

Constitution and By-Laws for the
Yacht Clubs of Maryland



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ARTICLE 1 GENERAL

Section 1. **Name:** The name of this organization shall be Yacht Clubs of Maryland as incorporated on June 14, 2005; herein the Yacht Clubs of Maryland, shall be referred to as the Association.

~~**Correspondence:**— For future reference, the term send/sent within this document shall mean that correspondences or documents will be sent via email, post or published in the Bay Breeze.~~

Section 2. **Purpose:** The purpose of the Association shall be to provide a means for close and frequent interaction and mutual support among member Yacht Clubs for the purpose of planning social and charitable events, advancing the sport of yachting and promoting the sciences of seamanship and navigation. The Association will seek to provide value to its member Yacht Clubs by encouraging reciprocal agreements, communication, and interaction among clubs and by promoting member clubs’ events. The Association will address local boating and waterway legislative, environmental, and regulatory matters of mutual interest and, where appropriate, work in close cooperation with other organizations.

Section 3. **Burgee:** The burgee of the Association shall be a triangular flag. It shall consist of a white border and an inner triangle. The white border shall have the words “Yacht Clubs of Maryland” printed on it. The inner triangle shall be a replica of the Maryland State Flag. Any member of a member club may fly the burgee. The Yacht Clubs of Maryland Burgee is also our logo which shall only appear on official YCM documentation and clothing, etc.

Section 4. **Colors** – Shall be the State of Maryland colors (black, white, yellow, and red)

~~**Section 5.** **Correspondence:** For future reference, the term send/sent within this document shall mean that correspondences or documents will be sent via email, post or published in the Bay Breeze.~~

NOTE: The current wording about Correspondence was added as a second paragraph to Section 1 “Name”: it needs to be a separate section as it has nothing to do with the organizations name.

ARTICLE II OFFICERS

Section 1. The Elected Officers of the Association shall be the Commodore, Vice Commodore, Rear Commodore, Legislative Affairs Officer, Secretary, and Treasurer. These officers must be a Past Commodore of a member club in good standing as described in Article VII, Section 2. and shall serve as members on the Board of Governors. Exception shall only be allowed as covered in Section 5.

The Board of Governors shall consist of the six (6) Elected Officers, as listed above, and three but no more than five other Past Commodores from member clubs to be Officers-at-Large. The Officers-at-Large shall be the Immediate YCM Past Commodore, and four (4) individuals, of which, if candidates are available, at least one of these shall be from the Eastern Shore. These four shall be elected in accordance with Article VI. These individuals shall be from different member clubs in good standing, as defined in Article VII, Section 2.

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- Section 2.** Only one individual from a member club, in good standing can serve on the Board of Governors with the exception of the Immediate Past Commodore and except as allowed in Section 5.
- Section 3.** Only one (1) individual at a time from a member club shall serve as an Officer. However, this section may be waived at any time when there is a lack of sufficient candidates to fill a position as an Officer. These exceptions are as allowed in Section 5.
- Section 4.** The order of progression will generally be with the exception as allowed in Section 5:
- Treasurer
 - Secretary
 - Legislative Affairs Officer
 - Rear Commodore
 - Vice Commodore
 - Commodore
- Section 5.** The above requirements for each Officer and Board Member are that the individual must be a Past Commodore, no more than one Board Member from any one club, and the progression of Officers are meant to assure that experienced and qualified individuals serve in these positions and that no one member club may gain undue influence. Deviance from this policy should not be taken lightly; however, if there is a lack of sufficient candidates to fill a position, the nominating committee may deviate from the above section.
- Section 6.** In the event, a member club ceases to operate and withdraws its membership from YCM, PCs from these clubs will be eligible and considered for positions in YCM, if they meet the requirements listed above.
- Section 7.** Individuals interested in holding an elected office in YCM or to be considered for the Nominating Committee should submit a letter to the Nominating Committee Chairperson by May 31. The letters should list their intentions, qualifications, and what office they would like to be considered for.
- Section 8.** ~~Only Past Commodores of a member club may serve on the Board of Governors. In addition to the elected Board and Officer positions, the Commodore, with the consent of the Board, may appoint other officers as necessary for betterment of the organization. These may consist of positions such as Supply Officer, Chaplain, Sick and Welfare Officer, etc. Candidates for these positions are only required to be members of member Clubs and are not required to be Past Commodores.~~

NOTE: The stricken sentence is already covered in Article II Section 1.

