



Article I - Name

Section 1. The name of this corporation is "SouthEast Alaska Sailing", hereinafter referred to as the "Club." The Club location and mailing address is to be determined.

Article II - Purpose

Section 1. The purpose of the Club shall be to "To promote the appreciation of sailing and foster a community and culture committed to advancing both sailing and sailing education in the Juneau area."

Article III - Membership

Section 1. New membership shall require an initiation fee. Membership and initiation fees will be assessed annually, the amount to be determined by the Executive Board prior to the 2009 racing season and thereafter assessed directly following election of officers. Membership fees may be pro-rated as determined by the Board.

Section 2. New members will receive a Membership Roster, a Membership Card and a copy of these Bylaws. New Voting or Cruising members will also receive a Club Burgee and a copy of the General Sailing Instructions. All renewing members will receive a Membership Roster, Membership Card and a copy of these Bylaws. Renewing Voting and Cruising members will also receive a copy of the current General Sailing Instructions.

Section 3. Full term membership is one year beginning January 1st and ending December 31st. A grace period shall be allowed for renewals extending to January 31st, after which all membership applications shall require an initiation fee.

1. Voting Membership is open to those persons not less than 21 years of age who have equal ownership in a cruising boat and to Associate Members in good standing for the previous full membership year or the preceding twelve (12) calendar months (whichever comes first). Qualifying Associate Members who wish to upgrade to Voting Membership may do so in accordance with Section 3.c.
 - (a) A qualifying cruising boat must have at least two permanent berths, cooking and washing facilities, a functioning marine head or porta-potti, and be a minimum of 20 feet in length overall. Voting members are recognized by the Pacific International Yachting Association (P.I.Y.A.) as belonging to a P.I.Y.A. affiliated yacht club. The privilege of entering Club races and races sponsored by other P.I.Y.A. yacht clubs (i.e., Swiftsure, Tri-Island Series, Center Sound Series, Whidbey Island Race Week, etc.) is extended to Voting Members.
 - (b) Cruising Membership is open to those members otherwise qualified for Voting Membership who are actively engaged in extended cruising for a period of no less than six months in a calendar year. Cruising Membership provides the rights of a Voting Membership at the price of an Associated Membership.



(c) Associate Membership is open to those persons not less than 21 years of age who do not meet the requirements for a Voting or Cruising Membership. An Associate Member will have no voting privileges, will not be permitted to hold office, and must pay the non-member fee for entering Club racing events. An Associate Member in good standing who is eligible for Voting Membership in accordance with Section 3.a may become a Voting Member upon payment of the difference between the Associate Membership and Voting Membership annual dues for the current membership year.

Section 4. Any person having once held a Voting Membership shall in the future retain the right to that class of membership even though they may not be able to meet all requirements so long as membership is continuous.

Section 5. Family/Dual Membership may be granted to two (2) individuals who each have equal ownership in a qualifying boat and reside at a common address at no extra cost. Family/Dual Membership provides all rights of individual membership.

Section 6. Membership rosters will be made available to all members. These rosters are for personal use only. They are not to be used for solicitation purposes or personal gain.

Section 7. A member assumes all responsibility for his or her own actions and agrees to waive all claims which he or she or any heir, representative, successor, or assignee may have against the Club and its respective officers, Board Members, committees, or agents arising out of or in any way connected with participation in Club events.

Section 8. The Executive Board shall have the right by majority vote to remove any member whose actions are determined to be detrimental to the Club.

Article IV - Executive Officers and Responsibilities

Section 1. The Club shall have four (4) elected executive officers: Commodore, Vice Commodore, Secretary and Treasurer.

Section 2. With the Exception of Treasurer, no person may hold the same executive officer position for more than two (2) consecutive elected terms of office.

Section 3. Duties of the Commodore:

(a) Presides at all meetings of the Club and Executive Board.

(b) Serves as the official representative of the Club.

(c) Signs all membership cards.

(d) Arranges for a review of the Club books and proposed operating budget during the month of January.



- (e) Enforces the Bylaws of the Club.

Section 4. Duties of the Vice Commodore:

- (a) Assists the Commodore in the discharge of his/her duties.
- (b) Officiates at meetings in the event of the Commodore's absence.
- (c) Coordinates all races with the U.S. coast Guard.
- (d) Oversees Club publicity including providing race results to local media.

