

# **Polaris Sailing Society, Inc. - Bylaws (3/1/2008)**

## **ARTICLE I — GENERAL**

### **Section A — Name of Organization**

The name of this organization shall be the POLARIS SAILING SOCIETY. The use of the name shall be controlled by the officers of the organization. The organization shall be non-profit.

### **Section B — Purposes of the Organization**

The purpose of the organization shall be:

1. Sailing: The Society will strive to provide its members with opportunities to sail on a variety of boats.
2. Social: The Society shall provide its members with opportunities to become acquainted with one another in a variety of social settings.
3. Related Educational Programs: The Society shall provide its members with a series of educational programs related to sailing and travel.
4. Community Service: The Society may provide its members with opportunities to support community endeavors.

### **Section C — Membership**

1. Membership is for single or separated (not living with spouse) adults. Associate membership is for persons who marry while one or both is a Polaris member in good standing. They may join as one membership at the standard dues. Associate members shall not hold office or vote at any election or business meeting, but shall otherwise have all rights and obligations of regular members. All memberships are subject to the approval of the Board of Directors.
2. Guests will be allowed to attend no more than three scheduled meetings or functions before being required to join the Society unless otherwise authorized by a majority vote of the Board of Directors.
3. Dues are payable on application for membership and are refundable in the event a membership application is denied by the Board of Directors. Dues are renewable yearly on the anniversary date of membership. Dues are payable upon application for membership and then on the twelve-month anniversary month of application acceptance thereafter. Notice of dues renewal will be made to each member prior to and on his/her anniversary month and again 30 days later. If dues are not paid within 60 days of the anniversary date, membership will be terminated.
4. Dues changes shall be established by the Board of Directors and approved by the general membership. Assessments shall not be levied except on unanimous vote of the members in good standing.
5. By accepting membership in the Society, each member accepts and subscribes to these Bylaws of the Club, and agrees to observe and obey any regulations, rules, policies or procedures established herein or established under the authority granted herein.
6. In the event of unacceptable behavior, memberships may be canceled by the Board or by a two-thirds written vote of the general membership who are in good standing.

# **Polaris Sailing Society, Inc. - Bylaws (3/1/2008) - continued**

## **Section D — Meetings**

1. Meetings of the general membership shall be held weekly except as directed by a majority vote of the Board of Directors.
2. At one such meeting each month, the Board shall make a brief report of business items.
3. As a general rule, suggestions and motions from the general membership may only be brought forward at the monthly business meetings. Under exceptional circumstances and with the prior approval of the Commodore, members may bring forward suggestions or motions of an urgent nature at other meetings. Members may bring comments, suggestions or criticisms to the appropriate Director at any time to be taken to the Board for consideration.
4. Twice each year, in March and September, the general membership business meeting shall include the election of new officers.
5. For voting purposes (semi-annual election, bylaw changes, etc.) at a general membership business meeting, a quorum shall constitute one-tenth or more of the members in good standing. Said one-tenth must include two thirds of the elected Directors.

## **ARTICLE II — ORGANIZATION**

### ***Section A — Elected Officers***

1. The organization shall have the following officers who shall be elected by a majority of the membership present eligible to vote. These elections shall take place at the March and September business meetings and shall be voted on only by those present at the meeting. An Education Director shall be appointed by the Board.
2. The Officers shall be:
  - a. Commodore
  - b. Vice Commodore — Sailing
  - c. Vice Commodore — Social
  - d. Vice Commodore — Programs
  - e. Treasurer
  - f. Secretary
  - g. Membership Chairperson
  - h. Elected Directors-at-Large
    - 1) Two directors who are boat owners shall represent the boat owners and two directors who are non-boat owners shall represent the non-boat owning membership.
      - a) Boat owners shall elect the two-boat owner directors only.
      - b) The two non-boat owner's directors shall be elected by the non-boat owning membership.

### **Section B — Appointed Chairpersons**

Each Vice Commodore shall be allowed a maximum of three standing committees with an appointed chairperson for each. The Vice Commodores shall make appointments subject to the approval of the Board. Each chairperson shall be delegated some of the functions assigned to the appointing Vice Commodore.

