

# *Toledo Sailing Club Constitution*



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# THE TOLEDO SAILING CLUB

## Amended Constitution

### ARTICLE I - NAME OF CLUB

The name of this corporation founded in 1942 shall be "The Toledo Sailing Club."

### ARTICLE II - PURPOSE

The object of this Club shall be to promote yachting, power boating, sailing and other aquatic activities while cultivating and maintaining sociability and good fellowship among its members and guests.

### ARTICLE III - INSIGNIA

The insignia of this Club shall be a ship's wheel, in the center of which shall be located a triangle with a border of blue surrounding a white field with the letters TSC centered therein.

### ARTICLE IV - MEMBERSHIP

**Section 1** - There shall be eight (8) classes of membership in the Club: Active, Provisional, Spousal, Out-of-State, Affiliated, Honorary, Life and Widow(er).

- a. Active and Provisional members shall have full rights of membership, except as otherwise expressly provided herein. Provisional membership is granted to members who have met the requirements of the application process as provided in the Bylaws, but whom have not been elected to Active membership. Active and Provisional members only shall have voting privileges. Active members only shall be entitled to hold Club offices.
- b. The spouse of an Active, Provisional or Honorary member shall, without further action by the Club, be a Spousal member. Such person shall not be deemed to be an Active member but shall have the rights of an Active member with respect to use of the club house, grounds, alcohol related services and participation at social events. Such person's Spousal membership shall automatically cease upon the resignation or termination of the membership of his or her Active or Provisional member's membership or upon the divorce or dissolution of marriage of the Spousal member and his or her spouse. Anything contained herein to the contrary notwithstanding, a Spousal member may be suspended or expelled for just cause.
- c. Out-of-State membership is granted to members who have met the requirements of the application process as provided in the Bylaws and is eligible to Active or previous Toledo Sailing Club members in good standing. Such person must live outside a 500 mile radius from the Club for a minimum of six (6) months each year. If these requirements are not met at all times, the Out-of-State membership may be revoked after review by the Board of Directors. An Out-of-State

## ARTICLE IV – MEMBERSHIP (cont.)

member shall not be deemed to be an Active member but shall have the rights of an Active member with respect to use of the clubhouse, grounds, alcohol services, participation at social events and AYC/ILYA privileges. Out-of-State members shall not have voting rights, shall not be permitted to be a dock holder and will be exempt from all work hours and assessments. Active members moving to Out-of-State membership shall have their seniority held at its current level until such time they transfer back to Active membership. Previous members coming into Out-of-State membership will not accumulate seniority. Anything contained herein to the contrary notwithstanding, an Out-of-State member may be suspended or expelled for just cause.

- d. A member in good standing of an Affiliated Yacht Club or of an *Inter-Lake Yachting Association* shall, without further action by the Club, be an Affiliated member. Such membership shall be confirmed by presentation of a current and valid membership card issued by an AYC or *I-LYA* Club. Such person shall not be deemed to be an Active member. Anything contained herein to the contrary notwithstanding, an Affiliated member may be suspended or expelled for just cause.
- e. A person may be elected to Honorary membership upon board approval and by the unanimous vote of the members present at a general meeting of active members. An Honorary member shall be exempt from payment of dues and all assessments. An Honorary member shall not be deemed to be an Active member but shall have the rights of an Active member with respect to use of the club house, grounds, alcohol related services and participation at social events. Anything contained herein to the contrary notwithstanding, an Honorary member may be suspended or expelled for just cause.
- f. Life memberships may be granted when approved by a majority vote of all Active members upon payment of the fee stipulated in the Bylaws. A Life member shall have the status of an Active member but shall be exempt from payment of further dues and assessments. Anything contained herein to the contrary notwithstanding, a Life member may be suspended or expelled for just cause.
- g. Upon the death of an Active or Provisional member, the spouse of said member may retain all privileges extended to such Active or Provisional member prior to his or her death as a Widow or Widower's member by applying in writing to the Board of Directors. No fees or obligations will be incurred by said applicant for the unexpired membership of the deceased spouse. Subsequently, an annual fee stipulated in the Bylaws will be required to maintain said Widow's or Widower's membership. No other fees or obligations are incurred by said widow or widower member. A Widow or Widower membership shall terminate upon the remarriage of the widow or widower member. A widow or widower member shall not be deemed to be an active member. Anything contained herein to the contrary notwithstanding, a Widow or Widower's member may be suspended or expelled for just cause. A widow or widower may during the remaining time or within 6 months of the death of their spouse of their spouses' paid membership apply to become an Active Member by presenting to the Membership Committee a completed application along with any outstanding dues or

