

**BYLAWS**  
**CLINTON LAKE SAILING ASSOCIATION**  
(February 2002)

**ARTICLE 1**  
**NAME**

Section 1

This organization shall be known as Clinton Lake Sailing Association.

**ARTICLE 2**  
**ASSOCIATION BURGEE**

Section 1

The association burgee shall be a deep blue pennant displaying the nuclear sail logo in white to the left and the letters CLSA in white to the right.

**ARTICLE 3**  
**PURPOSE**

Section 1

To encourage and foster both the sport of sailboat racing and recreational sailing.

Section 2

To promote boating safety and education.

Section 3

To promote fellowship and cooperation among its members.

**ARTICLE 4**  
**MEMBERSHIP**

Section 1

Membership in this association (hereafter CLSA) shall be open to anyone supporting the purposes of CLSA.

Section 2

The membership of CLSA shall consist of five classes: Family, Individual, Student, Honorary, and Special.

Section 3

Family Membership: Any two individuals living together in the same household and 18 years of age or older and their dependents shall, upon payment of the appropriate fee, be Family members of CLSA. Family members enjoy all privileges of CLSA, except that only two adult members may cast votes or hold office.

Section 4

Individual Membership: Any person 18 years of age or older shall, upon payment of the appropriate fee not to exceed 75% of the Family membership fee, be an individual member of CLSA. An Individual member enjoys all privileges of CLSA.

Section 5

Student Membership: Any person between the ages of 12 and 24, as of January 1 of the current year, and a registered student in a recognized elementary, secondary, or post-secondary school, shall upon payment of the appropriate fee not to exceed 50% of the Family membership fee, be a Student member of CLSA. A student member of CLSA enjoys all privileges of the association except that of holding office.

#### Section 6

Honorary Membership: Any person so designated by the Board of Directors of CLSA shall be an honorary member of CLSA. Honorary members shall enjoy all association privileges except those of voting and holding office.

#### Section 7

Special Membership: Any non-profit organization shall, at the discretion of the Board of Directors of CLSA and upon the payment of an appropriate fee equaling not less than 150% of the Family membership fee, be a special member of CLSA. Individuals belonging to an organization holding special membership in the association shall enjoy all social and regatta privileges, but not those of voting or holding office.

#### Section 8

Expulsion: The Board of Directors on its own motion and upon the complaint of any member of CLSA or any standing committee of CLSA may cite any member of CLSA to appear before it to answer any charge of lack of sportsmanship during CLSA-sponsored or co-sponsored regattas or of any conduct deliberately antithetical to the purposes of CLSA.

Any such complaint made by a member or standing committee shall be in writing and signed by the committee Chairman or the member of the association. In any such case, the Secretary and or Treasurer, at the direction of the Board of Directors, shall notify in writing the member so cited of the charge against him. Any person so notified may, within 30 days, request a hearing before the Board of Directors.

Investigation of such charges, and hearing (if any), shall be conducted in such a manner as the Board of Directors may see fit. If, upon inquiry and hearing (if the latter be requested), the Board of Directors shall be satisfied that the member is guilty of the cited charge against him, it may censure or suspend him or, if in its judgment the interests of the association demand such action, it may ask him to resign or may expel him and thereby terminate his membership in CLSA. The Board of Directors shall be the sole judge of what constitutes conduct deliberately antithetical to the purposes of CLSA and constitutes the aforesaid lack of sportsmanship, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown. A two-thirds affirmative vote of the entire Board shall be necessary to expel the member.

Any member of CLSA, who having requested a hearing before the Board as herein provided, and following such hearing has been suspended or expelled, may appeal such suspension or expulsion to the next regular or special meeting of the association membership after notice to the members that such appeal will be heard at the meeting. At such time, the Board actions must receive the affirmative vote of a majority of the CLSA members present at such meeting for said actions to be upheld.

### **ARTICLE 5 PRIVILEGES**

#### Section 1

The privileges of CLSA are: (a) participating in regular or special meetings of the membership; (b) voting in matters to be decided by the membership; (c) serving on standing or ad hoc committees of CLSA; (d) holding office in CLSA; (e) competing for championships of individual regattas sponsored by CLSA; (f) competing for season or series championships of regattas sponsored by CLSA; (g) representing, at the discretion of the Board of Directors, CLSA at regattas sponsored by other yacht or sailing associations.