Section 5. Duties of the Secretary:

- (a) Prepares minutes of all Club meetings.
- (b) Distributes copies of the minutes to the Executive Board Members and Club members on request.
- (c) Sees that application forms are available for those interested in joining the Club.
- (d) Completes annual membership cards and obtains signatures from Commodore.
- (e) Collects and sorts Club mail.
- (f) Maintains the Bylaws and makes them available to all members on request.

Section 6. Duties of the Treasurer:

- (a) Prepares annual budget for Executive Board approval.
- (b) Furnishes the Executive board with a financial report at each meeting.
- (c) Collects for deposit and disburses Club money in payment of Club obligations using an interest bearing checking account and exercises responsible money management in maintaining the account.
- (d) Provides the Commodore with a complete set of books during the month of January.
- (e) Completes all tax reports required by government authorities.
- (f) Submits signature card to the bank with appropriate signatures showing the Treasurer as primary signer and the other Executive Officers as alternates.
- (g) Obtains renewal of Club registration with the Secretary of State.



Section 7. The duties and responsibilities of the Club officers shall include but not be limited to the above.

Article V - At Large Board Members

Section 1. There will be four elected At Large Board Member positions. These positions shall be named 1, 2, 3, and 4 and shall serve two (2) year terms of office. Positions 1 and 3 shall be elected to take office in odd years and Positions 2 and 4 in even years.

One At Large Board member must serve as a member of the Education Committee and the Communications Committee, respectively.

Article VI - Executive Board and Responsibilities

Section 1. The executive Board, hereinafter referred to as the "Board," shall consist of eleven members: four elected Executive Officers, four elected At Large Board Members, the immediate past Commodore, the Race Committee Chair and the Club Handicapper(s).

Section 2. Board meetings will be governed by Robert's Rules of Order and will require six (6) board members present to constitute a quorum.

Section 3. Board Responsibilities:

(a) Adopts and administers financial plan each year including:

- (i) Pricing policy for social and race events.
- (ii) Policy and plans for fund raising events
- (iii) Membership and initiation fees.
- (iv) Annual operating budget.

(b) Identifies and resolves other Club policy and program issues as required.

(c) Board decisions will be final unless challenged and changed by a majority of voting membership at a General Membership meeting.

Section 4. The Board will assure that General Membership Meetings are held no less than twice a year. Members will be notified by mail of the time, date and location of the meetings. Robert's Rules of Order shall govern the meetings. Six (6) elected board members and ten percent (10%) of the general membership constitute a quorum.



Section 5. An annual Board meeting will be held not later than January 15th of each year. Both outgoing and incoming board members are to be invited.

Section 6. Failure by any Board member to attend four (4) board meetings may constitute a vacancy of the position.

Section 7. The Board is responsible for resolving vacancies in elected and appointed positions.

Article VII - Appointed Positions, Committees and Responsibilities

Section 1. The Board will appoint qualified Club members to the positions listed below. Appointed positions serve at the will of the Board. General responsibilities of these positions may be changed by the Board and additional appointed positions may be required to manage the activities of the Club.

(a) Race Committee Chair:

- (i) This position will have one (1) vote on the board.
- (ii) Coordinates committee boats and crews.
- (iii) Maintains committee boat volunteer list.
- (iv) Provides instruction and assistance in committee boat operation as necessary and maintains required committee boat materials at the Club.
- (v) Coordinates calculation of race results.
- (vi) Reviews General Sailing Instructions and each Race Notice and provides explanation to participants at Skipper's Meetings.
- (vii) Establishes a Protest committee as required.
- (viii) The Race Committee Chair may form other committees as necessary to assist in the performance of his/her responsibilities.

(b) Club Handicapper:

- (i) This position will have one (1) vote on the Board.
- (ii) Represents the Club at PHRF meetings and votes on behalf of the Club membership.
- (iii) Provides PHRF ratings to all boats registered to race in a Club event.
- (iv) Processes applications for membership in PHRF.