ARTICLE III ELECTIONS

- Section 1.** A majority vote of the General Membership is necessary for the election of any officer or Nominating Committee member. Each member club in good standing shall be limited to one vote. Votes shall be cast in person at any meeting where an election is held. Only the Commodore of a member club or his/her appointed representative, or alternate shall cast a vote in any election. In all non-contested elections, the Secretary shall ~~ease-cast~~ one vote for the slate as presented to the General membership.

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Section 2. Election and installation of officers shall be held at the September General Membership meeting. Each Officer shall hold office for one year from the date of election/installation and/or until a successor is elected.

Section 3. A notice shall be sent to all member clubs of Nominating Committee's report within 10 days after the June Board meeting.

By a petition, signed by no less than three (3) member clubs or 25% of the General Membership whichever one is higher, opposing candidates for any position listed in the committee's report may be submitted to the Secretary. Petitions must be received by the Secretary by the August 15th.

The Secretary shall send a ballot containing the names of the individuals nominated by the Nominating Committee and, if there is opposition, the Secretary shall include the names of any opposing candidates within 10 days after ~~the~~ August 15th.

Section 4. An individual's name shall only appear once on the ballot and will only be considered for one position.

a. The only exception is that a Board Member may be considered to be a member of the Nominating Committee. This will allow their name to be recorded twice on the Slate.

b. If the name of any person on the Nominating committee is being considered for an office, ~~he/she will~~ they should ~~refuse-recuse~~ him/herself ~~themselves~~ from voting.

NOTE: Roberts Rules specifically list reasons to not place any restrictions on a person who is on the Nominating Committee from being a candidate for office though it does say they should recuse themselves from the vote but it is not mandatory. The primary reason is that if it is known someone is desirous of an office, by placing them on the Committee someone could put that person at a disadvantage.

Section 5. When vacancies occur, of either a Board or Nominating Committee position, after the September General Membership meeting, the Board may appoint a person to fill that vacancy as stated in Article II, Section 5. This appointment shall be subject to election at the next General Membership meeting after the vacancy occurs. In the event the positions of Secretary or Treasurer become vacant, the Commodore, after consulting with the Board of Governors, is empowered to appoint a temporary Secretary and/or Treasurer until as such time as replacements are elected as specified in these by-laws.

Section 6. Any Officer who fails to attend sixty percent (60%) of all meetings within year may, by a majority vote of the Board, be removed from office and the vacancy filled as stated in Article III, Section 5.

Section 7. Only one representative from a member club in good standing shall cast a vote. If the individual represents more than one-member club, the individual will only be allowed to cast one vote. The individual can sign in for all clubs they are representing; however, they must annotate on the sign in sheet which club they are casting their vote for. No absentee ballots or proxies will be accepted.

Section 8. Any elected officer failing to perform their duties in a satisfactory manner as determined by the Board of Governors, shall be removed from office by a two-thirds (2/3) vote of the General Membership in attendance.

