

CONSTITUTION

VENTURE YACHT CLUB OF SAN DIEGO, CALIFORNIA
Last Revised and Approved April 2009

ARTICLE I: *IDENTITY*

This nonprofit organization shall be known as the VENTURE YACHT CLUB OF SAN DIEGO, CALIFORNIA.

ARTICLE II: *PURPOSE*

The object of the Club is to encourage and foster pleasure sailing and skills in and about San Diego, California.

ARTICLE III: *ELECTIVE OFFICERS*

The elective officers of the Club shall be a Commodore, Vice Commodore, Rear Commodore, Fleet Captain Race, Fleet Captain Cruise, Secretary, Treasurer, and Historian. They will serve on the Board of Directors and enforce the Constitution and By-Laws if the club.

ARTICLE IV: *OVERVIEW of DUTIES OF THE OFFICERS as found in the Constitution, By-Laws and Trophy Qualification guidelines.*¹

Additional duties are defined in the Officer's handbooks.

Section 1: **COMMODORE:** It shall be the duty of the Commodore to take command of the fleet, preside at meetings and to call special meetings of the Club or Board of Directors whenever deemed necessary, or upon written request of five members. The Commodore shall be responsible for the coordination of all Club functions. The Commodore shall be an ex-officio member of all committees.

Section 2: **VICE COMMODORE:** It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of all Club duties, to officiate in the absence of the Commodore, and to chair the annual Commodore's Ball.

Section 3: **REAR COMMODORE:** It shall be the responsibility of the Rear Commodore to coordinate recruitment activities, welcome guests to meetings, offer guidance and help to new members, and be responsible for scheduling guest speakers for Club meetings.

Section 4: **FLEET CAPTAIN RACE:** It shall be the responsibility of the Fleet Captain Race to calendar all Club racing events coordinating with SDAYC, arrange and direct same, store and maintain race equipment, and record race participation and results.

Section 5: **FLEET CAPTAIN CRUISE:** It shall be the responsibility of the Fleet Captain Cruise to coordinate all Club cruising events and record participation in those events.

Section 6: **SECRETARY:** It shall be the duty of the Secretary to maintain and make available the minutes of Club meetings; to have custody of all reports and documents connected with the proceedings of the Club; to keep the roll of all meetings; to conduct all correspondence of the Club, and to issue notices of all meetings.

Section 7: **TREASURER:** It shall be the duty of the Treasurer to supervise the collection and disbursement of all Club funds and to keep a list of all members who have paid their dues and

are in good standing. The Treasurer shall submit a budget for Club use for justification of all additional assessments or increase in dues. The Treasurer shall generally be responsible for safeguarding of all Club funds, in accordance with accepted procedures of internal accounting control. A written statement of the Club's financial position shall be submitted at the February general meeting for yearly audit. Expenses, under the ordinary course of business, shall be under the general supervision of the Treasurer.

Section 8: **HISTORIAN:** It shall be the duty of the Historian to keep archives and a record of Club history and activities.

ARTICLE V: BOARD OF DIRECTORS

The government of the Club shall be vested in a Board of Directors composed of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain Race, Fleet Captain Cruise, Secretary, Treasurer, Historian, standing committee chairs, and not fewer than one or more than three members at large appointed yearly by the new Commodore and approved by the Board of Directors.

ARTICLE VI: DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1: **AUTHORITY:** Subject to general action by the Club, the Board of Directors shall have final authority in the management of the affairs and finances of the Club, and shall have control of its property. All rights and powers connected therewith shall be vested in them. They shall appoint all special Chairpersons. They shall hold regular monthly meetings. They shall fill vacancies within their number, which shall hold good until the next annual election. Expenditures approved by the Board of Directors from the general fund, without ratification at a general membership meeting, shall be limited to \$100.00 per month.

Section 2: **AUDIT:** The Board of Directors shall appoint a member of the Club, but not a Board Member, as Auditor, and make available to that individual the statements, books, and records of the Club for review. The Auditor shall prepare an appropriate "auditor's opinion", concerning the Annual Report of the Treasurer.

ARTICLE VII: ELECTION OF CLUB OFFICERS

All elective Officers shall be elected at the Annual Election, and shall hold office until their successors are installed. All elections shall be by written ballot, either in person, by mail-in, or by written proxy, with the majority of votes being necessary to win. A run-off election between two or more persons shall be held in the event of a tie.

