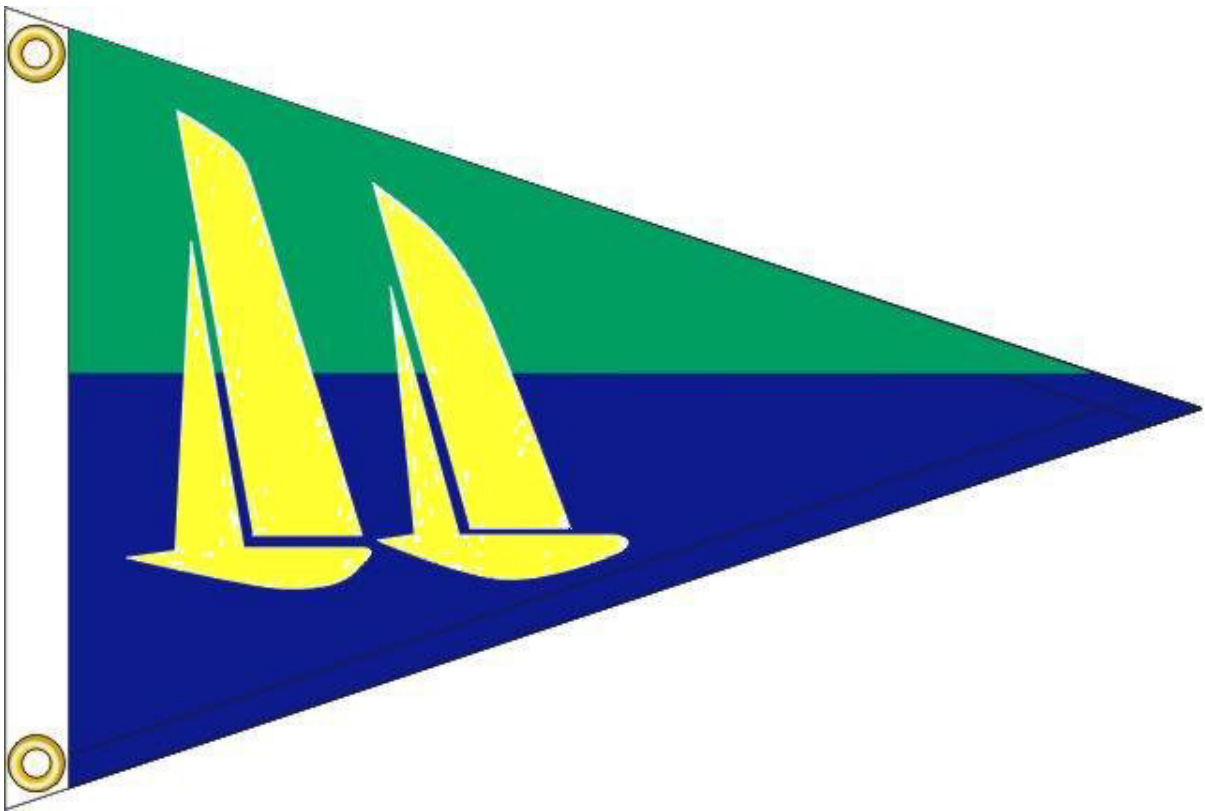


**Kingston Sailing Club  
By-Laws and Constitution  
2010**

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# **Article I**

## **Name**

**I.1** The name of this organization shall be the “Kingston Sailing Club.”

# **Article II**

## **Goals and Objectives**

**II.1** Toward the furtherance of the sport of sailing, the Kingston Sailing Club shall:

A. Promote and encourage the Corinthian spirit of racing [conducted in accordance with the US Sailing & ISAF rules and prescriptions] and cruising;

B. Promote and encourage sportsmanship, seamanship, appreciation of the sailing environment, and the non-polluting, recreational use of our local waters, specifically, the Hudson River and its tributaries; and

C. Serve the best interests of the membership of the Kingston Sailing Club and establish and maintain facilities for the use of its membership.

# **Article III**

## **Membership**

**III.1** The Kingston Sailing Club shall be composed of Active Memberships and Associate Memberships.

**III.2** Active Memberships shall be granted to sailing vessels rather than individuals. There shall be only one (1) Active Membership permitted per sailing vessel which is registered with and regularly participates in Kingston Sailing Club activities. The Active Membership must be in good standing to be afforded the privileges of the Kingston Sailing Club.

**III.3** An Active Membership shall include one or more Active Members. Active Members shall:

A. Be an adult, 21 years of age or older or, if between the ages of 16 and 21, demonstrate a proficiency in handling a sailing vessel;

B. Own or have an interest in ownership of a sailing vessel which is registered with and regularly participates in Kingston Sailing Club activities;

## **Article III**

### **Membership (continued)**

- III.3** C. Have use of and own Club facilities;
- D. Be eligible for awards;
- E. Be eligible to hold office subject to the limitations established in Section III.6 of this article; and
- F. Have voting rights subject to the limitations established in Section III.6 of this article.

