

To: Jerry Donofrio, Commodore, CBYCA, and 2006 CBYCA Board of Governors  
IP/C John Garlotta, Chairman, Silver Wreaths, and Silver Wreaths Members  
Member Club Delegates

From: P/C Penny Orth, Chairman, By-Laws Committee  
P/C Betty Stahler, By-Laws Committee  
P/Sec. Tom Martin, By-Laws Committee

Subject: Proposed Constitution and By-Laws Changes submitted to the CBYCA Board of  
Governors and Member Club Delegates

Date: December 30, 2005

At the November 19, 2005 Board and Delegates Meetings, the attached proposed new Constitution and By-Laws was approved to be sent to Member Clubs for a vote. According to Article XI of the current Constitution and By-Laws, the Secretary must send this proposed new Constitution and By-Laws to the Member Clubs at least sixty (60) days before the vote can take place at the next Delegates Meeting. For the new Constitution and By-Laws to be adopted, two-thirds (2/3) of the Delegates must approve.

**FINAL**

**Article I: NAME**

**Section 1.** The name of this organization shall be CHESAPEAKE BAY YACHT CLUBS ASSOCIATION, hereinafter referred to as the Association.

**Article II: PURPOSE**

**Section 1.** The purposes of the Association are:

- a. To further yachting and yacht clubs in the CHESAPEAKE BAY area.
- b. To act as liaison between member clubs and other organizations when requested.
- c. To represent its member clubs in all matters affecting their interests or the interests of boatmen in general.



**Article III: OFFICERS**

**Section 1.** The Officers of the Association shall be Commodore, Vice Commodore, Legislative Director, Rear Commodore, Qualifications Officer, Directors for State Legislation who report to the Legislative Director, Secretary, Treasurer and Publicity Director. All Officers shall be members of Member Clubs.

**Section 2.** Each year at the April Board Meeting, the Board will determine the number of Directors of State Legislation to be elected for the next year. The number of Directors of State Legislation should be determined according to the following criteria:

- a. There shall be a minimum of three (3) and a maximum of six (6) Directors of State Legislation
- b. There shall be a Director of State Legislation who is responsible for the State of Maryland.
- c. There shall be a Director of State Legislation who is responsible for the Commonwealth of Virginia.
- d. The States of Delaware, the New Jersey, and Pennsylvania shall be covered by at least one (1) Director of State Legislation. As determined by the Board, the responsibility to cover these states can be assigned to three (3) separate Directors of State Legislation, or can be assigned to two (2) Directors of State Legislation, with one Director of State Legislation having the responsibility for two of the states.
- e. As determined by the Board, there may be a Director of State Legislation for the District of Columbia.

**Section 3.** All Officers, except the Legislative Director and the Directors of State Legislation, shall be elected by the Association in the August Delegates Meeting and shall hold office for one (1) year from their installation at the Change of Watch during the Annual Delegates Meeting in November

**Section 4.** The Legislative Director and Directors of State Legislation shall be elected in the August Delegates Meeting and shall hold office for two (2) years following their initial installation at the Change of Watch and for one (1) year during subsequent terms.

**Section 5.** An Officer may or may not be a Delegate or Alternate Delegate.

**Article IV: ORGANIZATIONAL STRUCTURE**

**Section 1.** The ultimate authority within the Association rests with the Delegates of the Member Clubs. Authority to conduct the operations of the Association is delegated to the Board of Governors, hereinafter called the Board, for all aspects delineated in the Constitution and By-Laws. The Board shall promulgate policies, rules, and/or procedures pertaining to operations of the Association providing such do not conflict with the Constitution and By-Laws. Delegates shall be informed of such policies, rules, and

procedures promulgated by the Board. The Board shall maintain an Association Handbook that delineates the current policies, rules, and procedures-

**Section 2.** The voting members of the Board shall include the Officers described in Article III: OFFICERS, Section 1, elected District Representatives, and the Immediate Past Commodore. All other Association Past Commodores shall retain non-voting membership on the Board.

**Section 3.** Each year at the April Board Meeting, the Board will determine the number of District Representatives to be elected for the next year. The number of District Representatives should be determined based on the number of Member Clubs and the geographical location of the Member Clubs. District Representatives shall be elected by the Association in the August Delegates Meeting and shall hold office for one (1) year from their installation at the Club Meeting until the November Delegates Meeting. District Representatives shall be members of Member Clubs.

**Section 4.** The Board shall have the power to fill any vacancy which may occur in its membership, or elective committee.