## **ARTICLE IV – MEMBERSHIP (cont.)**

assessments, no initiation fee required. Seniority of the deceased spouse will transfer to the applicant for the period they were members and married. This includes dock seniority.

**Section 2** - Any person 21 years of age and of good moral character shall be eligible for membership in the Club.

**Section 3** - All applicants for Active or Provisional membership shall complete truthfully and sign an application as provided in the Bylaws.

**Section 4** - Those elected to active membership shall remain Active members until death or until they withdraw or have been suspended or expelled. They shall pay all dues and assessments prescribed and levied and shall be entitled to all the benefits and privileges of the Club.

## **ARTICLE V - ELECTED OFFICERS**

**Section 1** - The Club shall have the following officers:

Commodore  
Vice-Commodore  
Rear-Commodore  
Financial Secretary  
Recording Secretary  
Treasurer

**Section 2** - All officers enumerated in Section 1 of this Article shall be elected by a vote of a majority of the active members attending a regular or special meeting, duly called, at which a quorum is present. All officers shall be elected to one-year terms except when elected to fill a vacancy in mid-term, in which case the officer so elected shall serve only the unexpired term.

**Section 3** - All officers shall serve at the pleasure of the Club and may be recalled upon the *affirmative* vote of a majority of members attending a meeting of the active membership at which quorum is present, provided notice of such recall vote is given to all members at least two (2) weeks prior to the meeting at which such vote is to be taken.

**Section 4** - Any officer desiring to resign must submit written resignation to the Board of Directors who may accept or reject such resignation; provided, however, that acceptance of such resignation shall not be unreasonably withheld.

## **ARTICLE VI - DUTIES OF OFFICERS**

**Section 1** - The Commodore shall preside at the *regular (general)* meetings of the Club, enforce the rules and regulations of the Club, represent either in person or by his delegate, the Club at non-Club functions and perform the other duties generally associated with the office, including those set forth in Article V hereof. In his sole discretion, he may also appoint the following to serve at his pleasure:

## ARTICLE VI - DUTIES OF OFFICERS (cont.)

Fleet Captain (power)  
Fleet Captain (sail)  
Fleet Surgeon  
Sail and powerboat measurers  
Parliamentarian  
Sergeant-at-Arms  
Delegate and Alternate to ILYA  
Delegates and Alternates to AYC  
Safety Officer  
Work Hour Committee Chairman  
Assistant Recording Secretary

The Commodore may also appoint any special committee or officer as he, in his sole discretion, deems appropriate.

**Section 2** - The Vice-Commodore shall assist the Commodore in the discharge of his duties, officiate in his absence and serve as Membership Chairman. He shall also be responsible in conjunction with the Financial Secretary, to maintain a roster of active members in good standing. He shall also be responsible for recording and reporting the status of work hours of provisional members. He shall notify each applicant for membership of his acceptance or rejection. If accepted, the Vice Commodore, and the primary sponsor for the applicant will conduct an orientation meeting at the Club with the accepted applicant. Orientation will include reviewing the club's policies, house rules, dock rules, and provisional membership requirements including work hours. The Vice Commodore will provide a current copy of the Constitution, By Laws, and Club roster to the accepted applicant.

**Section 3** - The Rear Commodore shall assist the Commodore and the Vice-Commodore, officiate in their absence and serve as Entertainment Chairman.

**Section 4** - The Financial Secretary shall maintain a current roster of all members, together with information regarding membership seniority and shall deposit all monies received in the name of "The Toledo Sailing Club." He shall report all collections at each regular meeting and shall, at the end of the fiscal year, submit a detailed report of all receipts and a roster of all members in good standing and arrears to the Board of Directors and the membership. At the end of his term or renewal thereof, he shall turn over all books and records in good order to the Club or his successor, as the Chairman of the Board of Directors may direct.

