

Proposed Rainbow Spinnakers Sailing Club Bylaws

Article I. Name

The name of the organization shall be the Rainbow Spinnakers Sailing Club. (hereafter referred to as the "Club").

Article II. Purpose

To provide the gay, lesbian, bisexual, transgender and straight community opportunities to develop and improve sailing skills through informal and formal instruction, and to more generally promote the enjoyment of sailing in the Washington DC, Baltimore, Annapolis and other places on the Chesapeake Bay.

Article III. Membership

Section 1 – Eligibility

The Club is open to all who live, work or play in the Washington DC, Baltimore, and Chesapeake Bay region. Members do not need to be gay, lesbian, bisexual, or transgendered to join the Club. Nor will the club discriminate on the basis of race, sex, age, national origin, or any other factors irrelevant to the safe enjoyment of sailing. However, the Club may take those steps it deems necessary to ensure that there is adequate participation by both men and women.

Section 2 – Good standing

Members will be deemed to be in good standing provided that they:

- (a) are not delinquent in the payment of their membership dues, nor past due on any charges associated with any sailing event.
- (b) have attended two events within the past 12 months
- (c) have not had their membership revoked by the Board as explained below

Section 3 -- Confidentiality

The Principle Officers of the Club (“Officers”) shall restrict access to club membership records to Officers of the Club and sailing coordinators, for the sole purpose of conducting official club business, unless and until any individual member has granted explicit permission to share such information with other Club members.

However, the pledge of confidentiality does not apply to Board members who should expect to have their names and Email contact information distributed to Club members via Email or posted on the web according to the Board’s preference. Participation in the club should not be mistaken as an indication that anyone is gay, lesbian, bisexual or transgendered.

Section 4 – Dismissal from the Club

If a Sailing Coordinator advises the Board that a Club member, otherwise in good standing, has created a safety problem or has the clear potential to create safety problems in the future, the Board may, by a simple majority vote, cancel or restrict an individual's club membership and return that individual's annual membership dues. A Club member, otherwise in good standing, may likewise, also be removed from the club if such individual substantially detracts from the ability of other Club members to enjoy sailing as a result of a pattern of inappropriate behavior or offensive remarks.

Article IV. Governance of the Club

The club will be governed by a Board derived from Club members in good standing. The Board shall consist of no less than four, and no more than 10 club members in good standing. The Board will elect, from their own numbers, individuals to serve as Officers of the club to carry out the day to day responsibilities of the club. These Officers will include, at a minimum, a Commodore, a Club Secretary and a Club Treasurer.

Section 1 – Membership in the Board

- (a) If there are currently less than 10 members serving on the Board, then any member of the Club in good standing may petition the Board to join its ranks. The Board, at its earliest convenience, and under the direction of a Club Officer (preferably the Club Secretary) will vote on whether to extend membership by a simple majority vote.
- (b) If there are currently less than 10 members serving on the Board, then any member of the Board may nominate any Club member in good standing to join its ranks. Membership will be extended by a simple majority vote.
- (c) If there are already 10 members serving on the Board and a Club member(s) in good standing petitions the Board to join its ranks, or is nominated for membership by a currently serving Board member, then the Club Secretary will organize an election in which all Club members in good standing shall be invited to participate. The Club Secretary shall determine the method by which the election shall proceed and how the results shall be tabulated to select 10 members to serve on the Board. As an alternative to the holding of an election, the Club Secretary or Commodore may poll the current Board members and see if a current member is interested in resigning his post.

Section II – Removal from the Board

A member of the Board who remains in good standing shall continue to be a member of the Board until they are no longer in good standing or until they resign or are otherwise dismissed from the Board as explained below. If the Secretary of the Club determines

that a member of the Board is no longer in good standing, then the Secretary will notify all Board members of this eventuality and such member shall not have their votes considered until they are once again in good standing.

