



CONSTITUTION AND BY-LAWS

OF THE

POTOMAC RIVER YACHT CLUBS ASSOCIATION

Ratified on July 17, 1999

ARTICLE I. NAME

Section 1. The name of this organization shall be the Potomac River Yacht Clubs Association, which is referred to as "the Association" in this document.

ARTICLE II. PURPOSES

Section 1. The purposes of the Association are to:

- ◆ Encourage and promote yachting, boating safety, and the advancement of yachting clubs within the Potomac River Basin;
- ◆ Support other organizations outside the Potomac River area when it is considered to be in the best interest of yachting and boating; and
- ◆ Represent its Member Clubs and their individual members in all matters affecting their interests and the interests of recreational boaters in general.

Section 2. The Association shall carry out its purposes as a non profit organization, incorporated under an appropriate jurisdiction as determined by the Association Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Membership in this Association is open to those yacht clubs which meet the qualifications as specified in Article III, Section 2 of this Constitution and By-Laws.

Section 2. Qualifications. For purposes of membership in the Potomac River Yacht Clubs Association, a yacht club is an organization:

- ◆ Which is devoted to yachting and the accommodation and enjoyment of its members;
- ◆ Which is governed by a constitution and by-laws which are approved by its members;
- ◆ Which establishes its own rules, regulations, constitution and by-laws concerning the operations of the club without interference from any outside individual or group;
- ◆ Whose members are selected or elected to membership in accordance with its constitution and by-laws;
- ◆ Whose officers and governing board are elected by its members;
- ◆ Which is operated on a non-profit basis, so that any profits derived by its operation are used for the betterment of the club and its membership as a whole; and
- ◆ Which is not "commercial" or subject to a "commercial enterprise," that is, an individual or group, other than the club, may not control who shall be selected for membership or who should hold office in the club.

Section 3. Application for Membership. To apply for Membership, a club must complete the prescribed application form to be signed by its Secretary at the direction of its governing body. The application shall be submitted to the Commodore or Secretary of the Association, and accompanied by:

- ◆ A statement of sponsorship by the governing body of a Member Club in good standing;
- ◆ A copy of the applicant's current constitution and by-laws; and
- ◆ An initiation fee as provided for in the PRYCA Handbook.

Section 4. Action by the Qualifications Committee and Board of Directors. The application, with accompanying documents and fees, shall be forwarded within five (5) days to the Qualifications Committee Chair. The Qualifications Committee Chair shall within five (5) days after receipt of the application contact the ranking officer of the applicant yacht club to confirm receipt of the application, advise of application in process, and provide a general overview of the membership process.

- 4.1. The Qualifications Committee shall then conduct an initial review of the application and constitution and by-laws to ascertain the applicant's full compliance and eligibility. The Chair of the Qualifications Committee shall present the results of this review to the Board of Directors at the first available regularly scheduled meeting, consistent with the time required to conduct this review, for Board approval for further processing of the application. If rejected, the applicant shall be tactfully notified within five (5) days of the Board action detailing the area(s) of non-compliance. If accepted, the Qualifications Committee Chair shall within five (5) days forward the application and constitution and by-laws to the Secretary and the initiation fee to the Treasurer.
- 4.2. The Secretary shall, within fifteen (15) days of receipt of the application and constitution and by-laws, issue a written notice to all Member Clubs listing essential data to properly identify the applicant club and inviting any comment be made to the Qualifications Committee Chair, whose name, address, and telephone number shall be contained therein, within fifteen (15) days of the date of issuance.
- 4.3. The Qualifications Committee shall, within the period prior to the issuance of the written notice by the Secretary and the comment period described in Section 4.2, physically visit the applicant's facilities and meet with its officers, if deemed necessary, and report the findings to the Board of Directors. In extenuating circumstances, the Commodore may appoint a person(s) to assist the Qualifications Committee in the performance of this step.
- 4.4. The Qualifications Committee Chair shall present the findings of the Qualifications Committee to the Board of Directors no later than the next regularly scheduled meeting of said Board.
- 4.5. The Board of Directors shall review all findings, recommend either acceptance or rejection, and defer to the ranking officer for inclusion on the agenda for the next regularly scheduled Delegate's Meeting a vote on membership for the applicant club. In extenuating circumstances, the Commodore may request the Board of Directors to approve holding a special Delegates Meeting for the purpose of voting on membership for an applicant club.

