

**BYLAWS OF THE WOMEN'S SAILING ASSOCIATION  
OF ~~SANTA MONICA~~ SANTA MONICA BAY**

**Adopted October 11, 2005**

**Updated 13 May 2008**

**Updated October 17, 2017**

**ARTICLE 1**

**ORGANIZATION NAME AND PURPOSE**

**SECTION 1. NAME**

The name of this nonprofit mutual benefit corporation is Women's Sailing Association (WSA) of Santa Monica Bay.

**SECTION 2. PURPOSE**

The purpose of this nonprofit Association is to promote women's sailing in Santa Monica Bay.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1. ELIGIBILITY**

Membership shall be open to all persons eighteen (18) years and older who support the purpose of this Association.

**SECTION 2. APPLICATION FOR MEMBERSHIP**

Application for membership in this Association shall be made to the Membership Chair in writing in such a form as the Board of Directors shall determine. Each application shall be signed by the applicant and shall be accompanied by the membership dues.

**SECTION 3. MEMBERS NOT IN GOOD STANDING**

No member in arrears for dues or other indebtedness to the organization shall be entitled to exercise any of the rights or privileges of membership.

**SECTION 4. DUES**

Dues shall be set by resolution of the Board of Directors. Memberships shall run from January 1st to December 31st of the same year. The Board, by resolution, may offer a discount or incentive for early renewals and first-time memberships. Membership dues are not refundable.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETINGS

All meetings of members shall be held at such a place as may be designated from time to time by the Board of Directors.

SECTION 2. ANNUAL BUSINESS MEETING

An annual business meeting of the general membership shall be held in October of each year at such time and place as determined by the Board of Directors. Notification of the annual meeting shall be by the Association newsletter or other written and electronic communication. In addition, notification of the annual business meeting shall be sent to each entitled member not less than ten (10) or more than thirty (30) days before the meeting specifying the place, date, hour, and purpose of the meeting. An entry in the Board minutes to the effect that the notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such a meeting was given to each member as required by the law governing non-profit organizations and the bylaws of the Association. The Annual Business Meeting agenda will include the proposal of a slate of officers and directors for the coming year, announcement of the date of the election of officers and directors, and changes to the bylaws or other business as needed.

SECTION 3. ~~OTHER~~ OTHER GENERAL MEETINGS

The Board of Directors may call other meetings of the members at any time to be held at the time and place designated in the call. Notice of other meetings shall be publicized.

SECTION 4. VOTING

- (a) *Eligibility to vote.* All members in good standing shall be entitled to one (1) vote.
- (b) *Manner of casting votes.* Voting is by ~~voice or~~ written ballot submitted in person, electronically, or by US mail, provided that any election of directors must be by ballot if so demanded by any member before the voting begins. Dates, means, and methods of said vote. Whether the vote is to be written or verbal shall be determined by a resolution of the Board of Directors and communicated to the membership. The affirmative vote of the majority of eligible members represented at the meeting plus ballots received electronically or via US mail by a specified date and time shall be the act of the members.
- (c) *Voting at a general meeting.* ~~If a quorum is present,~~ If a quorum is present the affirmative vote of the majority of ~~eligible~~ the members represented at the meeting, ~~entitled to vote,~~ and voting on any matter other than the election of officers and directors, the removal of officers and directors, and /or changes to the bylaws shall be the act of the members.

SECTION 5. QUORUM

The presence in person, via written electronic or mailed ballot, or by proxy of at least twenty-five percent (25%) of the total membership shall constitute a quorum to conduct business at a general membership meeting. The members present at such a duly called or held meeting at which a quorum is present may

continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

#### SECTION 6. PROXIES

Every person entitled to vote or to execute consent shall have the right to do so either in person, electronically or via US mail or by an agent authorized by a written proxy. An agent is a regular member in good standing, and each proxy is valid only for the meeting for which it was intended. The deadline for receipt of proxies by the Board of Directors shall be communicated in the meeting notice.

## ARTICLE IV

### ELECTION OF OFFICERS AND DIRECTORS

#### SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

- (a) *Nominating committee.* The Commodore shall appoint a committee to nominate qualified candidates for office. The Junior Staff Commodore shall serve as committee chair. The committee shall make its report to the Board at least thirty (30) days before the date of the election. The Secretary shall forward to each member a list of nominees, together with the meeting notice, as required by Article III, Section 2.
- (b) *Nominations by members.* With the potential candidate(s)' permission, any member may nominate a candidate(s) for directorship at any time before fifteen (15) days preceding such election. Upon timely receipt of valid nominations, the Secretary shall place the names of these candidates on the ballot along with those candidates named by the nominating committee.
- (c) *Vote required to elect officers and directors.* The candidate receiving the highest number of votes for each office shall be elected.

