

CONSTITUTION

OF THE

TRIANGLE SAILING ASSOCIATION

ARTICLE I. NAME AND PURPOSE

Section 1. NAME: This organization shall be known and designated as the TRIANGLE SAILING ASSOCIATION, hereinafter referred to as the ASSOCIATION.

Section 2. PURPOSE: The purpose of the ASSOCIATION is to assemble those persons who own sailboats and who are actively interested in sailing and other activities into an organization with the following objectives:

1. To encourage participation in small boat sailing through day trips and boat camping.
2. To promote safety in boating and other water related recreational activities.
3. To bring together individuals who share an interest in sailing.
4. To broaden the knowledge and sharpen the skills of participating sailors through shared experiences.
5. To offer advantages to members that result from group participation in ASSOCIATION sponsored activities.

ARTICLE II. MEMBERSHIP

Section 1. MEMBER: A Member shall have the privileges of voting and holding office in the ASSOCIATION. He/She must be an owner or substantial part-owner of a sailboat. When a boat is owned by a family, all adults in the immediate family will be considered Members. For purposes of liability waivers and voting, only one Member per family may represent the family membership.

Section 2. FAMILY MEMBER: A Family Member is a minor dependent of a Member. He/She may not have the privileges of voting and holding office in the ASSOCIATION, but shall receive other benefits and may attend all activities of the ASSOCIATION.

Section 3. ELECTION OF MEMBERS: Persons interested in joining the ASSOCIATION shall submit an application for membership along with the required dues. All membership applications shall be approved by the Board of Directors.

Section 4. TERMINATION OF MEMBERSHIP: Membership shall be relinquished when a Member ceases to be an owner or substantial part-owner of a sailboat for a period of one year. Members may resign upon notifying the ASSOCIATION. The Board, by affirmative vote of two-thirds of all Board members, may suspend or expel a Member for good cause after the holding of a hearing. An official

warning will normally precede any such action.

Section 5. DUES AND FEES: Dues, and other appropriate fees, may be levied by officers of the ASSOCIATION and the Board of Directors. Dues are payable annually and must be paid in order for a Member to be in good standing. The dues shall cover one fiscal year.

ARTICLE III. OFFICERS

Section 1. DESIGNATION OF OFFICERS: The officers of the ASSOCIATION shall be President, Vice President, Secretary and Treasurer.

Section 2. ELECTION AND TERM: Officers of the ASSOCIATION shall be elected annually by the general membership at the last regular general membership meeting of the fiscal year, and shall normally serve a term of one year or until a successor has been elected and duly qualified. All terms of office will start and end at the beginning of the calendar year.

Section 3. DUTIES:

- 1. PRESIDENT:** The President shall be the principal executive officer of the ASSOCIATION and shall, in general, supervise and control all the business and affairs of the ASSOCIATION. The President shall preside at all meetings of the Members and serve as Chairman of the Board of Directors. The general duties shall include: calling meetings, presiding, representing the ASSOCIATION, ruling on procedure and jurisdiction, summarizing decisions, appointing committees, authorizing disbursements, and other duties as may be prescribed in the By-Laws or by the Board of Directors.
- 2. VICE-PRESIDENT:** The Vice President shall assume the duties of the President in his/her absence temporarily, or permanently in his/her vacancy of office. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 3. SECRETARY:** The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors, shall preserve and maintain a membership roster, papers, letters and correspondence of the ASSOCIATION. He/She shall perform all the duties incident to the office of Secretary and such duties as from time to time may be assigned by the President or by the Board of Directors.
- 4. TREASURER:** The Treasurer shall collect, record and disburse all ASSOCIATION funds, as required by the By-Laws or by the Board of Directors. The Treasurer shall maintain such records as are necessary to determine the current financial standing of the ASSOCIATION, deposit any such moneys in the name of the ASSOCIATION at a depository selected by the Board of Directors. He/She shall maintain an up-to-date list of paid up Members and in general perform all the duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. VACANCIES: A vacancy in any office shall be filled by election by the Board of Directors for the unexpired portion of the term, and any duly-qualified Member of the ASSOCIATION shall be eligible to fill such vacancy. A majority of all Board members is required for election.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. GENERAL POWERS: The affairs of the ASSOCIATION, including the establishment of major ASSOCIATION policy, shall be managed the Board, unless otherwise specifically delegated by Constitution or By-Laws. The Board shall meet as directed by the President. They shall act on membership applications. They shall report their activities and decisions to the ASSOCIATION promptly.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS: The Board shall consist of the elected officers herein named plus two additional Directors elected annually by the Members of the ASSOCIATION. Each Director shall normally hold office for one year or until a successor has been elected and duly qualified. Directors must be duly qualified Members. The immediate past President shall serve as an ex officio Director.

Section 3. VACANCIES: The vacancy of a Directorship shall be filled by election by the Board from the membership of the ASSOCIATION to fill the unexpired portion of the term.

ARTICLE V. MEETINGS

Section 1. NOTICE OF MEETINGS: The ASSOCIATION President shall call meetings with a timely written or telephone notice and all meetings shall be held on a date, time and place which is convenient to the majority of the Members.

