

TORREY PINES SAILING CLUB
BY-LAWS

ARTICLE I: NAME

The name of the Club shall be Torrey Pines Sailing Club, hereinafter called the CLUB.

The CLUB has been registered in the state of California as a Domestic Nonprofit Corporation No. C0541769 since 1968 and was given IRS tax exemption in May, 1970, under Internal Revenue Code Section 501 (c) (4).

Note: Sailing Club dues are not tax-deductible as a charitable contribution.

ARTICLE II: OBJECT

To provide CLUB members with boats and equipment at reasonable rates for recreational sailing, to promote interest in sailing, and to instruct members in the techniques and customs of sailing.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility

All members of the affiliated General Atomics Employee Recreation Association (GA-ERA) Sailing Club are eligible for Flag Membership. Other persons 18 years of age and over may become Flag Members subject to acceptance by CLUB Membership Committee. Spouses and dependent children of Flag Members may become Associate members.

Section 2. Membership Status

A Flag Member in good standing is one who has applied for membership, has been accepted, passed the CLUB sailing course, is current in all financial and other obligations to the CLUB and has not had membership privileges suspended or revoked.

An Associate Member is a member in good standing as above, but whose eligibility for office and voting rights are limited as stated in these By-Laws.

All members shall inform the TREASURER of changes in their home address, e-mail, and phone number(s) at which they may be contacted. A member whose current home address, e-mail, and phone number are not on record with the TREASURER is not in good standing. A member who fails to respond within thirty days when a CLUB officer has attempted to contact him/her is not in good standing. A member not in good standing may not sail, vote, or hold office.

ARTICLE IV: CLUB OFFICERS

Section 1. Eligibility

All elective officers shall be Flag Members.

Section 2. Term of Office

Elective officers shall hold office for one calendar year or until successors are elected.

Section 3. Governing Body

The governing body of the CLUB shall be vested in a BOARD OF DIRECTORS consisting of a COMMODORE, VICE-COMMODORE, SECRETARY, TREASURER, and three elected DIRECTORS-AT-LARGE and PAST COMMODORE.

Section 4. Responsibilities

The BOARD OF DIRECTORS shall have the following responsibilities:

- a. Formulation of CLUB policies and operating procedures.
- b. Formulation of a CLUB budget, which shall be presented to the membership during the first quarter of each year.
- c. Enforcement of By-Laws and Standing Rules including the power to suspend or revoke membership privileges for cause.
- d. Approval of major financial transactions, including debt incurrence.

- e. Full control of all CLUB property.

Section 5. Duties of the Commodore

It shall be the duty of the COMMODORE to oversee the operation of the CLUB, to preside at meetings, to enforce the By-Laws and Standing Rules of the CLUB, and to provide for the general welfare of the CLUB. The COMMODORE shall appoint standing committee chairperson with the consent of the BOARD OF DIRECTORS and shall appoint other committee chairperson as from time to time may be deemed necessary or required. The COMMODORE shall serve as ex-officio member of all committees.

Section 6. Duties of the Vice-Commodore

It shall be the duty of the VICE-COMMODORE to assist the COMMODORE in the discharge of his/her duties and to officiate in his/her absence. He/she shall be responsible for review and revising as necessary all CLUB By-Laws, Standing Rules and Operating Procedures. He/she will succeed to the office of COMMODORE to complete that term of office in the event of a vacancy of that office.

Section 7. Duties of the Secretary

It shall be the duty of the SECRETARY to keep the minutes of general and special business meetings and meetings of the BOARD OF DIRECTORS, and to have custody of all reports and documents connected with the proceedings of the CLUB, and all communications between the CLUB and any outside body or person.

Section 8. Duties of the Treasurer

It shall be the duty of the TREASURER to supervise, collect and disburse funds; to maintain records of the financial position of the CLUB; to maintain records of CLUB members; to maintain the CLUB bank accounts and loans; to keep title papers (pink slips) and registrations for all CLUB boats; to pay Marina rent, boat registration, and boat insurance; to prepare and file Federal and State Income Tax returns as required by law; to file biannual Statement of Information for Domestic Nonprofit Corporations with the California Secretary of State; and to render reports at general meetings and at meetings of the BOARD OF DIRECTORS. At least once annually, when directed by the COMMODORE, the TREASURER shall submit the CLUB financial records for audit.