## ARTICLE V

### BOARD OF DIRECTORS

#### SECTION 1. NUMBER AND QUALIFICATION OF BOARD OF DIRECTORS

The Board of Directors shall consist of the duly elected officers and directors, all members in good standing. The officers of the organization shall consist of a:

Commodore  
Vice Commodore  
Junior Staff Commodore  
Secretary  
Treasurer

The directors of the organization shall consist of a:

Communications Director  
Membership Director  
~~Education Director~~  
Fleet Captain  
Social Director

The Board of Directors is authorized to appoint executive committees to enhance the effectiveness of the organization in fulfilling its mission. Chairpersons of these committees serve as non-voting members of the Board of Directors.

The Board of Directors is authorized to appoint a co-chair for a given position when such appointment is in the best interest of carrying out said position. Effective circumstances include times of transition and/or increased responsibility for a Board position.

## SECTION 2. POWERS

All actions authorized or approved by members shall be under the authority and control of the Board of Directors and subject to the limitations of the bylaws. The bylaws and Articles of Incorporation shall constitute the governing rules of the Association, as supplemented by rules adopted by the Board.

The Commodore and Secretary shall each keep a full and complete set of governing rules of the Association, including the Articles of Incorporation, bylaws, and Board-adopted rules.

The Secretary shall make all governing rules available to the members at the general meetings and shall furnish a copy to a member upon request.

## SECTION 3. ELECTION AND TERM OF OFFICE OF BOARD OF DIRECTORS

~~The election of officers and directors shall occur on a date not less than 20 (twenty) days after the annual meeting, and before December 1. The date of the election will be specified at the annual meeting. Elected officers and directors shall hold office for one (1) calendar year commencing January 1 of the following year. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected.~~

~~Officers and directors shall be elected at each annual business meeting to hold office for one (1) calendar year commencing January 1 of the following year. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected.~~

## SECTION 4. VACANCIES

A vacancy on the Board of Directors shall be deemed to exist upon one of the following occurrences: (1) death, resignation, or termination of any officer or director; (2) an increase in the number of authorized officers and directors; (3) the vote of the members to remove an officer or director; or (4) failure to elect the required number of officers and directors through the annual election process.

- (a) *Resignation.* Any officer or director may resign at any time by giving written notice to the Commodore. Any such resignation shall take effect at the date of the receipt of such notice or at a later time specified therein. The Commodore shall notify all Board members of the Board member's resignation as soon as practicable.

At the next regular general meeting, the Commodore or acting Commodore shall notify the membership that (1) a Board member has resigned; (2) the Board will fill the position prior to the next general meeting, if possible; and (3) any member, including an active Board member, interested in filling the vacant position should contact the Commodore. All candidates for the position shall be presented at the next Board meeting where a quorum is present, and the Board shall vote on a successor. The candidate receiving a majority of director votes shall fill the vacancy.

- (b) *Impeachment.* After due process, the Board will have the power, without any liability whatsoever to any person affected, to impeach by two-thirds vote of the Board any Board member or member for conduct which, in the opinion of the Board, is likely to endanger the welfare, interest, or character of the Association or for any conduct that is in violation of the bylaws or other established Association rules.

- (c) *Reduction in number of directors.* No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### SECTION 5. TIME, PLACE, AND NOTICE OF BOARD MEETINGS

Meetings of the Board of Directors may be called at any time by the Commodore or by a majority of the Board of Directors to be held at such a time and place as may be specified by such a call. Written or oral notice of the time and place shall be given to each Board member. In addition to actions taken at meetings, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent to such action. Such consent will be included in the minutes of the Board.

#### SECTION 6. QUORUM

A majority of the authorized number of Board members shall constitute a quorum (5 or more) for the transaction of business. Every act or decision done or made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of officers and directors, if any action is taken by at least a majority of the required quorum for that meeting.

#### SECTION 7. RESPONSIBILITIES OF THE OFFICERS

- (a) *Commodore.* The Commodore shall be the presiding officer of the organization. The Commodore shall preside over all meetings and is the chairman of the Board of Directors and an ex-officio member of all committees. The Commodore shall have other powers and perform such duties as shall be prescribed by resolution of the Association members or the Board of Directors.
- (b) *Vice-commodore.* The Vice-commodore shall assist the Commodore in the discharge of duties and, in the absence or disability of the Commodore, shall preside and assume the Commodore's duties. When so acting, the Vice-commodore shall have all the powers of and be subject to all restrictions of the Commodore. The Vice-commodore shall have such other powers and perform such other duties as may be prescribed by resolution of the Association members or the Board of Directors.

In the event the Commodore resigns or is terminated, the Vice-commodore shall immediately become Commodore and assume all responsibilities, duties, and privileges thereof. The position of Vice-commodore will remain vacant until the next election.