Section 5. Action by the Association and Delegates. The Secretary shall within ten (10) days of the next regularly scheduled Delegates Meeting or special Delegates Meeting, if approved by the Board of Directors, advise the Delegates of all Member Clubs of the impending vote on the applicant club. The assembled Delegates shall elect or reject the applicant club by a simple majority vote on a secret ballot. Should the applicant be accepted, it immediately becomes a Member Club, with full privileges regardless of any formal installation procedure.

- 5.1. The Secretary shall within five (5) days notify the applicant club of the election results described in Section 5.
- 5.2. In the event of rejection, the initiation fee shall be returned and the applicant club shall be advised of the right to reapply at any time using the same procedure as outlined herein.

Section 6. Suspension or Expulsion. A Member Club may be suspended or expelled for actions or activities which are inconsistent with the Constitution and By-Laws of the Association and/or detrimental to the purposes of the Association. Suspension or expulsion shall be initiated by the Board of Directors upon receipt of written request for such action by a Member Club or upon becoming aware of information of inappropriate activity.

- 6.1. To suspend or expel a Member Club, written notice of such proposed action must be sent to all Delegates and Member Clubs at least thirty (30) days prior to the next Delegates Meeting.
- 6.2. The vote shall be by secret ballot with a three fourths (3/4) majority vote of all registered Delegates necessary to expel or suspend an individual Member Club.
- 6.3. Suspension or expulsion for non payment of dues shall follow the provisions set forth in Article VIII, Section 4.2.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers. The Flag Officers of the Association shall be Commodore, Vice Commodore, and Rear Commodore. Other Officers of the Association shall be Fleet Captain, Secretary, and Treasurer.

- 1.1. The order of succession shall be Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, and Treasurer.
- 1.2. Flag Officers may not be a Delegate or Alternate Delegate. An Officer, other than a Flag Officer, may not be a Delegate but may serve as an Alternate Delegate, if appointed by his/her Member Club.

Section 2. Board of Directors. The affairs of the Association shall be managed by a Board of Directors. The Board shall, by two-thirds affirmative vote, have the power to summarily remove, for cause, at any time, any Officer or Board Member. The Board shall, by majority vote, have the power to fill all vacancies upon the Board, which shall occur for any cause during their term.

Section 3. Composition of the Board of Directors. The voting members of the Board of Directors shall consist of the Officers of the Association and five (5) Members at Large, elected in accordance with Article VI, and the Immediate Past Commodore.

- 3.1. All voting members of the Board shall be a member of a Member Club(s).
- 3.2. In the event the Commodore for the previous year cannot serve as the Immediate Past Commodore and voting member of the Board, the Commodore shall designate another Past Commodore of the Association to assume the duties of the Immediate Past Commodore.
- 3.3. All other Past Commodores shall retain non-voting membership on the Board.
- 3.4. Five (5) members of the Board shall be sufficient to constitute a quorum to transact the business of the Association at any regular or special meeting of the said board.

Section 4. Term of Office. The term of office for members of the Board of Directors shall be for one (1) year starting on 1 January of the year following the November election.

Section 5. Meetings. The Board of Directors shall meet at a time and place designated by the Commodore. Special meetings of the Board may be called at any time by the Commodore, or at the request of three (3) members of the Board, upon forty-eight (48) hours notice to all Board members of the time and place of the said meeting.

Section 6. Authority. The board shall have the power to adopt such rules and regulations governing the Association and its members as may be deemed necessary. Said rules shall not conflict with this Constitution and By-Laws. When so adopted, said rules shall carry the same force and effect as the Constitution and By-Laws.

ARTICLE V. DELEGATES

Section 1. Selection. There shall be one (1) Delegate per Member Club who shall be appointed by his/her club. Each Member Club may also appoint an Alternate Delegate.

1.1. In the event the Member Club's appointed Delegate is unable to be present, an Alternate will assume the voting privileges. In the event that neither can attend, the Member Club upon written notice by its Commodore, may send another of its members as an Alternate who shall have all the rights and privileges of the appointed Delegate.

1.2. Member Clubs shall keep the Secretary of the Association informed of current information regarding of the name of each Delegate and Alternate Delegate, and a list of club Officers.

Section 2. Function. Each Delegate is expected to determine beforehand and to reflect the attitude and desire of his/her club on all matters to be voted upon in any meeting, as advised and coordinated by the Commodore and other Officers of each club.