# **Polaris Sailing Society, Inc. - Bylaws (3/1/2008) - continued**

## **Section C — Junior Staff Commodore**

The Junior Staff Commodore is the immediate past Commodore who shall be a voting member of the Board and act as advisor to the Board. All past Commodores, other than the Junior Staff Commodore, will be referred to as Staff Commodores.

## **Section D — Officer Functions and Responsibilities**

1. The Commodore shall:
  - a. Preside over the weekly general membership meetings.
  - b. Plan the agenda for the monthly Board meeting and notify the Board and the general membership of the date, time, and place of the Board meeting.
  - c. Preside over Board meetings.
  - d. Ensure compliance with the Society's bylaws.
  - e. Assume responsibility for the attendance by a Board Member at the San Diego Association of Yacht Clubs (SDAYC) monthly dinner meetings.
  - f. Appoint a nominating committee, subject to the approval of the Board of Directors, for the semi-annual election of officers and directors thirty (30) days prior to the election.
  
2. The Vice Commodore — Sailing shall:
  - a. Assume the Commodore's functions whenever the Commodore is absent.
  - b. Arrange sailing crews.
  - c. Procure boats for weekly sailing.
  - d. Recruit boat owners.
  - e. Organize any desired sailing classes.
  - f. Organize any boat work parties.
  - g. Perform any other functions related to weekly sailing.
  - h. Appoint crew chiefs and raft masters to assist with arranged sailing.
  - i. Chair a standing Race Committee and vote to break ties
  - j. Organize races and raft-ups.
  
3. The Vice Commodore — Social shall:
  - a. Organize periodic social activities at parties, picnics and raft-ups.
  - b. Provide publicity for these functions.
  - c. Appoint, direct and establish any necessary social committees to help with music, decorations, supplies, etc.
  
4. The Vice Commodore — Programs shall:
  - a. Plan Weekly program meeting formats.
  - b. Procure program speakers.
  
5. The Treasurer shall:
  - a. Control the Society's checking account with two of three designated signatures required for each check.
  - b. Maintain a financial record of the Society's income and disbursements.
  - c. Present financial reports at Board meetings.
  - d. Maintain current books ready for examination one month before the semi-annual election meeting.
  - e. File the annual tax returns.

## **Polaris Sailing Society, Inc. - Bylaws (3/1/2008) – continued**

### **Section D — Officer Functions and Responsibilities - continued**

6. The Secretary shall:
  - a. Record official minutes of the monthly Board meeting and monthly general membership business meeting.
  - b. Read at each business meeting the minutes of the last Board meeting and last business meeting.
  - c. Provide copies of the minutes to the Board before the next business meeting.
  - d. Act as assistant to the Membership Chairperson.
  
7. The Membership Chairperson shall:
  - a. Maintain official membership mail and telephone lists.
  - b. Issue membership cards.
  - c. Collect membership dues and deliver to the Treasurer.
  - d. Provide orientation for new people.
  - e. Supervise guest attendance.
  - f. Supervise the distribution of the newsletter.
  
8. The Directors-at — Large shall:
  - a. Be cognizant of the consensus of the membership segment represented and reflect the consensus at Board meetings.
  - b. Act as Sergeants-at-Arms during meetings.

### **Section E — Committees**

Committee chairpersons may attend Board meetings but shall have no voting privileges.

1. Standing Committees: Chairpersons may be appointed with the approval of the Board and committee tasks are to be defined by the Chairperson with Board approval. The Historian, the Publicist, the Newsletter Editors and other appointed leaders are committee chairpersons for the purposes of these Bylaws.
  
2. Special Committees: Special committees may be appointed ad-hoc by the Board to meet the needs of the Society but shall be discontinued when the need ceases.
  
3. Race Committee: A race committee will be selected by a combination body of boat owner and non-boat owner representatives, the Commodore, the Vice-Commodore of Sailing and the Directors-at-Large. The race committee shall consist of four members chosen by written ballot for a term of one year. The race committee duties are defined in the Race Committee Policy.
  
4. Society members who wish to or can contribute to items under discussion by a committee may, with 24 hours' notice to the chairperson, attend committee meetings. They will have no right to speak without being called upon the chairperson.

