

CONSTITUTION

With proposed updates in Italics

9/1/2001

ARTICLE I -- Name and Purpose

Section 1. Name

This organization shall be know as the Carolina Sailing Club, Inc., hereafter referred to as Club.

Section 2. Purpose

The purpose of the Carolina Sailing Club as stated in the Charter is:

- a) to foster, encourage and promote the sport of sailboating, and all phases and aspects thereof;
- b) to organize, promote and carry on sailboat races, cruises, and other events of any kind and nature involving the participation of sailboats;
- c) to give instruction in all phases and aspects of the sport of sailboating, including, without limitation, instructions in sailing, seamanship, safety afloat, boat building, navigation, and racing rules and tactics;
- d) to promote and carry on recreational and social events for the benefit and pleasure of its members;
- e) to aid and assist, through instruction, advice and guidance, and other appropriate means, persons interested in learning to sail or in engaging in the sport of sailboating;
- f) to cooperate, and assist other non-profit organizations in encouraging and promoting sailboating among their members.

ARTICLE II -- Membership

Section 1. Definition - Member in Good Standing

Members shall consist of such persons as are duly admitted to the Club by the Board of Directors, or their designated representative, and have paid current fees and dues. There are different classes of membership:

FULL - each person in the member's immediate family, wife, husband, and children are also members, each family membership is entitled to one vote, eligible to participate in all racing series and other activities of the Club, eligible for membership on the Board of Directors.

[Delete, to be added to the Bylaws: FROSTBITE - eligible to participate in the Frostbite Racing Series only, voting membership, not eligible for membership on the Board of Directors.]

STUDENT - a full time registered student, non-voting, not eligible for membership on the Board of Directors.

ASSOCIATE - social privileges, non-voting, not eligible for membership on the Board of Directors.

UNCLASSED - additional classes of membership may be created by the Board of Directors provided such classifications are defined in the By-laws.

Section 2. Definition - Honorary Members

Honorary Members are such persons as are admitted to membership as honorary members by a vote of at least nine directors. Honorary members shall not have any vote in the management of the Club, and shall not be required to pay dues.

ARTICLE III -- Board of Directors

Section 1. Definition

The Board of Directors shall consist of fourteen members as follows: (9) elected directors, three elected each year for a three-year term, the immediate past Commodore, and the four current officers who are members of the Board ex officio.

Section 2. Term of Office

The respective terms of Directors shall begin with their election and expire when their successor is elected; however, if no successor is elected, they shall continue in office. A Director, who is elected to an office, shall vacate *their [his/her]* Directorship. Any vacancy occurring in the Board of Directors between or at the annual meetings may be filled by the Board of Directors by appointment for the unexpired term.

Section 3. Duties

- a) During a properly constituted meeting of the Board of Directors, the Board shall be vested with the general management, direction and control over the activities and policies of the Club.
- b) Approval of all new memberships by a majority vote of the Board members present at any meeting or their designated representative.
- c) Approval of the yearly Club expense budget.
- d) Approval of any expenditures in excess of said budget.
- e) Approval of any individual expenses over 25% of any Committee budget.

ARTICLE IV -- Officers

Section 1. Definition

The officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore, and Secretary-Treasurer.

Section 2. Term of Office

The officers shall serve of a term of one year beginning with their election, and ending when their successor is elected; however, if no successor is elected, they shall continue to hold office. Any vacancy occurring in an office between or at the annual meeting may be filled by the Board of Directors for the unexpired term.

Section 3. Duties

Commodore - The Commodore shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and of the members when present. He shall be ex officio a member of all committees, except the Nominating Committee. He shall appoint all committee chairpersons and establish new or abolish old committees, except where designated in the Constitution or By-laws. He shall submit an expense budget, before he commits to spend Club funds, for approval by the Board of Directors. He shall have authority to disburse and deposit Club funds. He shall be or delegate the Club's representative to US Sailing and the regional sailing association. He is responsible for the general supervision of all physical assets of the Club.

[Add: He shall supervise one group of Committees, as to be specified in the Bylaws.]