#### Section 2

The Board of Directors may extend individual regatta and social privileges [Article 5, Section 1, e] of CLSA to visiting yachts persons from other recognized yachting associations and to yacht owners who are not members of the association.

#### Section 3

The Board of Directors may delegate this power of extending such privileges to the Commodore, to a standing committee, or to a standing committee Chairman or Acting Chairman. The Board or its delegate may establish reasonable rules and regulations including the assessment of fees consistent with these Bylaws.

**ARTICLE 6**  
**MEMBERSHIP AND REGATTA FEES**

Section 1

Membership and regatta fees are determined for each calendar year by the Board of Directors, unless changed by two-thirds vote of the members in attendance, either present or by absentee ballot, at a called meeting of CLSA.

Section 2

Each person (except in these Bylaws provided) upon admission as a member shall pay to CLSA a membership for each calendar year, without proration, so long as he remains a member of CLSA.

Section 3

Membership fees are not refundable, except by action of the Board of Directors.

**ARTICLE 7**  
**OFFICERS AND DIRECTORS**

Section 1

The officers of CLSA shall be a Commodore, a Vice Commodore, a Secretary, and a Treasurer. Commencing on January 1, 1980, each of these officers shall have been a qualified member of the Club in accordance with Articles 4 and 5 for a period of at least one calendar year. They shall hold office for one year and until their respective successors take office. The officers, together with the Race Committee Chairman, the Harbormaster, and the Rear Commodore, shall function as the Executive Committee of the Board of Directors.

Section 2

The Board of Directors of the Club shall be composed of the officers of CLSA, the retiring Commodore (henceforth referred to as the Rear Commodore), and the Chairmen of the standing committees.

Section 3

The term of office for all officers and directors shall begin on December 1 and end on November 30 of each year. Newly elected officers and directors shall attend Board meetings immediately after election but without the right to vote until the term of office officially begins December 1.

**ARTICLE 8**  
**DUTIES AND POWERS OF OFFICERS AND DIRECTORS**

Section 1

The Board of Directors shall have the power and duty to manage all of the affairs and property of CLSA, make all contracts and purchases including contracts for personal services, provide for any expenditures and otherwise administer the affairs of CLSA in such a manner as may be necessary to carry out its objects and purposes, as set forth in the Bylaws and in its Articles of Incorporation. The Board of Directors shall fill all vacancies in its membership, except as provided for below in Article 9-Elections.

Should a member of the Board absent himself from three consecutive meetings of the Board, without valid reason in the opinion of the Board, his office may be declared vacant on affirmative vote of two-thirds of all the members of the Board of Directors. The Board of Directors shall have the power, by two-thirds majority vote of the full membership of the Board, to remove the Chairman of any standing committee.

## Section 2

The Executive Committee shall determine the agenda items for Board and membership meetings, oversee the performance of the standing committees, and determine and recommend to the Board such policies as it deems appropriate, including membership and regatta fees. It shall, within 120 days of the effective date of these Bylaws, prepare and publish the official handbook of CLSA, in which are set forth the rules and regulations, together with penalties for violations thereof, governing CLSA-sponsored regatta activities, maintenance and use of CLSA-owned equipment and facilities designated CLSA fleets, and the enforcement authority delegated to the Harbormaster or standing committee Chairmen or other Board members. These rules shall be binding upon all members of CLSA, and shall carry over from year to year unless revised by the Board. The Board shall make revisions as it deems necessary to the official Handbook.

## Section 3

The Commodore shall be chief executive officer of CLSA. He shall enforce the rules and general provisions respecting the conduct of members and welfare of the association, and shall preside over all meetings of CLSA and of the Board of Directors except as provided for in Article 8, section 4 below. He shall be an ex-officio member of all committees. He shall, with the approval of the officers and the Rear Commodore, appoint the Chairmen of the standing committees and of other such committees as the Board may authorize. He shall, in consultation with the Chairman or Co-Chairmen of each standing committee, appoint the members of the standing committees and the members of such other committees as the Board may authorize, except as provided in these Bylaws. With the Secretary, he may sign all written contracts and obligations of the association which have been approved by the Board of Directors or the membership pursuant to Article 10, Section 1.