ARTICLE VIII: MEETINGS

Section 1: **GENERAL MEMBERSHIP MEETINGS:** There shall be eleven (11) General Membership meetings each year - one per month except December.

Section 2: **EXECUTIVE MEETINGS:** There shall be eleven (11) Board of Directors meetings each year - one per month except December.

Section 3: **SPECIAL MEETINGS:** Special meetings may be called by the Commodore or by the Board of Directors, whenever deemed necessary, or at the written request by at least five Club members, at which no other business other than that stated in the call shall be considered.

ARTICLE IX: QUORUM, VOTING RIGHTS & OFFICES

Section 1: **GENERAL MEMBERSHIP MEETING QUORUM:** A Quorum shall constitute 20% of the Club membership at General Membership meetings.

Section 2: **EXECUTIVE MEETING QUORUM:** A quorum shall constitute 50% of the members of the Board of Directors.

Section 3: **VOTES PER MEMBERSHIP:** There shall be one vote for each club membership.

Section 4: **PROXY VOTING:** Voting may also be done by mail-in or written proxy vote for the general election.

Section 5: **OFFICE ELIGIBILITY :** Flag Members, as defined in the By-Laws, who have kept continuity in membership, attended at least two-thirds of all general meetings, and have been active in Club events one full year are eligible to hold an elective office. Associate Members, as defined in the By-Laws, may be assigned to fill a vacant office.

ARTICLE X: CLUB BURGEE

The official club burgee shall be as per Figure 1.

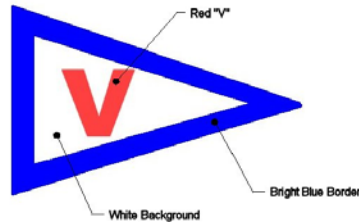


Figure 1

ARTICLE XI: CHANGES AND/OR AMENDMENTS

Changes and/or amendments to the Constitution must be carried by a two-thirds majority of the voting membership present at a General Meeting, or specially called meeting of the Club. Written notice of the proposed changes or amendments, place and date of voting shall be published 30 days in advance, and also stated in the call to the meeting. Copy with specified changes will be made available to the membership.

ARTICLE XII: DISSOLUTION

Section 1: This club shall not be subject to dissolution so long as five members oppose dissolution.

Section 2: In the event of dissolution of the organization, known as the *Venture Yacht Club of San Diego*, all properties and remaining funds shall be given to a recognized non-profit sailing-oriented organization.

BY-LAWS

VENTURE YACHT CLUB OF SAN DIEGO

Last Revised and Approved April 2009

CHAPTER I: *MEMBERSHIP*

FLAG MEMBERSHIP

Flag Membership is open to anyone who has reached the age of 21, who owns a trailerable sailboat with a minimum length of 15 feet at the time of joining, and who desires to participate in Club meetings and events. An applicant is defined as one person, a married couple or domestic partners living at the same address.

For the purpose of flag membership, two individuals holding a partnership in a trailerable boat do not qualify as one applicant. Individuals that are partners in boat ownership are EACH welcome to hold a flag membership; however a separate flag membership application is required.

Upon successful completion of membership application, the applicant will be installed as a Flag Member. A Flag Member will remain such, regardless of boat ownership, if continuity in the club is maintained.

Each Flag Membership shall have the right to vote on all matters of Club business at general meetings, to hold elective office, and to fly the Club burgee. It is the responsibility of each Flag Member to notify the secretary of change of address, phone, email, etc.

ASSOCIATE MEMBERSHIP

This membership is available to anyone who has reached the age of 21, who desires to participate in Club meetings and events, but who does not qualify as a Flag Member. For Associate membership, an applicant is also defined as one person, a married couple or domestic partners living at the same address.

For the purpose of associate membership, two individuals holding a partnership in a boat do not qualify as one applicant. Individuals that are partners in boat ownership are EACH welcome to hold an associate membership; however a separate membership application is required.

Upon successful completion of membership application, the applicant will be installed as a Associate Member. An associate member who obtains a trailerable sailboat with a minimum length of 15 feet shall be elevated to Flag Membership.

Each Associate Membership shall have the right to vote on all matters of Club business at general meetings and to fly the Club burgee, but may not hold elective office. An Associate Member may be delegated by the Board of Directors to any open position or committee.