**III.4** Associate Memberships shall be available to those individuals sympathetic with the goals and objectives of the Kingston Sailing Club but who do not own or have an interest in ownership of a sailing vessel, which is registered with and regularly participates in Kingston Sailing Club activities.

**III.5** Individuals holding an Associate Membership shall be referred to as Associate Members. Associate Members shall:

- A. Be in good standing to be afforded the privileges of the Kingston Sailing Club;
- B. Have use of and own Club facilities;
- C. Be eligible for awards;
- D. Be eligible to hold office subject to the limitations established in Section III.6 of this article; and
- E. Have voting rights subject to the limitations established in Section III.6 of this article.

**III.6** Active Memberships in good standing\* may cast a maximum of two (2) votes, regardless of the number of Active Members which constitute the Active Membership. Only that Active Member or those two (2) Active Members who are listed and whose signature(s) appear on the annual registration form are entitled to vote. Associate members in good standing, who are listed and whose signature(s) appear on the annual registration form may cast a single vote. Active Members are entitled to hold office, however, only that Active Member or those two (2) Active Members who are listed and whose signature(s) appear on the annual registration form are eligible to seek and hold office if so nominated and elected. Associate members are entitled to hold office. Those associate members who are listed and whose signature(s) appears on the annual registration form are eligible to seek and hold office if so nominated and elected.

## **Article III**

### **Membership (continued)**

\*The term “good standing” shall mean a membership which has satisfied its monetary obligations to the Kingston Sailing Club for the current year as stipulated under Article IX, Dues and Fees, herein set forth, and the membership has not been suspended or expelled.

**III.7** Applications for Active Membership and Associate Membership shall be submitted to the Treasurer of the Kingston Sailing Club and include the appropriate monetary obligations to the Kingston Sailing Club for the current year as stipulated under Article IX, Dues and Fees, herein set forth. An Active Membership or an Associate Membership shall be granted by the Treasurer of the Club upon receipt of the application and satisfaction of the monetary obligations.

**III.8** If the conduct of an Active Member or an Associate Member of the Kingston Sailing Club is in violation of this Constitution, or is such that it discredits or is prejudicial to the Club’s best interests, memberships in the Kingston Sailing Club may be suspended for thirty (30) days by a simple majority vote of the Board of Directors at a regularly scheduled meeting of said Board. If a hearing has been requested by the subject member, membership may be reinstated or further suspended or terminated, as recommended by the Board of Directors, by a simple majority vote of a quorum of the Active Memberships in attendance at a regularly scheduled Club meeting. Should a terminated member have a monetary interest in the Kingston Sailing Club, reimbursement shall be made equal to the actual amount invested by the subject member, discounting dues, interest and/or appreciation.

**III.9** A membership in good standing may resign from the Kingston Sailing Club upon written notification to the Treasurer of the Club. There will be no refund of dues and/or fees.

## **Article IV**

### **Officers and Board of Directors**

**IV.1** The Officers of the Kingston Sailing Club shall be as follows:

- A. Commodore;
- B. Vice Commodore;
- C. Rear Commodore;
- D. Secretary;
- E. Treasurer;
- F. Race Committee Chairperson; and
- G. Cruise Committee Chairperson.

**IV.2** The Board of Directors (BoD) of the Kingston Sailing Club shall consist of the Officers of the Club, namely: the Commodore, the Vice Commodore, the Rear Commodore, the Secretary, the Treasurer, the Race Committee Chairperson, the Cruise Committee Chairperson, and the immediate Past Commodore.

## **Article IV**

### **Officers and Board of Directors (continued)**

**IV.3** The term of office of the elected Officers of the Kingston Sailing Club, as delineated in Section IV.1 of this article, shall be one (1) year. Officers shall not serve more than three (3) terms in any one office. The election of officers shall be held at the annual meeting of the general membership, to be held in November of each year, at which time the newly elected Officers shall take office. In the event that an Officer of the Kingston Sailing Club were to sell his or her boat and not immediately purchase another boat, said Officer shall be permitted to serve the remainder of his/her current term. If an Officer vacancy occurs during a term of office the Commodore, with the approval of a majority of the Board of Directors, may appoint an Active member in good standing to fill that vacancy until the election of Officers at the next annual meeting. An Officer appointed in this manner who is subsequently elected at the next annual meeting would be allowed to serve up to three (3) terms of that office starting with his or her election.