If any Officer of the club (see below) concludes that a member of the Board or an Officer has failed to perform his duties adequately, then this Officer of the club may request that the Board vote on whether or not to remove this member from the Board or from any Office held by this individual within the club. An Officer of the club shall tally the votes of the members of the Board, and if at least two-thirds of the Board agree, the individual will be removed from the Board and any Official position that he or she holds. No motion for a vote to remove a Board member shall be made without the concurrence of at least one Officer of the Club (e.g., the Secretary, Treasurer or Commodore).

Section II – Proceedings of the Board

(a) Majority Vote: The Board, by a simple majority vote, may create any rules or mechanisms to facilitate its operation, provided such rules or mechanisms are consistent with these Bylaws. Whenever consistent with these Bylaws, the Board shall reach all decisions by majority vote. In other cases, the requirements of these Bylaws shall prevail. In the event of a tie vote, the Commodore's vote shall count twice. As soon as a majority of the Board has voiced its opinion in the affirmative, then any Officer of the club may proceed to implement the will of the Board.

(b) Meetings: With the exception of the Board meeting required at the beginning of the season, the Board may meet at any time, at its own discretion, and if at least two-thirds of its members are present this will constitute a quorum and decisions reached by majority vote shall be valid provided that at least two Club Officers are present. In the event that less than two-thirds of the Board are present, then if at least half of the Board is present, decisions reached by unanimous consensus will be valid provided at least one Officer is present.

(c) Club Secretary: It shall be the responsibility of the Club Secretary to schedule Board meetings, as requested by Board members, in the first instance. If the Secretary fails in this task, any other Board member is free to assume responsibility for this task. When present, it shall be the responsibility of the Club Secretary to ensure that Board meetings proceed in a manner consistent with these Bylaws. In the Secretary's absence any Officer may assume this responsibility.

(d) Email Vote: The Board may elect to vote by Email or other electronic means to adopt or to modify Club policies provided that no objections are raised by members currently serving on the Board, and provided that no electronic vote shall nullify the measures adopted by an earlier in person meeting of the Board-- unless at least 60 days have passed; or unless the decision to nullify is unanimous.

Article V- The First Meeting of the Season

Section 1: Widely advertised club meeting at the beginning of each year

The Board shall meet in person at least once per year at the beginning of the sailing season in March. It shall be the Commodore's responsibility to schedule the annual meeting so that the largest number of Board members can attend. In the event that reasonable efforts to schedule a Board meeting where every Board member can attend do not succeed, then the Board can meet and exercise its full authority provided that all Officers of the Club are in attendance. At this initial annual meeting, all Club members who are good standing shall be invited to attend and participate and offer their opinions,

If the number of Club members in good standing exceeds the number of Board members in attendance, then any Board member may request that any decision to be voted upon by the Board can be brought to the floor, where all Club members in good standing, including the current Board members, shall have their votes counted equally. If the number of Club members in good standing does not exceed the number of Board members in attendance, then any Board member can request that any vote be deferred to the floor, and such will occur, provided that the majority of the Board concurs.

The Commodore of the Club or someone delegated by the Commodore shall preside over the first meeting.

Section 2: Election of Principle Officers

At the beginning of the year, at the first annual meeting of the Board, and at other times as necessitated by vacancies, the Board (or members in good standing as described above) shall elect from their ranks the Officers of the Club.

There shall be a Commodore who shall preside at all meetings (when present), appoint necessary committees, call special meetings of the Officers, the entire Club, or the Board as he or she deems necessary to conduct official club business. The authority of the Commodore to schedule meetings shall not detract from the Board's inherent authority to schedule its own meetings as indicated above, nor from the Secretary's authority as enumerated herein. The Commodore may also assign Club members in good standing to new positions of responsibility, with the concurrence of the Board.

There shall be a Club Secretary who shall have the authority to schedule Club meetings at the request of any Board member, provided that such a motion is seconded by another Board member other than the Club Secretary. The Club Secretary will also serve in the capacity as Commodore if the Commodore is unavailable to perform his/her official duties or if the Commodore explicitly requests that the Secretary temporarily assume his/her duties.

