



# NorthWest Sailing Association

## BY LAWS

### ARTICLE I

#### NAME, PURPOSE, AND BURGEE

##### Section 1:

The name of this organization is the Northwest Sailing Association and will hereinafter be referred to as the Association.

##### Section 2:

The purpose of the Association is to promote the educational, athletic, and social aspects of sail boating.

##### Section 3:

The swallow-tail Burgee has three horizontal sections, colored from top to bottom red, white, and blue. In the white horizontal center section are the initials NWSA divided by the compass rose with a red pointer on the northwest heading. Reproduction of the Burgee as an emblem, in any form whatsoever, can be made only with the express permission of the Board of Directors.

### ARTICLE II

#### MEMBERSHIP: FAMILY, HONORARY, ASSOCIATE AND LIFETIME

#### CONDITIONS: EXPULSION

#### WAIVER/HOLD HARMLESS

##### Section 1:

Membership will be given to those persons 18 years of age and older upon receipt of their application and payment of annual dues. Members will have all rights and privileges of the Association and one vote each at meetings. Applicants for any class of membership must be of good character. Membership will be granted on a nondiscriminatory basis. No person will be denied membership because of race, religious affiliation or sex.

##### Section 2:

A Family Membership shall consist of no more than two adults.

##### Section 3:

Honorary Members must be approved by the Board of Directors. An Honorary Member will have all rights and privileges of the Association except voting rights.

##### Section 4:

Associate Members must be approved by the Board of Directors. Individuals or families who are past members, but are no longer residing in the area, qualify for Associate Members. An Associate Member will have all the rights and privileges of the Association except voting rights.

##### Section 5:

Lifetime Members must be approved by the Board of Directors. A Lifetime Member will be awarded free membership with all rights and privileges of the Association including voting rights. A Lifetime Membership can be proposed and presented by any member of the Association to the Board of Directors for approval.

**Section 6:**

The Board of Directors, on its own motion or on written complaint of any member filed with it, may cite any member of the Association to appear before it to answer any charge of conduct injurious to the order, peace interest, or welfare of the club, or at variance with its purpose, bylaws or rules.

The Yeoman will notify, in writing, the member so cited of the charge, and give the member charged at least ten (10) days notice to appear before the Board of Directors to answer thereto.

The investigation of such charge will be conducted in such a manner as the Board of Directors may see fit. If, upon inquiry and hearing, the Board of Directors is satisfied that the cited member is guilty of the charge, it may censure or suspend or ask such member to resign or may expel such member, and thereby terminate the membership. The Board of Directors will be the sole judge of what constitutes conduct injurious to the order, peace, interest or welfare of the club, or that conduct which is at variance with its objectives, bylaws, or rules, and will be the sole judge of the sufficiency of the evidence by which such conduct is shown. A two-thirds vote of the entire Board of Directors will be necessary to expel a member.

**Section 7:**

By accepting membership in the Association, each member agrees to waive his right to pursue a cause of action against, or otherwise hold liable, whether past, present, or in the future, the Association, its Board of Directors and Officers, or other members, from any act, or failure to act, arising in the course of Association activities, other than the fiduciary responsibilities of the Board or Officers of the Association.

**ARTICLE III****OFFICERS, DUTIES, POWERS, BOARD OF DIRECTORS****Section 1:**

The officers of this Association to be elected by the members will be Commodore, Vice-Commodore, Purser and Yeoman.

**Section 2:**

The Commodore will be the chief executive officer of the Association and will preside at all meetings of the Association and Board. The Commodore will be an ex-officio member of all committees. The Commodore may appoint and send delegates or representatives of the Association to any meeting, convention, or regatta.

**Section 3:**

The Vice-Commodore will perform such duties as may be prescribed by the Board of Directors and, in the absence of the Commodore, will perform the duties of that office. The Vice-Commodore will be responsible for scheduling all programs for the monthly meetings.

