

# **By-Laws of the Tidewater Grady-White Club** *(Amended – Dec. 2022)*

## Article I - Name and Location

The legal name of the club shall be the Tidewater Grady-White Club, (referred to hereinafter as Club), with membership located in the geographical area known as Tidewater, Virginia.

## Article II - Objectives

The objective of the Club shall be to promote the use of our Grady-White boats, while providing members with opportunities for personal contact, fellowship, education, and pleasure in recreational boating, fishing and other water-related activities on the Chesapeake Bay and adjacent waters.

## Article III - Membership

- A. Regular Membership shall be restricted to Grady-White boat owners.
- B. A paid Regular Membership covers the boat owner along with his or her spouse/partner and immediate family members living with them.
- C. For jointly owned boats (assuming multiple owners want to participate in Club activities), a Regular Membership fee must be paid by each owner.
- D. To remain in good standing, annual dues, in the amount to be established by the Board of Directors of the Club, must be paid for the current year.
- E. Associate Memberships shall be available with Board of Directors approval to past members of the Club who wish to remain affiliated with the Club, but who are no longer eligible for Regular Membership, or to those persons who are in the process of purchasing a Grady-White boat and have a valid purchase contract. Associate Members pay dues and have all the rights and privileges of Regular Membership, except they may not hold office in the Club.
- F. Honorary Membership may be granted to individuals who have been deemed by the Club to have provided an extraordinary service to its members. The normal requirements for membership, including annual dues, may be waived.
  - 1. Honorary membership shall be granted by a proper motion before a quorum of Club members at a regular meeting or by a majority vote of Board members.
  - 2. Honorary membership shall continue in effect until rescinded by a proper motion before Club members at a general members meeting.
  - 3. Honorary Members shall not have voting privileges or be allowed to hold office.

## Article IV - Voting

One vote shall be allocated per paid Regular Membership regardless of the number of boats owned or the number of people covered under that membership. The Board of Directors shall be the sole and final judge of the qualifications for memberships and voting.

## Article V - Dues

Members shall be required to pay annual dues by January 15th of each year. Non-payment of annual dues within a 30-day grace period shall result in suspension from Club membership participation and voting privileges until payment is rendered. The Club's fiscal year will be the calendar year, January 1st through December 31st. Dues

and Memberships are stand alone to each calendar year and not prorated. The Annual Dues amount shall be set by the Board and communicated at the Q4 business meeting.

#### Article VI - Elections

In December (Q4) of each calendar year, the President shall soliciate nominations for the 4 Officer positions as needed to prepare a slate of canidates to be presented at the semi annual March (Q1) business meeting of the membership. If the slate is accepted as presented, voting shall be by voice vote, yea or nay. However, if there are any nominations to the slate from the floor, a written ballot shall be cast.

Officers, so elected, shall take office effective immediately and shall serve for a one (1) year term. Officers may be subsequently re-elected to the same office, except the President, who shall not serve more than two consecutive terms of office (unless by unanimous consent of the membership).

All vacancies arising among officers, other than that of President, shall be filled by majority vote of the remaining members of the Board of Directors. Should the office of President become vacant during the year, the Vice-President shall automatically succeed to that office for the remainder of the current year. Persons elected to fill vacancies shall serve until the expiration of the original term of office.

#### Article VII - Officers and Their Duties

There shall be 4 Officers of this Club: President/Commodore, Vice-President, Secretary, and Treasurer.

- The President shall:
  1. preside at all general meetings of the Club and the Board of Directors
  2. serve as the Club's representative to Grady-White and other Grady-White owners clubs
  3. give an annual report at the December (Q4) meeting of the Club
  4. work with the Vice President to develop the proposed Events Calendar for the Club
  5. monitor the TWGC website and Facebook page.
  6. maintain contact with the local dealer to get names of Grady-White boat purchasers (new & used)
  7. invite prospective members to the next event/meeting
  8. approve all applications for New Members
  9. communicate with the Treasurer and Secretary with new member information
  10. share joint bank account access with the Treasurer for the Club banking account and have signing authority up to \$500 (over that amount requires Board approval).
- The Vice-President shall:
  1. In the absence of the President, preside and perform the duties of the President.
  2. assist the President upon request.
  3. serve as the Events Coordinator
    - a) with the President, develop the proposed Events Calendar for the Club.
    - b) provide logistical support/arrangements/coordination for Club events, to include: cruise plans/destinations, fishing trips/tournaments; picnics; sightseeing; special activities; luncheons/dinners; annual banquet/awards; Club function guests; and speakers.