## Section 4

The Vice-Commodore shall perform such duties as from time to time shall be prescribed by the Board of Directors and, in the absence of the Commodore, shall perform the duties of that office.

## Section 5

The Rear-Commodore shall perform such duties as from time to time shall be prescribed by the Board of Directors and, in the absence of the Vice-Commodore, shall perform the duties of that office.

## Section 6

The Secretary shall keep the minutes of the meetings of the association and of the Board of Directors, and such minutes at all reasonable times shall be open to the inspection of any CLSA member. He shall notify applicants of admission to membership in CLSA. He shall keep accurate membership rolls. He shall act as Custodian and keeper of all CLSA records, sign with the Commodore all written contracts and obligations which have been approved by the Board of Directors or the members, and shall perform such other duties as from time to time may be prescribed by the Board.

## Section 7

The Treasurer shall receive and hold all monies and securities belonging to or received by CLSA, and pay them out in such manner as shall be designated by the Board of Directors. He shall have charge of the accounting and financial records of the association, shall collect any monies due CLSA, and shall perform any such other duties as from time to time may be prescribed by the Board of Directors. At the discretion of the Board and at the expense of CLSA, he shall give a bond, with responsible bonding company as surety, for such amount as shall be fixed by the Board of Directors for the faithful discharge of his duties. He shall prepare a monthly statement of the financial activities of CLSA and shall provide to the membership at the November meeting a statement of the year's transactions.

## **ARTICLE 9 ELECTIONS**

### Section 1

The annual election of officers shall be held at the November meeting of CLSA, in each year, at such place as may be designated by the Board of Directors.

## Section 2

At a meeting of the Board of Directors, occurring not less than 30 days prior to the November meeting of the Club, the Board shall appoint a nominating committee of three members of CLSA, as defined in Article 4. The nominating committee shall nominate a member of CLSA, qualified in accordance with Articles 4, 5, and 7, for each office to be filled at the annual election, and shall certify such nominations to the Secretary of CLSA not less than 14 days prior to the November meeting of the association.

The Secretary shall immediately give written notice of such nominations to the entire membership of CLSA, together with notice of impending elections.

## Section 3

At the November meeting, any member entitled to vote as prescribed in Articles 4 and 5 may nominate other candidates to any or all of the offices to be filled, provided that such candidates are qualified in accordance with Articles 4 and 5 and provided that permission to be nominated for said office has been obtained from each candidate.

## Section 4

The officers to be elected for 1979 shall be the Commodore, the Vice-Commodore, the Secretary, and the Treasurer. At the end of the 1979 calendar year, and of each calendar year thereafter, the Vice-Commodore shall succeed to the office of Commodore, and the officers to be elected for the next year shall be the Vice-Commodore, the Secretary, and the Treasurer, except as provided for in Article 9, Section 7 below.

## Section 5

Officers shall be elected by a majority vote of the members voting, either in person or by absentee ballot.

## Section 6

Members are entitled to vote pursuant to Articles 4 and 5, and may vote either in person or by absentee ballot.

## Section 7

Should the Commodore vacate his office prior to end of term, whether by resignation or other means, the vacancy shall be filled as follows:

The Vice-Commodore shall immediately become and be the Commodore of CLSA for the remainder of the term, and the office of Vice-Commodore shall be declared vacant. Within 7 days of the time that the Vice-Commodore's office becomes vacant, the Board of Directors shall appoint a special nominating committee of three CLSA members to select a candidate for the newly vacant office. The nominating committee shall, within 5 days of its appointment, certify said candidate to the Secretary, who shall immediately give written notice to the entire membership of CLSA of the vacancy and of the nominating committee's nomination, together with a call for a special meeting of the membership for the purpose of electing a candidate to fill the vacancy, and the date of such special meeting, said special meeting to take place within 7 days of the date of the Secretary's written notice but not within less than 4 days of said notice. At such special meeting, the office will be filled by majority vote of those qualified members voting, either present in person or by absentee ballot. Immediately upon election, the candidate shall assume the office of Vice-Commodore and fulfill its duties until the end of the term. At the November meeting of that year, the officers for the following year shall be elected in accordance with the procedures for election of the 1979 officers, as described in Article 9, Section 4 above.

