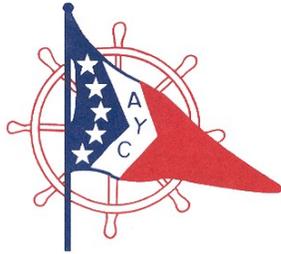


# **Associated Yacht Clubs**



## **Constitution And By-Law's**

**Approved - April 23, 2012**

# ASSOCIATED YACHT CLUBS

## Constitution and By-Laws

### Article I

This organization shall be known as the "*Associated Yacht Clubs*" hereinafter referred to as AYC. Any commercial use or representation of the AYC name and or logo without permission of the AYC "Board of Directors", hereinafter referred to as the Board is prohibited.

### Article II - Objectives

The objectives of the AYC shall be to unite the member clubs in a common goal of the advancement and perpetuation of yachting, sail and powerboat contest and junior sailing activities on the Great Lakes, their river tributaries and inland waters; the protection of the aquatic environment and to support or oppose such actions by governmental bodies or the private sector which affect the good and welfare of the member clubs and the AYC as a whole.

### Article III - Membership

**Section 1** - Any club qualifying under Section 1 of the By-Laws shall be eligible to membership.

**Section 2** - Application for membership must be made in writing to the Executive Secretary and must be signed by the Commodore or Vice Commodore, or the President or Vice President, and the Secretary of the club applying.

### Article IV - Officers

**Section 1** - The elected officers of the AYC shall consist of the Commodore, Vice Commodore, Rear Commodore, Executive Secretary, Sergeant-at-Arms, Recording Secretary and Treasurer.

**Section 2** - The Board shall consist of the elected officers plus the immediate Past Commodore. The Board will meet a minimum of quarterly or more often at the call of the

Commodore, or at the discretion of at least three Board Members.

**Section 3** - Members of the Board shall not serve concurrently as delegates.

**Section 4** – Each year the Board shall present a projected budget to the delegates at the March regular meeting. At this time the delegates will vote on the projected budget and pass it in part or in whole.

### **Article V - Duties of Officers**

**Section 1** - The Board shall have custody and management of all the permanent records, property and assets of the AYC. They shall manage and conduct the AYC expenditures; audit accounts; regulate prices; receive and act upon complaints and suggestions; and shall report to the AYC whenever required. Before entering into any new contract, lease, or other obligations or making or ordering new expenditures, the Board shall submit such matter to the AYC and obtain its authority to do so.

Vacancies on the Board shall be appointed by the Commodore from the roster of authorized AYC delegates or by succession in the case of line officers. Vacancies in the line shall be filled according to Article VI, Section 3.

A majority of the members of the Board including at least one line officer shall constitute a quorum.

**Section 2** - Commodore - The Commodore shall preside at all meetings of the AYC and the Board and shall enforce its rules and regulations; shall have the authority to establish committees, appoint chairpersons, and committee members; shall be ex-officio, a member of all committees; and is empowered to call special meetings at such times and places as he/she may direct. The Commodore shall cast tie-breaking votes.

**Section 3** – Vice Commodore - It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his/her duties and officiates in his/her absence. He/she shall

be chairperson of the powerboat committee.

- Section 4** – Rear Commodore - It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties and to officiate in their absence; and also oversee the social activities of the AYC.
- Section 5** - Executive Secretary - The Executive Secretary shall conduct the correspondence of the AYC and the Board; advise the membership of the activities of public or private entities and/or organizations which may affect any member club or geographic region of interest to the AYC; shall notify each club of its election to membership; shall maintain a list of current and former AYC club members not in good standing; and shall perform such other duties as requested by the Commodore.
- Section 6** - Recording Secretary - The Recording Secretary shall keep a record of the proceedings of the meetings of the AYC; shall keep a roll of attendance of all officers, clubs, and delegates at each regular meeting; shall provide the members of the Board with advance copies of the minutes of the previous meeting; shall notify officers and delegates of the time, date and location of each regular meeting of the AYC; and also shall perform other duties as requested by the Commodore.
- Section 7** - Treasurer - The Treasurer shall collect all dues and assessments; pay all bills approved by the AYC and keep an account of all receipts and expenditures and also shall report at each regular meeting of all receipts and expenditures of the AYC and of the amount remaining in the AYC accounts. AYC funds shall be kept in an account in the name of the AYC at a bank designated by the Board. Any committee chairperson shall have an itemized financial statement presented to the AYC Treasurer and AYC Board within 90 days after the event that they Chair; and also shall perform other duties as requested by the Commodore.
- Section 8** - Sergeant-at-Arms - The Sergeant-at-Arms shall maintain order at the request of the Commodore; shall record and verify all delegates, delegates at large, alternates, guests, and

report these numbers to the Recording Secretary; shall make sure the host club is set up for the monthly meeting, and shall be in charge of maintaining and displaying all appropriate flags and burgees at all AYC meetings and also shall perform other duties as requested by the Commodore.