It shall also be the Club Secretary's responsibility to identify any contradictions or inconsistencies contained in these Bylaws. In the first instance, the Secretary shall propose an Amendment to these Bylaws to correct any such identified contradictions and inconsistencies and to suggest a clarifying Amendment to these Bylaws. Such Amendments, proposed by the Club Secretary, for this purpose, shall be adopted by a simple majority vote of the Board. Prior to the completion of a vote on any such Amendment, the Secretary shall interpret these Bylaws on behalf of the Board.

There shall be a Treasurer who shall collect dues, keep an itemized account of all receipts and disbursements, maintain the Club bank account and Pay pal account, inventory and order any supplies, prepare all financial statements and budget requests, organize any fundraisers, and present a financial report to the club at least once per year.

All appropriated fund will be requested directly from the Treasurer, who shall provide the funds directly or extend his authority to another Officer of the Club or Board member to acquire the funds.

The Club Treasurer, in conjunction with the Webmaster and Secretary, shall keep an accurate record of all people who have paid annual membership dues, and all members in good standing. The Club Treasurer will make this information available to the rest of the Board as needed to conduct official business.

The Club Treasurer shall be responsible for ensuring that membership cards are distributed to those members who have paid their annual membership dues.

Section 3: Selection of Lesser Officials:

The Board may elect at the beginning of the year to fill other lesser positions as it deems necessary to complete its mission. If a vacancy occurs, or a new position is created during the course of the year, these positions may be filled by a simple majority vote. An Officer of the Club may also hold any number of lesser offices as described below. These lesser officers may include:

A Webmaster who will be responsible for running the Club's website, and who will make all reasonable efforts to comply with the wishes of the Club's Officers and the Board. In the event that the Board selects a new Webmaster, which it can do at any time at its discretion, the currently acting Webmaster shall make all good efforts to transfer the required technology and knowledge to the new Webmaster.

A Pride Day Coordinator who will be responsible for coordinating and directing the Club's participation in Gay Pride Day.

A Social Director who will be responsible for coordinating social activities which may or may not include sailing.

Weekly Sailing Coordinators, who will, following the instructions of the Webmaster, the Board, and the Club's Officers, coordinate weekly sailing events by confirming all reservations, making all boat reservations, and following any delineated Club policy with respect to the selection of Skippers on rented boats.

Skippers who will be in control of one boat for the duration of a sail. This individual will be identified to all members and non-members who participate in any club sails. The skipper will be appraised by the weekly sailing coordinator of any rules or regulations required by the Board or the Club's Officers. The Board can overrule or constrain the authority of weekly sailing coordinators as it deems in the best interest of the Club.

Article VI: The Spending Authority of Club Officials

Section 1: Club Officers

Each sailing season, the elected Club Officers shall have the authority, by their own unanimous consent, to spend up to 10% of the Club's financial reserves on Official Club activities without seeking the approval of the Board. If 10% of the Club's financial reserves exceeds \$500, then this spending authority will be limited to \$500. If the Officers of the Club exercise this authority they shall report their expenditure to the Board and this expenditure will be duly recorded by the Treasurer.

Section 2: Webmaster

In addition to the spending authority discussed above, the Webmaster shall have the authority, with the consent of the Treasurer or Commodore to cover monthly web hosting costs, annual domain name registration, and to purchase up to \$100 in software or additional web services to facilitate the operation of the Club's website or Email services. Any additional expenditures will require approval of the Board.

Section 3: Pride Day Coordinator

In addition to the spending authority discussed above, the Pride Day Coordinator shall have the authority to spend the required funds to cover registration fees associated with club participation in the street festival or parade, provided such fees do not exceed \$500.

Article VII: Membership Dues, Sailing Fees and General Policies

At the first Board meeting, just prior to the new sailing season, the members of the Board shall:

- (a) determine annual membership dues for the upcoming sailing season.
- (b) determine the fees associated with sailing for both members who have paid annual membership dues, and for participants who have not paid annual membership dues.