**Section 4:**

The Purser (treasurer) receives and distributes all Association monies as directed by the Board of Directors. All checks issued by the Association must be signed by an officer. All checks in excess of \$300.00 will require the signature of two (2) officers. All expenditures for all activities using membership money must have Board approval. The Purser will have charge of the accounting and financial records, and be responsible for preliminary budget preparation of the Association, all of which will be kept in a permanent binder. The Purser will make regular reports, to the Board and the membership of the financial condition of the Association.

**Section 5:**

The Yeoman (secretary) records, distributes (as required) and maintains in a permanent binder, all minutes of all general membership and Board meetings. The Yeoman also handles all Association correspondence and assumes or delegates the responsibilities of the Association historian relative to the maintenance of scrap books and photo albums.

**Section 6:**

In addition to the above officers, the Board of Directors will include the most immediate Past-Commodore, who is still a member of the Association, and the following elected or appointed chairpersons of Standing Committees, hereinafter referred to as the Directors:

- A. The Fleet Captain will oversee, direct and plan all nautical events of the Association. This planning will include scheduling cruises or races for the sailing season, selection of locations, and choosing cruise or race captains for each event. This Director will also maintain a file of cruise/race information on sites, facilities, and evaluations of all Association nautical events.
- B. The Membership Director will be responsible for increasing membership in the Association. This Director will maintain a current membership roster and will contact all new member prospects brought to the Director's attention. This Director will also oversee preparation, publication, and distribution of the annual Membership Directory.
- C. The Public Relations Director will organize all publicity and public relations activities, including the monthly newsletter. This Director will keep a permanent file of all Association publicity.
- D. The Technology Director and/or an appointee will organize the association's electronic media and incorporate improvements as needed. The Technology Director will manage all activities related to the association's use of electronic systems such as the website and Electronic Bulletin Board.
- E. The Social Director will organize and/or delegate the responsibilities of all Association social events such as parties, picnics, dinners, etc., as well as provide refreshments for the General Meetings. This Director will be in charge of collecting any fees for such social events from the members and turning said fees over to the Purser.
- F. The Ships' Store Director will handle and supervise sales of Association merchandise, and maintain the inventory of the Ships' Store. Additionally, this Director will assist the Purser as needed.
- G. The Association Librarian will be in charge of, and responsible for, the safekeeping of all audio, visual, printed, and recorded materials of recreational or educational nature which have been purchased by, or donated to, the Association for use by the members. Such materials will be made available to the members upon presentation of their Membership Card.
- H. The Member-at-Large will serve as spokesperson for any member who wishes matters brought to the Board and undertake other duties as assigned by the Board.

#### **Section 7**

Upon the resignation of any officer or director and acceptance of same by the Commodore, or in the event any officer or director is unable to perform his or her duties, the Board will appoint a replacement or, if necessary, hold a special election, with the exception of the Commodore, who will be replaced by the Vice Commodore.

#### **Section 8:**

The Board of Directors shall create, if needed, the following ad hoc committees whose chairperson and/or at least two of whose members shall be members of the Board of Directors. The committees and their basic functions are as follows:

- A. Audit Committee  
To carry out year-end audit of the Association's financial processes.
- B. Bylaws Committee  
Review changes to the Bylaws as needed or recommended by the Membership to the Board of Directors for their approval.

#### **Section 9:**

The Board of Directors has the authority to adopt, amend or repeal Policies with respect to matters related to the Association's activities and/or an Association Policy Manual to the extent such Policies are consistent with these Bylaws.

#### **Section 10:**

The Board of Directors may adopt, amend or repeal Rules and/or an Association Rules Manual for the management of the internal affairs of the Association and the governance of its officers, agents and committees to the extent such Rules are consistent with these Bylaws.

#### **Section 11:**

The Board of Directors may adopt, amend or repeal Board Procedures and/or a Board of Directors Procedures Manual for promulgation by this Association to the extent such Procedures are consistent with these Bylaws.