Section 3. Meetings. Delegates Meetings shall normally be held in February, April, September, and November. Each meeting shall be at a time and place designated by the Commodore. The Board of Directors shall be authorized, under extenuating circumstances, to move any of the aforementioned meetings to the preceding or following months.

3.1. The November Delegates Meeting shall be considered the Annual Meeting of the Association.

3.2. Special Delegate's meetings may be called by the Commodore or upon a request of four (4) Delegates. Notice of a special meeting must be sent to the membership at least ten (10) days in advance of such meeting. The agenda must be stated in the notice of the meeting and no other business may come before the meeting.

3.3. In conducting the business meeting, where the Constitution and By-Laws do not specifically provide otherwise, "Robert's Rules of Order, Revised," shall govern.

3.4. Meetings are open to members of Member Clubs but only Delegates or their Alternates may vote.

Section 4. Voting. On all questions, Delegates of Member Clubs or their Alternates only, shall vote, and there shall be but one vote per Member Club. Officers, Board Members, and Committee Chairs of the Association may make motions and second them, but may not vote unless they are also serving as an Alternate Delegate of a Member Club for the meeting.

4.1. In the case of a tie vote, the Commodore of the Association shall cast a vote. In the absence of the Commodore, the next senior Flag Officer of the Association shall cast a vote.

4.2. Voting must be in person; no proxy vote will be allowed.

4.3. A quorum shall constitute thirty percent (30%) of registered Delegates or the Alternates.

ARTICLE VI. ELECTIONS

Section 1. Frequency. Annual elections of the Board of Directors shall be conducted during the Association's Delegates Meeting in November each year.

Section 2. Nominations. Nominations shall be as defined in Article VII, Section 3, Nominating Committee.

Section 3. Election. For all elected offices, the individual receiving the most votes will be declared elected. In the event of a tie, a runoff election between the candidates must be conducted within thirty (30) days.

Section 4. Election Judge. During the elections, the outgoing Commodore of the Association shall appoint an Election Judge whose duty it shall be to count and make a correct return of the results of the election. The Secretary shall confirm the eligibility of each voting Delegate. In the event a Delegate votes for more individuals than indicated, it shall be the duty of the judge to void the ballot.

ARTICLE VII. COMMITTEES

Section 1. Designation. The Association and its Board of Directors are supported by committees, both standing and established.

1.1. The Standing Committees are the Qualifications Committee and the Nominating Committee.

1.2. In addition to the Standing Committees specifically named in this Article, the Commodore may establish such other committees deemed appropriate for the functioning of the Association. All committees established by the Commodore shall be subject to the approval of the Board of Directors.

1.3. The Chair of all committees not specified in this Article will be appointed by the Association Commodore, subject to the approval of the Board of Directors. The Committee Chair shall select such members of the committee as deemed appropriate and report the composition of the committee to the Board of Directors.

Section 2. Qualifications Committee. There shall be a Qualifications Committee composed of the Vice Commodore of the Association and the Commodores of three (3) of the Member Clubs in good standing. It

shall be the duties of this committee to review and process applications for membership in accordance with Article III.

Section 3. Nominating Committee. There shall be a Nominating Committee, consisting of the Immediate Past Commodore as Chair, and three (3) other members. They shall be appointed by the Commodore and confirmed by the Board of Directors not later than the February Board Meeting.

- 3.1. The committee shall select and place in nomination as follows: One member for the office of Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, and three (3) Members at Large. The names shall be selected from the roster of members of Member Clubs in good standing. The Nominating Committee shall make an attempt to have the widest possible representation from all Member Clubs in its selection of persons placed in nomination. The names so selected and nominated shall be submitted to the Secretary on, or before the October Board Meeting.
- 3.2. The Secretary shall mail to each Member Club, the list of all candidates nominated in accordance with Article VII, Section 3 of this Constitution and By-Laws. This list must be mailed to all Member Clubs no later than 15 October.
- 3.3. If after reviewing the proposed slate of candidates, a Member Club wishes to submit another candidate for any elective office, the Club may submit the additional nomination in writing over the signature of the Club Commodore with the endorsements from two other Member Clubs, also over the signatures of their Commodores. The nomination and the endorsements must be mailed to the Secretary no later than 31 October. No nomination will be accepted from the floor.
- 3.4. No candidate shall be considered for election unless that candidate has agreed to the Nominating Committee to serve in the office for which he or she is being nominated.
- 3.5. In the event the Immediate Past Commodore is unable or unwilling to serve as Chair of the Nominating Committee, the Board shall appoint another Chair from among the Past Commodores. If a selected committee member is unable to serve, the Board shall appoint another member to take his/her place.