**Section 5** - The Recording Secretary shall keep the minutes of the regular and special meetings of the Club and shall carry on the official correspondence. He shall notify the membership of all special meetings. He shall keep on file all records, documents, reports, and communications pertaining to the Club (unless otherwise delegated by the Board of Directors) and shall, at the end of term or renewal thereof, turn over these records to the Club or his successor.

**Section 6** - All bills authorized for payment that are paid by check will be signed by the Treasurer and Financial Secretary. Treasurer and Financial Secretary shall be signors on all club accounts.

## **ARTICLE VII - BOARD OF DIRECTORS**

**Section 1** - The Board of Directors shall consist of nine (9) individuals elected from the roster of active members and the immediate Past Commodore, each of whom shall have the right to vote on all matters brought before the Board. No officer of the Club, as set forth in Article 5, Section 1, shall simultaneously serve as a Board member.

**Section 2** - Board members shall be elected by a vote of a majority of active members attending a regular or special meeting duly called, at which a quorum is present to three-year terms with three (3) elected each year.

**Section 3** - The Board shall elect a Chairman, Vice-Chairman, and a Secretary at its first meeting following election.

**Section 4** - A majority of the Board members shall constitute a quorum. Should a member resign or be removed from the Board, the vacancy shall be filled by election at the next regular or special meeting of the membership.

**Section 5** - The Board of Directors, subject to special action by the membership, shall have the power and authority conferred upon the Board of Trustees of a not-for-profit corporation by the laws of the State of Ohio. Subject to the terms hereof, they shall have entire authority in the day-to-day management of the Club and its property and, except as set forth in Article 6, *Section 6*, shall have general control of its finances.

**Section 6** - The Board of Directors shall not involve the Club in any contract for a term longer than one (1) year unless so authorized by the majority of members present at a regular or special meeting.

**Section 7** - The Board shall meet regularly on the first Tuesday of each month or at the call of the Commodore or any member of the Board. All Board members must be notified 24 hours in advance of a special meeting.

**Section 8** - All Board members shall serve at the pleasure of the Club and may be recalled upon the affirmative vote of a majority of members attending a meeting of the active membership at which a quorum is present, provided notice of such recall vote is given to all members at least two (2) weeks prior to the meeting at which such vote is to be taken.

**Section 9** - Any Board member desiring to resign must submit written resignation to the Board of Directors who may accept or reject such resignation; provided, however, that acceptance of such resignation shall not be unreasonably withheld.

**Section 10** - The Board of Directors shall maintain cash reserves in accounts managed by the Treasurer in the amount of **\$100,000** or 10% of the prior year property tax appraisal whichever is greater. The cash reserves may only be used to cover catastrophic, and non-budgeted expenditures in excess of \$10,000 upon approval of the Board of Directors, and a 2/3 vote of the membership.

## **ARTICLE VIII - STANDING COMMITTEES**

**Section 1** - The House Committee shall consist of one or more members appointed by the Board of Directors for one-year terms. The Committee shall be responsible for the posting of House Rules and the general maintenance of the Club House. Committee members may be appointed to succeed themselves.

**Section 2** - The Grounds Committee shall consist of one or more members appointed by the Board of Directors for one-year terms. The Committee shall be responsible for the general maintenance of the Club grounds. Committee members may be appointed to succeed themselves.

**Section 3** - The Planning and Maintenance Committee shall consist of a Chairman and four (4) other members, appointed by the Board of Directors for one-year terms. The Committee shall be responsible for the planning and implementation of major repairs and general repairs to the house and grounds, as approved by the general membership. Committee members may be appointed to succeed themselves.

**Section 4** - The Dock Committee shall consist of a Dockmaster, a Harbormaster and up to three (3) other members appointed by the Board of Directors. All Dock Committee members shall be appointed to serve one-year terms. The Committee will have full responsibility for docks and moorings belonging to the Club. It will supervise all construction and labor pertaining to the dock space. The Committee shall formulate and post all rules and regulations concerning the docks, and it shall be responsible for assuring compliance with the Bylaws. In addition to their other duties as members of the Dock Committee, the Harbor-master shall maintain an accurate record of dock seniority matters and dock assignments and in-season maintenance of the docks, and the Dockmaster shall be responsible for the construction, installation, removal and storage of all docks. Committee members may be appointed to succeed themselves.

