

BY-LAWS OF THE TACOMA OUTBOARD ASSOCIATION



TACOMA, WA

(As Amended – February 2017)

ARTICLE I

NAME

SECTION I: The name of this Association shall be TACOMA OUTBOARD ASSOCIATION,
AKA – TOA Cruising Club

ARTICLE II

PURPOSE

SECTION I: The purpose of this club shall be:

1. To promote and encourage a greater interest in boating.
2. To provide instruction for and pursue a policy of safe and sane boat handling.
3. To work for legislation that we deem necessary and helpful to boating and against legislation that is discriminatory, unjust or otherwise detrimental.
4. To conduct cruises, regattas or other allied functions.
5. To develop the friendship, sportsmanship and good fellowship of its members and the public.
6. To affiliate with local and national boating associations.

ARTICLE III

MEMBERSHIP

SECTION I: Membership in the club is open to boat owners as well as any and all individuals who are interested in boating.

SECTION II: Membership in the club shall be limited to 200 dues paying memberships.

1. Co-habitating couples shall constitute one (1) dues paying membership, but each shall be eligible to participate in all activities; shall have equal rights and privileges including the right to vote and hold office. Subject to Board approval, two members of the same family may hold elective office concurrently.
2. The Board shall have the power to change the membership limits should they deem it advisable.

SECTION III: Children on reaching age 18 may apply for full membership and then become eligible to all rights and privileges of adult members, including the right to vote. Upon reaching the age of 21, they become eligible to hold the offices of Commodore, Vice Commodore, Rear Commodore, Treasure, Membership.

SECTION IV: The Membership Chairperson shall encourage solicitation of new members and shall receive and process all prospective membership applications from the member sponsor. The membership chairperson shall contact prospective members to provide a copy of the Club By-Laws and Standing Rules and advise the following:

1. The prospective member shall be presented to the membership at either a general meeting or a sponsored club function. The prospective member shall give a brief Bio to the attending members to include family members that will be participating in the membership, why they want to join TOA, if they have a boat or camping rig. After the member is presented to membership, the membership will vote to accept the new member into the club
2. If the new member is voted in at a sponsored club function then they must attend the next scheduled general membership meeting to be officially welcomed into the club

3. New members will be provided with membership cards, name tags, burgee, and access to member only sections of the TOA website which includes access to the membership roster, reciprocals, and all club documents and resources.

- SECTION V:** Any member may resign at any time upon written notice, and surrender of their membership card(s) and TOA Burgee, delivered to the Membership Chair. Voluntary resignation shall not entitle a former member to a return of his entrance fee or dues paid.
- SECTION VI:** Membership in the Club shall be terminated for nonpayment of dues. Such nonpayment shall be defined as 90 days in arrears. Said membership shall revert to and become the property of the Club. Terminated members must return their membership card(s) and TOA Burgee upon notice of termination by the club. Disposition of unusual cases shall be at the discretion of the Board.
- SECTION VII:** Membership may also be terminated for cause, after a full hearing before the Board by 2/3 vote of all members of the Board at any regular or special meeting. Terminated members must return their membership card(s) and TOA Burgee upon notice of termination by the club.
- SECTION VIII:** Any member in good standing called into the active service of the Armed Forces will remain a member in good standing and shall be exempt from all dues and fees until released from active service.
- SECTION XI** Life time members that are voted in by the membership shall not pay dues and will retain all voting privileges.

ARTICLE IV MANAGEMENT

- SECTION I:** Management of the Club shall be vested in a 11 member Board, elected by the Club in the following manner: a Governing Board to include a Commodore, Vice Commodore, Rear Commodore, Recording Secretary, and Treasurer, all to be elected annually. There will be no more than two Trustees-at-Large, to be elected for two year terms, and whose terms shall expire on alternate years and four volunteer/appointed non-voted chairpersons to include: Membership Chairperson, Social, and Corresponding Secretary. The retiring Commodore shall automatically become a member of the Board as Jr. Past Commodore for the year following term of office.
- SECTION II:** Six members of the Governing Board shall constitute a quorum.
- SECTION III:** Regular meetings of the Board shall be held monthly at a time and place designated by the Commodore.
- SECTION IV:** Special meetings of the Board may be called by the Commodore or by a quorum. Notice of special meetings shall be given in sufficient time to permit the general members to be present.
- SECTION V:** Vacancies in the Board other than the Commodore, Vice Commodore, Rear Commodore, Recording Secretary and Treasurer shall be filled in such a manner, as the Board shall determine. Refer to Article V, Section X.
- SECTION VI:** Any decisions by the Board can be vetoed by a 2/3 vote of the voting members present at a general meeting.
- SECTION VII:** Members of the Board are required to be active and do their utmost to attend all General, Special and every Board meeting. Board members missing four regular meetings or four board meetings consecutively without legitimate excuse may be subject to removal from office.