(c) determine any club policies concerning the use of boats owned or otherwise available to club members. However, the owner of a boat, or a club member who has access to boats through another club membership or a timeshare arrangement shall always be the skipper of any boat he/she owns or is otherwise legally responsible for.

(d) grant as it deems appropriate any authority to negotiate with boat owners any conditions or fees requested by the owner of a boat, for the use of his/her boat in future Club events.

(d) determine, with respect to boats rented on a daily basis, club policy with respect to the determination of skippers, or how such authority shall be delegated to Weekly Sailing Coordinators.

(d) determine club policies concerning the use of the Club's liability waivers and/or adopt any amendments or modifications to such liability waivers.

(e) determine the method by which Principle Club Officers or Lesser Officers may determine who is capable of skippering which boats.

Article VIII: The Sailing Season and the Terms of Officers

The sailing season shall run from April 1 of one year, till March 31 of the following year. All membership dues shall be valid for one sailing season. All elected Officers shall serve for the remainder of the current sailing season or until another election has taken place or unless removed by the Board as discussed above.

Article IX: Removal of Principle Officers

Following the first Official Meeting of the Board at the beginning of the season, any selected Principle Officer may have the length of their term of service terminated prior to the end of the sailing season by a simple majority vote of the Board, provided that one Principle Officer concurs in the recommendation, and provided that concurrently a motion is adopted and approved to replace the Principle Officer with another member of the Board. [note: removal from the Board itself requires that two-thirds of the Board concur.]

Article X: Amendments to the Bylaws

By unanimous consent the currently serving Board can Amend these Bylaws or nullify any provisions therein. The club members in good standing shall be notified of any Amendments to the Bylaws. The Amendment shall remain in force unless three or more Club members in good standing raise an objection within a reasonable period of time as determined by the Secretary. In this event, the Club Secretary shall poll all members of the Club in good standing and determine whether similar objections are held by the majority of Club members in good standing. If the Club Secretary determines this to be the case, then the Secretary shall nullify the Amendment adopted by the Board.

Article XI: The Public Posting of the Club's Bylaws

The Bylaws and any Amendments or changes to them shall be posted on the Club's website: www.rainbowspinnakers.org

Article XII: Adoption of these Bylaws

These Bylaws shall become effective at the first meeting of the currently serving Board; after all amendments and changes have been discussed and/or adopted by majority vote of the Board; and after a version is approved by two-thirds of the currently serving Board.

Article XIV: A Bylaws Convention

In the event that a Club Member in good standing believes that the current Board is doing an inadequate job in exercising its responsibilities and authority, than such Club Member may seek to assemble a collection of members in good standing for a ***Bylaws Conventions***. If such individual can assemble a collection of Club Members in good standing which is ***more than*** twice as large as the currently serving Board, these individuals can organize a meeting for the purpose of suspending these Bylaws or for the purpose of replacing all Board members. Currently serving Board members must be invited to attend, make all good faith efforts to attend, and at least two currently serving Board members in attendance must verify the number of physical bodies present and the decision of the assembled body to take over control of the club and/or adopt alternative Bylaws. The currently serving Webmaster and Secretary shall make all good faith efforts to facilitate communication among all Club Members in good standing for the purpose of organizing any requested ***Bylaws Convention*** and to verify the accuracy and outcome of the proceedings in order to inform the Board of the outcome. No Bylaws Convention which is held in December, January or February or March shall be deemed valid.

If a ***Bylaws Convention*** tentatively succeeds in wresting control of the club from the currently serving Board, the currently serving Board members shall make all good faith efforts to transfer all of the club's resources to the new governing body. Provided, however, that the currently serving Board, prior to its displacement, shall have 30 days in which to conduct a general election of all club Members in good standing to overturn the hostile takeover action by a majority vote of Members in good standing, and provided that the votes in favor of canceling the hostile takeover shall exceed in number the votes cast in favor of a hostile takeover as tallied during the ***Bylaws Convention***.

In addition, the currently serving Board shall have access to the club's Email for 30 days following any such hostile takeover for the purpose of inviting members to join any other club they wish to establish with any name other than Rainbow Spinnakers.