

## **Round Bay Sailing Association Bylaws Adopted April 12, 2025**

### **Article I. Name**

The name of this organization shall be the Round Bay Sailing Association (RBSA).

### **Article II. Purpose**

The purpose of this organization is to promote racing of sailboats in Round Bay on the Severn, to advance the tenets of safe seamanship and good sportsmanship and generally to undertake all actions necessary to accomplish those ends.

### **Article III. Membership**

Membership in RBSA shall be open to any person who is a sailor and who has a genuine interest in sailboat racing. There shall be two classes of membership: Regular and Associate.

Qualification for Regular membership shall be demonstrated ability to command and navigate or pilot a boat and ownership of a boat, or availability of boat by charter or otherwise, which is equipped with the required US Coast Guard specified safety gear.

Qualification of Associate membership shall be demonstrated active participation in racing, in the conduct of races, and generally in the activities of the Association but does not require the ownership or availability of a boat.

### **Article IV. Dues**

Annual Regular and Associate Member dues shall be specified annually by the Governing Board. The membership of any Regular Member whose dues remain unpaid will be suspended and their boat scored DNC.

### **Article V. Discipline**

Every member joining the Association thereby undertakes to comply with the Bylaws. Any refusal or neglect to comply with those requirements shall render a member subject to suspension. A member may be suspended by an affirmative vote of five or more members of the Governing Board, for any period up to one year.

### **Article VI: Officers**

The organization will be governed by elected officers who are members (Regular or Associate) in good standing and together comprise the Association's Governing Board. The elected officers shall be Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Principal Race Officer, one Fleet representative

for each RBSA fleet, and Members-at-Large. Officers shall be elected for a one-year term and shall serve until their successors have been elected. They may be reelected. Consistent with common practice, a Rear Commodore will generally succeed a Vice Commodore, who will generally succeed a Commodore, enhancing organizational consistency. Elected Officers may generally hold only one position on the Board.

The **Commodore** shall be the chief executive officer of the Association, shall preside over all meetings of the Association and of the Governing Board, shall appoint and remove committee chairs and shall serve as ex-officio member of all committees.

The **Vice Commodore** shall assist the Commodore in the performance of their duties and shall perform the duties of the Commodore in the absence or disability of the Commodore. They shall be responsible for such other duties as the Commodore shall from time-to-time assign.

The **Rear Commodore** shall assist the Vice Commodore and the Commodore in the discharge of their duties, shall perform the duties of the Commodore in the absence or disability of the Commodore and the Vice Commodore, and perform such other duties as the Commodore shall from time-to-time assign.

The **Secretary** shall keep minutes of all meetings, including the recording of voting activity.

The **Treasurer** shall keep the official roster of all Members and their boats, shall keep the accounts of the Association, shall receive and keep safely the funds of the Association, shall make disbursements of the Association's funds as may be approved by the Governing Board or the Commodore, and shall prepare and submit to the membership at least once a year a report of receipts and expenditures.

The **Principal Race Officer** shall be responsible for the arrangement and management of all races, including the filing of proper forms with various authorities.

The **Fleet Representatives** shall represent on the Governing Board the interests of each of the Association's racing fleets, at least one for each of the fleets (e.g., as of 2025 this includes Long Course, Standard Course, and Chesapeake fleets).

The **Members-at-Large** shall include the immediate past two Commodores unless unable or unwilling to serve. Other Members-at-Large may be elected from the general membership.

## **Article VII Governing Board**

The Governing Board shall manage the affairs of the Association, operating through the Commodore as chief executive officer.

If a vacancy should occur in the Governing Board, the remaining members of the Governing Board shall promptly elect a Member of the Association to serve until the next Association meeting.

### **Article VIII. Committees**

The Commodore may from time-to-time appoint and dissolve committees as he/she deems advisable.

### **Article IX. Meetings**

The Association will meet at least twice each year, once each spring prior to the commencement of racing and once each fall to elect officers for the following year. The Governing Board shall meet prior to each Association meeting.

The Commodore shall schedule an Annual Meeting of the Association each Spring. The order of each Annual Meeting shall be:

1. Call to order
2. Results from the past Election
3. Minutes of Board Meeting(s)
4. Treasurer's report
5. Reports of standing committees or from various officers
6. New business
7. Adjournment

The Governing Board may call special Association meetings at any time when required to advance the purposes of the Association. A special meeting may be called by the request of five or more regular Members; such requests must be submitted to the Commodore in writing together with a statement of the purpose of the required meeting.

Written notice of the time, date and substance of every Association meeting shall be given to each Member not less than 7 days before the date fixed for such meeting.

A quorum for any Association meeting shall consist of eleven Members in good standing, including at least five of the Governing Board.

Voting can be by general consent, by show of hands, verbally, or by secret ballot if requested. Regular and Associate Members, whether Officers or not, are eligible to vote at membership meetings, with the stipulation that each Regular member's boat gets only one vote. Meetings may be held in-person, virtually, or hybrid.

For meetings of the Governing Board, five Members shall constitute a quorum, provided the Commodore or Vice Commodore or Rear Commodore is present. Only Board members will have a vote during Board meetings.

The Commodore will have the deciding vote in the event of a tie in Membership or Board meetings.

### **Article X. Elections**

Officers shall be elected at an Association Meeting each fall. The Governing Board shall meet ahead of time and distribute a proposed slate of officers to the Members in advance of the meeting. Nominations may also be submitted to the Commodore no later than 24 hours before the meeting. Any such nominations will be immediately transmitted to the Association Membership. In the event that two or more persons are nominated for the same position, voting shall be by written ballot and the person receiving the greatest number of votes shall be elected. In the event of a tie, additional rounds of balloting shall be conducted for that position only.

### **Amendments to these Bylaws**

These Bylaws may be amended by a vote of 60% of the Members present and voting at an annual or duly called special meeting, consistent with Article IX.