

BYLAWS OF WOMEN'S SAILING ASSOCIATION – ORANGE COUNTY

ARTICLE I. NAME

The name of this organization shall be the Women's Sailing Association – Orange County (WSAOC) herein referred to as "The Association."

ARTICLE II. PURPOSE

The purpose of The Association is to expand sailing opportunities in the Southern California area. The organization will promote, encourage, and support involvement in established sailing programs; access to races, cruises, and other sailing activities; educational programs; and networking opportunities.

ARTICLE III. MEMBERSHIP

Section 1. Membership in The Association is open to anyone with an interest in sailing activities, regardless of gender, race, color, creed or national origin.

Section 2. Types of Membership:

- a. Regular Membership: Regular members in good standing shall be entitled to vote and hold office, receive a membership card, periodic publication and roster.
- b. Honorary Membership: Any person may be elected to Honorary Membership by unanimous action of the Board of Directors present at a meeting of the Board. Honorary Members shall not be entitled to vote or hold elective office. They shall be exempt from the payment of dues. Honorary Memberships shall expire each year on December 31. Any person may be re-elected to Honorary Membership.
- c. Associate Membership: Any person under twenty-one (21) years of age may become an Associate Member. Associate Members may not vote or hold office. Dues for Associate Members shall be a nominal amount to be determined by the Board.

Section 3. Applications for new membership or renewals shall be submitted with annual dues to the Membership Director.

Section 4. Annual dues are required to sustain the operating expenses of The Association. Membership dues and fees shall be fixed by the Board of Directors, shall be payable at such time and in such manner as the Board of Directors may specify, and may be changed by it from time to time.

Section 5. Members in arrears for dues or other indebtedness to The Association shall not be eligible to hold office or vote at any election, participate in activities as a member and will not receive periodic publications.

Section 6. There shall be no limitation as to the number of members in The Association.

Section 7. Code of Conduct. WSA-OC seeks to operate in an open and friendly environment, where all members are treated with respect and courtesy and have proper regard for the dignity, rights and worth of others. A person accepts responsibility by becoming a member of Women's Sailing Association-Orange County. Membership should be seen as a privilege.

Members have a right to:

1. Be treated fairly, equally and with respect by the Association and other members.
2. Socialize in an environment free from all forms of harassment and discrimination.
3. Be informed and actively involved in all WSA-OC events and offerings.
4. Voice their opinions, requirements and suggestions to the Board of Directors.

Members shall be expected:

1. Treat other members, guests, staff of venues and other patrons fairly and equally, and with respect and courtesy.
2. Behave responsibly and ensure they conduct themselves in a manner, which will not injure the reputation of WSA-OC, its events, participants or sponsors.
3. Not physically or verbally harass others in all venues, inclusive of Social Media.
4. Report any inappropriate behavior of a member to the Flag Officers or Board of Directors for action and follow up.

Breaches of this Code of Conduct:

1. Any member not behaving in accordance with the terms of the Code of Conduct at any WSA-OC event may be asked to leave the function and will not be entitled to a refund of any monies paid.
2. The inappropriate behavior of any members will be investigated, discussed and an appropriate course of action will be taken by the Board of Directors, which may include a reprimand, suspension or revocation of membership.

ARTICLE IV. MEETINGS

Section 1. Meetings of the General Membership shall be held at a time and place to be determined by the Board of Directors. Notice will be given in the official publication of The Association, "The WHISTLE", or by special announcement.

Section 2. Regular monthly meetings of the Board of Directors shall be held without call.

Section 3. Special meetings of the Board of Directors may be called by the Commodore or Vice Commodore. Notice of the time and place of the special meetings shall be delivered

personally, by telephone or electronically with receipt, to each director within seventy-two (72) hours, or sent by first-class mail at least one (1) week in advance of the meeting. The notice need not specify the purpose of the special meeting.

Section 4. Ten percent (10%) of the members in good standing shall constitute a quorum at all General Meetings for The Association. At a Board of Directors meeting, two-thirds of the Board Members must be present to constitute a quorum for the transaction of business of The Association.

Section 5. Business may be discussed in the absence of a quorum, but recommendations resulting from such meetings shall carry notation to that effect in the minutes of the meeting.

ARTICLE V. BOARD OF DIRECTORS AND DUTIES

Section 1. The Board shall:

- a. Consist of a minimum of seven (7) members who are eligible to vote on matters regarding The Association: Commodore, Vice-Commodore, Rear Commodore, Treasurer, Secretary, Membership Director, and one (1) additional Director, all of whom shall serve without compensation.
- b. Be expected to attend board meetings and general meetings and to advise the Commodore when one's attendance at board meetings is not possible. At Board's discretion, a Board member missing two board meetings without notifying the Commodore they will be unable to attend, may be relieved of their duties on the WSA-OC Board.
- c. At the Board's discretion, a Board Member missing seven board meetings in one calendar year, may be relieved of their duties on the WSA-OC Board of Directors.