**IV.4** The Commodore shall preside at all meetings of the KSC and of the Board of Directors. The Commodore shall appoint all committees, except the Race Committee and Cruise Committee Chairpersons, shall serve as a member ex-officio of these committees, and shall fulfill the responsibilities assigned by this Constitution and by the BoD.

**IV.5** During the absence or temporary incapacity of the Commodore, the Vice Commodore shall perform the duties and have the powers of the Commodore. The Vice Commodore shall be the Chairperson of the Special Events Committee and shall appoint such other members as deemed necessary. The Vice Commodore, in association with the Chairs of the Race Committee and the Cruise Committee, shall be responsible for preparing the annual Calendar-of-Events. The Calendar-of-Events shall be prepared in sufficient time to allow its posting on the Club's website prior to the end of the second week in the month of March.

**IV.6** During the absence or temporary incapacity of both the Commodore and the Vice Commodore, the Rear Commodore shall perform the duties and have the powers of the Commodore. The Rear Commodore shall be the Chairperson of the Facilities Committee and shall appoint such other members as deemed necessary. The Rear Commodore shall be responsible for the facilities and property of the KSC and maintain an inventory of the Club's property.

**IV.7** The Secretary shall keep the minutes of all meetings of the KSC or the BoD; shall keep custody of all records and proceedings of the KSC; and shall conduct the correspondence of the KSC, including all notifications and the preparation of the Club's Newsletter.

## **Article IV**

### **Officers and Board of Directors (continued)**

**IV.8** The Treasurer shall collect all monies due the KSC; keep an accurate account of the finances of the KSC on the books of the Club; render a written account of the KSC's finances at each meeting of the Club or the BoD or as otherwise directed by the BoD; shall promptly deposit KSC funds in a depository as approved by the BoD; shall dispense funds of the KSC under the direction of the BoD; shall prepare an annual budget and audit for presentation to the general membership at the annual meeting; shall be Chairperson of the Membership Committee and shall appoint such other members as deemed necessary; shall maintain an accurate membership roster; and shall process applications for Active Membership in the KSC and register applications for Associate Membership.

**IV.9** The Race Committee Chairperson shall prepare the race schedule and notice of race; obtain race permits; prepare the racing instructions; provide for all the necessary organization, conduct, and preparation and review of results of KSC races, race series, and special regattas, including interclub; organize race clinics and rules seminars; and establish KSC race awards and/or trophies and provide a methodology for determining and determine race award winners. KSC race awards and/or trophies shall be presented to the appropriate race winners of the Spring Series and related regattas and for the Fall Series and related regattas, at the annual meeting of the general membership which shall be held in November of each year.

**IV.10** The Cruise Committee Chairperson shall prepare the cruise schedule; prepare the cruising instructions; provide for all the necessary organization, conduct, reservations and preparation of articles of interest regarding KSC cruises; and establish KSC cruise award categories and provide a methodology for determining and determine award winners. KSC cruise awards shall be presented to the appropriate winners at the annual meeting of the general membership which shall be held in November of each year.

**IV.11** The BoD shall convene prior to regularly scheduled KSC meetings and on the first Wednesday of each month, excepting December and January, or as otherwise necessary. The BoD shall:

A. Serve in the best interests of the KSC and formulate policy to advance the Club's goals and objectives as delineated in Article II of this Constitution;

B. Have general control of all KSC property;

C. Promulgate rules and affix penalties;

D. Audit the accounts of the Treasurer; and

E. Have the power to suspend any membership for violation of the KSC's constitution, but no membership shall be suspended for more than thirty (30) days without a hearing.

## **Article IV**

### **Officers and Board of Directors (continued)**

**IV.12** The BoD shall not vote on any issue unless a quorum of the BoD members is present at a scheduled meeting of the KSC or a scheduled meeting of the BoD. A simple majority of the quorum is necessary to pass or approve any rule, resolution, or motion.

## **Article V**

### **Committees**

**V.1** The Committees of the Kingston Sailing Club shall be as follows:

- A. Race Committee;
- B. PHRF Committee;
- C. Protest Committee;
- D. Cruise Committee;
- E. By-Laws and Constitution Committee;
- F. Membership Committee;
- G. Special Events Committee;
- H. Facilities Committee; and
- I. Nominations Committee.

**V.2** The Race and Cruise Committees shall be chaired by the respective Officer of the KSC; the Membership Committee shall be chaired by the Treasurer of the Club; the Special Events Committee shall be chaired by the Vice Commodore of the Club; and the Facilities Committee shall be chaired by the Rear Commodore of the Club.

**V.3** The Commodore shall appoint an eligible Active Member in good standing as the chair for the PHRF Committee; as the chair for the Protest Committee; as the chair for the By-Laws and Constitution Committee; as the chair for the Nominations Committee; and as the chair for other committees as deemed necessary. The PHRF Committee and the Protest Committee shall be comprised of three (3) members, including the Chair.

