

# **CONSTITUTION AND BYLAWS OF SAILING ADVENTURE CLUB OF ARIZONA**

## **CONSTITUTION OF THE SAILING ADVENTURE CLUB OF ARIZONA**

### **ARTICLE I: Name of the Organization.**

The name of the corporation shall be: Sailing Adventure Club of Arizona, hereinafter referred to as the Club. (The name of the Club had in past been known as Single Sailors of Arizona.)

### **ARTICLE II: Purpose of the Organization.**

Sailing Adventure Club is organized to establish a nonprofit association for adults, for the promotion of sailboat cruising and racing, and the dissemination of educational information associated with sailing and sailing related activities, including, but not limited to sailing cruises, races and regattas, social events, educational lectures, and published newsletter articles.

### **ARTICLE III: Fiscal Year.**

The fiscal year of the club should be from January 1 to December 31.

### **ARTICLE IV: Qualification of Members.**

Membership shall be open to all legal residents of the United States of America, who are interested in sailing and meet the following criteria: Members must be over the age of twenty-one (21), and shall pay such dues and other fees as may be determined by the Club, in accordance with these Bylaws, and shall have all the rights and privileges of membership, including election of office, voting or placing motions before the membership. An Associate Membership may be obtained by any person over the age of 21 for the purpose of participating in a single club event which requires membership to participate. An Associate member shall pay such dues and other fees as may be determined by the Club, in accordance with these Bylaws, and shall have the obligation to act in accordance with the Club's Constitution and Bylaws, and has no other membership privileges.

### **ARTICLE V: Board of Directors and Officers.**

**Section 1.** The Board of Directors shall be the club officers, the Rear Commodore (immediate past Commodore), and the elected Directors.

**Section 2.** The elective officers of the Club shall be Commodore, Vice Commodore, Secretary, and Treasurer.

**Section 3.** There shall be no less than three (3) or more than ten (10) Directors.

**Section 4.** The Club's elected Board of Directors may consist of a Fresh Water Cruising Director, a Blue Water Cruising Director, a Social Director, a Membership Director, and a Newsletter Editor. Other directors, if any, shall be assigned responsibilities approved by a majority of the Board of Directors.

**Section 5.** The Commodore shall preside at all regular and special meetings of the Club; shall appoint all committees and their chairs; shall serve as Chair of the Board of Directors; and shall perform such other duties as assigned by the Constitution and Bylaws. The Commodore shall assume the duties of Rear Commodore immediately after serving the term.

**Section 6.** The Vice Commodore shall preside in the absence of the Commodore at regular and special meetings, and at meetings of the Board of Directors; and shall become Commodore in the event of a vacancy in that office.

**Section 7.** The Rear Commodore shall assist the Commodore and Vice Commodore in their duties and shall perform all their duties in their absence.

**Section 8.** The Secretary shall prepare, get board approval, and maintain the minutes of all meetings of the Board of Directors. The Secretary shall keep a book of the minutes for review by any member on request, available at the next regularly scheduled board meeting. The Secretary shall conduct the official correspondence of the club. The Secretary shall be responsible for having a copy of the Club Constitution and Bylaws available at all regular and special meetings to any member.

**Section 9.** The Treasurer shall maintain all official Club records and be responsible for maintaining an accurate record of the Club's financial status. The Treasurer shall keep all Club funds in a bank approved by the Board of Directors and in the name of the Club, subject to withdrawal by checks signed in such manner as may be approved by the Board of Directors; shall disburse funds of the Club under the direction of the Board of Directors. The Treasurer shall prepare and submit to the membership, no less than quarterly, a written and/or verbal report of Club financial activity. The Treasurer will be responsible for insuring the IRS required documents are made in a timely manner.

**Section 10.** The Membership Director shall be responsible for all activities related to recruiting, maintaining a current membership roster, producing a membership directory at least annually, submitting club information to selected publications, greeting and informing guests.

