

## **Chesapeake Multihull Association Constitution and By-Laws**

### **CONSTITUTION**

#### **ARTICLE I NAME**

The name of this organization shall be the Chesapeake Multihull Association (hereinafter referred to as CMA), a non-profit organization.

#### **ARTICLE II PURPOSE**

The purpose for which CMA is formed and to be operated is exclusively as a focal point for persons interested in multihull sailboats, including:

- Social and recreational activities.
- Dissemination of information on all aspects of the building, buying, repairing, racing and cruising of multihull sailboats.
- Holding, sponsoring, and promoting sailing activities of racing and cruising multihull sailboats.
- Holding periodic meetings in the furtherance of these goals.

#### **ARTICLE III ADDRESS**

The Post Office address of CMA shall be determined by the governing body of CMA.

#### **ARTICLE IV OPERATION**

The CMA shall operate without capital stock and will not be operated for profit.

None of the net earnings of income of CMA shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that CMA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Investing and reinvesting the principal and income for such property, real, personal or mixed, in such a manner as it shall deem advisable: provided, however, that the members shall not invest the property in such a manner to violate Section 504(a)(3) of the Internal Revenue Code of 1954 as now in force or afterwards amended. No principal or income, however, shall be loaned directly or indirectly to any member or to anyone else, corporate or otherwise, which has at any time made a contribution to CMA, nor to anyone except on the basis of adequate interest charge and with adequate security.

In the event of the dissolution of CMA all assets remaining after the liquidation of all liabilities shall then be turned over to such organization or organizations that at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future U.S. I.R.S. Revenue Law) as its Board of Governors shall provide.

## **ARTICLE V OFFICERS**

- A. The Officers of CMA shall consist of the following: Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Treasurer, and Secretary. Each of the officers shall be elected from the total membership of CMA as prescribed by these By-Laws.
- B. Elected officers shall hold office for one year commencing from the Annual Meeting.
- C. Officers shall not be eligible to serve for more than two consecutive elected full terms in the same office.
- D. All outgoing Officers must turn over to their successors all files, records and communications that they accumulated in pursuit of their respective duties. This must be done by or at the following Board of Director's meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

- A. The governing body of CMA between meetings shall be the Board of Directors, consisting of the Elected Officers and four Directors elected at-large. The Officers of CMA shall serve as the Officers of the Board of Directors.
- B. The four at-large Directors shall serve for two year overlapping terms such that two at-large Directors will be elected at the same time as the elections of officers.
- C. Immediate Past Commodore shall be a voting member of the Board of Directors.
- D. The duties and responsibilities of the Board of Directors shall be to implement the purpose of CMA, to conduct the business of CMA, and to report to the general membership through meetings and the newsletter.

## **ARTICLE VII POWERS**

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of CMA and its members and Directors.

- A. At any meeting of the Directors and/or members of CMA, the votes required to take, or authorize any action, shall be a majority of votes then and there cast at such meeting plus valid proxies and as provided by the Board of Directors.

## **ARTICLE VIII DURATION**

The duration of the CMA shall be perpetual.

## **ARTICLE IX AMENDMENTS**

The constitution may be amended by a two-thirds, (2/3) affirmative vote of the voting members at the Annual Meeting after at least thirty (30) days notice of the nature of the proposed amendment. Any three (3) CMA members may propose an amendment by providing the Secretary with a written statement of the nature thereof at least sixty (60) days before the Annual Meeting. The Secretary shall then include such a statement in the notice of the meeting.

OFFICIAL AS OF 1 FEBRUARY 2010

## **BY-LAWS**

### **ARTICLE I MEMBERSHIP**

A membership in CMA shall be open to any person upon application and payment of requisite dues, and shall continue from year to year as long as dues are paid. Membership shall be divided into the following classes.

