

# Constitution of The Cal Sailing Club

A California Public Benefit Corporation

## Preamble

In recognition of the desire among the general public to be educated and participate in sailing and windsurfing, we hereby establish The Cal Sailing Club.

## Article I: Name

The official name of this organization shall be The Cal Sailing Club.

## Article II: Objectives, Purpose, and Scope

### Section 1. Objectives:

The objectives, purpose, and scope of this organization shall be:

- (a) Education about and participation in many aspects of sailing, providing to the community a means of learning the techniques of sailing and safe boat handling at all skill levels.
- (b) To provide outreach programs to community youth and offer free sailing opportunities to members of the community.
- (c) As incidental to said objectives and to facilitate the same, establish and maintain a clubhouse, dock facilities, fleet of boats and furnish such other accommodations and incidentals as the members may require.

### Section 2. Prohibitions:

Violations of the club rules and conduct unbecoming a member are prohibited; any such violations or **any** such conduct on the part of any member or his/her guest shall subject the member to disciplinary action as hereinafter provided.

### Section 3. Non-Pecuniary:

This club is not organized for business purposes nor pecuniary profit and no part of the net earnings thereof shall inure to the benefit of any member or individual, but shall inure exclusively to the benefit of the club as a public service organization, provided, however, that this provision shall not prevent payment to any such persons of reasonable compensation for services performed for the club in effecting its public or charitable purposes.

## Article III: Membership

Membership shall be open to the public. The club, its members and employees shall not restrict or prohibit membership or employment nor harass any member or employee on the basis of race, color, national or ethnic origin, religion, age, sexual orientation, marital status, political affiliation, physical disability, or medical condition (including cancer and HIV status), except that some restrictions may be applied to minors under the age of 18. The membership shall at all times consist of such persons as are members, in good standing of the club, as shown by the records of such club.

## Article IV: Officers

Nine directors of the corporation, who shall serve as executive officers, shall be elected to the below specified offices by the members at a General Membership Meeting which shall be called to convene for this purpose twice in each calendar year as provided in the By-Laws. The Officers shall consist of: the Commodore (serving as president of the corporation), the Vice Commodore, the First Vice Commodore, the Second Vice Commodore, the Third Vice Commodore, the Rear Commodore, the Port Captain, the Secretary, and the Treasurer.

## Article V: Executive Committee

### **Section 1. Executive Committee:**

The officers of this club as a body shall be known as the Executive Committee.

### **Section 2. Jurisdiction:**

Such committee shall have jurisdiction over all club property, policies, and intra-club discipline, and shall be the exclusive interpreter of the Constitution and the By-Laws, unless the membership, meeting as a body in accordance with the provisions of the By-Laws of this club, votes to repeal any Executive Committee decision.

### **Section 3. Precedent:**

The law of precedent shall govern any interpretations or adjudicative actions taken by the Executive Committee, provided, however, that any review and reinterpretation shall be prospective in nature; i.e. no such action shall be retroactive.

## Article VI: By-Laws

Proper by-laws to control the duties of the officers and to regulate the affairs of the club, including the action of the members, control of club property, meetings of the Executive Committee, meetings of the club members, and such other things as shall be necessary and proper for the carrying on of the business of the club, shall be enacted.

## Article VII: Contracts and Obligations

The Executive Committee is hereby authorized and empowered to enter into such contracts and obligations as it shall, in its discretion, deem necessary to accomplish the purposes of this club. Such contracts and obligations shall be binding on the club.

## Article VIII: Property

Members of the club shall receive certificates of membership which shall entitle them to all the privileges of the club but which shall not entitle them to any pecuniary or fiscal profit of any kind or form. Such certificates, in the case of members who resign or are suspended or expelled in accordance with any of the by-laws or rules of the club or on account of the non-payment of dues or assessments, shall give the holder thereof no right nor interest in the property of said club, nor privileges therein, and shall become null and void and of no effect upon the contingencies above mentioned.

## Article IX: Disciplinary Action

The Executive Committee, meeting in formal session, shall be the exclusive body for disciplinary action taken by this club aside from reprimands or temporary suspensions. Any member so disciplined may appeal the decision made by the Executive Committee to the General Membership. All judicial meetings of the Executive Committee shall conform to the customary standards of due process and substantive justice.

## Article X: Amendment

This Constitution may be modified, altered, or amended by two-thirds vote of the members present at any general meeting of the club, or at a special meeting called for that purpose, provided that due notice of any proposed modifications, giving the substance of such modifications, alteration or amendment be given. The quorum for the purpose of amendment shall be at least one-fifth of the total membership shown on the books and records of the club.

If it is not possible to achieve a one-fifth quorum at such a meeting, a vote may be taken by mail ballot, subject to the provisions of the club By-Laws regarding mail ballots and the following procedures and rules:

- (a) The suggested changes or additions to the Constitution must be approved, prior to the taking of the poll, by a majority vote of the Executive Committee.
- (b) The request for approval sent to each member must contain the following:
  - (1) A copy of the current version, if any, to be modified, altered, or amended, and a copy of the version for which approval is sought;
  - (2) A statement from the Executive Committee that the version for which approval is sought has been approved by a majority vote of the Executive Committee;

- (3) A brief discussion of issues concerning the revision which may also include a statement in opposition to the approval of said revision;
- (4) All other information required in the provisions of the club By-Laws relating to mail ballots.
- (c) In order for the revision to pass, ballots must be returned by at least one-fifth of the membership, and at least two-thirds of such ballots must favor the revision.
- (d) The effective date of any such change or addition to the Constitution shall be the date on which the results of the voting are posted.
- (e) Upon a clear showing that any of the above rules or procedures have not been followed, the Executive Committee shall order that any approval or disapproval of a change or addition is void and has no force or effect.