ARTICLE IV DUTIES OF OFFICERS

Section 1. It shall be the duty of the **Commodore**:

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- a. To preside over all meetings of the Association, including Board and General Membership meetings.
- b. To be the ex-officio member of all committees and shall vote only to break a tie.
- c. To announce all appointments and select committee chairpersons at the regular General Membership meeting in November, unless otherwise specified by the by-laws.
- d. To coordinate the Association representation at all member clubs' Openings and Balls. He/she shall strive to provide representation by at least one of the Officers.
- e. ~~The Commodore shall~~To serve as Committee Chairperson of the Finance Committee along with the Vice Commodore and Treasurer. The Commodore shall appoint a Past Commodore of YCM and an individual from a member club in good standing, as defined in Article VII, Section 2, for service on the Finance Committee.
- f. ~~The Commodore shall~~To -serve as Chairperson on the Raffle Committee.
- g. To serve as Chairperson of a "Meet and Greet" for the Commodores and Mates of the member clubs for current year, if the event is held.
- gh. To perform such other duties as may be prescribed by the Constitution and By-Laws and/or as directed by the Board of Governors.

Section 2. It shall be the duty of the **Vice Commodore**

- a. To assist the Commodore in the discharge of duties and to officiate in the Commodores' absence at all meetings of the Association including regular Board and General Membership meetings and committee meetings.
- b. To contact member clubs regarding hosting a Board and/or a General Membership meeting and shall arrange such meetings.
- c. To be the primary assistant to the Rear Commodore for planning the annual YCM Golf Outing.
- d. To be Chairperson of the annual YCM Christmas Party and the annual vacation cruise-
- e. To be the Chairperson of the Monthly Newsletter Committee and to appoint its members. The Vice Commodore shall ensure that the monthly newsletter, which should include input from the Officers as appropriate, is sent to all member clubs. If member clubs submit their monthly activities, the newsletter shall include this information.
- f. Shall serve on the Finance Committee.
- g. To arrange for speakers at the General Membership meetings, as directed by the Board.
- h. To perform such other duties as may be prescribed by the Constitution and By-Laws and/or as directed by the Board of Governors.

Section 3. It shall be the duty of the **Rear Commodore**

- a. To assist the Commodore and Vice Commodore in the discharge of their duties and in his/her absence to officiate in their stead.
- b. To serve as Chairperson of the Ship's Log Committee and shall appoint its members.

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- c. To serve as Chairperson of the annual YCM golf outing.
- d. To serve as Chairperson of the annual Fleet Captain's ~~dinner~~meeting to be held on the Sunday before the Super Bowl. To coordinate, compile and distribute materials useful for Fleet Captains with regards to planning their club cruises. This meeting is intended to facilitate the distribution and collection of information on cruises and events as well as Officers' information from Member Clubs.
- e. To solicit, receive and investigate membership applications and perform an investigation. The Rear Commodore shall report his/her findings to the Board and to the General Membership. The Rear Commodore shall follow-up with clubs that have shown interest in becoming a member of YCM.
- f. ~~To organize, manage and serve as Chairperson of the Annual Fleet Captains' Dinner Meeting on a selected date in January, no later than the last Sunday in January. To coordinate, compile, and distribute materials useful for Fleet Captains, with regards to planning their club cruises during this meeting. This meeting is intended to facilitate the distribution and collection of information on cruises and events, as well as officers' information from Member clubs.~~
- gf. To perform such other duties as may be prescribed by the Constitution and By-Laws and/or as directed by the Board of Governors.

Section 4. It shall be the duty of the **Legislative Affairs Officer**

- a. To keep members apprised of local legislative, environmental, and regulatory matters affecting the membership.
- b. To coordinate written and personal presentation to local legislative bodies, as approved by the Board and, when time warrants, the General Membership.
- c. To be Chairperson of the Legislative Affairs Committee and shall appoint its members. Members of this committee shall be from various Maryland counties to ensure complete representation.
- d. To meet with member clubs regarding local legislative and environmental concerns, upon the request of the member club. The Association's representatives at this meeting shall be either the Legislative Affairs Officer and/or members of the Legislative Affairs Committee.
- e. To perform such other duties as may be prescribed by the Constitution and By-Laws and/or as directed by the Board of Governors.