**Section 5.** The Association Commodore shall appoint a Legal Counsel, a Parliamentarian, a Sergeant-At-Arms, a Chaplain, and a Historian who shall advise the Officers of the Association.

**Section 6.** The Association Commodore shall appoint Chairmen for such committees as necessary or as directed by vote of the Delegates or the Board. All Committee Chairmen shall appoint their own committees unless restricted by the Delegates. Committee Chairmen and members shall be members of Member Clubs.

**Section 7.** The Association Commodore shall appoint representatives and liaisons to such organizations as the Commodore deems necessary or as directed by a vote of the Delegates or the Board.

**Section 8.** The Nominating Committee shall consist of the Immediate Past Commodore, as chairman, and six (6) members elected by the Association in the August Delegates Meeting for two (2) year terms, three (3) to be elected each year. Members of the Nominating Committee shall be members of Member Clubs.

**Section 9.** The elected members of the Nominating Committee shall include at least one (1) additional Past Commodore and five (5) others who are Delegates or Alternate Delegates, non-voting members of the Board, or have served in an elective or appointed position of the Association. To assure the members of the Nominating Committee are familiar with the operations of the Association, they shall have served in one or more of the qualifying positions for a minimum of two (2) years. This service shall have been within the last four (4) years prior to being elected. To represent as many Member Clubs as possible, the members of the Nominating Committee should come from as wide a geographical area as possible.

**Section 10.** Members of the Nominating Committee shall attend sixty percent (60%) of the Board and Delegates Meetings throughout their tenure on the committee.

## Article V: MEMBERSHIP

**Section 1.** Membership in this Association is limited to those Yacht Clubs which have been in existence for a period of at least two (2) consecutive years and meet all qualifications as specified in Article VI of the Constitution and By-Laws and Association Handbook of this Association at the time of presentation to the Delegates for vote on membership.

**Section 2.** To apply for membership, a club must complete the prescribed application form to be signed by its Secretary at the direction of its governing body. The initiation fee must accompany the application.

**Section 3.** Each prospective club shall be sponsored by the governing body of a Member Club whose dues are current and has not been suspended.

**Section 4.** Upon receipt of an application for membership, the Association Qualifications Officer shall:

- a. Review all documents submitted with the application to determine if the prospective clubs meets the requirements set forth in Sections 1 through 3 of this article.
- b. Personally conduct a physical investigation of the applicant's facilities, accommodations, and records; interview their officers and members.
- c. Review the Constitution and By-Laws of the prospective club.
- d. Present to the Board his or her recommendation for acceptance or rejection based on his or her pertinent findings of the prospective club's eligibility for membership.

**Section 5.** Upon approval by the Board, the Association Qualifications Officer shall:

- a. Direct the Association Secretary to publish within fifteen (15) days to all Member Clubs essential data necessary to properly identify the applicant prospective club and to invite Member Clubs' comments be directed to the Association Qualifications Officer within twenty (20) days.
- b. Prepare a report of the Board's recommendation to accept the perspective club for membership.

**Section 6.** The Delegates, after receiving the Association Qualifications Officer's report, shall vote by secret ballot. An applicant shall be elected unless there be at least ten (10) negative votes and only if the number of positive votes exceeds the number of negative votes.

**Section 7.** A minimum of thirty-five (35) days is required between receipt of an application and the vote thereon by the Delegates.

**Section 8.** In extenuating circumstances, the Association Commodore may appoint a member of a Member Club to assist the Association Qualifications Officer in the performance of his or her duties.

**Section 9.** At the direction of the Board or upon written request by any two (2) Member Clubs, a re-evaluation of the Qualifications of a Member Club may be made and reported to the Board . If the Board decides that further action is to be taken, it may, after hearing the representatives of the Member Club in question, recommend either suspension or expulsion.

**Section 10.** To suspend or expel a Member Club, written notice of such proposed action must be sent to all Delegates and Member Clubs at least thirty (30) days prior to the next meeting of the Delegates with the exception of the provisions set forth in Article XI, Section 3, relative to non-payment of dues. The vote shall be by secret ballot with a two-thirds (2/3) majority vote of all registered Delegates present necessary to expel or suspend and ratified by two-thirds (2/3) of the Member Clubs within forty-five (45) days.

**Section 11.** A club that has resigned from the Association and has no money owed the Association, may be reinstated. The application fee and the thirty-five (35) day waiting period shall be waived. The club must file an application in regular manner and meet all existing requirements at the time of reinstatement. The process for approval of reinstatement shall be as described in Sections 4-6 of this Article, with the exception of Section 4.b.