ARTICLE V OFFICERS

- SECTION I:** The elected officers of the club shall be a president, who shall be known as the Commodore, vice-president, who shall be known as the Vice-Commodore, second Vice President, who shall be known as the Rear Commodore, Secretary who shall be known as the Recording Secretary, Treasurer who shall be known as the Treasurer and two Trustees-at-Large to be elected for two (2) year terms, expiring on alternate years. The Commodore, Vice Commodore and Rear Commodore shall not be eligible to hold the same office more than two terms consecutively.
- SECTION II:** Method of Annual Election:
1. The Commodore shall appoint a nominating committee of four (4) persons, two (2) of the present board and two (2) club members in good standing. The makeup of that committee will be announced at the general membership meeting in Sept.

2. The duty of the committee is to prepare a slate of candidates for the elective offices as prescribed within the By-Laws. (Article IV Section I)
3. Each office will be limited to not more than three (3) nominees.
4. The nominating committee recommendations for the officers and board shall be presented to the membership at the October meeting, and names of nominees shall be published in the Outboarder immediately for the information of all members.
5. Nominations by the membership for officers and board shall be made at the October meeting with elections being held in November. If two or more candidates are nominated for one position, names will be in alphabetical order and vote will be by ballot.
6. The Committee shall nominate only those club members who have given their prior approval, who have the skills to carry out the duties of the office, and are willing to accept the responsibilities of the office for which they are being nominated.
7. Absentee ballots will be provided upon personal request to the Recording Secretary after the close of the October meeting. All absentee ballots must be returned by 8:00 p.m. at the November meeting.

SECTION III: The elected officers will be installed during the Change of Watch ceremony in January. They shall hold office for terms as prescribed by the By-Laws.

SECTION IV: The Commodore shall preside at all General Club and the Board meetings. The Commodore shall be an ex-officio member of all Committees, and shall perform all Commodore duties assigned under these By-Laws. The commodore shall appoint the following positions: Membership, Social, Publicity, and Corresponding Secretary, a Sunshine Chairperson, the Nominating Committee, and the Auditing Committee and any other committee deemed necessary by the Governing Board.

SECTION V: During the absence or temporary incapacity of the Commodore, the Vice Commodore shall fulfill the Commodore's duties and responsibilities under the same authority vested in the Commodore under these By-Laws. The Vice Commodore is also responsible for presenting the Club budget for the ensuing year. The Vice Commodore shall propose and direct all cruising activities.

SECTION VI: The Rear Commodore shall direct any daffodil marine parade participation, and schedule guest speakers at general membership meetings throughout the year. The Rear Commodore shall also send out a weekly E-mail blast providing any pertinent information to the general membership.

SECTION VII: The Recording Secretary shall keep all records and accounts of all meetings of the Club and the Board.

SECTION VIII: The Treasurer shall be responsible for disbursements of funds for the Club under the direction of the Governing Board. The Treasurer shall cause an annual audit conducted by the Auditing Committee, and the Committee shall report to the membership at the next general membership meeting. The Treasurer shall keep all funds in a bank selected by the Board.

SECTION IX: Vacancies in the office of Commodore, Vice-Commodore, Rear Commodore, Recording Secretary and Treasurer (Article IV; Section VI) shall be filled by the membership at any meeting at which a quorum is present. Officers elected to fill vacancies shall serve only until the next regular election.

SECTION X: Any Committee Chairperson may appoint as many members as he or she deems necessary to aid in carrying out the duties of the committee.

1. The Commodore shall be responsible for making sure the meetings of the Board and General Membership is conducted in accordance with Roberts Rules of Order; and for drafting proposed changes to the bylaws of the club as directed by the membership or board. The Board and membership in accordance with the Tacoma Outboard Association Bylaws shall process the drafted changes in the bylaws.
2. Corresponding Secretary shall be Editor-In-Chief of the Club publication, Outboarder and director of all public relations. They will also be the club webmaster.
3. Membership shall encourage solicitation of new members and shall receive and process all applications for membership. Communicate with prospective members to fulfill membership requirements and coordinate installation of new members.
4. The webmaster shall be responsible for maintaining and updating the website, and keeping all club documents.
5. The Social Chairperson shall be responsible for all social affairs for TOA and shall appoint assistants as needed.
6. Sunshine Chairperson shall be responsible for sending cards or notes, and if applicable, flowers in certain events, i.e. illness or death. When in doubt contact Commodore and/or Flag Officer.