**Section 5** - The Membership Committee shall consist of the Vice-Commodore and up to two (2) active members appointed by him at his sole discretion for one-year terms. It shall investigate each applicant in his or her home, obtain AYC standing, and report its recommendations to the Board of Directors. Committee members may be appointed to succeed themselves.

**Section 6** - The Entertainment Committee shall be appointed by, and have as its chairman, the Rear Commodore who shall prepare, with the approval of the Commodore, a program of activities for the year. The Rear Commodore shall be empowered to delegate authority and to make appointments he deems necessary for the furtherance of that program. He must keep records and maintain a checking account for entertainment expense and for further auditing. These records will be available to the Board at the regular Board meetings. Committee members may be appointed to succeed themselves.

**Section 7** - The Regatta Committee shall consist of a Chairman and several members appointed by the Commodore for one-year terms. It shall be responsible for all activities during scheduled regattas. Committee members may be appointed to succeed themselves.

**Section 8** - The Auditing Committee shall consist of a Chairman and two (2) members appointed by the Board of Directors for one-year terms. It shall regularly review all accounts and books of the Club and the Bar, and shall make reports to the Board of Directors or general membership as so



## **ARTICLE VIII - STANDING COMMITTEES (cont.)**

ordered by the Board of Directors but in no event less frequently than on a quarterly basis. Committee members may be appointed to succeed themselves.

**Section 9** - The Nominating Committee shall consist of a Chairman and four (4) other members appointed by the Commodore for one-year terms. At the regular meeting immediately preceding the annual meeting the Committee shall present to the membership the names of one or more nominees, whom the Committee have found to be qualified, for each elective office. The Committee shall ascertain the willingness of the nominee to serve if elected. Committee members may be appointed to succeed themselves.

**Section 10** - The Constitution Committee shall consist of a Chairman and up to two (2) members appointed by the Board of Directors for one-year terms. It shall regularly review the Constitution and Bylaws, recommend changes to same, maintain a current, true and official copy of the Constitution and Bylaws and prepare, as necessary, complete copies for distribution to the general membership. In addition, the Constitution Committee shall consult, upon request, with any member regarding the language of any proposed amendment to the Constitution or Bylaws. Committee members may be appointed to succeed themselves.

**Section 11** - The Sailfun Committee shall consist of up to three (3) members appointed by the Board of Directors. It shall be responsible for the planning and operation of any youth and adult sailing programs undertaken by the Club (other than the regattas administered by the Regatta Committee), the acquisition, maintenance, repair, replacement, commissioning, decommissioning and storage of Club boats and related equipment. Sailfun finances shall be subject to the control of the Board of Directors; provided, however, such finances shall, unless otherwise approved by the affirmative vote of a majority of members attending a meeting of the active membership at which a quorum is present, be used only to facilitate the fulfillment of the duties of the Sailfun Committee. Committee members may be appointed to succeed themselves.

**Section 12** - The Capital Improvements Committee shall consist of a Chairman and two (2) or more members appointed by the Board of Directors for one-year terms. The Committee shall be responsible for the long term planning of major improvements of all club facilities and grounds. This committee shall work in partnership with the planning and maintenance committee on implementation of major improvements approved by the general membership. Committee members may be appointed to succeed themselves.

## **ARTICLE IX - OPERATION OF THE BAR**

**Section 1** - Subject to the laws, rules and regulations of the State of Ohio, the Club shall maintain and operate a Bar for the purpose of providing service to the membership of the Club.

**Section 2** - The Board of Directors shall oversee the management and finances of the Bar and shall appoint one or more Bar Managers who shall serve at the pleasure of the Board of Directors and who shall have the responsibility of conducting the regular operations of the Bar in a manner serving the best interests of the Club, subject to the consent of the Board of Directors.