Section 5. It shall be the duty of the **Secretary:**

- a. To maintain an up-to-date record of all member clubs and a record of attendance at Board and at General Membership meetings. The record of attendance shall be given to the Nominating Committee to ensure that all requirements to be an Officer have been met as part of qualifying to go up the chairs.
- b. To maintain all records, documents, reports and correspondence connected with the business of the Association. This includes keeping action issues from prior meetings and ensuring the Commodore is aware of any such issues that need to be addressed.
 - 1. The Secretary shall distribute minutes of ~~the previous~~ Board Meetings to Board Members electronically ~~at least 7-10 days prior to the upcoming meeting date~~within 10 days after the meeting.

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2. The Secretary shall distribute minutes of ~~the previous~~ General Membership meetings to the Commodore, Board members, and appointed representatives and alternates of the member clubs electronically ~~at least 7-10 days prior to the upcoming meeting~~ within 10 days after the meeting.
- c. To maintain all records, documents, reports, and correspondence connected with the business of the Association. This includes keeping action items from prior meetings and ensuring the Commodore is aware of any such item.
 - d. To maintain and ensure that all necessary books and papers are available at the place of the meeting in the event he/she is unable to attend meeting. In the event that the Secretary is unavailable to attend a Board or a General Membership Meeting, a Secretary pro-temp shall be appointed by the Commodore.
 - e. In all non-contested elections, the Secretary shall cast one vote for the slate as presented to the General Membership.
 - f. To maintain a separate record of all passed motions that affect any future operations of the Association. This record shall be available to all member clubs and shall be considered Standing Rules of the Association. Until rescinded, these Standing Rules shall have the same force and effect of a section of the By-Laws.
 - g. The Secretary shall send notice, which shall include the proposed By-Laws changes to each member club in good standing, 30-days (30) prior to the General Membership meeting at which a vote shall be cast on the proposed changes.
 - h. Names of proposed member clubs shall be sent to all member clubs, by the Secretary, thirty-days (30) prior to the General Membership meeting in which member clubs will vote on the applicant(s).
 - i. The Secretary shall provide copies of the proposed budget for each member within 10 (ten) days after the June meeting.
 - j. To assist the Vice Commodore in the planning of the annual YCM Christmas Party.
 - k. To perform such other duties as may be prescribed by the Constitution and By-Laws and /or as directed by the Board of Governors.

Section 6. It shall be the duty of the **Treasurer:**

- a. To collect and pay all bills contracted by the Association and keep a correct account of all receipts and disbursements in books provided for this purpose.
- b. To develop a monthly-itemized report of all receipts and disbursements, with a statement of the amount of assets on hand. To distribute copies of the monthly-itemized report(s) containing receipts and disbursements at each regular Board and General Membership meeting. The Treasurer shall send a monthly-itemized report to all member clubs in the months ~~where~~ when no meetings are held.
- c. To have custody of all funds (including funds from such events as the yearly raffle) and establish banking accounts, as approved by the General Membership, in the name of the Association.
- d. To supervise the preparation and mailing of all dues notices to all Member clubs by June 10. Two non-payments of dues notices will be sent respectively on October 15th and November 30th with a deadline of December 31st for a Club to pay dues and

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maintain a “member in good standing” status. Renewal notices shall be sent to the Club and Treasurer’s addresses.

- e. The Treasurer shall inform the Secretary of the clubs that have not paid their dues, which puts them in a “not in good standing” status.
- f. To submit the reports, ledgers, checkbook, etc. to the Audit Committee at the close of the fiscal year and in the event additional audits are deemed necessary or requested by three (3) member clubs in good standing.
- g. To file all tax papers in accordance with Internal Revenue Service and State of Maryland filings requirements, including Articles of Incorporation.
- g. To serve on the Finance Committee.
- h. To perform such other duties as may be prescribed by the Constitution and By-Laws and/or as directed by the Board of Governors.
- i. To be owner of the Yacht Clubs of Maryland Facebook page and appoint administrators as necessary.

Section 7 Appointed Officers as described in Article II Section 8

- a. The titles and duties of these officers shall be outlined in Attachment A to these By-Laws. This attachment may be revised at any time with the consent of a 2/3 majority of the Board of Governors at any regular or special meeting.