## **Article VI - Nominating Committee**

**Section 1** The Nominating Committee shall consist of five (5) members who will be elected by ballot by the AYC delegates during the July regular meeting from a slate of at least ten (10) names nominated from the floor. Each nominee shall be from a different club.

The Committee shall serve for one year and shall elect its own chairperson and shall conduct at least two meetings prior to the submission of a slate of officers.

No member may serve two consecutive years.

**Section 2 - Duties** - It shall be the function of the Nominating Committee to screen all candidates to determine their qualifications for the office to which they aspire and to prepare a slate of officers per Article X. It shall be assumed that incumbent officers intend to continue their present duties, with the exception of the Sergeant-at-Arms who may not run two consecutive years. Flag Officers will proceed from Rear Commodore to Vice Commodore to Commodore, unless they notify the Nominating Committee to the contrary. A formal declaration of intent to seek office shall, therefore, not be required of incumbents. The Nominating Committee shall consider for elected office those additional candidates whose names and qualifications have been submitted in writing by the Head Delegate of his/her respective club prior to the start of the regular meeting in September. Only one letter of intent shall be submitted for each candidate. One name only, for any one office, may be submitted by any one club. The letters of intent will be submitted to the Nominating Committee and the Recording Secretary. The Nominating Committee shall determine the number of candidates selected for each office except the office of Rear Commodore for which at least two

names must be submitted to the Delegates. If an insufficient number of letters is received, it shall be the Nominating Committee's responsibility to submit a full slate of qualified nominees to the membership. The Nominating Committee shall read the candidates letters of intent to run for office to the delegates during two meetings. The first reading will be at the meeting two months prior to the election meeting. The second reading will be prior to the vote at the election meeting. The Delegates shall be apprised of these regulations at the August meeting by the chairperson of the Nominating Committee or in his/her absence by another member of the Nominating Committee.

**Section 3** - Vacancies in the Line - In the event of a vacancy in the line, the election procedure outlined in Article VI, Section 2 shall commence with the submission of candidates at the next regular meeting. The election shall take place at the following regular meeting.

## **Article VII - Terms of Office**

**Section 1** - All officers, both elected and appointed, shall hold office for one year or until their successors have been installed after being elected or appointed.

**Section 2** – Any elected AYC Officer that has two unexcused absences during one AYC year, shall be considered resigned from that position at the time of the second unexcused absence. The By-Law process for filling the vacated position will be immediately started.

Procedure for obtaining an excused absence:

- A. An acceptable excuse shall be given prior to the meeting to be missed to the Commodore, or in his absence, a Board member.
- B. A vote will be taken by the attending Board members at the missed meeting. A simple plurality shall decide if the excuse is accepted.

## **Article VIII – Representation**

**Section 1** - Each member club shall be entitled to be represented at all regular and special meetings of the AYC by three delegates whose authority is to act, in case it is challenged, must be in writing and certified by the Commodore of the club represented as validated by the Executive Secretary of the AYC. The names of up to three alternate delegates shall also be submitted by each member club to the Executive Secretary at the beginning of each year. An alternate delegate may only serve in place of a regular delegate and shall be certified by the Executive Secretary prior to the start of the meeting. Any changes to the list of delegates and alternates shall be submitted by the Commodore of the member club to the Executive Secretary at least ten days before the next regular meeting. No delegate or alternate shall represent more than one club at a given time.

**Section 2** - All Past Commodores of AYC shall be delegates at large and shall be afforded all the rights of regular delegates.

## **Article IX - Line Officers and Members of the Board**

**Section 1** - All Line Officers shall be boat owners.

**Section 2** - All members of the Board shall have served as an officer or regular delegate for at least three (3) years including the twelve (12) months prior to his/her election.

**Section 3** - Anyone nominated for a line office (Commodore, Vice Commodore, or Rear Commodore) has to have held the office of Commodore of an AYC member club in good standing.

## **Article X - Nominations, Elections, Commodores Ball and Appointments**

**Section 1** - The election of officers shall take place at the January meeting. Officers shall be elected by plurality. Those elected shall take office during the Commodores Ball, which shall be held the third Saturday in February.

Committee chairpersons shall be appointed by the Commodore as soon after his/her taking office as possible.

