



**By-laws of the Sandpoint Sailing Association, Inc.,  
A Not-for-Profit Corporation**

Adopted: September 18, 2010

Amended: September 15, 2019

**Article I — Organization**

The name of the organization shall be Sandpoint Sailing Association, Incorporated.

**Article II — Purposes**

The following are the purposes for which this organization has been organized:

- To provide, facilitate, sponsor, and organize recreational boating activities for members and the general public;
- To provide educational resources for youth and adult
- And to promote safety and competence during water-related functions.

**Article III — Membership**

Membership in this organization shall be open to all who subscribe. The membership year shall run from June 1<sup>st</sup> through May 31<sup>st</sup>.

**Article IV — Meetings**

The annual membership meeting of this organization shall be held on a date, in September, to be determined by the board. Notices of such meeting shall be mailed, emailed or faxed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty (50%) percent of the members of the Board of Directors or seventy-five (75%) percent of the members of the organization, the Commodore shall cause a special meeting to be called but such request must be in writing at least ten (10) days before the requested schedule date.

The Secretary shall cause to be mailed, emailed or faxed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular membership meetings of this organization shall be held as deemed appropriate by the Board of Directors.

Special meetings of this organization may be called by the Commodore when he or she deems it for the best interest of the organization. Notices of such meeting shall be mailed, emailed or faxed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state

the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty (50%) percent of the members of the Board of Directors or seventy-five (75%) percent of the members of the organization, the Commodore shall cause a special meeting to be called but such request must be in writing at least ten (10) days before the requested schedule date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## **Article V - Voting**

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers and directors, ballots shall be provided and there shall not appear any place on such ballot that might tend indicate the person who cast such ballot.

Members may vote by written proxy.

## **Article VI - Order of Business**

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Reports of committees.
4. Reports of officers.
5. Old and unfinished business.
6. New business.
7. Adjournment.

## **Article VII - Board of Directors**

The business of this organization shall be managed by a Board of Directors consisting of ten (10) members, which includes the seven (7) officers and three (3) directors of this organization. At least one of the directors elected shall be a resident of the State of Idaho and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual membership meeting of this organization and they shall serve for a term of one year.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Six (6) members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on a consistent date each month.

Each director shall have one vote.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

## **Article VIII - Officers**

The officers of the organization shall be as follows:

- Commodore
- Vice-Commodore
- Rear-Commodore
- Secretary
- Treasurer
- Webmaster
- Past Commodore

The officers to be chosen for the ensuing year shall be chosen at the annual membership meeting of this organization and they shall serve for a term of one (1) year.

The Commodore shall preside at all membership meetings. He or she shall by virtue of his office be Chairman of the Board of Directors. He or she shall present at each annual meeting of the organization an annual report of the work of the organization. He or she shall see all books, reports, and certificates required by law are properly kept or filed. He or she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. The Commodore shall assign duties to the Directors such as but not limited to media relations, sailing education or events.

The Vice-Commodore shall in the event of the absence or inability of the Commodore to exercise his or her office become acting Commodore of the organization with all the rights, privileges, and powers as if he or she had been duly elected Commodore. The Vice-Commodore shall be responsible for press releases, notices of events, and all other communications with the media. The Vice-Commodore shall chair the Spud Cup Committee. The Vice-Commodore shall help to organize the calendar.

The Rear-Commodore shall be responsible for organizing, overseeing, and conducting all race activities. Including, but not limited to, Chair of the race committee. The Rear-Commodore shall help to organize the calendar.

The Secretary shall keep the minutes and records of the organization and appropriate books. It shall be his or her duty to file any certificate required by any statute, federal or state. He or she shall give and serve all notices to members of this organization. He or she shall be the official custodian of the records and seal of this organization. He or she may be one of the officers required to sign the checks and drafts of the organization. He or she shall present to the membership at any means any communication addressed to him or her as Secretary of the organization. He or she shall submit to the Board of Directors any communications, which shall be addressed to him or her as Secretary of the organization. He or she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all moneys belonging to the organization and shall be solely responsible for such moneys or securities of the organization. The Treasurer provides information to ensure timely filing of taxes and compliance with any other governmental reporting requirements.

The Board of Directors shall select and approve an accounting firm to assist the Treasurer. The accounting firm shall account for all income and expenses of the organization as may be required or desired by the Board of Directors, and shall perform other bookkeeping or accounting services as may be required or desired by the Board of Directors. The accounting firm shall report annually to the Board of Directors, or report on such other schedule as may be determined by the Board of Directors. The accounting firm shall release any or all information about the organization and its finances, and any professional advice it has for the organization to the Board of Directors upon request of any member of the Board of Directors. The accounting firm shall be directed that it shall release to the Board of Directors any information or professional advice it has for the organization whenever it believes that such disclosure to the Board of Directors is prudent, reasonable or necessary. The Board of Directors may establish other protocols, procedures or reporting requirements so that the Board of Directors may provide direct oversight and supervision of the organization's finances whenever so determined to be appropriate by the Board of Directors. The Treasurer shall cause to be deposited in a regular business bank or trust company and the funds of the organization. He or she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it. He or she shall render at stated periods, as the Board of Directors shall determine an account of the finances of the

organization. He or she shall exercise all duties incident to the office of Treasurer. The Treasurer shall have the care and custody of all moneys belonging to the organization and shall be solely responsible for such moneys or securities of the organization.

The immediate Past Commodore shall chair the past commodore's committee consisting of all of the past commodores. The committee's function is to advise the board regarding past operations, functions and etc. The past commodore's committee may also take on special projects, as directed by the commodore. The immediate past commodore shall be a voting member of the board of directors.

All of the above named officers may be authorized by the board to have the authority to sign checks or drafts off of the organizations checking account.

The Webmaster shall be responsible for all internet web site related activities and shall keep the calendar up to date with input from the Vice-Commodore and Rear-Commodore.

### **Article IX - Committees**

All committees of this organization shall be appointed by the Board of Directors (unless otherwise specified herein) and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

Two of the three directors shall constitute the Spud Cup committee under the Vice-Commodore.

The third director shall be the chairperson of the "Sailing Education" committee.

### **Article X – Dues**

Dues shall be established by the Board of Directors.

### **Article XI - Amendments**

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than two thirds (2/3) of the members present, or by written proxy, at a meeting held for that purpose.

### **REVISIONS**

1. September 18, 2010 - Adopted.
2. September 15, 2019 – Treasurer Duties and Board Duties updated. Approved by membership at the annual members meeting and election.
- 3.