

Bylaws of the Westmoreland Yachting Association
Approved Revision October 2013

ARTICLE I. Name and Burgee

1. The name of this organization shall be the Westmoreland Yachting Association (WYA).
2. The Burgee of this organization shall be a swallowtail pennant with a teal field and white border, and a hoist to fly ratio of two to three. A white W $\frac{2}{3}$ s the size of the hoist shall be centered horizontally $\frac{1}{3}$ rd the length of the fly. A white "Y" with interlocking white "A" shall appear in the middle. The Teal field is defined using uniform Microsoft colors as follows: red=0, green=102, blue=102, hexa decimal=006666.

ARTICLE II. Purposes

1. To promote enjoyable and safe boating on the rivers, waterways and Chesapeake Bay near Westmoreland County and the Virginia Northern Neck.
2. To support and provide education, training and instruction that contributes to the skills necessary for safe and enjoyable boating.

ARTICLE III. Memberships

1. MEMBERSHIP DEFINED. Membership shall be open to all interested and qualified persons 21 years of age without regard to race, religion, origin, creed, gender or sexual orientation. Membership shall be categorized as Regular and Honorary. Boat ownership is encouraged but not required for membership.

a. A REGULAR MEMBERSHIP shall be open to an individual, any party of two, a husband-wife or couple team, or a family.

b. HONORARY MEMBERSHIP may be conferred on any person by a majority vote of the Membership. A candidate for Honorary Membership may be nominated by any member of the club as recognition for performing an exceptional service (past or future) to the club. Nominations should be presented in writing to the Bridge who will then present the nomination to the membership. Voting will take place during a General Membership Meeting and will be presented at the Change of Watch. Honorary Membership remains in good standing indefinitely or until the conferee 1) wishes to become a Regular Member or 2) is no longer interested in being an Honorary Member. Honorary Members do not qualify to vote and do not pay club fees.

2. PRIVILEGES OF MEMBERSHIP.

a. REGULAR MEMBERS shall be entitled to hold office, to vote at General Membership Meetings, to enjoy all activities of the organization, and to use all physical and material assets owned and/or operated by the organization. They are encouraged to bring guests to

activities, showing them the benefits of membership.

b. Each regular membership is entitled to one (1) vote.

c. HONORARY MEMBERS shall be permitted to enjoy all activities of the organization. Honorary members may not vote but are encouraged to work on committees and can hold a majority of the Administrative Management positions. These members are also encouraged to bring guests to activities, showing them the benefits of membership.

3. RESPONSIBILITIES OF MEMBERSHIP. Upon acceptance of membership, members and his or her invited guests agree to undertake club activities at his or her own risk, and will hold the club, its members, officers and representatives harmless for any activity, services, advice or recommendations provided.

4. APPLICATION FOR MEMBERSHIP. Each individual or family, as appropriate, shall apply for membership by written application to the Membership Chairman of the organization, accompanied by payment of necessary fees that include a one-time joining initiation fee and appropriate annual dues. Membership is effective upon payment of required fees. See Article VI for current fees.

5. MEMBERS IN GOOD STANDING.

a. The fiscal year and membership year of this organization shall be from December 1 to November 30.

b. Memberships shall expire on November 30 of each year and can be renewed by payment of the annual dues. A one month grace period is allowed for payment of annual dues. Failure to renew membership by December 31 means all members under that membership are no longer members in good standing and shall be dropped from the rolls. Rejoining requires a new application and payment of all new member fees (i.e. initiation fee and annual dues). It is the responsibility of the Treasurer to mail a notice of annual dues to all members by November 1 of each year, and further to follow up on non-payment during the month of December. The Treasurer and Membership Chairman shall jointly publish an updated list of current members during the month of January. A member who has been dropped from the rolls can attend WYA functions only upon payment of an event fee established by the Bridge and by invitation.

c. Any membership may be revoked for cause if another member submits rationale to the Bridge and the Bridge by majority vote agrees to submit to the membership. The Membership must confirm the Bridge action by majority vote.