- A. Charter: A member on the rolls of CMA as of 1 June 1977.
- B. Regular: A member in good standing who has met the dues requirement as outlined in Article III of these By-Laws.
- C. Associate: A member outside a 200 mile radius from Annapolis, Maryland who wishes to participate in CMA programs on a corresponding basis and who meets the dues requirement as outlined in Article III of these By-Laws.
- D. Honorary: Honorary membership may be conferred by the Board of Directors on an individual basis in recognition of outstanding service in, or a significant contribution to CMA and the knowledge of sailing multihulls. Honorary membership shall be for a period not to exceed two (2) years unless extend by a majority of the Board of Directors. There shall be no more than ten Honorary members in existence at any one time.

### **ARTICLE II VOTING AND ELECTIONS**

- A. Each dues paying unit shall be entitled to one vote for the election of CMA officers and Board of Directors and shall be entitled to one vote on all other business coming before a CMA meeting.
- B. The Board of Directors shall appoint a Nominating Committee to nominate at least one candidate for each elected office.
- C. Additional nominations supported by at least three CMA dues paying units may be submitted to the Secretary no later than the October Meeting and shall appear on the ballot.
- D. The Board of Directors shall prepare an official ballot. If there is more than one nominee for any position then a ballot shall mailed to all dues paying units no later than ten days prior to the Annual Meeting. A preferential ballot will be used in the case of more than two nominees for the same office to insure the winning candidate receives a majority vote.
- E. All ballots received by mail or presented to the Secretary by the close of the old business at the Annual Meeting shall be counted.
- F. The Commodore shall appoint, with the approval of the general membership, a committee of at least three tellers at the opening of the Annual Meeting. A final tally of ballots shall be the first item of the new business with the notification and installation of new officers taking place immediately thereafter.

### **ARTICLE III DUES**

- A. The CMA Board of Directors shall fix the amount of dues with the approval of the general membership at the General Meeting.
- B. Regular or Charter members of one household with the same address shall be designated as a single dues paying unit with all the rights accrued thereto.
- C. Members of a household may elect to pay dues on an individual basis in which case each dues paying individual becomes a dues paying unit.
- D. Honorary members of CMA shall pay no dues.

- E. All special fees shall be set by the Board of Directors.
- F. Dues are due on 1 January.

#### **ARTICLE IV MEETINGS**

- A. The Annual Meeting of CMA shall be held during the last two weeks of January. The fiscal year, all bookkeeping and all monies shall date from the Annual Meeting. The business of the Annual Meeting shall include annual reports from all officers and chairpersons of standing committees, and the election and installation of new officers.
- B. The time and place of the Annual Meeting shall be determined by the Board of Directors with at least thirty (30) days given to the general membership by newsletter, or by mail.
- C. The Board of Directors shall draw up a schedule of meetings to present at the January Meeting for the Approval of the general membership. All business may be conducted at the general meetings with the exception of Constitutional Amendments.
- D. Special meetings of CMA may be called by the Board Directors at any time provided at least fifteen (15) days notice be given the general membership.
- E. No business shall be conducted at meetings of CMA or The CMA Board of Directors without a quorum present. A quorum for CMA meetings shall consist of ten percent (10%) of the total of the total voting units or ten (10) voting units whichever is larger. A quorum for CMA Board Meetings shall consist of one-third of the membership of the Board. If a quorum is present, the act of the majority voting at the meeting of CMA or Board of Directors shall be the official act of CMA.
- F. The Board of Directors shall make provisions for proxy votes on special matters.

#### **ARTICLE V BOARD OF DIRECTORS**

- A. The Board of Directors shall conduct all business of CMA between meetings, shall approve all appointments and carry out the duties described in the CMA Constitution and By-Laws.
- B. Meetings of the Board of Directors shall be called at the discretion of the Commodore, providing all members of the Board have a least seven (7) days notice. The length of notice may be waived with the unanimous consent of the Board.
- C. Special meetings of the Board shall be called by the Commodore at the request of three Board members. At least seven (7) days notice shall be given for a special meeting of the Board unless waived by unanimous consent of the Board.
- D. All Board of Directors' meetings shall be open to the general membership. The Board may, however, limit debate by non-members at the Board meeting. Only members of the Board shall vote at a Board meeting.