Section 9. Duties of the Directors-At-Large

It shall be the duty of the DIRECTORS-AT-LARGE to assist the officers in the discharge of their duties and to represent the CLUB membership at the meetings of the BOARD OF DIRECTORS.

Section 10. Duties of the Past Commodore

It shall be the duty of the PAST COMMODORE to attend BOARD OF DIRECTORS meetings during the year following his/her term as COMMODORE in order to provide continuity with the previous administration. He/she shall serve as an alternate member of the BOARD OF DIRECTORS, entitled to one vote at any meeting when one or more DIRECTORS are absent.

ARTICLE V: ELECTIONS

Section 1. Nominating Committee

The COMMODORE shall appoint a nominating committee chairperson who will select candidates for elective offices.

Section 2. Election of Officers

The officers shall be elected either by a majority of those Flag Members present and voting at the annual general meeting, or through ballots mailed to each Flag Member not less than one month before the annual general meeting. In the event that no candidate for a particular office receives a majority, there shall be a runoff between the two candidates receiving the highest number of votes.

Section 3. Election of the Directors-At-Large

The three DIRECTORS shall be elected either by a majority of those Flag Members present and voting at the annual general meeting, or through ballots mailed to each Flag Member not less than one month before the annual general meeting. The three candidates receiving the highest number of votes, with each Flag Member voting for three candidates, shall be the DIRECTORS-AT-LARGE.

Section 4. Vacancies

Vacancies in the BOARD OF DIRECTORS, excepting the office of COMMODORE, may be filled for the remaining term of office by appointment by the COMMODORE and approval by the majority of the remaining CLUB officers on the BOARD OF DIRECTORS. A position on the BOARD OF DIRECTORS shall be considered vacant: (1) if a CLUB officer fails to attend three consecutive meetings, (2) if a CLUB officer fails to attend two consecutive Board meetings without notifying another CLUB officer of the expected absence, or (3) if a CLUB officer submits a written resignation from the Board to another CLUB officer.

ARTICLE VI: MEETINGS

Section 1. Annual General Membership Meeting

There shall be an annual general CLUB meeting. The date, time and place shall be announced in a newsletter to the Membership not less than one week prior to the meeting. This announcement shall be deemed sufficient notification. The Flag Members present at the meeting shall constitute a quorum.

Section 2. Special Membership Meetings

Special meetings of the CLUB may be called at any time by the BOARD OF DIRECTORS, or upon written request of twenty percent (20%) of the Flag Members. The CLUB SECRETARY shall make every reasonable effort to notify all Flag Members of the time, place and the purpose of such meetings not less than 24 hours before the meeting.

Section 3. Board Meetings

Meetings of the BOARD OF DIRECTORS may be called at any time by the COMMODORE, or by three board members. Four board members shall constitute a quorum at such meetings. Issues arising during the meeting shall be resolved in favor of the majority present and voting, each Board Member having one (1) vote. The formal actions taken by the DIRECTORS shall be recorded by the SECRETARY or a DIRECTOR acting as secretary. All minutes of these meetings shall be available to any Flag Member upon request.

Section 4. Voting Rights

The privileges of voting on all CLUB matters shall be restricted to Flag Members in GOOD STANDING. Voting shall be accomplished while in attendance at meetings for all matters which do not require prior notification to adopt. For elections or By-Laws amendment, voting shall be accomplished while in attendance at meetings or by ballot.

ARTICLE VII: MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Membership rights and responsibilities, including liability for boat damage, dues, and general assessments shall be as stated in the CLUB Standing Rules.

ARTICLE VIII: AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be adopted with a two-thirds vote of the Flag Members voting following publication of the proposed amendment. Amendments may be originated by the BOARD OF DIRECTORS or by a petition of twenty percent (20%) of the Membership. No amendment shall be in effect until the complete text of the amendment as adopted has been published.

ARTICLE IX: DISPOSAL OF ASSETS

The CLUB may be dissolved by a vote of two-thirds of the BOARD OF DIRECTORS. In the event of dissolution of the CLUB, all funds and other assets remaining after payment of debts and obligations shall be distributed to any organization qualifying as a charitable organization as defined in Section 501 (c) (3 or 4) of the Internal Revenue Code.