**Section 11.** The Board may remove a board member by a majority board vote with a quorum present.

**ARTICLE VI: Quorum.**

A quorum shall be required for the legal transaction of business by the Club or its Board of Directors. At a meeting of the members, a quorum shall consist of one-fifth (20%) of the members of the Club present at the meeting. At a meeting of the Board of Directors, more than one-half (50%) of the board members voting shall constitute a majority, however, at least three-fourths (75%) of the board must be present to carry a motion.

**ARTICLE VII: Meetings.**

**Section 1.** The annual meeting is to be held on the first Tuesday in January at a location within Maricopa County, as determined by the Board of Directors.

**Section 2.** Regular meetings of the Club membership shall be held on the first Tuesday of each month, at a location as determined by the Board of Directors.

**Section 3.** Regular meetings of the Board of Directors shall be held on the third Tuesday of each month, at a location as determined by agreement of the Club's officers.

**Section 4.** Special meetings of the members of the Club may be called by any two (2) members of the Board of Directors or any ten (10) individual members of the Club, with written or verbal notification required no less than one week (7 days) prior to the meeting date. Special meetings of the Board of Directors may be called by any two (2) members of the Board. Only the announced business in the meeting notification shall be considered at special meetings.

**ARTICLE VIII: Parliamentary Authority.**

In matters not covered by this Constitution and Bylaws, Sturgis Standard Code Parliamentary Procedure shall serve as the parliamentary authority.

**ARTICLE IX: Amendments.**

This Constitution may be amended by a three-fourths majority of board members in attendance at any board meeting. Any change will be published in the next newsletter, and a revised copy of the Constitution will be available upon request. Any member who disagrees with a board decision may present his/her grievance at a board meeting.

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## **SAILING ADVENTURE CLUB OF ARIZONA BYLAWS**

**ARTICLE I: Membership.**

**Section 1. Admission of Members.**

Written application for membership may be made at any time at any Club meeting or function or through the U. S. Mail. Meeting the criteria for membership as stated in the Club's Constitution, and payment in full of any and all dues as stipulated in the Club's Bylaws, shall be the only requirements for membership status as stated in the Constitution. You must be a member to participate in club-sponsored out-of-town trips where boats are chartered.

**Section 2. Membership Communications.**

A monthly newsletter will be mailed to all regular members. A membership directory will be provided to each regular member, updated at least annually.

**Section 3. Loss of Membership.**

Membership in the Club may be terminated by either of the following: (a) non-payment of dues, (b) majority vote of the Board of Directors – for any reason, or (c) resignation submitted in writing or verbally to the Treasurer. If the loss of membership is due to a board vote, notification will be made by mail at the last address on record.

**Section 4. Grievances.**

Any member who disagrees with a board decision may present his/her grievance at a board meeting.

**ARTICLE II: Election of Officers and Directors of the Board of Directors.**

**Section 1. General**

- A. All elected Officers and Directors must be Club members in good standing, with all dues paid in full, prior to commencement of the voting for their positions.
- B. Officers and members of the Board of Directors shall be elected at the Annual Membership meeting.

- C. A member wishing to run for the office of Commodore must have been a member in good standing for at least one year and served on the Board of Directors for a full term of office. If no member meeting these requirements volunteers to run for the office of Commodore, then any member who has been in good standing for at least one year prior to election night, may tender his/her candidacy for the office of Commodore.
- D. No member shall hold more than one elective office at the same time.
- E. Voting shall be done in descending office order. If a candidate is not successfully elected to an office, he/she may be then nominated for another office from the floor. Voting shall be done by written secret ballot.
- F. The term of office shall begin and end upon adjournment of the next regular Board of Directors' meeting after the Annual Membership meeting, but in any case not later than the start of the next general meeting after said Annual Membership meeting.

**Section 2. Special – Vacancy in Office**

In the event that an officer or director leaves office, except as may be specified elsewhere in the Club's Constitution or Bylaws, a special election will be held to elect a replacement. Notice of the vacancy will be published in the newsletter. After waiting a reasonable time to respond, a ballot will be prepared for the next general meeting following notification of the vacancy. Nominations can be accepted from the floor.