Section 2. The Commodore shall:

- a. Prepare the agenda and preside at both the general meetings and the board meetings.
- b. Represent the members of the Association and their interests to local groups, yacht clubs and other yachting associations.
- c. Assist and coordinate activities with yacht club representatives.
- d. Serve ex-officio on all committees of the Association
- e. Appoint "Pro-Tem" duties as needed.
- f. Implement such other powers and duties as may be prescribed by members of the Association.
- g. On or before December 15 of each year, select from the Board, one (1) Delegate (normally to be the Commodore) and from the regular membership three (3) Alternate Delegates to the Southern California Yachting Association (SCYA), informing SCYA of the names for inclusion in the SCYA Yearbook.

Section 3. The Vice-Commodore shall:

- a. Perform, in the absence of the Commodore, the duties of the Commodore.

- b. Assist the Commodore as needed.
- c. Assist and coordinate activities of The Association.

Section 4. The Treasurer shall:

- a. Oversee acquisitions and expenditures of The Association.
- b. With the Commodore, be required to sign checks.
- c. Collect, record and deposit annual dues and all other moneys relating to the Association.
- d. Present financial reports and statements at meetings of the Board of Directors and at General Meetings.
- e. Present an annual budget to the Board of Directors for discussion and approval at the December Board Meeting.
- f. Make available to any regular member in good standing, a copy of the current financial report upon request.
- g. Make available to any regular member in good standing, the Association's books, and upon request for reasonable cause, as determined by the Board of Directors.
- h. Act for the Commodore, in the event the Commodore and the Vice-Commodore are absent, at General Membership meetings.

Section 5. The Secretary shall:

- a. Keep true and complete minutes of all meetings of the Association.
- b. Present minutes of the previous meetings for approval and/or corrections at the Board Meeting.
- c. Prepare correspondence as necessary.
- d. Provide regular members in good standing, with copies of minutes upon request.
- e. Summarize Board of Director meeting minutes for publication in the monthly newsletter of the Association.

Section 6. The Membership Director shall:

- a. Maintain a database consisting of current members, a general mailing list, and any other lists deemed necessary.
- b. Provide mailing labels.
- c. Be responsible for mailing out membership applications, membership cards and renewal letters when appropriate.
- d. Be responsible for membership sign-in desk at General Meetings.
- e. Provide for guest sign-in and follow-up membership applications.

Section 7. The Directors shall:

- a. Be assigned specific tasks or committee responsibility by the Board.
- b. Substitute for absent officers as directed by the Commodore.

ARTICLE VI. ELECTION AND TERM OF OFFICERS

Section 1. The officers shall be elected at the November General Meeting, to serve for a term of one (1) year.

Section 2. An officer shall be elected upon receiving a majority of votes from those members voting.

Section 3. Installation of officers shall take place at the January General Meeting.

Section 4. In the event of a vacancy in any office, the members of the Association shall elect a member to fill the incomplete term, and such election shall be the first order of business at the next General Meeting.

ARTICLE VII. COMMITTEES AND APPOINTED POSITIONS

Section 1. The Committees of the Association may consist of the following: Cruise, Regatta, Sail for the Visually Impaired, and others as required.

Section 2. The appointed positions of the Association may consist of the following: Historian, Hospitality, Newsletter, Programs, Publicity, Quartermaster, three (3) alternate delegates to the Southern California Yachting Association, Yacht Club Representatives, and others as required.

Section 3. At the January meeting of the Board of Directors, the Commodore, with the approval of the Board, shall select the Committee Chairmen and appointed position representatives for the Association, all of which shall serve at the pleasure of the Board.

Section 4. The duties of the Committee Chairmen and individuals holding appointed positions shall be defined in the "Duties and Procedures Manual" of the Association.

Section 5. All Committee Chairmen and individuals holding appointed positions, shall keep records of their proceedings. They shall provide reports to the Board of Directors at the monthly board meetings as necessary.

Section 6. All Committee Chairmen and individuals holding appointed positions with financial responsibilities, shall submit a budget for approval by the Board of Directors, at least forty-five (45) days prior to any expenditures. All receipts for approved expenditures must be submitted to the Treasurer for reimbursement within 60 days of the event.

ARTICLE VIII. AMENDMENTS

New by-laws may be adopted or these by-laws may be amended or repealed by the vote of the members at any General or Special Meeting of the Association, provided that a quorum of members exists and at least two-thirds (2/3) of the members present, vote to approve the adoption, amendment or repeal, where the notice of the meeting contained a written statement of each matter to be voted on. The notice of the meeting containing a written statement of each

matter to be voted on may be considered given if printed in the Association newsletter. However, the members at any meeting may adopt, amend or repeal these by-laws without such written notice if the vote to take such action is unanimous.

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Except to the extent prohibited by then applicable law, the Association shall reimburse, indemnify and hold harmless, each present and future Director and Officer of the Association from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred by them, including reasonable settlement payments, in connection with any claim, action, suit or proceeding, or threat thereof, made or instituted, in which they may be involved or be made a party by reason of their being or having been a Director or Officer of the Association.