- (c) *Junior Staff Commodore.* The Junior Staff Commodore shall be an automatic succession of the Commodore for a term of one (1) year. If the successor is unable or unwilling to serve on the Board of Directors, the Commodore shall appoint one of the Senior Staff Commodores to serve on the Board of Directors as Junior Staff Commodore. Upon completion of the term of office as Junior Staff Commodore, the Junior Staff Commodore will become a ~~Senior~~ Staff Commodore.
- (d) *Secretary.* The Secretary shall be responsible for maintaining all records and communications of the organization, including minutes of all meetings of the members and the Board of Directors, and any additional duties as required by resolution of the Board of Directors.

- (e) *Treasurer.* The Treasurer shall be responsible for the custody and disbursements of the Association's assets. The Treasurer shall keep an accurate record of all receipts and disbursements. At fiscal year end, the Treasurer will submit a closing financial report and proposed budget to the Board of Directors. Upon request, the Treasurer will report the financial condition of the Association to the Board of Directors.

**ARTICLE VI**  
**LIABILITY AND ASSESSMENTS**

SECTION 1. LIABILITY

Neither the members nor the Board of Directors shall be personally liable for the debts, liabilities, or obligations of the Association.

**ARTICLE VII**  
**COMMITTEES**

SECTION 1. AD-HOC COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Board members, designate one or more committees, each consisting of one or more Board members, to serve at the pleasure of the Board. Any committee, to the extent provided by the resolution of the Board, shall have all the authority of the Board, except that no committee may:

- (a) Take any final action that requires member approval
- (b) Fill vacancies on the Board of Directors or any committee
- (c) Amend, repeal, or adopt new bylaws
- (d) Amend or repeal any resolution of the Board of Directors which, by its express terms, cannot be amended or repealed
- (e) Appoint any other committees of the Board of Directors or members of these committees

SECTION 2. STANDING COMMITTEES

The Board of Directors shall designate annually special standing committees to assist the Board in carrying out its duties and responsibilities. These committees shall follow the same rules and guidelines as those presented in Article V, Section 1. Standing committees shall consist of:

- (a) *A nominating committee responsible for providing a slate of candidates for officer and Board positions to the membership.* This committee shall be appointed each January and consist of the Junior Staff Commodore serving as chair and three (3) general members appointed by the Board.
- (b) *An election committee responsible for the impartial and accurate counting of ballots and the subsequent reporting of results to the Board of Directors.* This committee shall be appointed annually and consist of the ~~Junior~~Senior Staff Commodore as chair and two (2) general members appointed by the Board.
- (c) *A bylaws and Articles of Incorporation maintenance committee responsible for the periodic review of the bylaws and Articles of Incorporation.* This committee shall be appointed annually. The committee shall consist of the Junior Staff Commodore as chair and three (3) general members appointed by the Board.

### SECTION 3. COMMITTEE MEETINGS AND ACTIONS

Meetings and actions of committees shall be governed by and held in accordance with the provisions of these bylaws concerning meetings of the Board of Directors (Article 5, Section 5), except that the time for regular or special meetings of committees may be determined either by resolution of the Board of Directors or by the committee members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws.

## ARTICLE VIII

### RECORDS AND REPORTS

#### SECTION 1. MAINTENANCE AND INSPECTION OF THE BYLAWS AND ARTICLES OF INCORPORATION

Any member of the organization may, upon written or verbal request to the Secretary, obtain a copy of the articles and bylaws as amended to date.

#### SECTION 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting records and all minutes of meetings of the Board of Directors, committees, and other member meetings shall be kept at such place or places as the Board designates. The minutes shall be kept in a form capable of being converted into printed format. The minutes shall be open to inspection by any member at any reasonable time for any reasonable purpose related to the member's interests as a member.

#### SECTION 3. INSPECTION BY OFFICERS AND DIRECTORS

Every officer and director shall have the right at any reasonable time to inspect all books, records, and documents of all kinds and the physical properties of the organization. This inspection includes the right to copy and make extracts of said documents.

#### SECTION 4. ANNUAL REPORT

Nothing in these bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the membership as they consider appropriate. The organization shall provide to all who request it, however, a report containing the following information in reasonable detail:

- (a) Assets and liabilities of the organization at the end of the preceding fiscal year
- (b) Revenue or receipts of the organization for the current fiscal year
- (c) Expenses or disbursements of the organization for the current fiscal year

## ARTICLE IX

### AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

New bylaws may be adopted or amendments to the bylaws and Articles of Incorporation made or repealed by the vote of two-thirds majority of members voting in person or by proxy in a duly called meeting for which

such changes are one of the announced purposes or by written ballot submitted in person, electronically, or via US mail.