

By-laws of the North Point Sailing Association

ARTICLE I. NAME

Section 1. The **name** of this organization will be the North Point Sailing Association, Inc. (NPSA).

Section 2. The **burgee** will be a triangular shape. The background will be Blue with a red border, upon which will be imprinted a solid white compass rose, overlaid by the letter “N” in solid red within its borders.

Section 3. NPSA colors will be blue, red, and white.

ARTICLE II. OBJECTIVE

Section 1. **Purpose:** The objective of this organization will be to promote and organize races and social events for NPSA and the sport of sailboat racing in the Northern Chesapeake Bay area, primarily the Patapsco River, Old Road Bay, and Jones Creek.

Section 2. **Preclusions:** NPSA will be a not-for-profit organization, which does not contemplate pecuniary gain or profit, incidental or otherwise, to its officers or members, nor the use of NPSA for prohibited business activities or political affiliation.

ARTICLE III. OFFICERS

Section 1. Officer: (“Officers”) of NPSA will be the Commodore, Vice Commodore, Treasurer, Race Officer, Communications Officer, and Secretary.

Section 2. The NPSA Board (the “Board”) will consist of the current Officers of NPSA.

Section 3. All Officers shall be members of NPSA in good standing at the time of their election, or appointment and during their term in office.

Section 4. Vacancy: In the event of death, resignation, temporary absences, or removal of any Officer, the Commodore will assume or appoint, with the approval of the Board, a member of NPSA to fill the term. In the event of death, resignation or removal of the Commodore, the Vice Commodore shall fill the unexpired term.

ARTICLE IV. MANAGEMENT OF NPSA

Section 1. The Board will manage the affairs of NPSA.

Section 2. The Board will have the power to adopt additional rules and regulations governing NPSA and its members as may be found necessary and not in conflict with these By-laws.

ARTICLE V. DUTIES OF THE OFFICERS

Section 1. **Commodore:** shall act as executive officer of NPSA; shall preside at all meetings of NPSA; shall upon taking office review all functions of NPSA to ascertain the committees he or she deems necessary to create, to handle the functioning of NPSA and appoint committee chairs. All committee chairs must be approved by the Board of Directors prior to appointment. The Commodore shall appoint the Nominating committee members.

Section 2. **Vice Commodore:** shall act in the absence of the Commodore and shall succeed to the office of Commodore in the event of resignation or incapacity of the Commodore; shall assure that all deadlines are met and proper procedures are followed.

Section 3. **Treasurer:** shall receive all funds paid to NPSA and disperse such funds as authorized by the Board of Directors; shall maintain records of all transactions and report all transactions; shall prepare a budget for approval by the Board of Directors.

Section 4. **Race Officer:** shall maintain current sailing instructions for the use of participants, administer the race results for individual races, series, season and special races. Ensure the race committee is advised on course suggestions for the weekly races.

Section 5. **Secretary:** shall maintain minutes of all meetings of NPSA and shall act as corresponding secretary; shall publish bulletins and notices as may be required in the operation of the Association.

Section 6. **Communications Officer:** shall maintain the NPSA website and respond to incoming electronic communications, as well as maintain other electronic communications such as email and social media as needed.

Section 7. **Other Officers:** The Board may appoint other officers or agents as it deems necessary who shall have such title, hold office for such period, have such authority, and perform such duties as the Board may determine.

ARTICLE VI. ELECTION OF OFFICERS

Section 1. The election of Officers shall be by nomination and vote.

Section 2. The election shall be held at the last General Membership meeting of the calendar year.

Section 3. **Nominating Committee:** The Commodore will appoint a Nominating Committee of not less than two active members in good standing. The Nominating Committee should be appointed at least four weeks prior to the annual election and their names shall be distributed via email to the active members of NPSA.

Section 4. **Nominations:** The Nominating Committee will endeavor to prepare a full slate of candidates for Officers. The Nominating Committee's slate of candidates for Officers will be completed and will be made available to the active membership at least two weeks prior to the vote.

Active members may send proposed nominations to the Nominating committee via email or text up to 2 weeks prior to the close of nominations. The Nominating committee will contact nominees for their agreement to serve as an Officer if elected.

Section 5. Election: The Chairperson of the Nominating Committee will preside over the nominating and the voting. Each active member, in good standing, will be entitled to vote. A majority vote of those active members present will be required for election.

Section 6. Term: Officers will hold office for one year until immediately after election of the succeeding Board. The Nominating Committee will not nominate the Commodore(s) for a consecutive term in the same office without the approval of the Board.

Section 7. Removal: Officers may be removed from office for just cause, by a two-thirds vote of the entire Board.

ARTICLE VII. MEMBERSHIP

Section 1. The overall qualification for membership will be an enthusiastic endorsement of the objectives of the organization as stated in Article II, and an implied affinity for fair play and good fellowship.