**FINAL**

## **Article VI: DEFINITION OF A YACHT CLUB**

**Section 1.** For the purpose of membership in the Association, a yacht club is an organization whose members are elected to membership and is devoted to yachting and the accommodation and pleasure of its members. It is governed by a constitution and by-laws which are approved by its members. Its officers and Governing Board are elected by its members. Any profits derived by its operation shall be used for the betterment of the club and its membership as a whole.

**Section 2.** The governing body of each Member Club shall set their own policies as to the temporary use of their facilities by members of other Member Clubs.

**Section 3.** A yacht club may not be "commercial" or subject to a "commercial enterprise"; that is, an individual or group, other than the club may not control who shall be voted into membership or who shall

hold office in the club. A yacht club shall establish its own rules, regulations and by-laws concerning the operations of the club without interference from any outside individual or group.

**Article VII: DELEGATES**

**Section 1.** There shall be one (1) Delegate per Member Club who shall be appointed by his or her club.

**Section 2.** A Member Club may also appoint an Alternate Delegate. If the Alternate Delegate attends a meeting in the place of the Delegate, he or she shall have all the rights and privileges of the Delegate at the meeting.

**Section 3.** The Association Secretary shall receive the name of each Delegate and Alternate Delegate, if applicable, from the Member Club before the February meeting of the Association each year. Such Delegate and Alternate shall serve for one (1) year or until the Member Club appoints a successor.

**Section 4.** If neither the Delegate nor Alternate Delegate is able to be present at a meeting, the Member Club may send another of its members to serve as Delegate for the meeting. He or she shall have all the rights and privileges of the Delegate at the meeting.



**Article VIII: MEETINGS**

**Section 1.** The Annual Delegates Meeting of the Association shall be held each year in November at such time and place designated by the Board. The officers and other Board members elected at the August Delegates Meeting shall be formally installed during the Annual Meeting.

**Section 2.** Other Delegates Meetings of the Association shall be held in February, April, and August, or within two weeks of such months, at a time and place designated by the Board.

**Section 3.** A quorum shall constitute one-third (1/3) of the total number of Member Clubs.

**Section 4.** Delegates Meetings are open to all Member Clubs and invited guests. Only Delegates or Alternate Delegates, members of the Board, and Committee Chairmen of the Association, may make motions and second them. Voting shall be in accordance with Article X.

**Section 5.** Actions taken at Delegates Meetings may be referred back to the member Clubs for ratification if requested by a majority of Delegates present and voting. In such case, the action must be ratified by a majority of the Member Clubs within forty-five (45) days of the meeting to be in effect.

**Section 6.** Special Delegates Meetings may be called by the Association Commodore or at the request of four (4) Delegates from four (4) different Member Clubs. If a Special Meeting is called, the Association Secretary shall notify the Delegates at least four (4) weeks prior to the Special Meeting. The notification shall include the topic to be discussed and the reason a Special Meeting is required.

**Section 7.** Board Meetings will be held monthly, except for May through July when only one (1) meeting will be held, at a time and place approved by the Association Commodore.

**Section 8.** Board Meetings are open to all Delegates and Alternate Delegates unless the Association Commodore calls an Executive Session. An Executive Session shall follow a regular Board Meeting and shall be announced at least one (1) week in advance.

**Section 9.** At Board Meetings, all members of the Board may make and second motions. Only voting members of the Board, as described in Article IV, Section 2 shall be eligible to vote.

**Section 10.** A quorum for a Board Meeting shall constitute two-thirds (2/3) of the Officers of the Association as described in Article III, Section 2.

**Section 11.** Special Board Meetings may be called by the Association Commodore or at the request of four (4) Board members.

**Section 12.** Where the Constitution and By-Laws do not specifically provide otherwise, the policies and procedures contained in the Association Handbook shall govern. With the exception of the provisions in Section 13 of this Article, a majority vote of the Board shall be required to amend the Association Handbook.

**Section 13.** Any amendments to the Association Handbook which cover procedures or policies which specifically relate to Delegates and/or Member Clubs shall be brought to the Delegates for a vote before being incorporated into the Handbook.

**Section 14.** In conducting the order of the business meeting, where the Constitution and By-Laws or the Association Handbook do not specifically provide otherwise, the most recent edition published of "Roberts Rules of Order, Revised" shall govern.