ARTICLE IV. Officers

1. The Officers of the organization as described below shall be elected to serve as members of the Executive Board, which shall commonly be referred to as the BRIDGE, for a period of one year.

a. **COMMODORE:** The Commodore shall be a Regular Member and shall be Chief Executive Officer of the organization, presiding whenever possible at all meetings of the organization and all Bridge meetings.

b. **VICE COMMODORE:** The Vice Commodore shall be a Regular Member and shall assist the Commodore in the execution of his duties, shall act in the place of the Commodore in the Commodore's absence and perform all other duties that may be required of this office. He or she shall review the Bylaws each year and, when necessary, call for a committee to review and update the Bylaws.

c. **REAR COMMODORE:** The Rear Commodore shall be a Regular Member, shall assist the Commodore and Vice Commodore in the execution of the duties of their offices, shall act in the place of the Commodore in the absence of the Commodore and the Vice Commodore and perform all other duties that may be required of this office. The Rear Commodore shall have oversight and responsibility for planning the year's activity calendar and shall submit a yearly calendar of activities to the Bridge for final approval by April 1 of each calendar year. The Rear Commodore shall also oversee the club's web site, whether doing it him/her self or by using a club volunteer. The Rear Commodore is also responsible for assigning Float Captains for events and ensuring they publish details to members on assigned events.

d. **SECRETARY:** The Secretary shall be a Regular Member and shall maintain records of the organization, keep minutes of organization and Bridge meetings, administrate correspondence and perform other duties that may be required of this office. The Secretary shall distribute correspondence by email to the greatest extent possible and shall act as the **MEMBERSHIP CHAIR**. In his/her role as Membership Chairman the Secretary shall maintain all membership records and shall respond to all requests for membership.

e. **TREASURER:** The Treasurer shall be a Regular Member and shall maintain all financial records, keep all accounts of moneys received and paid, and perform all other duties that may be required of this office.

2. **BRIDGE MEMBERS PARTICIPATION.** Any Bridge member who misses three (3) mandatory quarterly scheduled meetings, without a reason accepted by the Bridge, shall relinquish his/her office.

ARTICLE V. Administration

1. **BRIDGE.** The Bridge shall consist of the above named five officers, plus the most immediate Past Commodore (IPC). The Bridge may be convened with three (3) of the five (5) voting members present. The Commodore as chief executive officer, or in his absence, the Vice4 Commodore or Rear Commodore in that order of rank, shall be empowered to act for the organization when the Bridge is not in session, provided that their acts shall not be contrary to any law, WYA bylaw, or policy of the Bridge, and provided that they shall report their action or actions to the Bridge at their next meeting.

a. The Bridge shall meet at any time and place agreed to by the majority of the Board, but 24

hours notice must be provided each Officer. Monthly meetings are recommended but it is required that the Bridge meet quarterly.

- b. The December Bridge Meeting shall include members of the previous Bridge for the purpose of continuity.
- c. A quorum of the Bridge shall be three or more elected members, and a majority of votes cast shall be sufficient to transact all business not otherwise prohibited by these Bylaws.
- d. The Bridge shall be responsible for the scheduling of events for the upcoming calendar year and be responsible for conducting those events through that calendar year, to include the Change of Watch Ceremony.
- e. The Bridge without individual liability shall ensure the payment of debt incurred at their direction.
- f. The Bridge may delegate such tasks, as it deems appropriate to carry out the business of the organization.
- g. The Bridge shall record and retain the results of votes taken by the Bridge.
- h. The Minutes of each Bridge meeting shall be published to the general membership by the Secretary immediately upon their approval as final.
- i. The Treasurer's report, or an executive summary, shall be included as part of the Minutes of the Bridge and published with the minutes to the general membership.
- j. The Bridge shall purchase liability insurance annually.

