

**THE HOUSTON YACHT CLUB  
WOMEN'S SAILING ASSOCIATION  
CONSTITUTION AND BYLAWS**

**ARTICLE I. NAME**

The name of this organization shall be the Houston Yacht Club Women's Sailing Association.

**ARTICLE II. PURPOSE**

**Section 1.** The purpose of this Association shall be to:

- a. Foster the development of programs for women who are interested in sailing.
- b. Promote the Houston Yacht Club and the use of its facilities and to continue the development of goodwill among all members.
- c. Create an opportunity for women to
  1. Sail for pleasure
  2. Further their sailing skills
  3. Develop confidence
  4. Build a network for sailing and socializing
  5. Provide the opportunity of racing with other women
- d. Cooperate with all committees and organizations that exist within the Houston Yacht Club.
- e. Be responsible for holding an instructional sailing camp for women.

**Section 2.** This Association is a non-profit, non-political organization. No part of any net earnings shall inure to the benefit of any member or individual and no officer or director of the Association shall receive any compensation or services as an officer and director.

**ARTICLE III. MEMBERSHIP**

**Section 1.** Membership shall be open to all women who are members, spouses or unmarried daughters of members of the Houston Yacht Club who are under twenty-four (24) years of age.

**Section 2.** Membership may be obtained upon application to the Chairman of the Membership Committee. New Members shall be furnished a copy of the Constitution and Bylaws upon request.

**Section 3.** Members in good standing shall be eligible to hold office and to vote in person or by proxy on all questions at any meeting of the membership. A member in good standing is one whose dues are current.

**Section 4.** Dues

- a. Members shall pay yearly dues as proposed by the Board of Directors and approved by the membership at the Annual Membership meeting.

- b. Dues are payable on October 1 of each year.
- c. Dues may be waived or prorated throughout the membership year in specific cases by a majority vote of the Board of Directors.

#### **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1.** The elected officers shall be president, vice president, secretary and treasurer. A parliamentarian shall be appointed by the president at or before the first Board of Directors meeting. There shall be also four elected directors.

**Section 2.** Election of officers shall be as follows:

- a. There shall be a Nominating Committee composed of five (5) members: four of whom shall be elected by the membership at the Annual Membership Meeting and the immediate past President shall serve as Chairman.
- b. The Nominating Committee shall prepare a slate of candidates for officers and directors and shall present the slate at the July Board Meeting. Prior to its presentation the Committee shall secure the consent of the nominees to serve if elected.
- c. Officers and Directors shall be elected at the Annual Membership Meeting in September and take office October 1.
- d. Nominations are permitted from the floor. All nominees must be members in good standing who give their consent to be nominated and serve if elected.
- e. Should a vacancy occur on the Nominating Committee, the President shall appoint a replacement with the approval of the Board of Directors.

**Section 3.** The Board of Directors shall consist of: (a) the elected officers; (b) four elected directors each of whom shall also serve as the chairman of a Standing Committee; (c) the current Windward Bound Camp Director (a voting member having one vote) and (d) the immediate Past President (who shall act in a non-voting capacity only). Chairman of Standing Committees, other than elected officers and directors, shall have the right to attend, speak and vote at meetings of the Board of Directors.

**Section 4.** The Board of Directors shall meet once a month. Special meetings of the Board of Directors may be called by the President. Three members of the Board of Directors may direct the Secretary to call a special meeting provided all three file written requests for such a meeting. All members of the Board shall receive at least forty-eight (48) hours' notice of any special meeting.

**Section 5.** A majority of the voting members of the Board of Directors shall constitute a quorum.

**Section 6.** The Board of Directors shall be responsible for the conduct of the business of the Association and shall exercise all powers inherent in the Association as specified by the Constitution and Bylaws. The Board of Directors shall propose and direct fundraising activities it deems appropriate. Such fund- raising shall not conflict with revenue producing activities of the Houston Yacht Club and the proceeds from such fundraising activities shall only be used for designated appropriate purpose(s).

**Section 7.** The Board of Directors shall be responsible for overseeing an instructional sailing camp for women. The immediate outgoing Camp Director shall appoint a committee composed of at least three (3) past Camp Administrative Directors whom shall nominate the Camp Director for the following year's camp. This nomination shall be presented to the Board of Directors no later than its November meeting each year. This nomination must be confirmed by the Board of Directors. Sailing camp may not be canceled unless approved by the Board of Directors.

**Section 8.** The terms of office are as follows:

- a. The officers of the Association shall serve for a term of one year, beginning October 1, following their election or until the qualification of their successors.
- b. Directors shall serve for the term of two years, beginning October 1 following their election. Two directors shall be elected each year to a two year term.
- c. No person may be elected to the same position for more than two (2) consecutive terms.
- d. All vacancies in the elected positions, except that of President shall be filled for the unexpired term by persons elected by the Board of Directors.
- e. If the President is unable to fulfill her term, the Vice President shall move up to serve out the President's unexpired term. The Board shall then select a current member of the Board to fulfill the unexpired term of the Vice President. The Board shall then select from the General Membership a member to fulfill the open position on the Board.
- f. The death or action of any officer or director in neglecting to perform or discharge her duties to her position, or absenting herself from three meetings without reasonable excuse shall constitute a resignation of office.

## **ARTICLE V. STANDING AND OTHER COMMITTEES**

**Section 1.** The Standing Committees shall be Bylaws, Education, Historian, Membership, Program, Scholarship, and Women's Racing; and their duties shall be prescribed by the President with the advice and consent of the Board of Directors.

**Section 2.** The President shall appoint the Chairperson for each standing committee from the membership.

**Section 3.** The President may appoint Special Committees when needed.

**Section 4.** Terms of all committee members shall expire on September 30 of each year.

## **ARTICLE VI. MEETINGS**

**Section 1.** The Annual Meeting of the membership shall be during September. Members shall be notified in advance. The meeting in September shall be designated as the Annual Meeting for the purpose of election of officers and directors and may not be canceled.

**Section 2.** Special meetings of the membership may be called by the President or upon request of five members made to the Secretary. The Secretary shall send notices to all members not less than one week prior to the meeting stating the purpose of the meeting.

**Section 3.** A special meeting of the membership for the purpose of reviewing the action of the Board of Directors may be called by twenty percent of the members in good standing in the form of a written request on not less than forty-eight (48) hours' notice.

**Section 4.** Parliamentary Authority

**Section 5.** Robert's Rules of Order Newly Revised, where not inconsistent with these By-Laws, shall govern at all meetings of the membership and the Board. Except as otherwise provided herein, all questions shall be determined by a majority of the votes cast exclusive of that of the Chair. In case of a tie, the Chair shall cast the deciding vote.

**Section 6.** Quorum

A quorum at the Annual Membership meeting shall consist of fifteen (15) percent of the members in good standing. Members may be represented by proxy.

**Section 7.** Proxies

Proxies for the election of Officers and Directors and votes upon questions under consideration may be presented and counted at annual or special meetings provided the proxy (i) is in writing, (ii) specifies the candidates and questions and the vote to be made and (iii) is signed by a qualified voting member in good standing.

## **ARTICLE VII. AMENDMENTS**

The constitution and bylaws may be amended at the Annual Meeting of the Association by two-thirds (2/3) vote of the members provided that the proposed amendment has been submitted in writing to the entire membership at least three (3) weeks prior to the meeting.

## **ARTICLE VIII. DISSOLUTION**

In the event that the Association ceases to carry out the objectives and purposes herein set forth, it is dissolved and all the assets of the Association shall go to the Houston Yacht Club. Under no circumstances shall any of the property or assets be distributed to any officer or member of this Association.

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