ARTICLE V MEETINGS

Section 1. Meetings of the Association shall be held on the last Wednesday of each month as listed in Section 2 and as scheduled by the Vice Commodore.

Section 2. General Membership Meetings shall be held on the last Wednesday of September, November, January, March, May, and July. The January Meeting may coincide with the Fleet Captains’ Meeting and may occur in early February, depending on the date of the Super Bowl. Subject to Board approval, when circumstances (e.g., holidays, weather, events, etc.) require, the meeting may be held on a day within the month other than the last Wednesday. In deference to the boating season, the focus of the July meeting will be social, with business limited to the minimum required. The Board may approve any day, time, location, and format for the Social Gathering that supports interaction and friendship among member clubs. The Vice Commodore is responsible for scheduling General Membership meeting including time, location, coordination, and requested support by the host club or facility.

In months where there is no General Membership Meeting, the Board shall hold a meeting on the last Wednesday of each month. Subject to Board approval, when circumstances (e.g., holidays, weather, events, etc.) require, the meeting may be held on a day within the month other and the last Wednesday. In deference to the Holiday Season, a meeting is not required in December, but may be held if deemed necessary. The Vice Commodore is responsible for scheduling all meetings including time, location, coordination, and requested support by the host club or facility.

Section 3. Special meetings may be held at the call of the Commodore or upon written request of a member club in good standing, as defined in Article VII, Section 2 providing the purpose of the meeting is stated in the request. The membership shall be notified in writing at

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least thirty days (30) prior to such special meeting and the purpose of the special meeting must be stated in the notice.

Section 4. Each member club in good standing shall appoint, in writing, a representative and/or alternate representative to attend and to vote on behalf of the member club. Any individual from a member club in good standing may attend meetings.

Section 5. The Constitution and By-Laws shall govern each meeting. In the event that the Constitution and By-Laws do not cover the specific issue, the Standing Rules will be consulted. If the issue is not covered in either of the above reference documents, the unabridged latest version of Robert's Rules shall be used.

ARTICLE VI QUORUMS & VOTING

Section 1. Twenty-five percent (25%) of member clubs in good standing, as defined in Article VII, Section 2. shall be sufficient to constitute a quorum to transact the business of the club at the General Membership meeting. For Board meetings, fifty percent (50%) of Board members will constitute a quorum.

Section 2. All votes on any issue, item or election shall be cast in person. No absentee ballots or proxies shall be permitted.

Section 3. A simple majority of the votes cast from the representatives of member clubs in attendance shall determine the incoming officers~~s~~(2) and Board Members. In all non-contested elections, the Secretary shall cast one vote for the slate as presented to the General Membership.

Section 4. A two-thirds (2/3) of representatives in attendance and eligible to vote shall be required to approve a membership application; actions on local legislative issues; and/or removal of a member from an elected office or board position.

~~**Section 5.** In the event that an Officer cannot fulfill the position elected to, the Commodore shall call for a special election to be held at the next meeting of the General Membership after the vacancy occurs. Vacancies shall be treated in accordance with the Article III, Section 5.~~

NOTE: This is redundant with Article III, Section 5 and could be considered in conflict with same.

ARTICLE VII MEMBERS

Section 1. To be considered for membership into the Association, a yacht club must:

- Be founded in Maryland.
- Conduct a majority of its club's activities in Maryland.
- Conduct its' official club's Opening and or Ball in Maryland
- Have a majority of members who mainly operate in and around Maryland waters.

In addition to the above, a yacht club will be considered for membership into the Association if the yacht club meets the qualifications as discussed below in a. though g.

- a. Is affiliated with yachting and the accommodation and fulfillment of its members.
- b. Is governed by the constitution/by-laws, which have been approved by its members.