2. ADMINISTRATIVE MANAGEMENT. The Bridge can maintain the following Administrative Management positions.

- a. **QUARTERMASTER:** The Bridge shall appoint The Quartermaster or assign this duty to the Vice Commodore. The Quartermaster shall be responsible for the purchase and resale of clothing, jewelry and other membership articles as directed by the Bridge.
- b. **HISTORIAN:** The Bridge shall appoint the Historian or use the WEB MASTER to perform this duty. The Historian shall maintain all WYA photographic archives. The Historian shall periodically display recent pictorial history to members assembled for local WYA events. The complete pictorial history shall be made available to members after advance notice to the Historian.
- c. **WEB MASTER:** The Bridge shall appoint a Web Master as long as it maintains a web site. The Web Master shall maintain the club's web site. He/she shall report to the Rear Commodore.

d. **FLEET CAPTAINS:** Fleet Captains may be assigned by the Bridge for different locations or marinas, if deemed necessary. They shall be responsible for encouraging boaters operating out of their respective marinas/areas to become WYA members. Fleet Captains shall perform liaison duties between their respective marinas/areas and the Bridge. They will generally, but not exclusively, be assigned as Float/Event Coordinator for events in or near their area.

e. **FLOAT/EVENT CAPTAINS:** These Captains are assigned by the Rear Commodore for each specific event. They are responsible for planning their assigned event, publishing information on the event to members and completing all necessary coordination to make the event a success. Any member can be assigned as a Float/Event Captain. They shall report to the Rear Commodore.

f. **PARLIAMENTARIAN:** The Bridge may appoint the Parliamentarian. The Parliamentarian shall be responsible for parliamentary procedures, rules, customs and debate and have a thorough understanding of the body of rules governing procedure described by these Bylaws and Robert's Rules of Order.

g. **BYLAW REVIEW COMMITTEE:** The Bridge may solicit at least 3 regular members to review the WYA Bylaws when deemed necessary by the Vice Commodore. Any changes will be submitted to the Bridge, who will then present them for vote by the membership at the annual October General Membership Meeting.

3. COMMITTEES.

a. The Bridge shall appoint a nominating committee consisting of the Immediate Past Commodore or one other current Bridge member, plus two Regular Members. The Nominating Committee shall prepare a slate for the upcoming election of officers.

b. The Bridge shall be empowered to appoint additional committees, as they deem necessary.

c. Committees may meet at any time or place and may be called by any member of the committee, if members are given 24 hours notice. A committee quorum shall be a majority of the members of that committee present, and a majority of votes cast shall be sufficient to conduct the business of the committee.

4. **ADVISORY BOARD.** The Chairmen of the various appointed committees shall constitute an Advisory Board, which shall meet with the Bridge when directed by the Bridge for providing advice to the Bridge.

5. **REMUNERATION.** The officers, committee chairmen and committee members outlined in these Bylaws shall serve without remuneration. Other committee memberships and committee members performing tasks appointed by the Bridge shall also serve without remuneration unless the Bridge specifically states the remuneration to be given.

6. **SPECIAL APPOINTMENTS.** In the event of a premature vacancy or an inability to carry out

the duties of any of the positions described in these Bylaws, the Commodore is empowered to make an appointment to fill that position for the remainder of its term, with approval of the Bridge.

7. GENERAL MEMBERSHIP MEETINGS. A General Membership Meeting shall be held in October each year at a place to be announced at least two weeks in advance. No further notice of this meeting is required. This General Membership Meeting shall be held to elect the Officers of the Bridge for the upcoming membership year, and to conduct such other general business as may be desired by the membership or the Bridge. Other General Membership Meetings may be called by the Bridge or by a petition to the Bridge of five or more Regular Members, provided that, in either event, the Bridge must publish two weeks notice to the Regular Members of the time, place, and date of the meeting and of the proposed business to be conducted at the meeting. If any member desires to have a vote on a change of these Bylaws, such a proposed change must be published to Regular Members two weeks in advance of a General Membership Meeting.

8. PROCEDURAL RULES.

a. QUORUM: A quorum shall be effected when one-tenth of the Regular Memberships, and the Commodore, Vice Commodore, or Rear Commodore, are present at a duly called General Membership Meeting. The Secretary, or in his/her absence, the junior officer present, shall certify the quorum. Note that memberships have a different meaning than members. See Article III before verifying a quorum.

b. VOTING:

(1) General Membership Meetings: Each Regular Membership shall have one (1) vote. A majority of votes cast shall be effective to conduct all business of the organization except amendment of these bylaws.

(2) Bridge Meetings: Each elected officer shall have one vote.

(3) Committee Meetings: Each committee member shall have one vote.