7. The Trustees shall serve on the Membership Committee and shall perform such other duties as may be assigned them by the Commodore.
8. TOA will indemnify any officer, trustee or committee member from all liability which may be imposed by any court of general jurisdiction for any and all actions done in good faith in the performance of their duties. The indemnification provided shall also include reasonable legal fees provided that the Board of Directors shall be the judge of the reasonableness of such fees.
9. Flag officers must notify all board members of any new or renewals of contracts or policies such as insurance, before they are entered into by TOA

**ARTICLE VI
FINANCES**

- SECTION I:** The fiscal year of the Club shall commence the first day of January and end on the last day of December of each year.
- SECTION II:** At the general membership meeting in January, the Vice-Commodore shall submit to the members, a proposed budget covering total anticipated income and expenditures for the coming fiscal year. Proposal to revise the budget may be made by any member before the budget is adopted by majority vote. Neither the Board nor any member of the Club shall obligate the Club in excess of the approved budget.
- SECTION III:** Club funds shall be kept in a bank selected by the Board and in the name of the Club, subject to withdrawal by checks signed in such manner as may be directed by the Board. The Treasurer is the primary signature on all accounts. The Governing Board, immediately after the Change of Watch, shall appoint the Commodore as an alternate signee on all club accounts.
- SECTION IV:** An annual audit shall be made of all accounts of the Club. A statement of the financial condition, together with a summary of any other assets of the Club, shall be presented by the Treasurer at the general membership meetings.
- SECTION V:** The Board of the Directors shall have the authority to spend monies up to \$500.00, or in an extreme emergency the Board may authorize expenditures of up to \$1000.00 with the approval of two-thirds of the board members present, providing that a quorum is present.

**ARTICLE VII
DUES**

- SECTION I:** Membership fees, dues and the manner of payment shall be determined by the Board and approved by the membership.
- SECTION II:** Dues shall be payable January 1st of each year.
- SECTION III:** The Treasurer shall notify members 30 days in advance of membership renewals via individual emails stating the amount due and date to be received by the treasurer, notification in the Outboarder and a general announcement at the December general meeting.
- Section IV:** Members shall be considered delinquent in their dues 90 days after the first of the year, or if dues are postponed then they will be delinquent 90 days after the date dues are due. All delinquent members shall be terminated and removed from the roles as per Article III section VI.

**ARTICLE VIII
MEETINGS**

- SECTION I:** The annual meeting of the members of the Club shall be held at the regular January meeting.
- SECTION II:** Regular meetings of members shall be held on the 1st Thursday of the month. During the summer cruising season (June, July, and August) there will be no general membership meetings. However the club can schedule an organized social event, IE; a membership picnic at a local park which can be funded for some food and paper products at the discretion of the board. If a social event is scheduled at least 1 elected board member shall be present to pass on any pertinent information to the general membership. The Corresponding Secretary shall give notice of change of venue and time of all regular meetings and the annual meeting to each member and publish such changes in the Outboarder.
- SECTION III:** Special meetings of the members may be called by the Commodore or by the Board. Adequate notice must be given to the membership.
- SECTION IV:** Twenty (20) percent of current voting membership constitutes a quorum.

- SECTION V:** Any action taken at a regular or special meeting shall require a majority vote of those present except where otherwise specified.
- SECTION VI:** All meetings shall be conducted in accordance with the current edition of "Robert's Rules of Order."

**ARTICLE XI
AMENDMENTS**

- SECTION I:** These bylaws may be amended at any meeting of TOA, providing a notice of such proposed amendment or amendments has been mailed to each member with notice of the meeting at which the amendment amendments will be considered.
- SECTION II:** Amendments to the Bylaws must be presented in writing and read by the Recording Secretary at (2) consecutive meetings before being voted on by TOA a two thirds majority on all votes cast shall be necessary for passage of such amendments or changes.
- SECTION III:** All questions of procedure not covered by TOA's Rules and Bylaws shall be governed by Robert's Rules of Order.