election of Officers shall be by written ballot if there are more nominations than offices to be filled. A motion or election shall carry if supported by a majority of the votes cast.

#### Section 6. ELECTIONS

The slate of Officers decided upon by the Nominating Committee shall be made available to the voting membership on the bulletin board at the Clubhouse and the BCYA web page at least 30 days prior to the Fall GMM. Additional nominations for any elective office may be made by submitting a petition, duly signed by 10 members, stating the name of the nominee and the office for which nominated to the Club Secretary at least 14 days prior to the Fall GMM. Each petition shall be posted at the Clubhouse and on the web page as received. There shall be no nominations from the floor except in case of an office for which there is no nominee.

### ARTICLE X. REMEDIAL ACTION

#### Section 1. DISORDERLY CONDUCT

Disorderly conduct can be the basis for suspension from all Club privileges, immediate termination of Club membership, or non-renewal of Club membership, at the discretion of the Executive Board.

#### Section 2. APPEAL

Any member disciplined by the Executive Board shall have the right to appeal, provided such appeal shall be filed in writing with the Commodore within 30 days of the order of disciplinary action. Within fifteen days of the filing of an appeal, the Commodore shall call a special meeting of the Executive Board for the purpose of hearing such appeal. After said hearing of appeal, the action of the Executive Board thereon shall be final.

#### ARTICLE XI. FAILURE TO REMIT

##### Section 1. DUES AND DUE DATES

Membership dues are due and payable on April 1. Commodore's Ball tickets are due and payable by the date indicated. Race entry fees and cruising fees are due by the dates published in the Black Book or on notice circulars.

##### Section 2. FAILURE TO REMIT

If a member's dues, or other indebtedness shall remain unpaid for thirty days past its due date, his/her name may be posted by the Treasurer on the Club website and his/her voting privileges and membership rights shall be suspended.

#### ARTICLE XII. FISCAL YEAR

The fiscal year of the BCYA shall commence on January 1, and end on December 31.

#### ARTICLE XIII. AMENDMENTS

Amendments to these Bylaws shall be proposed by a majority vote of the Executive Board. Copies of proposed amendments shall be circulated to the members with the notice of the meeting. Amendments shall be adopted upon the affirmative vote of a majority of the members present at either of the General Membership Meetings or at a Special Meeting called for that purpose.