**Section 3. Quorum**

20% of the membership shall constitute a quorum for a general or special election. A majority vote of the members present shall be required for election of any board member, given a quorum is present.

**Section 4. Eligibility to Vote**

Each member is entitled to one vote. However, under no circumstances may a member vote or present motions to the membership at either regular or special meetings of members unless dues are paid in full prior to the vote or presentation of a motion. The Commodore may vote only in the event of a tie vote. Absentee ballot votes shall only be permitted for the election of members to the Board of Directors. Proxy votes shall not be permitted.

**ARTICLE III: Dues**

Regular and associate membership dues shall be determined by the Board of Directors. Dues for membership shall be renewed annually in the month set by the Board of Directors. Lapses of more than sixty (60) days in payment of annual dues will suspend membership privileges and rights.

**ARTICLE IV: Meetings.**

The Club's Board of Directors shall determine, within the limits established by the Club's Constitution and Bylaws, the exact time and place for all meetings of the Board of Directors, and for all meetings of members, except such special meetings as may be called by ten or more Club members under provisions of Article VII, Section 4, of the Constitution. Publishing of the regular meeting date in the Club's newsletter and/or recorded announcement on the Club's voice mail ten (10) days prior shall constitute sufficient advance notice for regularly scheduled membership and Board of Directors meetings. Notification for special meetings shall be as specified in ARTICLE VII, Section 4 of the Club's Constitution.

**ARTICLE V: Blue Water Cruises/Special Trips and Events.**

- A. The Club shall charge all members a service charge for all Club sponsored blue water cruises, special trips and events for which there is a cost. This service charge shall be no less than one percent (1%), nor more than ten percent (10%) of the cost of the blue water cruises, special trip or event.
- B. The coordinator for such cruise, trip or event shall present the cost, including suggested service charge percentage, to the Board of Directors for Board approval. The Board of Directors shall approve the specific service charge percentage at the same time as approval of the activity.
- C. The Board of Directors shall also set, by a majority vote, all activity surcharge fees for associate and/or non-members. This surcharge is in addition to any service charge. In any case, said surcharge fee shall be no less than \$5 and no more than the amount of the annual club dues.
- D. In the event that additional charges are assessed by the charter company or other vendor due to damage, cleaning or other service fees, those charges will be divided equally among all the participants on the boat.
- E. Members in good standing shall have priority for reservations for all cruises, trips and events. Members with lapsed dues of 30 days or less shall have second priority.
- F. You must be a member to participate in club-sponsored out-of-town trips where boats are chartered.

**ARTICLE VI: Refund Policy.**

- A. Refunds of \$10 or more per person shall be distributed equally to all those who have paid. Refunds of less than \$10 per person shall be designated as Club funds.
- B. Cancellation by the Club – Should the Club decide to cancel, or offer the participant the option to cancel, an activity for any reason, all monies paid by participants less cancellation cost imposed by the vendors, will be refunded promptly.
- C. Cancellation by Participant – In the event a participant wishes to cancel their participation in an event, it will be their responsibility to find a replacement/substitute. The entire amount of the trip/event shall be paid in full to the

club by either the participant or his/her replacement. If no substitute can be found, the participant will remain obligated for all fees/charges. Any refunds will be distributed as outlined in Article VI, Section A (Refund Policy).

- D. If the participant cancels and the position is filled, the participant's money will be refunded promptly, less any charge fees imposed by vendors, and less the \$10 administrative fee.
- E. Cancellation by the participant should be done in writing.
- F. Waitlisting – A wait list will be established for any trip if there are more participants than the trip can accommodate. A deposit will be required to secure a position on the wait list. If a wait-listed participant is not successful in getting on the trip/event, all money paid will be refunded. Should a wait-listed participant decide to remove themselves from the wait list, their deposit will be refunded promptly.

**ARTICLE VII: Amendments.**

These Bylaws may be amended by a three-fourths majority of board members in attendance at any board meeting. Any change will be published in the next newsletter, and a revised copy of the Bylaws will be available upon request. Any member who disagrees with a board decision may present his/her grievance at a board meeting.