**Section 2** - There shall be no electioneering at AYC meetings.

**Section 3** - Commodores Ball Program - The Master of Ceremonies at the Commodores Ball shall be appointed by the Commodore.

- A. Introduce Chaplain for invocation, with dinner to follow.
- B. Introductions
  - 1. Head Table
  - 2. Past Commodores
  - 3. Dignitaries
  - 4. Present outgoing Commodore with Flag and Stars
- C. Outgoing Commodore (Introductions)
  - 1. Introduce Special Guests
  - 2. Install New Officers
- D. Closing comments by Master of Ceremonies

## **Article XI - Meetings**

**Section 1** - Regular Meetings - Regular meetings shall be held on the fourth Monday of each month, except December, at such place as may have been provided at the previous meeting.

**Section 2** - Special Meetings - Special meetings shall be held at such times and places as the Commodore may direct or at the request of delegates from five (5) member clubs.

**Section 3** - Meeting Notification - The Recording Secretary shall notify the respective club delegates of the time and place of regular meetings and shall notify delegates and AYC officers of the time, place, and purpose of all special meetings.

## **Article XII - Quorum**

Delegates from at least 51% of member clubs shall constitute a quorum for the transaction of business.

## **Article XIII - Order of Business**

**Section 1** - The order of business at all meetings of the AYC shall be according to Section 3 of the By-Laws.

**Section 2** - On all questions of procedure not covered by this Constitution, Robert's Rules of Order newly revised, shall be considered the authority.

## **Article XIV - Voting**

**Section 1** - A simple majority of the delegates in attendance shall be required for passage of AYC business unless otherwise stated herein.

**Section 2** - In cases where a vote of clubs of the AYC is called for, each club in attendance shall only be entitled to one vote.

## **Article XV - Dues and Assessments**

**Section 1** - Dues - The annual dues shall be determined by the delegates and shall be payable as of January 1st of each year. The Executive Secretary shall issue a statement to each club prior to the end of each calendar year. As required, a second notice shall be sent to clubs who have not paid dues as of the April regular meeting. Dues shall be in arrears as of the start of the May regular meeting.

**Section 2** - Assessments - Assessments may be levied by a two-thirds vote of all delegates present at a meeting called for that purpose, and said assessment shall not exceed one and one halftimes the annual dues for each club in the aggregate for one year. Assessments shall be in arrears thirty days after passage.

## **Article XVI - Arrears**

No club which is in arrears for dues or an assessment shall be entitled to representation at any meeting of the AYC. The Executive Secretary shall advise of all clubs in arrears at each meeting.

## **Article XVII - Resignations and Expulsions**

**Section 1 - Member Clubs -** The membership of any club in the AYC shall be forfeited either by voluntary withdrawal, by disbandment, or by nonpayment of dues or assessments for one year, or by a three fourths (3/4) majority vote of all the clubs of the AYC in attendance at a regular meeting; but such club shall have the opportunity of being heard in its own defense.

**Section 2 - Conduct of Officers and Delegates -** Any officer or delegate of the AYC may bring charges of conduct detrimental to the best interests of the AYC against any other officer or delegate by submitting such charges in writing to the Executive Secretary. Charges shall be investigated by the Board and if substantiated:

- A. An officer shall be removed from office but shall have the right to appeal to the Board.
- B. In the case of a delegate, the club will be asked to replace the delegate. The delegate shall have the right of appeal to the Board.

## **Article XVIII - Amendments to the Constitution**

The Constitution & By-Laws can be amended only as follows:

The proposed amendment must be in writing, signed by the delegate, and submitted to the Constitution & By-Law Committee at a regular AYC meeting.

The Constitution & By-Law Committee will meet with the submitting delegate to discuss the proposed amendment within 2 weeks after being

submitted.

The amendment and Committee recommendation will be forwarded to the Board for their recommendation.

At the next regular AYC meeting the amendment will be read on the floor by the Constitution & By-Law Chairperson with the recommendations of both the Board and By-Law Committee.

A second reading shall take place at the next regular AYC meeting followed by discussion.

The amendment shall be submitted to a vote. A two-thirds (2/3) vote of the delegates present shall be required for passage.

All officers and delegates shall be notified prior to the meeting at which the vote shall take place that amendments to the Constitution and/or By-Laws may be voted upon at the next regular AYC meeting.