Section 2. The membership will consist of two classes to be known as:

- A. Active
- B. Inactive

Section 3. Active:

- A. All active members shall conform to and abide by the By-laws, Rules and Regulations.
- B. Only active members shall have the right to vote on Association business.
- C. Children under 18 years of age can be active members and will be entitled to all privileges of NPSA, with the exception of voting and holding office, with parental/guardian permission.

Section 4. Inactive: An Active Member will become an Inactive Member by failure to pay dues or any other obligation as provided in ARTICLE XIV. DUES, Section 5.

Section 5. NPSA roster will show the membership classification for each member who has provided a membership application for that year.

ARTICLE VIII. MEMBERSHIP APPLICATION

Section 1. Applicants for membership shall complete all required forms and one year's dues.

Section 2. The Board shall review any Application in question of being incomplete.

Section 3. An Officer will notify successful and unsuccessful applicants for membership.

ARTICLE IX. COMMITTEES

Section 1. Classification of Committees will be “standing”; as described in Article X., and “special” per Section 3 below. The Commodore will be an ex-officio member of all committees except the Nominating Committee.

Section 2. The Board has the authority to create or disband committees when in its judgment the best interest of NPSA is served.

Section 3. Special Committees to carry out the duties may be appointed from time to time by the Commodore with the approval of the Board.

ARTICLE X. DUTIES OF STANDING COMMITTEES

Section 1. Race: The Race Committee will be under the supervision of the Commodore and Race Officer. Its duties will be to:

- A. Arrange for race committee personnel and committee boat(s) for all events sponsored by NPSA.
- B. Maintain Race Committee gear.
- C. Oversee race officiating.

ARTICLE XI. MEETINGS

Section 1. The frequency of General Membership meetings will be bi-annually or as determined by the Board.

Section 2. Meetings of the Board will be held as necessary, at a place and time designated by the Board.

Section 3. An Annual General Membership meeting will be held before the end of each calendar year for the purpose of electing Officers and conducting regular business for the upcoming year.

Section 4. A special meeting may be held by order of the Commodore.

Section 5. Conduct of Meetings: Meetings will be conducted with regards to *Robert’s Rules of Order*.

Section 6. Quorum:

- A. For General Membership meetings, a quorum will consist of not fewer than 10 members or 20 percent of the membership, whichever is less. All members will be notified in advance of the meeting.
- B. For meetings of the Board, a quorum will consist of a majority of the Board members.

Section 7. Voting:

- A. All voting shall be in person, unless deemed otherwise by the Board.
- B. There shall be one vote per active members in good standing.

ARTICLE XII. ESTIMATES AND APPROPRIATIONS

Section 1. An annual budget will be prepared by the Treasurer. The Board will review and approve the budget. Presentation of the budget shall be made at the first General Membership meeting.

Section 2. No appropriations or expenditures of NPSA monies in excess of that specified in the budget will be authorized without the approval of the Board.

Section 3. No expenditure of NPSA monies in excess of two hundred dollars (\$200.00) shall be authorized without the approval of the Board.

Section 4. No one from NPSA may pledge the credit of NPSA.

ARTICLE XII. ASSESSMENTS

Section 1. Assessments proposed by the Board, may be levied by a two-thirds majority vote of the Active Members present at a specified General Membership meeting. Notice of such proposal will be sent to each Active Member at least seven days prior to the meeting.

ARTICLE XIII. SUSPENSION, EXPULSION, AND REINSTATEMENT

Section 1. The Board will have the power to suspend or expel any member for just cause. Such action will require a unanimous vote of the Board. The Board has the right to reserve the reasons for such action.

Section 2. Only the Board will have the right to reinstate members who have been suspended or expelled for just cause.

Section 3. A member suspended by the Board will not be considered to be in good standing during the period of suspension.

Section 4. Requests for reinstatement shall be made to the Commodore in writing. Such requests will be forwarded to the Board with the recommendation of the Commodore. The Board will have up to 30 days to make a determination and notify the member in writing.

ARTICLE XIV. DUES

Section 1. The Board will determine dues for membership.

Section 2. The annual dues for membership will be due prior to the first race of the year.

Section 3. If any member fails to pay dues or any other obligation their membership will become “Inactive” without any action of the Board. An “Inactive” member will have the opportunity to once again become an

“Active” member at any point during the year that they became inactive, by full payment of any outstanding dues or obligations.

ARTICLE XV. AMENDMENTS

Section 1. The Board may at any meeting amend, revise, add to, appeal, or rescind these by-laws and/or adopt new by-laws by a majority vote of all members of the Board. If change is questioned by twenty percent 20% of the general membership, the change shall be placed before the general membership for voting and ratified by a majority vote of the membership before going into effect.