

# **Bylaws of The Edward Teach Youth Sailing Association, Inc.**

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## **Article I: Name, Purpose, Burgee**

### **Section 1: Name**

This organization shall be known as the Edward Teach Youth Sailing Association, Inc., hereafter referred to as ETYSA.

### **Section 2: Purpose of ETYSA**

The purpose of the ETYSA is:

(a) - to foster, encourage, and promote the sport of amateur sport participation and competition, and all phases and aspects thereof;

(b) - to give instruction in all phases and aspects of the sport of sailing, including seamanship, safety afloat, navigation, racing rules and tactics, and race committee functions.

(c) - to cooperate, aid, and assist other organizations in encouraging and promoting the sport of sailing.

### **Section 3: Burgee**

Please see attached

### **Section 4: Corporate Seal**

Seal. The Board of Directors shall provide for a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words "Corporate Seal."

## **Article II: Membership and Dues**

### **Section 1: Definition of a Member**

Members shall consist of such persons as are duly admitted to the ETYSA by the Board of Directors, and have paid current fees and dues. Each person in the member's immediate family (spouse and children) are considered family members. Each family is entitled to one vote in matters pertaining to the ETYSA. The individual members of the immediate family are not entitled to a separate vote. Members are required to participate in the ETYSA regularly scheduled activities in order to be considered for renewal of yearly membership.

### **Section 2: Definition of Active Member**

Active membership shall be held by all members over the age of 18 paying active membership dues;

### **Section 3: Definition of an Honorary Member**

Honorary Members are such persons as are admitted to membership as special members by a vote of at least three of the members of the Board of Directors. Honorary Members shall not have any annual dues. Payment of other ETYSA fees shall be as determined by the Board of Directors.

### **Section 4: Other Members**

The Board of Directors may establish other membership categories as required.

### **Section 5: Initial Dues**

Active Members \$ 25.00

The Board of Directors, by majority vote, may modify the amount of dues upon review each calendar year

### **Section 6: Renewal of Membership**

Any member in good standing who has resigned from ETYSA may be reinstated by payment of dues for the current year. Any member whose name has been dropped for other causes shall be treated as a new member in that a majority approval by the Board of Directors is required.

#### **Section 7: Termination of Membership**

(A) Resignation – Resignations must be present to the Secretary in writing, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

(B) Nonpayment of Dues – The names of members whose dues are not paid by March 1 will be dropped from membership records.

(C) For Other Causes – Membership status of an individual may be terminated by majority vote of the Board of Directors for gross misconduct unbecoming a member.

#### **Section 8: Transfer of Membership**

Membership is not transferable nor assignable.

### **Article III: Board of Directors**

#### **Section 1: Definition of a Board of Directors Member**

The Board of Directors shall consist of five members. The members shall be PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, AND ONE DIRECTOR-AT-LARGE

#### **Section 2: Term of Office**

The Board of Directors shall serve for a term of one year beginning with their installation, and ending when their successor is installed; however, if no successor is installed, they shall continue to hold office. Any vacancy occurring in a position between or at the annual meetings may be filled by the Board of Directors for the unexpired term.

#### **Section 3: Duties**

**PRESIDENT:** The PRESIDENT shall be the chief executive officer of the ETYSA and shall preside at all meetings of the Board of Directors and of the members when present. He shall be an ex-officio member of all committees, except the Nominating Committee. He shall appoint all committee chairmen. He shall submit an expense budget for the approval by the Board of Directors before he commits to spend ETYSA funds. He shall be, or shall have the power to delegate to another, the ETYSA's representative to other sailing associations. He is responsible for the general supervision of all physical assets of ETYSA.

**VICE PRESIDENT:** The VICE PRESIDENT may assume the duties of the President on a temporary basis (90 days or less) if so requested by the PRESIDENT or the Board of Directors. He shall preside at all membership and Board of Directors meetings in the absence of the President.

**SECRETARY:** The SECRETARY shall keep the minutes of the meetings of the Board of Directors and of the meetings of the members, shall carry on correspondence on behalf of the ETYSA, and shall perform all other acts incident to the position of SECRETARY, subject to the control of the Board of Directors.