(4) Voting by absentee ballot shall be permitted at all meetings. An absentee ballot shall be printed or emailed and signed by the person casting the absentee ballot. The Secretary shall certify the validity of all absentee ballots at General Membership Meetings and Bridge Meetings. An all-encompassing ballot shall be created for every election and emailed to the membership with the Notice of General Membership Meeting.

c. ROBERT'S RULES OF ORDER, 10th Edition, Newly Revised, are adopted to the extent that they do not interfere or conflict with these Bylaws as governing the conduct at all meetings. The Commodore or Chairman of any meeting may use the parliamentarian to rule on all questions of order.

d. ELECTION OF OFFICERS: Officers shall be elected at the October General Membership Meeting to take office on December 1 and serve for a period of one year or until relieved.

The nominating committee may recommend more than one person per office. Any Regular Member may be nominated for office by the nominating committee or by a petition signed by five Regular Members and may thereby stand for that office at the October General Membership Meeting. Such nominations or petitions must be presented to the Secretary not less than one month prior to the October General Membership Meeting to be valid. The slate of officers shall be provided to all Regular Members not less than two weeks prior to the October General Membership Meeting. Any person holding an office may be nominated for another term.

10. COMMUNICATIONS.

- a. The candidates for each office may submit a brief statement of interest for the members' consideration two weeks before the October General Membership Meeting. Each candidate will have an opportunity to present his or her statement during the General Membership Meeting.
- b. For purposes of club business, electronic mail (email) is an acceptable means of communications. Voting, proxy ballots, resignations and appointments can be communicated via email.
- c. Using the club member's email address for any distribution list other than club business is prohibited.

ARTICLE VI. Financial Policies

1. Fees are made up of an INITIATION FEE and ANNUAL DUES.

- a. INITIATION FEE: REGULAR Memberships will pay a one time INITIATION FEE OF \$25.00 upon joining the WYA. This is slightly more than the cost of the burgee that will be provided to the member. Honorary Members shall pay no initiation fee.
- b. ANNUAL DUES: REGULAR Memberships shall pay \$50.00 in annual dues. The annual dues shall not be pro-rated. Honorary Members shall pay no annual dues.

2. EXPENDITURES.

- a. All funds shall be expended for the purposes of the organization as stated in Article II of these Bylaws and the Corporate Articles. An annual budget will be prepared to control yearly expenditures and be approved by the Bridge.
- b. The Commodore is authorized to approve and expend sums of up to Two Hundred and Fifty (\$250). The Bridge shall put all those financial matters that are not in the approved budget, and are in excess of \$250, before the General Membership for approval.
- c. The Treasurer may maintain a petty cash account of One Hundred Dollars (\$100.00) or less, for which he/she shall be accountable to the Bridge.

3. The fiscal year and membership year of this organization shall be from December 1 to November 30.

4. The Commodore will ensure that the club finances are audited annually in December and that a summary report is provided to the members.

ARTICLE VII. Amendments to these By-laws

1. These Bylaws may be amended by a vote of two-thirds of the votes cast at a General Membership Meeting of the organization. Notice of a proposed amendment shall be the same as required for notice of a General Membership Meeting.

ARTICLE VIII. Dissolution

1. Upon dissolution of the WYA, the entire assets, upon liquidation by the Bridge, shall be distributed, share and share alike, to those persons who are Regular Members of the WYA.

AMENDMENTS TO WYA BYLAWS

AMENDMENT 1.0 4/25/05

This amendment explains how the WYA Bylaws can be modified for purposes of clarifying, correcting errors, and/or addressing minor changes of an administrative or procedural nature.

AMENDMENT 2.0 4/25/05

Article I.2 shall be amended to clarify the Teal field as follows:

The Teal field is clarified by adding the following information: uniform Microsoft colors are red=0, green=102, blue=102, hexa decimal=006666.

AMENDMENT 3.0 10/23/2010

This amendment was a general update and specifically changed the fiscal year and allows prorating of annual dues.

AMENDMENT 4.0 10/23/2011

A rewrite to reduce and clarify memberships, fees and to modify sections of the by-laws to describe procedures in a clearer fashion