SANDUSKY SAILING CLUB
CONSTITUTION

ARTICLE I...Name

SECTION 1. The name of this organization shall be The Sandusky Sailing Club, Incorporated or, where its corporate nature is not important; it may be called simply, The Sandusky Sailing Club, the Club

ARTICLE II...Objectives

SECTION 1. The objectives of The Sandusky Sailing Club shall be the promotion and encouragement of sailing and seamanship, and of a sportsmanlike attitude toward racing and competition.

SECTION 2. The Club is organized to encourage small boat sailing and racing among those who may not be able to afford large annual dues and assessments.

SECTION 3. The Club must never undertake any step that will in any measure prevent its offering all Regular members the benefits, the privileges, and the duties of full membership. All Regular members must have voting power.

ARTICLE III...Membership

SECTION 1. There shall be five classes of membership: Regular, Junior, Life, Honorary, and Crew Association.

SECTION 2. Persons sympathetic with the objectives of this Club shall be eligible for membership and, as members, shall be entitled to the privileges of the Club.

SECTION 3. Regular membership includes:
A.) Adults 21 years of age and over.
B.) Members of a family including children under 21 years (one composite vote per family). Children of the family may have the initiation fee waived if they make application to the Club for Regular membership prior to 21st birthday.

SECTION 4. Any person less than 25 years of age may apply for Junior membership. A Junior member:
A.) May apply for Regular membership before age 25 without payment of initiation fees.
B.) May not vote or hold office in the Club.

SECTION 5. Life membership may be conferred upon any person for conspicuous service rendered to the Club or to yachting in general, or for any cause deemed sufficient. Life membership is conferred by a majority vote of the Board of Trustees. Life members shall have all the privileges of Regular members, but shall be exempt from the payment of an initiation fee and annual dues.

SECTION 6. Honorary membership may be conferred by the Board of Trustees upon any person who is deserving of it. Honorary membership must be approved by a simple majority vote of the members present at any Regular, General or Special meeting and shall be for one calendar year duration. There shall be no dues or initiation fees for Honorary members. They shall have all Club privileges except that they shall not be eligible to vote nor may they hold any office.

SECTION 7. A Crew Association member shall pay dues as established by the Board of Trustees and have use of Club facilities. A Crew Association member shall not:
A.) Own or have any interest or ownership in a sailing yacht.
B.) Be eligible for awards.
C.) Hold office.
D.) Have voting rights.

SECTION 8. Election to membership. All persons proposed for membership shall be recommended in writing by at least two (2) members in good standing of the Club. All applications for membership must be accompanied by the current initiation fee. Application for membership shall be voted on by the Board of Trustees. The vote shall be followed by a two month trial membership period where the names of the applicants shall be listed in the Cross Bearings. During this two month period, a Regular member can respond in writing to the Club to voice any objection to the member's acceptance. After an investigation, and if the objection is validated, the Board of Trustees may rescind the applicants' membership.

SECTION 9. Discipline. If the conduct of any member shall be in violation of the Constitution, By-Laws, or Rules of the

Club, or is such that it may throw discredit upon the Club, or be prejudicial to the Club's interest, such member may, by the affirmative vote of two-thirds (2/3) of the Board of Trustees, be suspended or expelled. Before taking such action, a written copy of the charges must be served upon the member and an opportunity given the member to be heard before the Board of Trustees in defense. After such a hearing and in the event that the Board of Trustees votes to suspend or expel such member, such member may request and have the suspension or expulsion reviewed by the members of the Club at a Regular or Special meeting. A motion to reconsider the suspension or expulsion of a member may be made at the next Regular meeting of the Board of Trustees, but not thereafter. Any member so suspended or expelled shall be refused admittance to the Club and its privileges.

SECTION 10. Division of Membership. The voting membership shall always be kept in such a proportion that the boat owning members shall never be less than one-third (1/3) the total Regular membership.

SECTION 11. Member in Good Standing. The term "member in good standing" shall mean a member of the Club who has paid dues for the current year as provided for in the Constitution and who has not been suspended or expelled from the Club.

ARTICLE IV...Meetings

SECTION 1. There will be three General Membership meetings per year. One meeting will coincide with the Spring workday. The second will coincide with the Fall workday, at which time elections will be held. The third will be held no later than the third Saturday in December at which time the Annual Budget will be presented.

SECTION 2. Special Meetings. Special meetings of the members may be held at any time upon the call of the Commodore or a majority of the Board of Trustees.

SECTION 3. Notice of Meetings. Notice of all Board of Trustee and General meetings shall appear in the monthly Cross Bearings. Notice of Special meetings and their purpose will be communicated electronically at least three (3) days prior to the date of such meeting.