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- c. Has established its own procedures, and regulations, regarding the operations of the club without any outside interference from an individual or group.
- d. Has elected its members in accordance with its constitution and/or by-laws.
- e. Has elected its Officers and Board of Governors by its members.
- f. Functions on a non-profit basis and any profits derived by its operation shall be used for the satisfaction of the club and its membership as a whole.
- g. Is not controlled by an individual or group, other than the yacht club.

Section 2. A yacht club shall be considered in “good standing” as long as all financial obligations of the Association have been met.

Section 3. Member clubs shall be Maryland yacht clubs or yacht clubs founded in Maryland. Member clubs in good standing, as defined in Article VII, Section 2, shall have full rights and privileges to vote in elections and other matters affecting member clubs and the association provided they have had a representative at 3 of the last 6 General Membership Meetings. Individuals from member clubs in good standing shall be able to Chair any committee, ~~and member clubs must have a representative attend at least three (3) General Membership meetings a year.~~

Section 4. Clubs seeking membership into the Association shall complete a membership application for consideration. An application fee, as set by the Board of Governors, shall accompany the membership application along with a copy of the By-Laws and Constitution of the club applying for membership. Any prospective club seeking membership in the Association may attend a General Meeting to have any questions answered about the Association.

Section 5. Each application for membership shall be investigated by the Rear Commodore or a member of his/her committee. Each application must contain the signature of a member of the Association and the Commodore of the club applying for membership. Each member club shall only be allowed to cast one vote. If an individual represents two different member clubs, the individual can only cast one vote in elections and on issues.

Section 6. Names of proposed member clubs shall be sent to all member clubs by the Secretary, thirty days (30) prior to the General Membership meeting in which member clubs will vote on the applicant(s).

Section 7. Only Past Commodores of member clubs may serve as an Officer. These Past Commodores shall have served as an officer in two (2) different positions within their own club. Exceptions to this policy shall be in accordance with Article II, Section 5.

Section 8. Member clubs shall pay annual dues, as set by the Board of Governors, which are due and payable on or before September 30.

- a. Dues shall be prorated for clubs joining after August 31 as set forth below:
 - 1. 100 % of annual dues if club joins in September, October, and November
 - 2. 75% of annual dues if club joins in December, January, and February
 - 3. 50% of annual dues if club joins in March, April, and May
 - 4. 100 % of annual dues if club joins in June, July, and August; however, these funds shall carry over to the following year and dues shall be considered paid in full for that year.

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- b. Two non-payment of dues notices will be sent. The first, on October 15th and the second, on November 30th, with a deadline of December 31st for a Club to pay dues and maintain a “member in good standing” status. Renewal notices shall be sent to the Club’s and Treasurer’s address.
- c. If payment is not received by December 31st, the club’s membership in YCM will be suspended and the club will no longer receive any YCM correspondence including the Ship’s Log and the Association will also no longer post their club’s events or flyers. Individual members from suspended club will also no longer receive any correspondence from YCM.
- d. If the club wishes reinstatement back into YCM during the first year, the club shall become current with all back dues owed at the time of suspension. After the first year, the club will have to reapply for membership as well as become current with all dues owed at the time of suspension.

ARTICLE VIII AFFILIATIONS

- Section 1.** The Association recognizes the value of affiliation with other organizations with boating/waterway interests. Affiliations with organizations shall be approved by a majority vote of the General Membership. Representatives from affiliated organizations shall be welcomed and encouraged, for mutual communication and support, to attend the Association’s meetings and be part of discussions. However, affiliated organizations are not part of the general membership and therefore it would be inappropriate for representatives from these affiliations to have voting privileges, serve as an Officer, be on the Board of Governors, or Chairperson or serve on any committees.
- Section 2.** The Association will seek these affiliations as directed by a majority of member clubs present at a General Membership meeting subsequent to a majority vote of the Board proposing such an affiliation. The importance of seeking the affiliation would be to provide further support to the Association’s member clubs in local boating and waterway legislative, environmental, and regulatory matters and to promote fellowship and reciprocity.
- Section 3.** All affiliations will be documented in an Affiliation Agreement that must be approved by a majority vote of member clubs at a General Membership meeting.