### **ARTICLE III — BOARD OF DIRECTORS**

1. The Board shall consist of the seven elected officers, the four Directors-at-Large and the Junior Staff Commodore. Each Board member, including the Junior Staff Commodore, is entitled to one board vote. The current Commodore shall vote only to break a tie or create a tie.

## **Polaris Sailing Society, Inc. - Bylaws (3/1/2008) – continued**

### **ARTICLE III — BOARD OF DIRECTORS - continued**

2. The regular meetings of the Board shall be held monthly. Special meetings may be called by the Commodore or by any three members of the Board. Reasonable attempts will be made to notify all Board Members of impending Board meetings.
3. The Board shall conduct the business of the Society as provided in the Bylaws and the latest edition of Roberts Rules.
4. A Quorum for any regular or special meeting of the Board shall consist of at least six officers and directors.
5. Any officer or director missing three or more consecutive Board meetings without good cause shall be replaced as provided for in Article V Section 1.
6. Society members who wish to or can contribute to items under Board consideration may, with 24 hours' notice to the Commodore or any Vice Commodore, attend a Board meeting. They have no right to speak unless called upon by the Commodore.
7. Business items of major importance such as bylaws changes will be deferred to the monthly business meetings for discussion and voting by the general membership as provided in Article I Section D(3).

### **ARTICLE IV — ELECTIONS**

1. At least four weeks before the election dates in March and September, the Commodore, with approval of the Board, shall appoint a Nominating Committee representative of the membership.
2. Advance written notice of elections will be hand delivered or mailed to all members at least 30 days before the elections.
3. The Nominating Committee shall consist of a minimum of three Polaris members, preferably those who have previously held elected offices in Polaris.
4. Only those members who have served at least one full term in any other office on the Board of Directors shall be qualified to be nominated for or elected to the office of Commodore.
5. The Nominating Committee shall advertise the positions by mail or hand deliver to the membership and seek a slate of qualified members. The chairperson will present this slate and take nominations from the floor with the consent of the person nominated, at least two weeks before the election and shall conduct the election.
6. Nominations from the floor will also be accepted at the election, with the consent of the persons nominated.
7. Elections shall be by closed written ballot. Ballots will be distributed to members eligible to vote before candidates speak at the election. There will no proxy or absentee ballots. Boat owner and non-boat owner Directors-at-Large shall be voted for on the basis established in Article II Section A(2)h.
8. The members of the nominating committee may not run for elected office except with the express unanimous approval of all members present for the election.
9. Members of the Board shall be elected to serve for a term of six months.

## **Polaris Sailing Society, Inc. - Bylaws (3/1/2008) – continued**

### **ARTICLE IV — ELECTIONS - continued**

10. Only those members in good standing shall be qualified to receive and cast a ballot. Only one ballot per member is allowed. Separate ballots will be distributed to boat owners and non-boat owners to fulfill the requirements stated in Article II Section A(2)h. After voting, ballots will be collected and counted by members of the nominating committee, who shall report the results immediately after counting and certifying ballots. The report shall include the total number of ballots cast.
11. Nothing in this Article shall prohibit an oral vote by acclamation when there is only one candidate for each office and all members present agree to hold the election in such manner.

### **ARTICLE V — MISCELLANEOUS**

1. Resignation or termination of a Board member shall be dealt with by the Commodore who, with the approval of the Board, shall appoint a replacement.
2. In the event of the resignation of the Commodore, the Vice-Commodore-Sailing shall temporarily fill that position until a special general membership election can be held, within 30 days, and a new Commodore elected.
3. In the event of malfeasance in office, the Board or the general membership may terminate an elected officer or director by a two-thirds vote.
4. In the event of a need for the dissolution of the Society, the Board may pass a resolution to propose such dissolution to the membership. Two-thirds of the members responding to the notice will be needed to effect the dissolution. The Board shall dispose of the Society's assets as provided by law.

### **ARTICLE VI — AMENDMENTS**

The Bylaws of the Society may be amended, repealed or added to, and new Bylaws may be adopted by the vote or written consent of a two-thirds majority of the votes cast by members present and entitled to vote at a meeting called for this purpose at which a quorum is present. Thirty days' notice of such a meeting shall be posted in the Society's newsletter and an announcement will be made at each Society meeting thereafter.