## **BY-LAWS**

### **Section 1– Conditions of Membership**

It shall be a condition for a Boat or Yacht Club to qualify for membership in the AYC that it must meet or exceed the following minimum conditions and requirements:

- A. Have a membership of not less than 25 active members.
- B. Club must be located within a fifty mile radius of the Toledo Harbor Light.
- C. Possess and continue to possess a suitable club house either by lease or purchase at which regularly stated meetings are held; said club house to be located on land adjacent to navigable water and capable of being

developed to provide dockage for members and guests.

- D. Be duly incorporated under the laws and jurisdiction of a state of the United States of America or a province of Canada for the stated purpose of promoting and improving boating and aquatic sports including ice boating.
- E. Submit a current financial statement for the preceding calendar year.
- F. Be sponsored by at least two AYC member clubs in good standing.
- G. Applications for membership must be approved by at least two thirds (2/3) of the Board .
- H. Must be approved by a majority of clubs present and voting by secret ballot at a regularly constituted meeting of the AYC.

### **Section 2 – Attendance and Sponsorship**

It is a condition precedent for continuing membership in AYC for all clubs to adhere to the following requirements:

- A. Have at least one delegate to AYC meetings at no less than four regularly stated meetings of AYC each calendar year.
- B. Member clubs shall sponsor at least one AYC delegate meeting once every three years.

### **Section 3 – Order of Business**

- A. Call to Order
  - 1. Pledge of Allegiance
  - 2. Report of Clubs by the Sergeant-at-Arms
  - 3. Roll Call of AYC Officers
- B. Reading of Minutes of Previous Meeting

- C. Financial Report
- D. Payment of Bills
- E. Report of Officers
- F. Introduction of Guests
  - 1. Newly elected Commodores or Officers
  - 2. New AYC Delegates
  - 3. Speakers or Guests for Special Purposes
- G. Committee Reports
- H. Old or Unfinished Business
- I. New Business
- J. Additional Reports
  - 1. Good and Welfare
  - 2. Announcements of Club Functions
  - 3. Items of General Interest
- K. Location of Next Meeting
- L. Motion of Adjournment (Does not need a second)

**Section 4 – AYC Advisory Committee**

- A. There shall be an AYC Advisory Committee consisting of AYC Past Commodores.
- B. The Immediate Past Commodore shall be the Chairperson of the AYC Advisory Committee.
- C. In the event the Immediate Past Commodore will not or cannot serve as Chairperson, his/her predecessors in order of reverse succession shall be the Chairperson.
- D. The Advisory Committee will meet a minimum of once per year and thereafter on an as needed basis with meetings

being called by the Committee Chairperson. Four members of the Committee shall constitute a quorum.

- E. Proposals of the AYC Advisory Committee shall not be binding upon the AYC Board or Membership.
- F. A Past Commodore of the AYC after his/her term of office shall become a member of the AYC Advisory Committee.
- G. A minimum attendance at four AYC meetings per year will be a requirement for continued membership.

### **Section 5 - Dress Code for AYC Officers**

A. From the day following the September meeting to the day previous to the May meeting, the Official Uniform for all AYC Officers will be:

1. Navy blue blazer, either single or double-breasted, with
  - a. AYC insignia patch displayed on upper left pocket
  - b. Directly above club patch will be the display of rank stars, if appropriate
  - c. Directly above rank stars will be nameplate badge displaying name and rank
  - d. The Blue Gavel sleeve patch will be displayed according to the proper directions of the International Order of Blue Gavel.
2. Gray slacks/skirt
3. White shirt with navy blue tie
4. Black shoes, socks, belt

5. Optional - blue officer-type hat with proper cap insignia, if appropriate

**B.** From the May meeting through the September meeting the Official Uniform for all AYC Officers will be:

1. White shirt, long slacks/skirt, socks, shoes, and belt.
  - a. White shirt should be military type with gold buttons and epaulets.
  - b. Epaulets may be adorned with shoulder ornaments displaying rank attained.
  - c. If epaulets are not adorned with shoulder ornaments, stars of rank will be displayed directly above the left pocket, with nameplate located directly above stars of rank.
2. Optional - white officer-type hat with proper cap insignia, if appropriate.

**C.** Stars of rank are not to be displayed on the shirt collar. When blazer is worn, blue tie shall be worn; the stars are displayed as listed below. When blazer is removed, blue tie shall be removed, the stars may be worn directly above the left pocket or shoulder ornaments may be worn in epaulets.

**D.** The dress uniform with rank insignia displayed on the sleeves may be worn to formal or semi-formal functions, at the discretion of the officer.

**If all AYC Officers attending the same function do not have a dress uniform, the Uniform of the Day will be either navy blue blazer and gray slacks/skirt (as listed above), or summer whites (as listed above).**