## Article IX: NOMINATIONS

**FINAL**

**Section 1.** The duties of the Nominating Committee shall be:

- a. Review the qualifications and performance of current members of the Board and determine their desire to be nominated for the same position or another position.
- b. Make an announcement at the February Delegates Meeting and in the February issue of Chartroom Chatter that the Nominating Committee is looking for candidates for elected positions of the Association. These announcements shall request that any member of a Member Club who desires to be nominated for an elected position of the Association, shall inform the Chairman of the Nominating Committee of position desired and provide a summary of his or her qualifications for review by the committee.
- c. For all persons seeking to be nominated who are not current members of the Board, review their qualifications.
- d. Meet with any person seeking nomination, if he or she requests such a meeting.
- e. Nominate a candidate for each elective office at a meeting of the seven (7) members of the Nominating Committee. For the positions of Commodore, Vice Commodore and Rear Commodore, the Nominating Committee shall:
  - i. Nominate the current Vice Commodore to be Commodore unless he or she is unable to serve or the committee determines he or she has been derelict in their duties as Vice Commodore.
  - ii. Nominate the current Rear Commodore to be Vice Commodore unless he or she is unable to serve or the committee determines he or she has been derelict in their duties as Rear Commodore.
  - iii. Nominate a current member of the Board who has served on the Board for a minimum of two (2) years to be Rear Commodore.
- f. Deliver a report of that meeting including time, place and selection results to the Association Commodore no later than 7 June.

**Section 2.** All conversations, deliberations, and correspondence of the Nominating Committee relating to the process of selecting candidates for elective office shall be kept confidential.

**Section 3.** All candidates shall meet the requirements set forth in Articles III and IV for the position for which they have been nominated. No candidate shall be considered for election unless the candidate has advised the Chairman of Nominating Committee of his or her agreement to serve in the office for which he or she has been nominated.

**Section 4.** No member of the Nominating Committee may be selected by the committee for any elective office.

**Section 5.** The Secretary shall prepare a notice to the Delegates listing the names of candidates nominated by the Nominating Committee. This notice shall be sent to the Delegates or printed in an issue of *Chartroom Chatter* no later than 21 June.

**Section 6.** A Delegate or Alternate Delegate, with the approval of five (5) other Delegates or Alternate Delegates, may nominate a candidate for any office. The six (6) Delegates or Alternate Delegates shall be from six (6) different Member Clubs.

**Section 7.** Any candidate nominated according to Section 6 of this Article shall meet the requirements set forth in Section 3 of this Article.

**Section 8.** The Secretary must receive the name of any candidate nominated according to Section 6 no later than 10 July.

**Section 9.** The only nominations accepted will be those from the Nominating Committee and those in accordance with Sections 6 through 8.

**Section 10.** The Secretary shall mail a list of any candidates nominated according to Section 6 to all Delegates no later than 21 July.

**FINAL**

#### **Article X: VOTING**

**Section 1.** In case a Member Club is unable to send a Delegate or Alternate Delegate to represent it at a Delegates Meeting, the Association Secretary may be named in writing as an instructed "proxy" for casting a vote on a specific pre-announced question or issue. In such cases, the naming of the Secretary will be used in establishing a quorum for that meeting. If the wording of the specific pre-announced question or issue is changed by a vote of the Delegates, the vote on the question or issue shall be deferred to the next scheduled Delegates Meeting.

**Section 2.** If a person serves as Delegate or Alternate Delegate from more than one Member Club at a Delegates Meeting, he or she may cast only one vote.

**Section 3.** On all questions, only the vote of the Delegate, Alternate Delegate, or proxy will be counted. There shall be but one vote per Member Club.

**Section 4.** In the case of a tie vote, the question is lost.

**Section 5.** Voting must be in person except as noted in Sections 1 and 7 of this Article.

**Section 6.** For positions where the only candidates proposed for election as Officers, Board Members, and other elected positions are those submitted by the Nominating Committee in accordance with Article IX, Section 1, the Chair shall instruct the Secretary to cast an unanimous vote in favor of the uncontested nominated candidates.

**Section 7.** Should more than one candidate be nominated for elected positions in accordance with Article IX, voting by secret ballot shall be required for the contested positions. To accommodate voting by Member Clubs who are unable to send a Delegate or Alternate Delegate to the August Delegates Meeting, absentee voting according to Sections 8 through 11 of this Article shall be permitted.

