

## **BY-LAWS**

### **Article I – Name and Identifying Information**

The name of this organization shall be the “The Harris Kempner Sailing School Incorporated” or HLK Sailing in short form; referred to alternatively as “the Organization” herein. The Federal Tax Id of the Organization is 76-0297256. The Texas Secretary of State Registration Number is 0113414001. HLK Sailing is organized in accordance with Internal Revenue Code Section 501(c) 3 as a non-profit under section 509(a)1 of the Revenue Code and Title 2, Chapter 22 of the Texas Business Organization Code.

### **Article II - Mission and Policies**

**Section 1:**     **Mission** – The Harris Kempner Memorial Sailing School is dedicated to teaching motivated youth from the Galveston County area the art of seamanship and providing them with adventure sailing experiences in a safe, stimulating environment. The primary goal of the sailing school is to promote sailing and to instill pride, discipline, and teamwork in our youth members, alongside a sense of duty and service to the community through engaging sailing lessons.

**Section 2:**     **Policies** – The policies of this school shall be the policies set forth by these By-Laws and the written policies of Executive Committee of the Organization.

**Section 3:**     **Non-Discrimination.**   HLK Sailing is an equal opportunity organization and will not tolerate discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

### **Article III – Membership**

**Section 1:**     **Eligibility for Membership.** Application for voting membership shall be open to any current resident of the Houston Galveston area that supports the Mission and Policies in Article II. Applicants are nominated for membership by an Active Member. Membership is granted upon a majority vote of the board of directors in support of the application, passing the requirement for the desired level of membership, payment of dues, completion of required background check, and signature upon the “membership agreement.” *A vote on a nominated member may be made outside of general or special meeting in any manner deemed convenient.*

#### **Section 2:**     **Categories of Membership**

**Active:**       **Voting.**           Active members may serve on the board, hold office, vote in elections to the board and nominate new members. Must pay annual dues and

contribute to the club in a manner deemed acceptable by the Commodore and Executive Committee.

**Youth:** **Non-Voting:** Must be at least 10 years old, or if younger by waiver of age requirement after Executive Committee approval. Before accepting the invitation to membership, they shall have an orientation in the privileges and responsibility of the organization, U.S. Sailing membership, and shall agree to engage in the programs of the school. Youth membership expires at 18 years of age. May serve on Ad hoc committees.

**Honorary:** **Non-Voting:** Honorary members are those who, by their service to this school or to the community, were invited to membership in the school by an Active member. They shall not vote or hold office or pay dues or propose members but shall be entitled to other privileges of this school.

**Removal :** A member may be removed from membership by a majority vote of the Executive Committee after fifteen (15) days' notice in writing, stating the cause of such action. Except in cases of non-payment of dues, an opportunity for a hearing before the Executive Committee shall be given.

#### **Article IV – Board of Directors**

**Section 1:** **General Powers.** The affairs of the Organization shall be managed by the Board of Directors (the Board or the Directors) and its Executive Officers (Commodore and Vice Commodore). All officers of the board are elected annually by the Active Membership. All members elected as Officers are also members of the Board. The Commodore and Vice Commodore positions are non-voting members of the Board except in the event of a tie.

**Section 2:** **Number and Tenure.** The Board shall be composed of no fewer than three, nor more than 15 active members. Each member shall serve for a term of 1 year, unless they die, resign or are removed by a majority of the Board. The number of board members may be changed by an amendment to these bylaws, but no such change shall shorten any sitting board member's tenure. There are no limitations on Board members or Officers serving successive terms.

**Section 3:** **Specific Duties.** The Board shall approve the annual budget. The Board shall approve acceptance of any proposed donation of real or personal property. The Board shall specifically approve any periodic lease, permit, or obligation made on behalf of the Organization.

#### **Article V – Officers**

**Section 1:** **Voting Board Officers** The Board officers shall consist of the Chairman of the Board, Harbor Master, Secretary and Treasurer.

**Non-Voting Board Officers** The Commodore and the Vice Commodore are non-voting executive officers of the board equivalent to an Executive Director and Executive Officer. The Commodore and Vice Commodore may only cast board votes in the event of a tie.

**Section 2: Duties:**

- a) **Chairman of the Board**, shall preside at meetings of the organization and the Executive Committee and shall be a member ex-officio of all standing and ad hoc committees. The Chairman may create ad hoc committees as are deemed necessary and shall assign their duties.
- b) **Commodore/Executive Director**, shall oversee the overall operation of the Club boats, facilities and regular adult racing and training program. They shall preside as presiding officer at all Executive Committee meetings in the absence of the Chairman and shall serve as Harbormaster unless such position is separately filled.
- c) **Vice Commodore/Executive Officer**, shall oversee the youth sailing program directly, serve as the Commodore when the Commodore is absent, and preside at meetings not attended by the Chairman or the Commodore.
- d) **Secretary**, shall keep the minutes of meetings and be responsible for the orderly presentation of issues to the executive committee and the board for consideration. The Secretary shall maintain a file of essential records which shall be transferred to their successor at the close of the term of office. They shall conduct the general correspondence including apprising the members of upcoming meetings of this school and keep records and reports. The secretary may appoint, with concurrence of the Commodore, Vice Commodore, or Chairman, one or more assistant secretaries to assist them in their duties.
- e) **Treasurer**, shall be the primary budgetary officer of the Organization and shall be the custodian of the funds for the School, shall collect and record all dues and assessments and receive all money, manage all accounts, and coordinate all necessary financial filings with the Secretary. In concert with the Executive Committee, the Treasurer shall prepare a proposed annual budget for approval by the board. They shall manage payments in accordance with the budget and shall have authority to pay all routine items approved in the annual budget. They shall also, upon request of the Executive Committee, create a check for signing by the Commodore or Vice Commodore or authorize transfer of such payment by convenient and expedient means for items not within the approved budget. ***All non budgeted purchases exceeding \$2,500.00 must be approved by a majority of***

*the Board.* The treasurer shall annually report expenditures and income to the board and shall make the books and records of the Organization available to Board members of Officers upon request.