Vice Commodore - The Vice Commodore shall *[delete: be the Race Committee Chairman of the Club during his term of office, unless the Board of Directors appoints someone else.] [Add: supervise the group of committees associated with*

race management, as to be specified in the bylaws.] He may assume the duties of the Commodore on a temporary basis (90 days or less) if so requested by the Commodore or the Board of Directors. He shall submit an expense budget for approval by the Board of Directors before he commits to spend Club funds. He shall preside at all membership and Board of Director meetings in the Commodore's absence.

Rear Commodore - The Rear Commodore shall *[delete: be the Invitational Regatta Chairman, unless the Board of Directors appoints someone else.] [Add supervise one group of committees as to be specified in the Bylaws.]* He may assume the duties on a temporary basis (90 days or less) of either the Vice Commodore or the Commodore if so requested by either or by the Board of Directors. He shall submit an expense budget for approval by the Board of Directors before he commits to spend Club funds. He shall preside at all membership and Board of Directors meetings in the Commodore's and Vice Commodore's absence.

Secretary-Treasurer - The Secretary-Treasurer shall keep the minutes of the Board of Directors meetings and the annual meeting. He shall distribute minutes of meetings to the Board of Directors. He shall carry on correspondence on behalf of the Club. He shall maintain correct records and addresses of members in good standing. He shall coordinate, with the various committee chairmen and officers, a submittal of a total Club expense budget to the Board of Directors, at the first meeting of the Calendar year for approval. He shall deposit funds in the name of the Club in such depository as may be approved by the Board of Directors, and he may withdraw said funds in such a manner as may be approved by the Board of Directors. He shall keep the financial records of the Club. He shall submit a financial report at the annual meeting and each calendar quarter to the Board of Directors. He shall give such bond for the faithful performance of his duties as the Board of Directors may require. He shall maintain an up-to-date Constitution, By-laws, and standing rules, and all Amendments thereof. He shall act as parliamentarian unless the Commodore appoints someone else. He shall preside at all membership and Board of Directors meetings in the absence of the Commodore, Vice Commodore and Rear Commodore. *[Add: He shall supervise one group of committees, as to be specified in the Bylaws. These committees may, as specified in the bylaws, be delegated some or all of the responsibilities given the Secretary – Treasurer by the Constitution, and may also have responsibilities outside of that scope.]*

ARTICLE V -- Meetings

Section 1. Membership Meetings

a) An annual meeting shall be held after October 31 and before January 1 of the next year. Notification of such a meeting, including known items requiring membership vote, must be sent to each member in good standing at least two weeks before the meeting.

b) Special additional membership meetings of the Club shall be held at such times as may be designated by the Board of Directors, the Commodore, or by a petition to hold such a meeting signed by one-fourth of the members in good standing. Notification of such a meeting, including known items requiring membership vote, must be sent to each member in good standing at least two weeks before the meeting.

c) One-fourth of all members in good standing shall make a quorum at all membership meetings. A majority of those voting shall decide all motions. Parliamentary procedure shall be used per Robert's Rules of Order.

d) During a properly constituted meeting of the membership, a member may present a motion concerning the general management, direction, and control over the activities and policies of the Club, provided: 1) the motion is present to the Commodore not less than seven days in advance of the membership meeting, and 2) the motion is signed by no fewer than five members.

Section 2. Board of Directors Meetings

a) A Board of Directors meeting may be called by the Commodore or any five members of the Club.

b) Parliamentary procedure shall be used per Robert's Rules of Order.

c) Rules of Order: Unless otherwise stated, a simple majority vote of the Board of Directors will determine all motions. The officer presiding at the meeting shall vote only to break a tie. Eight Board members will constitute a quorum, provided at least one is an officer.

ARTICLE VI -- Amendments

This Constitution may be amended at any duly constituted meeting of the membership by a vote of two-thirds present if notice of an intention to present the proposed amendment has been given to the Commodore not less than twenty-one days prior to the meeting and signed by at least five members.

ARTICLE VII -- Ratification

This Constitution of the Carolina Sailing Club, Inc., shall be ratified after a majority vote by the Board of Directors and two-thirds vote by the members voting, within thirty days of the date each member has been mailed a copy of this Constitution and a ballot.

ARTICLE VIII -- By-laws

By-laws of this Club shall be adopted by a two-thirds vote of the Board of Directors at any Board meeting, provided that previous notice was given. After the by-laws have been adopted, they shall be amended only in accordance with provisions set forth in the by-laws themselves.