Section 2. QUORUM:

1. One-half of the members of the Board of Directors shall constitute a quorum for a Board meeting.
2. The Members present shall constitute a quorum for a meeting of the general membership.

Section 3. VOTING: The act of a majority of the Directors or Members present at a meeting at which a quorum is present shall be the act of the Board or ASSOCIATION as applicable. The manner of voting shall be decided by the President.

ARTICLE VI. AMENDMENTS

Section 1. AMENDMENTS: The Constitution and By-Laws may be amended, altered, or repealed by a two-thirds majority vote of those qualified Members present at a general membership meeting provided that the Members are notified in writing of such proposed amendments at least thirty (30) days prior to the vote.

Section 2. EFFECTIVE DATE: Amendments to the Constitution and By-Laws shall be effective upon adoption unless otherwise specified by the amendment.

BY-LAWS OF THE TRIANGLE SAILING ASSOCIATION

ARTICLE I. DUES

Section 1. PAYMENT: Dues and other fees chargeable to ASSOCIATION Members must be current and nonpayment shall render the Member delinquent.

Section 2. DELINQUENT MEMBERS: A delinquent Member shall not be eligible to participate in the ASSOCIATION until the dues are paid in full. All rights and privileges are suspended automatically until payment is made.

Section 3. USE OF DUES: Dues shall be used only for the general benefit of the entire ASSOCIATION membership in good standing so that each Member benefits equally as possible. Dues may be spent on such items as: ASSOCIATION sanctioned events, newsletters, rosters, invitations, notices, correspondence, postage, stationery and general ASSOCIATION business.

ARTICLE II. ASSOCIATION SANCTIONED EVENTS

Section 1. SCHEDULE: ASSOCIATION sanctioned events shall be determined by the Board of

Directors and they shall consider the wishes of the ASSOCIATION, in setting dates, time and location for maximum participation.

Section 2. PARTICIPATION: Participation in any ASSOCIATION sanctioned event shall be the option and sole responsibility of each Member and shall be at his/her own risk. The ASSOCIATION shall have on file for each participating Member a signed waiver of responsibility. Only one waiver will be required per boat.

ARTICLE III. GUEST AND NEW MEMBER POLICY

Section 1. NONMEMBER BOAT OWNERS: A nonmember boat owner may be invited to participate in one ASSOCIATION sanctioned event, subject to approval by the Board of Directors: thereafter, he/she shall apply for membership and may not participate further until his/her application has been approved by the Board of Directors. All non- member boat owners must be sponsored by Members.

Section 2. GUESTS: Guests may be invited by Members to all ASSOCIATION sanctioned events and meetings, subject to approval by the Board of Directors. All Guests must be sponsored by Members. When accommodations for a given event are limited, Members and Family Members shall have priority over guests. In all cases, the coordinator of a given event shall have the authority to request that all guests be signed up in advance for the event.

Section 3. APPLICATION PROCESS: The ASSOCIATION President shall develop a system of processing applications in conformance with the Constitution and By-Laws to be approved by the Board of Directors.

ARTICLE IV. FISCAL POLICY

Section 1. FISCAL YEAR: The Board of Directors shall establish the fiscal year for membership and dues.

Section 2. LIABILITY FOR DEBTS: The ASSOCIATION shall not be liable for any debts contracted by its Members or officers other than legitimate and legal expenses authorized by the Constitution and By-Laws.

Section 3. CONTRACTS: The Board may authorize any officer of the ASSOCIATION to enter into contract or execute and deliver any instrument in the name of and on behalf of the ASSOCIATION.

Section 4. CHECKS, DRAFTS, ETC.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ASSOCIATION in the amount of one hundred (\$100) dollars or more, shall be signed by the Treasurer and countersigned by the President of the

ASSOCIATION. All such checks, drafts, etc., in sums less than one hundred (\$100) dollars, may be signed either by the President or Treasurer.

Section 5. DEPOSITS: All funds of the ASSOCIATION shall be deposited on a timely basis to the credit of the ASSOCIATION to such checking account, savings account, or other depository that the Board may elect.

Section 6. GIFTS: The Board may accept, on behalf of the ASSOCIATION, a contribution, gift, bequest, or devise for the general purposes or for any special purposes of the ASSOCIATION, but no such gifts shall be used for personal benefit.

ARTICLE V. RESPONSIBLE ALCOHOL USE

Section 1. STATEMENT: TSA supports safe and responsible use of alcohol by all its members. Implementation of this policy requires the cooperation of those members who host events, and of all members who attend such events. Alcohol use at club events must conform to applicable state and local laws. Those who consume alcohol at TSA-sponsored events must do so with respect for the safety and well-being of the event's hosts, individual TSA members, and the general public.

Revisions:

0. January 4, 1997: Imported to Lotus WordPro, some spelling corrections. Otherwise, this document is identical to the one ratified April 16, 1994 (the only version of this document apparently in existence at this time).
1. February 15, 1999: HTML version. No text edits.