ARTICLE IX COMMITTEES

- Section 1.** Committees may be as follows but not limited to:
- a. **Membership Committee**
 - 1. The Chair of the Membership Committee shall be the Rear Commodore
 - 2. The Chairperson shall receive all applications. Members of the Committee shall meet with the proposed member club to discuss requirements and reciprocal arrangements.
 - 3. It will be the responsibility of the Chairperson to present the committees’ findings and recommendations to the Board and then again to the General Membership for approval prior to admission or reinstatement into the Association.
 - 4. As a service to the Association’s member clubs, the Committee shall check to ensure that the charter of the member club(s) are current. If not, the member club(s) shall be notified.

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b. Audit Committee

1. The Audit Committee shall consist of a Board member, excluding the Treasurer, and two (2) individuals from different member clubs in good standing, as defined in Article VII, Section 2.
2. The Audit Committee shall convene at least twice during the fiscal year. In September, prior to turning over the books to the Treasurer elect; and, then again in May. The Audit Committee may call for additional audits throughout the year as they deem necessary or if requested, in writing, by three (3) member clubs in good standing.

c. Nominating Committee

1. The Nominating Committee shall consist of the Immediate Past Commodore who shall chair the committee and four (4) individuals from different member clubs in good standing, as defined in Article VII, Section 2.
2. No more than one (1) other Past Commodore of the Association shall serve on the Nominating Committee.
3. The Nominating Committee shall be included on the slate and voted on by the General Membership at the September meeting.
 - a. To be eligible to be on the Nominating Committee an individual must have attended at least 3 General Membership meetings ~~with-out of~~ the last six (6) ~~months~~ prior to submittal of their request to be on the Nominating Committee.
 - b. The Nominating Committee shall meet and interview potential candidates as well as current officers that have submitted a request to continue up the chairs no later than the 3rd Sunday in June.
4. A Nominating Committee member shall attend four (4) General Membership meetings in a year.
5. The Nominating Committee shall:
 - a. Receive letters from all potential candidates, including current Officers by May 31.
 - b. Meet with the candidates that are being considered to fill vacant positions, to ensure that he/she has fulfilled all his/her duties as well as meeting all requirements no later than the 3rd Sunday in June. Candidates being considered to be officers for the following year shall also be interviewed, at this time, to ensure they are aware of the requirements as well as ensure the qualifications have been met.
6. The Nominating Committee shall present their written report to the Board of Governors at the June Board meeting and the Secretary shall send notice to the membership within ten (10) days after the June meeting. The committee's report shall include its recommendation for an individual to fill each office, including members for the ensu~~r~~ing year's nominating committee. The Committee's report shall be included in the July newsletter.

d. By-Law Committee

1. The Commodore shall appoint the Chairperson of the By-Law Committee. The Chairperson shall appoint his/her committee members, which shall consist of the

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Chair and two (2) individuals from different member clubs. The By-Law Committee shall meet at least once a year to review and, where necessary, revise the By-Laws.

2. Any member club in good standing, as defined in Article VII, Section 2. may recommend/propose a By-Law change to the Chairperson of the By-Law Committee. The Secretary shall send notice, which shall include the proposed changes to each member club in good standing, thirty (30) days prior to the General Membership meeting at which a vote shall be cast on the proposed changes. These proposed changes shall also be published in the monthly Bay Breeze or under separate cover.
3. All changes to the By-Laws shall be submitted, in writing, sixty-days (60) prior to a General Membership meeting. The legal submission shall be signed by the Commodore of the member club in good standing or the club's appointed representative to the Association.
4. All legal submissions to the By-Laws shall be brought before the Board for review and the General Membership for a vote.
5. The Committee shall present their own recommendations along with properly worded versions of any legal submissions from member clubs in good standing to the Board prior to submittal to the General Membership for a vote.
6. All By-Law changes shall be approved by a 2/3 majority of the member clubs in attendance and eligible to vote at a General Membership meeting.