## **ARTICLE IV ELECTION OF OFFICERS AND DIRECTORS**

### **Section 1:**

Nominations for officers and directors will be presented at the October meeting by the Nominating Committee, which will consist of one member of the Board and two members from the general membership, appointed by the Commodore. Nominations will also be adopted from the floor.

### **Section 2:**

Elections will be held by secret ballot at the End-of-the-Season Banquet in November. The Commodore will appoint two members-at-large to count the ballots. A majority of members voting will determine the winners. Absentee ballots will be made available to Members in good standing at the General Meeting preceding the election, through the *Communique* preceding the election, or from the Commodore. The outgoing Commodore will be presented with a Past Commodore's Flag by the Incoming Commodore as a personal keepsake at the End-of-the-Season Banquet.

### **Section 3:**

The term of office will be one year, commencing at the close of business at the End-of-the-Season Banquet. The immediate past-Commodore will remain on the Board of Directors for one more year as Member Emeritus.

### **Section 4:**

The following offices will be filled: Commodore, Vice-Commodore, Purser, and Yeoman, and the Directors of the following standing committees: Fleet, Membership, Public Relations, Technology, Social, Ships' Store, Librarian, and Member-at-Large.

## **ARTICLE V FISCAL YEAR AND DUES**

### **Section 1:**

The Association's year will be from February 1 to January 31.

### **Section 2:**

All Members will pay dues on a yearly basis in the amount decided by the Association.

### **Section 3:**

Associate Members will pay an amount determined by the Board to defray the costs of publication and mailing of the *Communique* and annual Membership Directory.

### **Section 4:**

The immediate past-Commodore will be considered a Member, but will not be required to pay dues for the year immediately following having served as Commodore. Thereafter, regular Membership dues will apply.

### **Section 5:**

Honorary Members are not required to pay dues.

## **ARTICLE VI VOTING**

### **Section 1:**

Each paid-up Member will have one vote. Associate and Honorary Members cannot vote.

### **Section 2:**

A quorum for general meetings of the Association will consist of those paid-up Members of the Association in attendance at the meeting. For special meetings, a quorum will consist of 20% of the number of paid-up Members in the Association. Proxies, in writing, may be included in the make-up of a quorum. No business may be transacted without a quorum.

**Section 3:**

The quorum necessary to transact business for the Board of Directors will be 50% of the Board members. Board members must be paid-up Members in order to vote.

**Section 4:**

A majority vote will suffice to transact business with the exceptions noted below. (See Article IX-Amendments to the Bylaws.)

**ARTICLE VII  
MEETINGS****Section 1:**

General Meetings will be the third Monday evening of each month, except for the months of November and December or other extenuating circumstances. The November meeting is to be held at the End-of-the-Season Banquet, and no meeting will be held in December.

**Section 2:**

The Board of Directors shall meet at a location, date and time as determined by the Commodore with the majority approval of the Board.

**Section 3:**

Special meetings of the Board of Directors may be called by the Commodore or at the request of three members of the Board of Directors. A five-day notice shall be given in writing or by telephone of such special meeting and its purpose.

**Section 4:**

Parliamentary authority for all meetings will be Robert's Rules of Order, newly revised.

**ARTICLE VIII  
COMMITTEES****Section 1:**

Committee members will be chosen by an officer or director, with approval of the Board.

**Section 2:**

The size of committees will be determined by an officer or Director with approval of the Board.

**ARTICLE IX  
AMENDMENTS TO THE BYLAWS****Section 1:**

An amendment must be submitted to the membership, in writing, one month prior to the vote on its adoption.

**Section 2:**

Amendments to the Bylaws may be adopted at any meeting of the general membership by a two-thirds vote of members present, provided a quorum is present.

**Section 3:**

Copies of all amendments adopted by the Association will be issued to all Members.  
End of Bylaws.

Adopted: October 19<sup>th</sup>, 2009, by the NWSA Membership.

Replaces: Fall 1993, Winter 1994 & Summer 2002 version.