The SECRETARY shall be responsible for publishing the ETYSA newsletter and having it distributed to the membership. The SECRETARY shall maintain a complete and up-to-

date roster of the members of the ETYSA. The SECRETARY shall be the custodian of the official records of the ETYSA other than financial records.

**TREASURER:** The TREASURER shall have charge of the funds of the ETYSA and shall maintain adequate records of the receipts and disbursements and other financial records. He shall coordinate, with the various committee chairmen and officers, a submittal of a total ETYSA expense budget to the Board of Directors, at the first meeting of the calendar year, for approval. (S)he shall submit a financial report at the annual meeting and at least each calendar quarter to the Board of Directors. He shall make reports to the PRESIDENT and to meetings of the Board of Directors and of members at such times as he may be requested to do so. He shall deposit all funds in the name of the ETYSA in such depository of depositories as may be designated and approved by the Board of Directors. He may withdraw and write checks against such funds in such a manner as may be approved by the Board of Directors. He shall perform all other acts incidental to the office of TREASURER, subject to the control of the Board of Directors. He shall give such bond for the faithful performance of his duties as the Board of Directors may require. If the Board of Directors shall require such a bond, the bond shall be paid out of the operating funds of the ETYSA. He shall preside at all membership and Board of Directors meetings in the absence of the PRESIDENT, VICE PRESIDENT, and SECRETARY.

## **Article IV: Meetings**

### **Section 1: Membership Meetings**

(A) An annual membership meeting shall be held on the first Saturday of April each year. Notification of such meeting, including known items requiring membership vote, must be sent to each member in good standing at least two weeks before the meeting. Said notice may be sent to the membership via the US Postal Service to the membership address list as maintained by the secretary, or via email to the membership email address as maintained by the secretary.

(B) Special additional membership meetings of the ETYSA shall be held at such time as may be designated by the Board of Directors, the PRESIDENT, or by petition to hold such a meeting signed by one-fourth of the members in good standing. Notification of such a meeting, including known items requiring membership vote, must be sent to each member in good standing at least two weeks before the meeting.

(C) One-fourth of all members in good standing, with the exception of the officers, shall make a quorum of all membership meetings. A majority vote of those voting shall decide all motions. Parliamentary procedures shall be used as per Robert's Rules of Order.

(D) During properly constituted meetings of the membership, a member may present a motion, provided the motion is presented to the PRESIDENT not less than one day in advance of the membership meeting.

(E) Action Without Meeting. Any action required or permitted to be taken at a meeting of the members, may be taken without a meeting if a consent, in writing, setting forth the action so taken is signed by a majority of the members who would have been entitled to vote on the action had a meeting been held

(F) . Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by the member's authorized attorney in fact. Such proxy may be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

## **Section 2: Board of Directors Meetings**

(A) A Board of Directors meeting may be called by the PRESIDENT, or any three members of the ETYSA board, upon 1 week notice to the members of the board. Said notice may be given via email transmission to the email list currently maintained by the Secretary of the Board.

(B) Parliamentary procedure shall be used per Roberts Rules of Order.

(C) Rules of Order: Unless otherwise stated, a simple majority vote of the Board of Directors will determine all motions. The officer presiding at the meeting shall vote only to break a tie. Three Board of Directors members will constitute a quorum.

(D) Action without meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in writing, setting forth the action so taken is signed by all of the Directors who would have been entitled to vote on the action had a meeting been held

## **Article V: General Provisions**

### **Section 1: Lending and Borrowing and Bank Designation**

No lending or borrowing activities shall be contracted, except by a vote at a membership meeting.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may by resolution select

### **Section 2: Contracting**

No member, officer, or member of the Board of Directors shall enter into any contract outside the confines of his specific duties of budget, except as authorized by a vote at a membership meeting.

### **Section 3: Fiscal Year**

The fiscal year for the ETYSA shall be on a calendar year basis

## **Article VI: Amendments**

These bylaws may be amended at any duly constituted meeting of the membership by a vote of two-thirds present, if notice of an intention to present the proposed amendment has been given to the PRESIDENT not less than twenty-one days prior to the meeting and signed by at least five members, or signed by three board members.

## **Article VII: Ratification and Adoption**

These bylaws of the NYRA shall be ratified and adopted after a majority vote of the Board of Directors.

## **Article IX: Committees**

The Board of Directors shall establish such committees as deemed necessary and appropriate each calendar year.