- The Secretary shall:
  1. keep minutes of the meetings of the Club and the Board of Directors
  2. promptly send minutes of meetings to the President for approval by the Board
  3. receive all suggestions and comments of the members of the Club and provide them to the Board at their next meeting
  4. maintain and publish a current directory of all members, (alphabetically and by boat model)
  5. assist President with the regular correspondence of the Club
  6. monitor the TWGC Website and Facebook page
  7. provide media support for Club activities, to include: club correspondence, photos archives, community activities, and Anchorline submissions
  
- The Treasurer shall:
  1. have charge of all funds of the Club while maintaining a proper Club banking account and having signing authority up to \$500 (over that amount requires Board approval).
  2. collect all monies (including dues) and pay all debts of the Club as authorized by the Board
  3. with the President, sign all contracts and obligations as authorized by the Board
  4. lead the Board discussion in building the Annual Operating budget for the Club
  5. present the Board approved Operating Budget at the March (Q1) Event Planning members meeting
  6. keep an accurate account of the receipts and expenditures and present a quarterly report to the Board and the Club, and an annual report to the Board at the end of the year
  7. assist with the financial audit at the end of their term
  8. in the event that the Treasurer is absent for more than one month, the President and Vice-President together are authorized to assume these duties

#### Article VIII - The Board of Directors

- A. The Board of Directors (the "Board") of the Club will be comprised of the four (4) officers, and the immediate past-President for a total of 5 Board Members
- B. The Board shall:
  1. have general supervision of the Club
  2. convene within the week before each general meeting of the Club. (This meeting may be held immediately before each general meeting)
  3. require each Board Member to attend Board and Club meetings. If necessary, the Board Member may be excused by the President
  4. approve expenditures of Club funds in excess of \$500, the annual operating budget and any other applicable matters contained in these By-Laws
  5. receive from the Secretary all suggestions and comments from the membership, and deal with these items as deemed appropriate
  6. submit proposed annual membership dues for approval by the general membership.
  7. recommend revisions to the By-Laws as necessary
  8. have the authority to dismiss or suspend any member for conduct, which in their judgement, may endanger the welfare, interests, good order, or reputation of the Club

9. insure that the financial records are audited annually prior to the December meeting, and at every change of the Treasurer
10. insure that no correspondence, or correspondence with the Club letterhead, is conducted without the approval of the President and Vice President
11. see that no activity which implies endorsement, acknowledgment, or sponsorship of the Club be initiated or conducted without the approval of the Board

#### Article IX - General Meetings of the Club

There will be 2 general business meetings of Members every year. One in Q4 (usually December) and one in Q1 (usually March). The general meeting of the Members held in Q4 shall be known as the Holiday Party and Year in Review meeting. Its primary purpose is to celebrate the holiday season while reviewing the year just past (including Officer updates) and soliciate nominations for Officer positions for elections to be held at the next Q1 meeting.

The Q1 meeting shall be known as the Annual Event Planning Meeting. Its purpose is to elect new Officers, soliciate member ideas for boat club activites to be planned for the new boating season, reveiw the annual operating budget as proposed by the Board and any cover any other club business that may arise.

These regular meetings shall be held at a place selected by the Board. Notices of the meetings shall be promoted via email to the membership as well as posted on the Club Website and Facebook Page. Special meetings of the Club may be called by the President or by a majority of the Board of Directors.

The members present at a meeting shall comprise a quorum, provided that at least two (2) current Club officers are present. Only in the case of amendments to the By-Laws shall write-in votes be included in the determination of a quorum and counted in the voting.

#### Article X - Meetings of the Board of Directors

The Board shall meet as needed, usually within the week preceding the general meetings of the Club (these meetings may be held immediately before each general meeting).

Special meetings of the Board may be called by the President or by the request of two members of the Board.

#### Article XI - Parliamentary Procedure

The current edition of "Robert's Rules of Order" (or "Robert's Rules of Order Newly Revised in Brief" - RONRIB) shall be the authority in all matters of Parliamentary Procedure not covered in the By-Laws.

#### Article XII - Amendments to the By-Laws

These By-Laws may be amended at a regular general meeting of the Club by a 2/3-majority vote of those members present or submitting a write-in vote, provided that the quorum requirement is met. Proposed amendments and revisions to the By-Laws may be initiated by the Board, or by a written proposal from the members, and must be made available for review by the members three (3) weeks prior to the general meeting where the vote to change them is scheduled to take place.