## **ARTICLE IX - OPERATION OF THE BAR (cont.)**

**Section 3** - The Bar Manager(s) shall:

- a. Order all merchandise and supplies necessary for efficient operation of the Bar.
- b. Receive and account for all receipts resulting from all bar operations.
- c. Maintain a petty cash fund sufficient for change and other contingencies and in accordance with the directives of the Board of Directors.
- d. Pay C.O.D. bills by cash, provided the cash is replaced by a receipted bill.
- e. Deposit all cash received in an authorized checking account in the name of "TSC Special Account."
- f. Sign checks and pay all bills, other than C.O.D., by check when due.
- g. Submit to the Board of Directors and General Membership interim monthly reports as to all bar-related receipts and expenditures.
- h. Submit to the Club annually a detailed report of all receipts and expenditures.

**Section 4** - The Bar Manager(s) shall have the authority to appoint any active member to assist in the performance of his or their duties, but shall be solely responsible for the actions of such assistant.

**Section 5** - The TSC Treasurer will pay all State Sales Tax relating to the Bar. After State sales taxes are paid on behalf of the bar, the Treasurer and bar manager or managers will determine if a surplus in excess of normal bar operations exists. The Treasurer will deliver to the Financial Secretary for deposit in "The Toledo Sailing Club" account a check in the amount of the surplus.

## **ARTICLE X - BONDING**

**Section 1** - The Commodore, Vice-Commodore, Rear Commodore, Financial Secretary, Treasurer and Bar Manager (or Bar Managers) shall, at the expense of the Club, be bonded in an amount necessary to adequately protect the Club and its assets from any acts of infidelity by said officers or officials.

## **ARTICLE XI - AUXILIARY**

**Section 1** - The spouses of members shall be authorized to organize an auxiliary unit of the Club, and it shall be recognized as such upon approval by the Board of Directors of its Constitution and Bylaws.

**Section 2** - The purposes, objectives, and programs of the Auxiliary must be beneficial to the Club.

**Section 3** - The Auxiliary shall not place the Club in debt.

## **ARTICLE XI – AUXILIARY (cont.)**

**Section 4** - Any action taken by the Auxiliary involving the Club, its programs, or its facilities must be approved by the Board of Directors.

**Section 5** - Should the existence of the Auxiliary, for any reason, become detrimental to the best interests of the Club, it may be ordered dissolved by a majority of active members present at a duly called regular or special Club meeting at which a quorum is present.

## **ARTICLE XII - BLUE GAVEL**

**Section 1** - The past Commodores of the Club shall be authorized to organize the Toledo Sailing Club Chapter of Blue Gavel, which shall be recognized as an auxiliary unit of the Club upon approval of the Board of Directors of its Constitution and Bylaws.

**Section 2** - The purposes, objectives, and programs of the Blue Gavel Chapter must be beneficial to the Club.

**Section 3** - The Blue Gavel Chapter shall not place the Club in debt.

**Section 4** - Any action taken by the Blue Gavel Chapter involving the Club, its programs, or its facilities must be approved by the Board of Directors.

## **ARTICLE XIII - AMENDMENTS**

**Section 1** - This Constitution may be amended as follows:

- a. The amendment or addition proposed must be in writing, in triplicate, and signed by the member or members making the proposal.
- b. The proposal must be read at three (3) successive regular meetings of the general membership unless such reading is waived by an affirmative vote of two-thirds (2/3) of the active members present at each such meeting.
- c. All members must be notified of the potential second and third readings by posting the duplicate copy of the proposal on the bulletin board. The proposed changes will remain posted until a vote. Membership will receive a copy of the changes in writing thru a mailing, or insert in the club newsletter, the Waterline.
- d. The duplicate copy of the proposal must be posted on the bulletin board for the same duration and after the first reading, if any, be reprinted at least once in the monthly Club newsletter, the Waterline.
- e. The proposal shall be submitted to vote immediately after the third reading and shall be declared adopted if a favorable vote of two-thirds of the active members present at a meeting at which a quorum is present is received.

### **ARTICLE XIII – AMENDMENTS (cont.)**

**Section 2** - There shall be no suspension of any part of this Constitution unless the same procedure is followed as in the case of amendments.

### **ARTICLE XIV - INDEMNIFICATION**

**Section 1** - The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suite or proceeding by or in the right of the Club) by reason of the fact that he is or was a director, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.