SECTION 4. Majority. Any business brought forward at a General Membership or Special meeting that requires approval must be affirmed by over fifty (50%) percent of the Regular members present.

SECTION 5. Meeting Protocol.
Roberts Rules of Order shall be the final authority in all matters of parliamentary procedure for all Club meetings.

SECTION 6. Regular members in good standing are invited to all Board of Trustees meetings. Regular members shall contact the Commodore one week prior to the Board of Trustees meeting in order to have an item placed on the agenda for that meeting.

ARTICLE V...Dues

SECTION 1. The fiscal year of the Club shall be the calendar year. The amount of dues and the budget for the coming year shall be approved by the Board of Trustees. Dues shall be in force for one year only, starting January 1 and ending December 31.

SECTION 2. The Secretary shall notify each member of the amount of dues payable by January.

SECTION 3. Any member failing to pay dues by March 1 will be notified by the Secretary. Any members failing to pay dues by April 1 may have their names posted on the Club bulletin board, and may be dropped from membership and so notified by the Secretary.

SECTION 4. A member who has been dropped from membership because of non-payment of dues may apply to the Board of Trustees, and with the payment of the current year's dues and with the approval of the Board of Trustees, be reinstated.

SECTION 5. As defined in the Club By-Laws, any Regular member who is or will become 65 years of age during the calendar year may apply for Senior dues status.

ARTICLE VI...Trustees

SECTION 1. The number of Trustees shall be ten, consisting of six members elected from the membership, and the three

officers, the Commodore, the Vice Commodore, the Rear Commodore, and the Immediate Past Commodore The Commodore will act as presiding officer at all meetings of the Board of Trustees.

SECTION 2. Election of Trustees from the Membership. Three of the six Trustees shall be elected each year at the Fall General Meeting to serve a term of two years.

SECTION 3. Powers of Trustees. The Board of Trustees shall be the governing body of the Club, and it shall be their duty to consider all applications for membership, to set up such standing committees as may be necessary and to approve the members thereon. The Board of Trustees shall have the control and management of the business, funds, and property of the Club. The Board of Trustees shall adopt and maintain By-Laws consistent with the Constitution, promulgate and enforce rules governing the use of the property and privileges of the Club by its members, their children, and guests, and fill vacancies in its own membership. The Board of Trustees shall approve the payment by the Treasurer of any and all expenditures prior to payment of such expenditures, at any monthly Board of Trustees meeting, General or Special Meeting.

SECTION 4. Trustees' Meetings. The Board of Trustees shall hold monthly meetings. Special meetings of the Board of Trustees may be called by the Commodore and must be called by the Commodore upon written request of any three (3) Trustees. Six (6) Trustees shall constitute a quorum.

ARTICLE VII...Officers

SECTION 1. The Officers of the Club shall be four in number: (1) Commodore, (2) Vice Commodore, (3) Rear Commodore and (4) Immediate Past Commodore. They shall also serve as members of the Board of Trustees, and with the exception of the Immediate Past Commodore, shall be elected for (1) year and serve until their successors are elected and take office.

SECTION 2. The Secretary, although considered an Office of the Club, is not a voting member of the Board of Trustees. The Secretary shall be appointed by the Board of Trustees, shall hold office at the pleasure of the Board of Trustees, and shall receive such compensation as the Board of Trustees may prescribe.

SECTION 3. The Treasurer, although considered an Office of the Club, is not a voting member of the Board of Trustees. The Treasurer shall be appointed by the Board of Trustees, shall hold office at the pleasure of the Board of Trustees, and shall receive such compensation as the Board of Trustees may prescribe. The Treasurer shall be bonded for any amount prescribed by the Board of Trustees, and the Club shall pay the cost of the bonding.

SECTION 4. In the case of a vacancy occurring in the Office of Commodore, either by death, incapacity, or resignation, the Vice Commodore shall succeed to the Office of Commodore. In the case of a vacancy in the Office of Vice Commodore, the Rear Commodore shall succeed to the Office of the Vice Commodore, and the Office of Rear Commodore shall be left vacant until the next regular election.

ARTICLE VIII...Duties of Offices

SECTION 1. The Commodore shall preside at all meetings of the Club, and at all meetings of the Board of Trustees. The Commodore shall sign all certificates of membership, shall perform all duties incident to the office, and such other duties as may from time to time be required by the Board of Trustees. The Commodore shall, with the approval of the Board of Trustees, appoint and be an ex-officio member of all committees.

SECTION 2. The Vice Commodore shall act as Commodore when the Commodore is absent and shall assist the Commodore in the duties of the office. The Vice Commodore shall be directly responsible for the upkeep and maintenance of the Clubhouse, grounds, and beverage operations, and shall supervise the duties of the Treasurer.

