

By-Laws

ARTICLE I: NAME AND PURPOSE

The name of this corporation is the Lake Pontchartrain Women's Sailing Association (the "Association").

The Lake Pontchartrain Women's Sailing Association is dedicated to advancing the excellence of women in sailing through educational opportunities, and instruction, training and competition, thereby developing individual sailing capabilities and promoting greater access for women to the sport of sailing.

This Association shall operate as a Louisiana nonprofit corporation.

ARTICLE II: OFFICERS

The Flag Officers of the Association shall consist of the Commodore, Vice-Commodore, Rear Commodore and Secretary-Treasurer. Flag Officers shall not serve more than two (2) consecutive years in the same office. The operations of the Association shall be managed by the Flag Officers, and each shall perform the duties set forth herein:

Commodore:

- Preside over all General Membership meetings
- Serve on and act as Chairman of the Executive Committee
- Appoint the Chairmen of standing committees, subject to the approval of the Executive Committee
- Serve as ex-officio member of all committees with full voting powers.
- Serve as the official representative of the Association

Vice-Commodore:

- Assume the duties of the Commodore in her absence
- Such other duties as directed, from time to time, by the Executive Committee

Rear-Commodore:

- Assume the duties of the Vice-Commodore in her absence
- Serve as Chairman of the Regatta Committee
- Such other duties as directed, from time to time, by the Executive Committee

Secretary-Treasurer:

- Shall keep and maintain the minutes of all general membership and Executive Committee meetings
- Shall send notifications and conduct the general correspondence of the Association
- Shall have custody of and be responsible for all funds and financial records of the Association.
- Make financial reports at general membership meetings, or as directed by the Executive Committee.

The Treasurer shall have no authority independent of the Executive Committee to dispose of the funds, change the financial institution in which the funds are kept, or invest or withdraw the funds.

ARTICLE III: DIRECTORS/EXECUTIVE COMMITTEE

The directors of the Association shall consist of nine (9) members, the Flag Officers and four (4) members at large, elected by the Active Members. The 9th member shall be the immediate past Commodore. If the Commodore is re-elected, the past Commodore's position shall be available to the membership for election. All of the directors shall comprise the Executive Committee.

A majority plus one (1) of the Executive Committee shall constitute a quorum; a quorum shall be necessary to consider any question that may come before any meeting of the Executive Committee. A quorum being present, the affirmative vote of a majority of the Executive Committee members present at the meeting shall be necessary to decide any question. If a quorum is not present at a duly called meeting, a majority of those present may adjourn the meeting.

The Executive Committee shall have the power to fix dues, designate banks and depositories, and establish rules of conduct together with all other powers necessary for the orderly management of the Association. The Executive Committee shall not relinquish ownership of any Association property without consent of the Active Members.

ARTICLE IV: COMMITTEES

The Commodore shall appoint the chairman of each standing committee, subject to ratification by the Executive Committee. Such chairmen and members of each committee may be removed at the discretion of the Executive Committee. Members of each committee shall be appointed by the respective chairman and shall number no more than nine (9). Standing Committees shall consist of the following:

Regatta: The Regatta Committee shall be responsible for establishing and maintaining standards for high quality racing events. These duties shall include:

- Schedule events and select venues
- Coordinate activities with cooperating sailing organizations
- Publish notices of regatta and sailing instructions
- Select of umpires and protest committees when necessary
- Conduct awards presentations and have full charge of all matters pertaining to prizes and scoring
- Maintain a list of available crew, specifying abilities and interests

Membership/Publicity: This committee shall have a dual purpose whose mission is to encourage membership of any person interested in fostering women's sailing and ensuring that all of the organization's events receive adequate publicity. These duties shall include:

- Receive and process all applications for membership
- Maintain a list of active members
- Actively recruit new members
- Publish notices to members

- Maintain contact with the press or other news organizations or publications

Programs/Education: The education/programs committee shall coordinate all seminars, training and study programs related to improving sailing, racing and seamanship skills of members.

Social: The Social Committee shall organize and conduct all of the organization's social events and coordinate social events with cooperating sailing organizations.

By-laws: The By-laws Committee shall suggest to the Executive Committee such amendments, as it deems necessary or advisable.

Ad Hoc: The Commodore may, with notification to the members of the Executive Committee, appoint Ad Hoc committees, as she deems appropriate.

Nominating Committee: Candidates for offices are to be proposed by a Nominating Committee consisting of five (5) members and one alternate, elected at the semi-annual meeting, to be held on the 1st Thursday in June of each year. The five (5) members and one (1) alternate member shall be elected to serve on the Nominating Committee by a single ballot cast for six (6) of a minimum of ten (10) nominees, each of whom shall have been nominated from the floor by a member who shall rise to announce the nomination. The chair shall recognize and record all nominations so made. Nominations shall be closed if there are no further nominations from the floor, or upon motion duly made, seconded and passed by a 2/3's vote of the members present. A motion to close nominations is out of order if another member is seeking the floor to make a further nomination.

The member so elected with the 6th highest number of votes shall be designated as the alternate, who shall serve on the Nominating Committee in the event one (1) of the five (5) members receiving more votes is unable to serve.

Members of the Nominating Committee cannot hold office nor be considered for office.

ARTICLE V: ELECTIONS

The Flag Officers herein stipulated and the members at large of the Executive Committee shall be elected at the Active Members annual meeting held on or about the first Thursday of December, and shall take office on the following January 1. They shall hold office for one year from that date, or until their successors are elected.

A Nominating Committee shall present to the Active Members at least thirty (30) days prior to the election date, a list of one (1) or more Active Members to fill the positions for the four (4) Flag Officers and four (4) at large members.