## Section 8

Should the Vice-Commodore vacate his office prior to end of term, by any means other than succession to the office of Commodore, the vacancy shall be filled by means of the procedure described in Article 9, Section 7 above.

**ARTICLE 10  
FINANCES**

Section 1

The Board of Directors shall not incur any indebtedness on the part of CLSA in excess of money in the hands of the Treasurer, and the debts, dues, and obligations in process of collection from the membership, less the amount of unexpended appropriations, unless such indebtedness be authorized by the affirmative vote of two-thirds of the voting members present in person or by absentee ballot at any regular or special meeting, provided that ten days written notice of such meeting with a copy of all propositions to be considered under this heading be given each voting member.

Section 2

The Board of Directors shall at the November meeting of CLSA present to CLSA a report of the condition of CLSA and its property, a condensed account of the financial transactions of the past year, and offer suggestions for the welfare and improvement of CLSA. Said reports shall be kept on file in the archives of the association and shall be subject to the inspection of any member.

Section 3

Beginning on January 1, 1979, the fiscal year of the association shall be the calendar year.

**ARTICLE 11  
STANDING COMMITTEES**

Section 1

The standing committees shall have such powers and duties as may be delegated to them by the Bylaws or from time to time by the Board of Directors. All action taken by any committee shall be subject to approval by the Board of Directors.

Section 2

The Finance Committee shall consist of the Board of Directors; its officers shall be the officers of CLSA. It shall have supervision over CLSA's finances. It shall originate and prepare plans for financing the current activities of the association, and also in connection with fixed and capital assets and obligations. It shall supervise CLSA's accounting and see that capital receipts are segregated, reserved, and used for capital purposes.

As soon as practicable after its appointment, the Finance Committee shall prepare an estimate of expenditures for the current year, appropriating to each department and activity of CLSA the amount of money which the Committee deems proper to be used or expended by that department or activity by months or periods of the year. Such estimate, with or without modification, shall become and be the budget of CLSA.

The budget, after being adopted, may be revised by the Committee when it is of the opinion that a valid reason exists which justifies such revision. There shall be reported to the Treasurer all bills and vouchers for expenditures within the limit of each appropriation contained in the budget, when and as they are made, so that the Committee may keep a current record of all such expenditures. If any expenditure is proposed to be made in any given department or activity for any item not included in said budget, or for any amount which will make the expenditure greater than the amount appropriated by the budget for that department or activity, such proposed expenditure shall be submitted to the Committee, which specifically shall approve or disapprove it.

### Section 3

The Race Committee shall arrange for and have complete control of and manage all regattas sailed by or under the auspices of CLSA, subject to the provision of these Bylaws and provided that it has submitted, not less than 45 days prior to the start of each race season, its proposed calendar to the Board of Directors for approval or revision. The Race Committee shall have all the authority, power, and duties prescribed in the rules of US Sailing, except as provided in these Bylaws. It shall make a detailed report of its activities to the association annually. It shall keep accurate minutes of its meetings and records of its expenses, and shall record in permanent books the results of all regattas. The Race Committee shall be entrusted with the authority, power and duties of the Board of Directors in respect to the races conducted for the permanent trophies of CLSA and the awarding thereof, except in those cases where a deed of gift specifies another acting committee. The Committee shall compile all deeds of gift and amendments thereto for the permanent records of CLSA. It shall advise the members regarding new deeds of gift and accept for CLSA all new permanent trophies. It shall use its efforts to keep old cups from becoming inactive. The Committee shall purchase, have custody of, and present all trophies, cups, and awards approved by the Board of Directors. Individual Regatta trophies and awards shall be presented at the conclusion of each individual regatta, and all other trophies, cups, and awards at such times as the Board may designate.

### Section 4

The Membership Committee shall have charge of matters relating to the recruitment and retention of the membership. It shall, in coordination with the Secretary, maintain all membership records. It shall make available to current and prospective members information regarding CLSA including its purposes and its membership policies. It shall distribute annually the club's membership card, a copy of these bylaws, and other membership information as designated by the Board of Directors.

### Section 5

The Social/Day Sailing Committee shall arrange for and manage such dinners, dances, and other social functions as in its judgment will be conducive to the welfare of CLSA and the pleasure of its members.