SECTION 3. The Rear Commodore shall take the place of the Commodore or Vice Commodore when they are absent and shall assist them in their duties. The Rear Commodore shall be directly responsible for the entertainment and educational programs of the Club, and food operations.

SECTION 4. The Secretary shall keep an accurate record of all transactions and proceedings of the Board of Trustees, shall give all notices required by law and all notices provided by the Constitution or By-Laws of the Club, shall keep a proper Secretary's book, and shall properly record therein all minutes of General, Special and Trustees' meetings and other matters as shall be proper and necessary. The Secretary shall issue and attest to all certificates of membership and generally perform such duties as may be required by the Board of Trustees, shall keep a true and correct roll of all members of the Club, and do and perform such other duties as may be necessary or incident to the Secretary's office. At the expiration of the Secretary's term of office, the Secretary shall deliver all books, records, papers and property of the

Club to the Commodore.

SECTION 5. The Treasurer shall receive and safely keep all monies, rights, and choices in action belonging to the Club and the same shall be disbursed under the direction of the Board of Trustees. Proper vouchers shall be taken for all such disbursements. It shall be the Treasurer's duty to keep an accurate account of the finances of the Club on the books of the Club, prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Trustees. The Treasurer shall prepare and keep a perpetual inventory showing all of the Club's property. The Treasurer shall render an account of the standing of the Club at its Regular meetings and at such other times as the Board of Trustees may require. At the expiration of the Treasurer's term of office, the Treasurer shall deliver all books, records, papers, and property of the Club to the Commodore.

ARTICLE IX...Nominations and Elections

SECTION 1. The Nominating Committee shall consist of all Past Commodores and the current Bridge (Commodore, Vice Commodore and Rear Commodore). The Immediate Past Commodore shall act as Chairman.

SECTION 2. The Nominating Committee shall select a slate consisting of a minimum of three candidates for Trustee (three to be elected), a minimum of one candidate~~s~~ for the office of Rear Commodore (one to be elected), one candidate, namely the currently serving Vice Commodore, for the office of Commodore, and one candidate, namely the currently serving Rear Commodore, for the office of Vice Commodore provided further, however, that if a vacancy occurs in the office of Vice Commodore or Rear Commodore or either refuse to have their names submitted for the election of the office of Commodore or Vice Commodore, the Nominating Committee must secure the permission of all candidates before submitting their names to the Club.

SECTION 3. The slate, which must be chosen by the Nominating Committee prior to the second Monday in August, shall be announced to the Club in the September and October Cross Bearings. The election of Officers shall be held at the Fall General meeting.

SECTION 4. If the membership of the Club desires to propose additional candidates for the offices of Rear Commodore and Trustee, they may nominate from the floor at the Fall General meeting. A petition signed by twenty-five Regular members may submit a candidate and/or candidates for the office of Commodore or Vice Commodore. This petition must be submitted by August 31st to the Board of Trustees and is to be posted in the October Cross Bearings.

SECTION 5. The Office of Commodore, Vice Commodore, and Rear Commodore shall be elected by a majority vote. If a majority vote is not reached on the first ballot, the candidate receiving the lowest number of votes will be dropped and re-balloting continued until two are elected by a majority.

SECTION 6. The term of office of each elected Officer and Trustee shall begin with the start of new business at the Fall General meeting and continue until his successor takes office.

ARTICLE X...Committees

SECTION 1. As soon as practicable after taking office, the Commodore, with the approval of the Board of Trustees, shall appoint the members of such committees as desired from the voting membership. The term of office for all Committee Chair and members shall be the calendar year. The following committees shall be regularly appointed:

Race Management Committee **–** The committee is responsible for coordinating and managing all on-water race events. Its chair is appointed by the Commodore and is responsible for assembling and training a team to help with race activities. The chair also works with a Club Trustee (designated as RC Boat Maintenance liaison by the Commodore) to ensure that all boats are properly maintained and kept in working order.

Race Governing Committee **–** Composed of a Chair, the Fleet Captains of all active fleets, the Chair of the Race Management Committee, the Trustee charged with race governance responsibilities and the Commodore of the Club as an ex-officio member. This committee develops the annual race and regatta schedule, related sailing instructions for Club events and provides a forum for communication between racers, the Race Management Committee, and the officers of the Club. The Protest Committee serves as a sub-group of the Race Governing Committee and adjudicates all race-related protests under the guidelines established by the US Sailing Association.

Nominating Committee **–** As defined in Article IX, Section 1.

Awards Committee **–** This committee is responsible for acquiring and preparing all awards (plaques, trophies, etc.) that are presented for race and regatta related events and for the annual Awards and Recognition Banquet. The committee

also maintains the club house display cabinets and perpetual trophies.