Any seven Active Members in "good standing" may nominate other candidates and a signed petition must be presented to the Nominating Committee at least twenty (20) days before the Annual Election. The membership is to be notified by mail of such additional candidates at least fifteen (15) days before the annual meeting.

Before being considered as a candidate, an Active Member shall be in "good standing" as defined in Article VI of these By-laws, and shall meet all qualifications prescribed in these By-laws. A minimum of 1 year as an Active member is required to be eligible for election to the Executive Committee. A minimum of one year of service on the Executive Committee is

required to be eligible for election as a Flag Officer. Consent must be secured from a member before she can be considered a candidate.

The "At Large" candidate with the fifth highest number of votes shall fill the "Past Commodore" position left vacant in the event the Past Commodore chooses not to serve or the Commodore is re-elected.

Election shall be by secret ballot. Proxies will not be allowed. Absentee ballots may be cast on the Sunday prior to the Annual Election, at a place and time to be announced, but only Active Members who are unable to attend the election due to employment obligations, being outside of a fifty (50) mile radius of the meeting place, or personal illness are eligible to vote absentee. The Chairman of the Nominating Committee will retain the absentee ballots until the annual meeting, at which time they will be counted.

Any vacancy occurring among Flag Officers or the Executive Committee shall be filled by the remaining members of the Executive Committee at its next regular or special meeting. Said Flag Officer or Executive Committee member so elected shall hold office only for the remainder of the term of the seat vacated or until the next scheduled annual meeting.

AMENDED 12/01/11:

1. Any member of the Executive Committee who fails to appear for more than three meetings will be considered to be on "probation." Any member on "probation" will be considered for removal from the committee at the discretion of the committee members. If a committee member is removed from the board, and no board member is available to fill the post, the Board will appoint another member in good standing to fill the vacancy for the remainder of that term only.
2. Any member of the Executive Committee who is not in good standing by the end of January of the member's term of office will be removed from the Committee.

ARTICLE VI: MEMBERSHIP

Membership is open all individuals who support and promote the ideals of the organization and who are deemed acceptable by the Executive Committee.

Membership applications shall be submitted on a form approved by the Executive Committee. Upon submission of an application for membership and payment of dues, an applicant may attend regular meetings. Applicants will be approved by a simple majority of the Executive Committee at the next regularly scheduled Executive Committee meeting after receipt of application.

There shall be two classes of membership: Active and Intermediate.

- Active: Membership is open to all interested individuals. Active members shall have the right to vote and to hold office. The annual dues for this membership class shall be \$50.00. Dues shall be payable on January 1 each year.
- Intermediate: Membership is open to all interested individuals under the age of 24 years. Intermediate members are not eligible to vote or

hold office. The annual dues for this membership class shall be \$25.00. Dues shall be payable on January 1 each year.

The Executive Committee defines a member in good standing as a member who is current in the payment of dues and not under sanction for any reason.

ARTICLE VIII: AMENDMENT OF BY-LAWS

Only the Active Members shall have the power to make, alter, or annul the By-laws, rules and regulations for the government of the affairs of this Association as they may deem proper. The Active Members must, at a regularly scheduled or special meeting, vote on any proposed change.

- Amendments: A minimum of twenty (20) days prior to the meeting date, the Active Members shall be mailed (by electronic mail or by U.S. Postal Service) a notice stating precisely the amendment proposed and the date, time and place of said meeting. Any such change must be approved by a two-thirds (2/3) vote of the Active Members present and voting.
- Suspension: Any suspension to the rules or By-laws must be approved by a two-thirds (2/3) vote of the Active Members present and voting. A suspension renders temporarily ineffective a particular rule or part of the By-laws.

ARTICLE IX: MEETINGS

Active Membership

- Meetings of Active Members shall be held semi-annually, on or about the first Thursday of June and December each year.
- A quorum must be present in order for any meeting to be official. The quorum shall consist of one-fourth (1/4) of the Active Members and two (2) Flag Officers. If a quorum is not in attendance at any regularly scheduled meeting, the presiding officer shall adjourn and reschedule the meeting.
- Special meetings may be called at the discretion of the Commodore, the Executive Committee, or by petition of one-third (1/3) of the Active Members. Members shall be notified of such meetings by mail not less than ten (10) calendar days prior to the meeting date.
- Order of business at meetings of the Active Members:
 - a. Call to order.
 - b. Declaration of quorum.
 - c. Introductions.
 - d. Reading of previous minutes.
 - e. Report of Treasurer.
 - f. Committee reports.
 - g. Old business.
 - h. New Business.
 - i. Adjournment.

Executive Committee

- A majority plus one (1) shall constitute a quorum at any meeting of the Executive Committee.
- The Executive Committee shall attempt to meet at least monthly.
- The Commodore or five (5) members of the Executive Committee, by petition, may call a special meeting of the executive Committee at any time by notifying all Executive Committee members.

ARTICLE X: Disciplinary Action

The Executive Committee shall have the power, by a majority vote, to take disciplinary action against a member for grave violation of association rules or conduct prejudicial to the club in the following manner: expel from membership or suspend membership or other action as the board deems appropriate. Such enforcement shall be fairly and uniformly administered. The member shall be given a one-week notice and shall have the right to appear before the Executive Committee and be heard in her own behalf. An expelled member shall lose all rights and privileges including claims to all assets of the Association.

Expelled members may submit a new application for membership no earlier than one year from the date of their expulsion.

ARTICLE XI: FLAGS

The association shall have and maintain a burgee of distinctive design and color. Any member in good standing shall have the privilege of flying or otherwise displaying said flag at any time.

ARTICLE XII: RULES OF ORDER

Unless otherwise provided by the By-laws, the rules laid down by "Robert's Rules of Order" shall prevail.