- f) **Harbor Master**, shall work in conjunction with the Secretary to maintain a record of club owned vessels. The Harbormaster shall evaluate service/repair recommendations to the Executive Committee or the Board, record mechanical, electrical, rigging maintenance, and maintain necessary service records. The Harbormaster shall evaluate all boats entering Regattas for soundness and fitness and shall report all safety issues to the Executive Committee. The Harbormaster shall report to the Board on the advisability of any proposed donation to the Organization.

**Section 3:** **Vacancies** – A vacancy in any office shall be filled by a majority vote of the Executive Committee until the next annual election by the Active Members.

#### **Article VI – Membership Dues and Other Financial Obligations**

**Section 1:** **Annual Dues** – Shall be determined by the Board on a yearly basis.

**Payment** – The Treasurer shall send notice to each member in February of each year. Dues shall be payable to The Harris Kempner Memorial Sailing School, Incorporated by such means as is convenient. Dues shall be delinquent after the last day of February, at which time past due notices shall be sent.

#### **Article VII – Meetings, Voting, Elections, and Quorum**

**Section 1:** **General Meetings** – General Meetings shall be held monthly. Meetings will be streamed or held via Zoom or similar platform. The Board may vote on regular business at General Meetings.

**Section 2:** **Annual Meetings** - The Annual Meeting shall be held the second week in March. Elections of Board and Officer positions shall be conducted at the Annual Meeting. Any proposed changes to the Bylaws shall be voted upon at the Annual meeting.

**Section 3:** **Special Meetings** – May be called by the Chairman of the Board. Special meetings may be called to address important matters and will be noticed and conducted in manner specified in the resolution calling for the meeting.

**Section 4:** **Nominations and Balloting** Nominations for the Board and Officer positions shall be either by nomination from an Active member or Self-nomination by an Active member. All nominations must be received by February 15<sup>th</sup> each year.

The Board, in concert with the Secretary shall prepare the ballot and forward it to all Active members via email by February 25<sup>th</sup>. **Floor nominations are not allowed.**

**Section 5:** **Voting on General Elections of Board and Officers** – Board Members and Officers shall be elected by vote on the ballot specified in Section 2 above, *unless there shall be but one candidate for any office.* The election for officers and Board members with more than one nominated candidate will be at the March Annual Meeting. Voting shall be either in person or by proxy. If there is no quorum of Active members at the Annual Meeting, the Board shall declare a failure of quorum and then shall circulate the ballots via email to the Active members and allow 10 additional days to vote electronically. If quorum is not achieved via electronic votes, then the election shall be determined by a simple majority vote with the Commodore and the Vice Commodore breaking any ties.

**Section 6:** **Board Voting on Regular Business.** The Board may conduct its regular voting in any convenient manner that is fair, transparent and auditable provided that any matter subject to board vote has been presented via agenda to the entire Board at least 10 days prior to the vote. Voting may be in person at the regular meetings or via electronic means.

**Section 7:** **Voting on Changes to These Bylaws.** Proposed changes to the Bylaws will be circulated with the ballot for the annual elections of Board Members and Officers as a separate item. In the event of a quorum failure, the Chairman may call a special meeting to attempt to reach quorum. If after a special election, quorum is not reached, the Chairman shall hold a simple majority vote of the Board of Directors to adopt or reject the proposed changes with the Commodore breaking any tie.

**Section 8:** **Quorum** – For the Annual Election of the Board and Officers, quorum shall be 20% of Active members. For Board votes on routine business, quorum shall be any three members of the Board. For voting on changes to these Bylaws quorum shall be 2/3 of the Active members.

### **Article VIII – Indemnification**

**Section 1:** No officer or member of the advisory board of this Corporation shall be liable to this Corporation or to any of its members for monetary damages for an act or omission of the officer or advisory board member in their capacity. This provision shall not eliminate or limit the liability of an officer or advisory board member for:

- a) An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- b) A transaction from which of an officer or advisory board member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer or advisory board members office;
- c) An act or omission for which an officer or advisory board member is expressly provided by statute.

**Section 2:** The Corporation shall indemnify officers or advisory board members of the corporation to the full extent permitted by law.

### **Article IX – Standing Committees**

**Section 1:** **Executive Committee** – The executive committee shall be composed of the officers of the Organization, and 3 members of the board selected by the Commodore. The Executive Committee will be chaired by the Chairman of the Board. The executive committee will meet at least monthly, and the Secretary shall distribute minutes of such meetings to the Board and make them available on the website for members.

**Fundraising Committee** – Is responsible for the school’s fundraising projects. The committee shall consist of the Chairman, who shall preside, and 3 board members appointed by the Commodore.

**Capital Acquisition Committee** – Is responsible for evaluating all proposed donations of real estate or vessels. The committee shall consist of the Chairman, who shall preside, and will have 3 board members selected by the Commodore.

### **Article X**

**Section 1:** **Fiscal Year** – Shall be from June 1<sup>st</sup> to May 31<sup>st</sup>.

**Section 2:** **Accounts and Audit** - The books and accounts of the school shall be kept by the Treasurer in accordance with generally accepted accounting principles.

### **Article XI – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern this school in all cases to which they are applicable and in which they are not consistent within the By-Laws and in special rules of order the school adopts.