**V.4** The term of office for all committee chairs and members shall coincide with the one (1) year term of office designated for the Officers of the KSC.

## **Article VI**

### **Quorums**

**VI.1** A quorum of the BoD shall be comprised of five (5) BoD members.

**VI.2** A quorum of the active memberships shall be comprised of fifty (50) percent of the Active Memberships in good standing.



## **Article VII**

### **Nominations and Elections**

**VII.1** The Nomination Committee of the KSC shall determine a slate of Officers and the slate shall be prepared in sufficient time for posting on the club's website no later than thirty (30) days prior to the November meeting of the general membership.

**VII.2** The election of Officers shall be held at the November meeting of the general membership of the KSC to be held each year.

**VII.3** Nominations, if seconded, will be accepted from the floor.

**VII.4** The Officers of the KSC shall be elected by a simple majority vote of a quorum of the Active Membership in attendance at the annual meeting of the general membership of the KSC to be held in November of each year.

**VII.5** The Active Membership of the KSC may, with a petition signed by at least one-half of the Active Memberships in good standing, call a special election as a recall measure. The BoD may also call a special election.

## **Article VIII**

### **Meetings**

**VIII.1** The annual meeting of the general membership of the KSC shall be held in November of each year. A Spring meeting of the general membership of the KSC shall be held in April of each year. Additional meetings of the general membership may be scheduled during the course of the year.

**VIII.2** Special meetings of the Active Memberships may be held at any time upon the call of the Commodore or a majority of the BoD. The Commodore or a majority of the BoD may call a special meeting of the BoD.

**VIII.3** In order to pass or approve any rule, resolution, motion or business, a simple majority vote of a quorum of the Active Membership in attendance at the scheduled meeting will be required.

## **Article VIII**

### **Meetings(continued)**

**VIII.4** The order of business to be observed at scheduled meetings is as follows:

- A. Officers roll call;
- B. Minutes;
- C. Financial Report;
- D. Committee report (s);
- E. Communication(s);
- F. Unfinished business;
- G. Election of Officers (at annual meeting); and
- H. New business.

**VIII.5** Roberts Rules of Order shall govern parliamentary procedure.

## **Article IX**

### **Dues and Fees**

**IX.1** The fiscal year of the KSC shall be the calendar year.

**IX.2** A Schedule-of-Dues shall be prepared by the Treasurer for Active Membership and Associate Membership categories; shall be established based on budgetary requirements; and shall have approval of the BoD at their March meeting. In addition to dues, Active Memberships shall be responsible, on a pro-rata basis, for emergency, unexpected or unbudgeted fees, provided they are first approved for payments by a simple majority of a quorum of the Active Memberships in attendance at a regularly scheduled meeting of the KSC. Associate Memberships shall only be responsible for their dues.

**IX.3** The amount of dues, fees and the approval of the budget shall be established by a simple majority vote of a quorum of the Active Memberships in attendance at the Spring meeting held in April of each year.

**IX.4** The approved Schedule-of-Dues shall be posted on the club's website no later than thirty (30) days prior to the Spring meeting. The Schedule-of-Dues shall apply only to the fiscal year of its approval.

**IX.5** Any membership failing to pay dues will not be permitted to participate in any of the Club's activities. If a new member joins the KSC after June 30 of the year, they will only be required to pay one half the amount of the dues and/or fees in effect for that year.

**IX.6** A membership which has been terminated due to non-payment of dues may apply to the BoD and with payment of current arrears and approval of the Board, be reinstated.

## **Article X**

### **Club Facilities**

**X.1** The Rear Commodore shall be assigned the responsibility for administering and maintaining the facilities or property of the KSC.

## **Article XI**

### **Website & Newsletter**

**XI.1** KSC shall communicate with its members via e-mail and its Internet website, which shall be maintained by a member of the BoD or an Active Member, designated by the BoD. Notices concerning upcoming social and racing events as well as race results shall be posted on the website and also communicated by e-mail to the membership.

**XI.2** A Newsletter may also be published and posted on the website from time to time, as designated by the BoD.

## **Article XII**

### **Amendments**

**XII.1** These By-Laws and Constitution of the Kingston Sailing Club may be amended by a motion and approval of same by a simple majority vote of a quorum of the Board of Directors at a regularly scheduled meeting; publication of the pending amendment on the club's website; and approval of the amendment by a simple majority vote of a quorum of the Active Memberships in attendance at a regularly scheduled meeting. An amendment may also be made by a petition signed by at least one-half of the Active Memberships in good standing, or by a motion from the floor, seconded, and approved by a simple majority vote of a quorum of the Active Memberships in attendance at a regularly scheduled meeting.