Sadler Basin Committee **–** Consisting of five Sandusky Sailing Club berth holders (each serving five year terms[1]), this committee is responsible for the development, maintenance and operation of the club marina and surrounding grounds. It submits an annual budget to the Board of Trustees for review and approval. Nominees to this committee must be Sadler Marina berth holders for a minimum of ten (10) consecutive years and at least one member of the Committee must be an owner of a one-design sail boat of 20 feet in length or smaller.

Long Range Planning Committee **–** This committee is responsible for creating a planning model that is to be used by the Board of Trustees to ensure that club policies, properties and facilities are developed and maintained in a manner consistent with the mission of the Club. The committee is composed of five Past Commodores (each serving five year terms[1]).

Audit Committee **–** Chaired by the Vice Commodore and consisting of one Trustee and three general members and working in unison with the club Treasurer, this committee conducts an annual internal audit of club financial records. When necessary, this committee may also recommend that an external independent audit be conducted.

[1] The committee is organized as such that of the five members, one has five years of membership remaining; one has four years; one has three years; one has two years; and one, has one year. At the end of the year, the member who has completed his five-year term is replaced by a newly appointed member.

And other committees deemed necessary by the Board of Trustees.

SECTION 2. The incorporation of a committee or the dissolution of a corporation so formed can only be authorized by a constitutional amendment.

ARTICLE XI...Racing Fleets

SECTION 1. Any fleet wishing sanction by the Club must make application to the Board of Trustees and receive their approval prior to acquiring such status.

SECTION 2. Each racing fleet sanctioned by the Board of Trustees must elect a Fleet Captain who will serve as a member of the Race Governing Committee.

ARTICLE XII...Compliance with the House Rules

SECTION 1. The affairs of the Club shall at all times be conducted and operated in strict conformity with all the laws of the United States, of the State of Ohio, and with the ordinances of the City of Sandusky.

SECTION 2. The Club shall not be responsible for the loss of, or damage to, property left or kept at the Club quarters, or on the Club docks.

SECTION 3. The Board of Trustees may establish such other House Rules as may be considered expedient as long as they are not in conflict with the Objectives of the Club.

SECTION 4. These rules shall be readily accessible to Club members. Any violation of these rules, or any conduct prejudicial to the best interests of the Club, will subject a member to suspension or expulsion as provided in Article III, Section 9.

ARTICLE XIII...Flags and Insignia

SECTION 1. The Club burgee shall be triangular, with a swallowtail. The hoist shall be two-thirds that of the fly. It shall be blue with a white jib and mainsail printed or sewn upon it. The line of the foot of the jib and mainsail shall be parallel with the lower edge of the burgee.

SECTION 2. All members are entitled to wear an enameled button depicting the Club burgee. This shall be worn within the crossed fouled anchors regularly recognized as the insignia of a yachting organization.

SECTION 3. The Officers of the Club shall be entitled to wear cap devices, uniforms and other insignia of their rank, of the style and type prescribed by the Inter-Lake Yachting Association for the use of member clubs. Where there is no specific rule laid down, the custom and usage among the majority of Lake Erie yachting clubs shall prevail.

ARTICLE XIV...Special Elections

SECTION 1. The members of the Club may, with a petition signed by at least one-half of the members in good standing, as a recall measure, call a Special Election at any time.

ARTICLE XV...Amendments

SECTION 1. The Constitution may be amended by the following procedure:

Step 1. Any Regular member may submit a proposed amendment to the Board of Trustees. . All proposed amendments must be made in writing.

Step 2. After approval by two-thirds (2/3) of the Board of Trustees, all Club members are to be notified of the proposed amendment(s) in the next issue of Cross Bearings and by electronic notice. This constitutes the first reading. This is to be followed by a second reading of the proposed amendment(s) and further discussion at the next General or Special meeting of the Club. If any changes to the proposed amendment(s) are approved by a simple majority vote of the Regular members present at this meeting, the new wording of the proposed amendment(s) shall be published in the following issue of Cross Bearings and by electronic notice.

Step 3. At the following General or Special meeting, the proposed amendment(s) shall be read in final form and discussed. If no further changes are approved by a simple majority vote of the Regular members present, the adoption of the amendment(s) shall be decided by a vote. An affirmative vote of two-thirds (2/3) of the Regular members present shall be required for its adoption. If further changes are approved, the proposal reverts back to Steps 2 and 3 of this Article.

ARTICLE XVI...Club Bulletin

SECTION 1. The Board of Trustees is responsible for publishing a monthly club bulletin. The purposes of the bulletin are to keep members informed of Club activities and to notify members of dates and times of Regular, General and Special meetings..

SECTION 2. The name of this bulletin shall be "Cross Bearings."

ARTICLE XVII...Club Operations Manual

SECTION 1. The Board of Trustees shall establish and maintain an Operations Manual to ensure uniformity and continuity of operations year to year.