### Section 6

The Publicity Committee shall have charge of matters relating to publicity and shall endeavor to obtain effective cooperation with local news media in the cause of sailing or for the welfare of the association. It shall arrange for and publish the CLSA's newsletter, The Windword, and it shall arrange for and continually update a CLSA website, both shall contain such matters as may be designated by the Board of Directors.

### Section 7

The Education Committee shall make available to the membership such materials, "skull sessions," and other activities as, in its opinion, may serve to educate the membership regarding all aspects of sailing, including safety. It shall arrange for and plan the Junior sailing program, and shall, under its auspices, make arrangements to conduct such clinics, workshops, or other training programs as, in its opinion, may serve to educate Junior members regarding all aspects of sailing, including racing and safety.

### Section 8

The Harbor Facilities Committee, whose Chairman shall be known as the Harbormaster, shall advise and make recommendations to the Board of Directors on all matters regarding harbor facilities, including maintenance, need for new or additional facilities, and safety needs regarding harbor facilities. It shall carry out those recommendations regarding harbor facilities which are approved by the Board. The Board shall delegate such authority as it deems appropriate to the Harbormaster to enforce such rules and regulations listed in the Official CLSA Handbook as it judges to be within the Harbormaster's duties, and the Harbormaster shall enforce those rules and regulations to the extent allowed by such delegated authority.

## **ARTICLE 12 MEETINGS**

### Section 1

There shall be semi-annual meetings of CLSA membership, one in November and one in March, conducted in accordance with these Bylaws. The March meeting shall be devoted to the scheduled activities of CLSA for the current year and such other business as may be necessary. The November meeting shall be devoted to the annual report of the Board of Directors to CLSA, to the election of officers, and to such other business as may be necessary. Such business may be brought to the attention of those present by the Board of Directors or by any member of CLSA, subject to the provisions of these Bylaws.

### Section 2

Special meetings of the membership may be called by the Commodore, or by a majority of the Board of Directors, at any time, and shall be called upon the written request of 10 or more CLSA members entitled to vote under the provision of Article 4. The Secretary shall give the members 7 days written notice thereof, stating the object of such meeting. No business other than that stated in the call shall be transacted at such special meeting.

### Section 3

Thirty percent of the members entitled to vote attending a meeting in person, or represented by absentee ballot, shall constitute a quorum at all meetings of CLSA.

### Section 4

Meetings of the Board of Directors shall be held at such intervals as the Board deems necessary to conduct the business of CLSA.

### Section 5

A quorum at meetings of the Board of Directors shall consist of six members of the board present, provided that four members of the Executive Committee are present.

### Section 6

No business shall be transacted at any meeting of CLSA, or of the Board of Directors, unless a quorum is present, but the meeting may be adjourned from time to time to any given date.

### Section 7

Roberts Rules of Orders, Revised, shall govern all meetings when not in conflict with the Bylaws of CLSA.

## **ARTICLE 13 AMENDMENTS TO BYLAWS**

### Section 1

The Bylaws may be repealed, modified, altered, or amended by the members at any regular meeting or at any special meeting called for that purpose, provided that fifteen days notice of such meetings with a copy of the proposed amendment or change shall be given by the Secretary to each voting member and that such proposed amendment receive the affirmative vote of two-thirds of the voting members present in person or represented by absentee ballot.

## **ARTICLE 14 EFFECT**

### Section 1

These Bylaws shall take effect on the date of their adoption by CLSA.

## **LIST OF AMMENDMENTS**

### **First Amendment**

Article 7 Section 3 revised by amendment to these Bylaws in March 1984

### **Second Amendment**

Article 4 Section 2 revised and Section 11 added by amendment to these Bylaws in March 1985

### **Third Amendment**

Article 4 in its entirety revised by amendment to these Bylaws in November 1995

### **Fourth Amendment**

Article 11 Sections 3 and 4 revised and combined by amendment to these Bylaws in November 2001

### **Fifth Amendment**

Article 11 Section 4 added by amendment to these Bylaws in November 2001

### **Sixth Amendment**

Article 11 Section 6 revised by amendment to these Bylaws in November 2001

### **Seventh Amendment**

Article 3 Section 1 revised by amendment to these Bylaws in November 2001