**Section 8.** The ballot, along with instructions, prepared in accordance with guidelines in the Association Handbook, shall be mailed to Member Clubs along with the announcement of the additional candidates required by Article IX, Section 10. The instructions shall require the ballot be returned to the Secretary in a sealed envelope which identifies the Member Club submitting the absentee ballot.

**Section 9.** In order for an absentee ballot to be counted, it must be in the Secretary's possession prior to the start of the August Delegates Meeting, and must be filled out and handled according to the instructions provided with the ballot. The absentee ballot shall be identical to ballots distributed to Delegates and Alternate Delegates attending the August Meeting and shall not identify the Member Club voting.

**Section 10.** All ballots will be cast during the Roll Call of clubs at the beginning of the meeting. As each Member Club's name is called, a ballot may be cast in person by the Member Club's Delegate or Alternate Delegate or, if the Secretary has received an Absentee ballot from the club, the Secretary will open the sealed envelope with the club's name on it and cast the absentee ballot. If a Delegate or Alternate Delegate is present and the Secretary has an absentee ballot from the club, the Delegate may elect to cast a ballot or to have the Secretary cast the absentee ballot. If the Delegate casts a ballot, the absentee ballot shall be destroyed.

**Section 11.** If ballots are required for the election, the Association Commodore shall assign three election judges. Two judges will count the ballots and one judge will serve as monitor and recorder. The judges will report the results to the Commodore, who will announce the results to the Delegates. The results of the judges shall be final.

#### **Article XI: FEES**

**Section 1.** The amount of the non-refundable application fee shall be set by a majority of Delegates present at the Annual Delegates Meeting. The application fee must accompany the application for membership. Dues shall be payable when the club is accepted.

**Section 2.** The fiscal year shall begin on 1 January and dues, if any, for the fiscal year beginning on that date shall be set at the Annual Delegates Meeting by a majority vote of the Delegates. Dues for the fiscal year must be paid by 31 January.

**Section 3.** Should dues remain unpaid by 15 February, the Treasurer shall, within five (5) days, advise the delinquent Member Club(s) that, unless said dues are received by 15 March, suspension and/or expulsion as a Member Club will result at the discretion of the Board.

**Section 4.** A club admitted to membership at the February or April meeting shall pay a full year dues. A club admitted to membership at the August meeting shall pay fifty percent (50%) of the annual dues for that year. A club admitted to membership at the November meeting shall pay a full year dues to be credited for the next year.

**Section 5.** Other fees may be levied by a majority of the Delegates at a Delegates Meeting and must be ratified within forty-five (45) days after such vote by a majority of the Member Clubs.

#### **Article XII: AMENDMENTS**

**Section 1.** This Constitution and By-Laws may be amended or a new one adopted by a two-thirds (2/3) vote of the Delegates at any Delegates Meeting provided that such amendment or new Constitution and By-Laws be mailed to all Delegates at least sixty (60) days prior to the meeting.

**Section 2.** Amendments to this Constitution and By-Laws may be proposed by the Association's By-Laws Committee, members of the Board, Delegates, or Alternate Delegates. A Member Club or individual Member of a Member Club shall forward proposed amendment(s) through the club's Delegate or Alternate Delegate. Proposed amendments shall be sent to the Association Commodore.

**Section 3.** Proposed amendments which do not originate from the By-Laws Committee shall be forwarded to that committee for review. The By-Laws Committee shall make a recommendation, based on its review, to the Board whether the proposed amendment should be forwarded to the Delegates for a vote on its adoption.

**Section 4.** If a majority of the Board approves a proposed amendment(s) to this Constitution and By-Laws or a new Constitution and By-Laws, the Association Secretary shall mail the proposed amendment(s) or new Constitution and By-Laws to the Delegates with a notice as to when the vote on adoption will take place. The vote will take place at the next Delegates Meeting which takes place more than sixty (60) days after the notice is mailed.

**Section 5.** If an amendment to this Constitution and By-Laws proposed according to Section 2 of this Article is not approved by the Board for forwarding to the Delegates for a vote on adoption, a Delegate, Alternate Delegate, or Member of the Board may propose the amendment at a Delegates Meeting. If a majority of the Delegates present approve, the Association Secretary shall mail the proposed amendment to the Delegates with a notice as to when the vote on adoption will take place. The vote will take place at the next Delegates Meeting which takes place more than sixty (60) days after the notice is mailed.

**Article XIII: RATIFICATION**

**Section 1.** This Constitution and By-Laws has been approved and is in effect by ratification of the Member Clubs on \_\_\_\_\_ (**date to be inserted when the date of the vote is known**).

**FINAL**