It is the responsibility of each Associate Member to notify the secretary of change of address, phone, email, etc.

CHAPTER II: *INITIATION FEES AND DUES*

Section 1: Each applicant for membership shall have paid an initiation fee of forty (\$40) dollars and pro-rated annual dues of forty (\$40) dollars.

Section 2: Active military personnel shall receive a 50% discount on the initiation fee.

Section 3: The dues of this club shall be forty dollars (\$40) per year, due and payable by the January General Membership meeting. Notification of member obligations will be mailed in advance. Late dues shall have an additional five (\$5) dollar charge added.

Section 4: Should an assessment for funds be necessary at any time, the Board of Directors will make such an assessment, which shall be levied upon all memberships. Assessments must be approved by two-thirds of the voting membership present at the General meeting.

Section 5: Dues are subject to yearly re-evaluation by the Board of Directors and possible increase. Written notice of the proposed dues change, place and date of voting shall be published 30 days in advance, and also stated in the call to the meeting. Increase of dues must be approved by two-thirds of the voting membership present at the General meeting.

Section 6: Any member, who shall fail to pay dues or other indebtedness to the Club within thirty (30) days after notification, may be dropped from the Club, at the option of the Board of Directors. Upon such action, that member shall lose any and all privileges pertaining to his or her membership. Notice of action by the Board of Directors, in respect to indebtedness, shall be sent to the last known address of the delinquent member.

CHAPTER III: *DISCIPLINE*

A member may be expelled or suspended by the Board of Directors for conduct injurious to the Club or Club Members. Upon written complaint of one or more members, the Board of Directors shall investigate the circumstances connected with such alleged misconduct. If, in their opinion, such charges are substantiated, they may expel or suspend that member provided the offending member is notified to appear before the Board of Directors, in self-defense, before any punishment shall be valid.

CHAPTER IV: *RESIGNATIONS*

Any member may resign, upon giving written notice to the Board of Directors. Such resignations, if approved, shall be effective based upon the date such resignation was received by the Club. There shall be no refund of monies paid to the Club.

CHAPTER V: *MEETINGS*

Meetings shall be as stated in Article VIII of the Constitution.

CHAPTER VI: *ORDER OF BUSINESS*

The Commodore with the concurrence of the Board of Directors shall determine the order of business at the General Meeting.

CHAPTER VII: *NOTICES*

Section 1: Notice of General Meetings shall be sent to every member of the Club at least five (5) days prior thereto.

Section 2: Notice of Special Meetings shall state the purpose and be sent to every member of the Club at least four (4) days in advance.

Section 3: The Commodore shall attempt to notify each member of the Board of Directors at least two (2) days prior to any special meeting of the Board.

CHAPTER VIII: SIGNALS

The Club burgee should be flown whenever possible. When taking advantage of reciprocal privileges at other yacht clubs, the burgee shall be flown.

CHAPTER IX: CHANGES AND/OR AMENDMENTS

Changes and/or amendments to the By-Laws must be carried by a two-thirds majority of the voting membership present at a General Meeting or specially called meeting of the Club. Written notice of the proposed changes or amendments, place and date of voting shall be published 30 days in advance, and also stated in the call to the meeting. Copy with specified changes will be made available to the membership.

CLUB TROPHY QUALIFICATION

The VYC has six trophies that may be handed out each year to deserving members. All but the Chili Cook-off trophy are awarded at the annual Commodore's Ball. Below are the standards set by the Executive Board for determining who should receive each trophy.

CAMPBELL MEMORIAL MOST ACTIVE MEMBER TROPHY

Frank Campbell, one of founding member of the VYC, was one of the most enthusiastic supporters of participating in club events. This trophy is enshrined in his honor. This is the most prestigious perpetual trophy and it is awarded to the most active individual in the club for the year. It is awarded based on the following point system:

Sailing Events: 2 points per member if you bring your yacht.

1 point per member if you come without your yacht or crew on someone else's yacht.

Meetings: 1 point per member for each meeting attended.(Executive Meetings do not count)

Non-Sailing Events: 1 point per member.