e. Finance Committee

1. Shall consist of the Commodore, Vice Commodore, Treasurer, a Past Commodore of YCM and an individual from a member club in good standing, as appointed by the Commodore.
2. The Finance Committee shall submit a proposed annual budget to the Board of Governors prior to the September meeting for the upcoming fiscal period (January 1 to December 31).
3. The newly elected Board of Governors shall review, make changes and present its recommendation to the General Membership at the October meeting.
4. The Secretary shall provide copies of the proposed budget for each member club within 10 days prior to the October meeting.
5. The Chairperson for any event or club expense that exceeds \$300 shall submit a preliminary budget to the Finance Committee before signing any contract. The Committee shall meet to vote on that budget within one week of receipt. If approved, the Chairperson must submit for approval any expense greater than 10% of the amount approved.

f. Ship's Log Committee

1. The Chair of the Ship's Log Committee shall be the Rear Commodore and shall appoint its members.
2. Shall collect and compile information from member clubs regarding Officers, History, Directions, Ball and Opening dates, and other pertinent data that the club would like to include on its page.

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3. Shall secure costs and arrange for the printing of the Ship's Log, with the goal of distribution to member clubs by the 2nd Sunday in May.

ARTICLE X INDEMNIFICATION SECTION

No director or officer of the Association shall be liable to the Association for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active deliberate dishonesty, or (b) intentionally wrongful, willful, or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

Any word or words used here shall have the same meaning as provided and defined in Title 2, Subtitle 418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (which is hereafter called the "Indemnification Section").

The Association shall indemnify any present or former director of the Association in connection with any proceedings to the fullest extent permitted by and in accordance with the Indemnification Section.

With respect to any association representative other than a director, the Association may indemnify such association representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, the Association shall not indemnify such association representative under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding that indemnification of such association representative is proper in the circumstances.

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This Constitution and By-Laws was accepted by the membership at the General Membership meeting on **Wednesday, May 25, 2005.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, January 31, 2007.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, July 25, 2007.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, August 25, 2010.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, January 30, 2013.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, September 23, 2014.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, May 27, 2015.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, September 28, 2016.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, November 29, 2016.**

The amendments to the Constitution and By-Laws were accepted by the membership at the General Membership meeting on **Wednesday, April 24, 2019.**

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ATTACHMENT A

APPOINTED OFFICERS

The Appointed Officers listed herein may be appointed by the Commodore with the consent of the board. As outlined in Article IV Section 7, these positions can be held by any member of any member club. This list may be modified by 2/3 majority vote of the Board of Governors present at any regular or special meeting.

A. Chaplain It shall be the duty of the Chaplain to:

- a. To lead the members in prayer at meetings if so desired.
- b. Prepare an inspirational article for the monthly Bay Breeze.
- c. To conduct a service at deceased member's viewing if a YCM service is desired by deceased member's spouse or family members.
- d. Any other duties requested by the Commodore for the spiritual wellbeing of the Club.

B. Sick and Welfare Officer It shall be the duty of the Sick and Welfare Officer to:

- a. Notify the membership of member's sickness and welfare via the monthly Bay Breeze and Yacht Clubs of Maryland Facebook page if requested by them or their family.
- b. Include in the monthly Bay breeze a report of Sick and Welfare
- c. Work with the Treasurer to include in the yearly projected budget funds to send flowers, notices of bereavement and get-well cards sent to the YCM PCs, Officers and Bridge members should this be necessary.
- d. Send a Get Well or Thinking of You card to members, when notified by family, who are seriously ill or hospitalized.
- e. Send a Sympathy Card to a member's family upon their death if informed by the family.

C. Supply Officer It shall be the duty of the Supply Officer to:

- a. Purchase, stock, sell, and reorder all flags, burgees, buttons, jewelry, patches, badges, jackets, tee shirts, caps, clothing, etc.
- b. Stock a supply of any other items the Board approves.