#### **ARTICLE VI OFFICERS**

The duties of the Officers of CMA shall be as follows:

- A. Commodore – The Commodore shall oversee and monitor all CMA activities. He/she shall appoint, with the approval of the Board of Directors, such committees, committee chairpersons, and committee members as he/she deems necessary to accomplish the goals and objectives of CMA, such appointments to run until completion of the task assigned or at the Commodore's discretion. The Commodore shall preside at all CMA meetings, Board of Directors meetings and CMA functions. The Commodore shall vote at meetings of CMA and CMA Board of Directors only in case of a tie.

- B. Vice-Commodore – The Vice-Commodore shall act for the Commodore at all functions from which the Commodore is absent. If, for and any reason, the office of Commodore falls vacant, the Vice-Commodore shall assume the duties and title of Commodore for the remainder of the elected term. It is also the duty of the Vice-Commodore to insure the nominations, notice of nominations, and election ballots are distributed according to the strict timetables as set forth in the Constitution. The Vice-Commodore shall also be responsible for programs and facilities for meetings and parliamentary procedure.
- C. Rear Commodore – The Rear Commodore shall be responsible for all information dissemination including public relations, newsletter publication, and the CMA library. The Rear Commodore shall be second in line to succeed to the office of Commodore.
- D. Fleet Captain – The Fleet Captain shall be responsible, with the approval of the Board of Directors, for all sailing cruises, sailing races, and other sailing functions that may be established by the Board of Directors. The Fleet Captain may, with the approval of the Board, appoint assistants deemed necessary in carrying out these functions.
- E. Treasurer – The Treasurer shall collect dues; maintain CMA financial records and arrange for their annual audit; pay all due bills; prepare regular financial reports for consideration by the membership; maintain custody and accountability for all CMA owned property, equipment, supplies and other assets; perform other financial duties as the Board of Directors or Commodore may assign.
- F. Secretary – The Secretary shall keep a record of all meetings of CMA and CMA Board of Directors; answer all correspondence; maintain rosters and rolls of members; send out notices; certify nominees for elected office to the Board of Directors; receive and maintain custody of the official ballots until such time as the Commodore has appointed a committee of at least three tellers at the opening of the Annual Meeting; perform other secretarial duties that the Board of Directors and the Commodore may assign. The Secretary may, with the approval of the Board, appoint assistants deemed necessary in carrying out these functions.
- G. Immediate Past Commodore – The Immediate Past Commodore shall mentor the new Commodore.

#### **ARTICLE VII COMMITTEES**

Membership Chair, Public Relations Chair, Program Chair, Librarian, Parliamentarian, Newsletter Editor, and other standing committees subsequently provided for by the Board of Directors, shall be appointed by the Commodore with the approval of the Board at the first meeting after the Annual Meeting to serve at the discretion of the Commodore until the next Annual Meeting.

#### **ARTICLE VIII PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of “Robert’s Rules of Order, Newly Revised” shall govern CMA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the members of the CMA may adopt.

**ARTICLE IX REMOVAL FROM OFFICE AND EXPULSION**

- A. An officer may be removed from office for a grave act upon a two-thirds vote recommending removal by the Board of Directors and a three-fourths vote of the voting units of CMA attending a meeting of which a thirty (30) day notice has been given thereof.
- B. A member may be expelled from CMA for a grave act upon a two-thirds vote recommending expulsion by the Board of Directors and a three-fourths vote of the voting units of CMA attending a meeting of which a thirty (30) day notice has been given thereof.

**ARTICLE X AMENDMENTS**

These By-Laws may be amended by two-thirds of the voting units voting at any meeting after at least thirty (30) days notice of the nature of the proposed amendment. Any three voting units may propose an amendment by providing the Secretary with a statement of the nature thereof at least sixty (60) days before a business meeting. The Secretary shall issue a statement in the notice of the meeting.

OFFICIAL AS OF 1 NOVEMBER 2009