Tallies of the points will be kept by the Secretary (General Meetings), Fleet Captain Cruise (Cruise/Social Events), Fleet Captain Race (Race Events) or their designees for a one year period starting immediately after the Commodore's Ball each year and ending after the last event prior to the Commodore's Ball the next year. Once the points are tallied, the name of the recipient will be submitted to the Vice Commodore prior to the Commodore's Ball.

BILL FIDELIBUS MEMORIAL YACHTSMAN OF THE YEAR TROPHY

Bill Fidelibus was the first recipient of this trophy when he rescued a capsized sailboat and her crew in the Cabrillo Basin at San Pedro during a return trip from Catalina Island in 1988. Upon his death in 1989, this perpetual trophy was named in his honor. In order to receive this award, a member must have performed some deed, which reflects the Corinthian Spirit of sailing.

Nominations will be submitted in writing by the general membership to the Executive Board prior to the October Executive meeting. The Executive Board will select the winner and advise the Vice Commodore prior to the Commodore's Ball.

MOST IMPROVED SAILOR OF THE YEAR TROPHY

Recommendations for the most improved sailor of the year will be submitted by the Fleet Captain Race and Fleet Captain Cruise at the October Executive Board Meeting. The Executive Board will make the final selection and submit winner's name to the Vice Commodore prior to the Commodore's Ball. (This is not a perpetual trophy)

RACE CHAMPION OF THE YEAR - LOW POINT TROPHY

This perpetual trophy speaks for itself. The trophy is awarded to the overall low-point racer for the entire year that has qualified in every race series during the season.

The Fleet Captain Race is responsible for keeping a record of the points and submitting the results to the Vice Commodore prior to the Commodore's Ball.

BILL ELLIS MEMORIAL CHILI COOK-OFF TROPHY

This perpetual trophy is strictly for fun!! The trophy is a ladle mounted on a serving tray. It is awarded to the champion gourmet chili cook at the Chili Cook-off held in December. This trophy is named for Bill Ellis who won the chili cookoff several times and always loved this event.

CRUISER OF THE YEAR

Started in 1995 by Fleet Captain Cruise Frank Johnson, this trophy is award to the most active cruiser of the year. This perpetual trophy is awarded to the member who has attended the most cruise events. One point is awarded for individuals attending without their boat, two points for individuals attending with their boat. The Fleet Captain Cruise is responsible for keeping a record of the points and submitting the results to the Vice Commodore prior to the Commodore's Ball. This perpetual trophy is awarded yearly at the Commodore's Ball.

HOUSE RULES

The Board of Directors adopts rules and regulations it deems advisable to insure the greatest possible pleasure, comfort and convenience for members, their families and friends. Members are requested to familiarize themselves with these rules and to cooperate in their observation. Suggestions for change and additions may be made in writing to the Board of Directors.

CLUB PRIVILEGES

A member, his or her spouse or domestic partner, and unmarried children age 20 and under enjoy full privileges of the Club subject to these Rules and Regulations

Friends of members may enjoy the club provided the member accompanies the guest at all times. Members are responsible for the conduct and indebtedness of their guests.

If the manner, conduct or appearance of any guest is deemed to be unsatisfactory by the officers of the club, the sponsoring member shall cause such person to leave the club premises or activity. The Board of Directors shall have the right to suspend or terminate club privileges of any guest or member of the club for good cause.

BOAT MAINTENANCE AND SAFETY

Members are responsible for the appearance and maintenance of their boats. All members should strive to present a clean, properly equipped boat in good running condition.

Boat owners should have proper registration identification and safety standards required by the USCG.

The operation of the boat should reflect the purpose of the Venture Yacht Club of San Diego, which is to encourage and foster the pleasure sailing and skills in and about San Diego, California.

The operator of the boat should observe the rules and regulations set forth in the international and inland Rules of the Road as well as the seamanship recommended by the US Power Squadron.

RAFTUP ETIQUETTE

Members should be courteous and use common sense when approaching a Club Raftup. Operators should be cautious and prepared with the proper sized fenders; bow and stern lines and anchors ready to join up with the other boats. Hail the Fleet Captain Cruise or other boat before coming along side.

Members should be alert and willing to assist when the group needs help to move, change anchorage, or break the raft.

Members are responsible for the conduct of their crew, guests and children, on other boats as well as their own. Knowing the schedule of events will encourage a more pleasant and joyful experience for all participants.

Following proper etiquette is thinking about the other members and helping everyone to have a good

time.