ARTICLE VIII. FEES

Section 1. Fiscal Year. The Fiscal Year of the Organization shall be 1 January through 31 December.

Section 2. Schedule of Fees. A Schedule of Fees shall be established for each Fiscal Year of the Association.

- 2.1. At the September meeting of the Board of Directors, the Treasurer shall submit a proposed Schedule of Fees for the upcoming fiscal year of the Association. The proposed Schedule of Fees for the upcoming year will be established by a majority vote of the members of the Board present at the September Board Meeting. If the Board does not vote to approve a new proposed Schedule of Fees, the current year's Schedule of Fees will be established as the proposed Schedule of Fees for the upcoming year.

2.2. The Secretary shall mail to each Member Club, the Schedule of Fees for the upcoming year as proposed in accordance with Article VIII, Section 2.1 of this Constitution and By-Laws. The proposed Schedule of Fees for the upcoming year must be mailed to all Member Clubs no later than 15 September.

2.3. At the Delegates the upcoming year will be established by a majority vote of the Delegates present. In those cases where the proposed Schedule of Fees does not receive a majority vote, the current year's Schedule of Fees shall carry forward to the upcoming year.

Section 3. Initiation Fee. The amount of the Initiation Fee shall be set by the majority of Delegates present at the Delegates Meeting in November. The Initiation Fee must accompany the application for membership. Dues shall be payable when the club is accepted as a Member Club.

Section 4. Annual Dues. The amount of the annual dues shall be set by the majority of Delegates present at the Delegates Meeting in November.

4.1. Dues shall be payable at or prior to the Association's February Delegates Meeting in order to be eligible for voting privileges.

4.2. Should dues remain unpaid by the March Board Meeting, the Treasurer shall, within five (5) days advise the delinquent club(s) that, unless dues are received on or before the April Delegates Meeting, suspension and/or expulsion as a Member Club will result at the discretion of the Board of Directors.

4.3. A new club elected to membership anytime prior to 30 June of any calendar year shall remit the full year's dues; however, prorated dues of one half (1/2) of the annual dues shall be in effect for a new club elected from 1 July through 31 December.

ARTICLE IX. FLAGS

Section 1. Embellished Association Flags. Current or past Officers or Board of Director Members may display the embellished flag of the Association on vessels which they command or upon which they are present as guests.

1.1. Embellishment of flags for current Officers and Board of Director Members shall be as follows:

- ◆ Commodore: 3 gold stars
- ◆ Vice Commodore: 2 gold stars
- ◆ Rear Commodore: 1 gold star
- ◆ Fleet Captain: gold fouled anchor
- ◆ Secretary: gold crossed quills
- ◆ Treasurer: gold acorn
- ◆ Members at Large: gold "MAL"

1.2. Past Officers or Board of Directors Members may display the Association flag as described in Section 1.1 with rank insignia in silver of the highest office attained.

1.3. The Commodore, with the approval of the Board, may designate additional, appropriately embellished flags for any staff officer (e.g., Chaplain, Fleet Surgeon, etc.) positions which may be appointed by the Commodore to serve the Association.

1.4. Current Member Club Delegates may display the Association flag embellished with gold "Delegate."

Section 2. Unembellished Association Flag. The Association flag may be flown by members of all Member Clubs but without the embellishment of rank insignia.

ARTICLE X. AMENDMENTS

Section 1. This Constitution and By-Laws may be amended or a new one adopted by two-thirds (2/3) vote of the Delegates at any regular or special meeting of the Association, provided that such proposed amendment or new Constitution and By-Laws be mailed to all Delegates fifteen (15) days prior to the meeting at which such amendment or new Constitution and By-Laws is to be considered.

ARTICLE XI. RATIFICATION

Section 1. This Constitution and By-Laws has been approved and is if effect by ratification of two-thirds (2/3) of the Member Clubs on this seventeenth (17th) day of July, 1999.

Commodore: _____
Mark Viehoever

Secretary: _____
Andrea W. Storey