- (v) Notifies PHRF of changes in rating, boat, sail numbers, etc. as required on behalf of Club members.
 - (vi) Oversees resolution of all conflicts and issues concerning PHRF ratings.
- (c) Elections Committee Chair:
- (i) Reviews Club membership for the names of those who are able to hold the various offices by November 1st.
 - (ii) Secures approval of nominees to serve if elected to office.
 - (iii) Closes nominations two weeks (14 days) prior to the annual Christmas Party and submits a minimum of two (2) names for each office (if possible) to be placed on the ballot. The names of all nominees will be placed on the bulletin board at the Club.
 - (iv) Manages the election in accordance with the rules set forth herein.
 - (v) Announces election results.
- (d) Cruise Director:
- (i) Arranges for moorage for Club members at cruise destinations.
 - (ii) Assures availability of food and beverages provided by the Club.
 - (iii) Coordinates recreational activities at cruise destination.
- (e) Membership/Data Chair:
- (i) Maintains membership files including names, addresses, phone numbers, email addresses, and boat information.
 - (ii) Provides current mailing labels for newsletters and makes necessary information available to the Club Handicapper and Secretary.
 - (iii) Collects initiation fees and membership dues and transmits these funds to the club treasurer.
- (f) Communications Chair:
- (i) Maintains SEAS website and facilitates communications between members and board.
 - (ii) Assists in promoting club events to the general public.



- (g) Communications Committee
- (i) Coordinates and Maintains the SEAS website.
 - (ii) Creating Copy for use with Press Releases and Website Content
 - (iii) Maintain Calendars for all club events
 - (iv) Website user management and coordination
 - (v) Prepares report for Board Meetings
 - (vi) Shall consist of at least three (3) members, including:
 - One At-Large Board Member not already serving on a committee.
 - The Communications Chair
 - Editor
 - Any number of content contributors as determined by this committee.
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- (h) Education Committee
- (i) Coordinates and Organizes educational activities for SEAS including
 - Community Events
 - Seamanship Clinics
 - Boat Repair and Maintenance Clinics
 - Cruising information
 - Lists of useful community resources for sailing
 - Prepares Report to the board
 - (ii) Shall consist at least three (3) members, one of which shall be an At-Large Board Member not already serving on a committee.

Article VIII - Elections

Section 1. Voting and Cruising members are entitled to one (1) vote. Dual Memberships shall have two (2) votes.

Section 2. Only official ballots provided by the Elections Committee may be used to vote. It is the responsibility of the elections Committee to assure that only eligible members vote.

Section 3. Club elections will take place on or around the Spring Equinox in March.

Section 4. Absentee ballots may be requested prior to the election but must be received by the elections committee by election closing time.

Section 5. Elections will be officially closed before tallying.

Section 6. At least three (3) Club members including the Elections Chair will count and tally votes.

- (a) Those counting and tallying votes cannot be candidates for office.
- (b) Voting by proxy shall not be permitted.



Article IX - Club Races

Section 1. There will be "Open" and "Closed" races as determined by the Board.

- (a) "Open" races will require no yacht club affiliation, but will require a registration fee to be paid by non-members.
- (b) "Closed" races are for Club members only.

Section 2. Eligibility and Rating

- (a) Only sailboats 20' or greater LOA that can be rated under the rules of the Pacific Handicap Racing Fleet (PHRF) and capable of meeting PIYA Category III Safety Requirements shall be eligible to participate.
- (b) PHRF speed potential ratings will be used. Boats without a PHRF rating will be assigned one based on information supplied on the entry form.
- (c) The SEAS Handicapper will be the final authority on rating and eligibility.
- (d) Entry Forms must be received by the Club no later than the day and time specified in the Race Notice. No late entries will be allowed.

Section 3. Governing Rules: Club races shall be governed by the current U.S. Sailing Yacht Racing Rules, except as modified by the Club General Sailing Instructions and the Race Notice.

Section 4. The Club will maintain liability insurance of reasonable coverage to protect the Club, its board members and assets, both individually and collectively.

Article X - Fund Raising Events

Section 1. Fund raising events will comply with existing local, state, and federal laws.

Article XI - Salaries and Compensation

Section 1. The Club is a volunteer organization. As such, all work performed by Club members including any materials or computer software applications developed in support of Club activities becomes the sole property of the Club.

Section 2. No salaries will be paid to any Board Member.

Section 3. No personal compensation in any form shall be accepted by any board member for services provided on behalf of the Club.

Article XII - Amendments



Section 1. These Bylaws may be amended by a simple majority of voting members, as set forth in Article VI, Section 4 herein, at the next General Membership Meeting of the Club after the members have been notified in writing of the proposed changes.

Section 2. These Bylaws supersede and nullify all previous Bylaws and amendments thereto.

Article XIII - Discontinuance

Section 1. In the event the Club should disband, after expense obligations are met, the Treasurer will distribute all funds in the treasury to charities or other non-profit organization(s), with preference to organizations that align with Article II, and with the approval of the majority of Club members. No member of the Club will benefit.