

DANA POINT BOATERS ASSOCIATION

BYLAWS

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Dana Point Boaters Association Bylaws

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ARTICLE I – NAME AND PURPOSE

SECTION 1 – NAME

The not for profit corporation herein referred to as the Dana Point Boaters Association or The Association, shall also be known to the general public as DPBA.

SECTION 2 – PURPOSE

The Dana Point Boaters Association exists for the specific purpose of identifying, promoting, and protecting the interests of all boaters who desire access to Dana Point Harbor for water-related activities.

ARTICLE II – MEMBERSHIP

SECTION 1 – TYPES AND DUES

Subsection A

REGULAR MEMBERS – **“Waypoint Member”**- Waypoint memberships shall be renewable annually. The amount of the dues shall be determined by the Board of Directors, and may be changed, as deemed reasonable in light of the needs and activities of the Association.

Subsection B

SPECIAL MEMBERS – Special Memberships shall be granted as follows:

1. **Mainsail Member:** A single payment of such amount as shall be determined by the Board of Directors, shall entitle the member to a lifetime membership.
2. **5-Star Member:** A single payment of such amount as shall be determined by the Board of Directors, shall entitle the member to a five year membership.
3. **Twin-Engine Member:** A single payment of such amount as shall be determined by the Board of Directors, shall entitle the member to a two-year membership.

Subsection C

HONORARY MEMBERS - Honorary memberships will be granted or withdrawn from time to time by unanimous vote of the Board of Directors. The purpose of such memberships shall be to recognize past or future contributions of certain non members.

Subsection D

JUNIOR MEMBERS – **“Mate”** - Junior memberships shall be granted to an individual under 21 years of age upon the payment of dues, such amount as determined by the Board of Directors, renewable annually, until the member reaches 21 years of age.

SECTION 2 – QUALIFICATIONS

Subsection A

All applications for Membership shall be presented in writing to the Board of Directors. A majority vote of the Board of Directors shall be required for approval.

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Subsection B

A Member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation, the Bylaws, Standing Rules and Policies enacted by Board of Directors.

SECTION 3 – RENEWAL

Subsection A

Regular and special memberships, other than Mainsail, shall be renewable upon the payment of dues on the date of expiration.

Subsection B

Failure to pay renewal dues in a timely manner means a member is not in good standing and may result in the termination of membership.

SECTION 4 – RESIGNATION

Subsection A

To resign, a member must notify an Officer of the Association in writing. To resign in good standing, the member's dues must be paid to date.

SECTION 5 – REMOVAL

Subsection A

One or more members may make a written complaint against another member. The Board of Directors will review the complaint to determine whether the complaint is for conduct injurious to the Association. The Board of Directors shall furnish the member whose conduct is in question with the written complaint against them at least 10 days prior to the next regular meeting or special meeting of the Board. The member shall have the right to appear before the Board, to answer the charges levied against them, and to offer evidence appropriate to the defense of the charges. The Board shall have the authority by majority vote to determine that the conduct in question is conduct injurious to the Association to give the offending member a verbal reprimand, a written reprimand, a suspension, or expulsion from the Association.

Subsection B

Previous verbal or written reprimands shall be taken into account by the Board of Directors in reviewing a written complaint against a member. If the membership is terminated, a Regular Member's current year paid dues, if any, will be refunded.

Subsection C

If a member is suspended, the Board of Directors shall determine the length of the suspension during which he shall not be entitled to the rights and privileges of a member. The member shall be required to continue to pay his dues as they become due during the period of suspension.

Subsection D

The member shall be notified in writing of the Board's decision and the basis of such decision.

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SECTION 6 – REINSTATEMENT

Subsection A

Any member who resigned in good standing may rejoin the Association upon payment of dues.

ARTICLE III - OFFICERS AND DIRECTORS

SECTION 1 – QUALIFICATIONS

Subsection A

All Officers shall be selected from the membership of the current Board of Directors and must satisfy the requirements set forth in Section 3 below. Exceptions to stated requirements require a three fourths majority vote of the Board of Directors.

Subsection B

All Directors shall be selected from the current general membership and must satisfy the requirements set forth in Section 3 below. Exceptions to stated requirements require a three fourths majority vote of the Board of Directors.

SECTION 2 – TERM OF OFFICE

Subsection A

The term of office for Officers shall be one year or until their successors are elected.

Subsection B

The term of office for Directors shall be two years or until their successors are elected. The terms shall be staggered such that the terms of no more than one-half of the Board Members shall expire in the same year. The Board of Directors shall determine if a newly elected Director shall serve a one year term or a two year term in order to maintain the staggering of terms.

SECTION 3 – REQUIREMENTS AND DUTIES

Subsection A

Officers and Directors shall serve without compensation.

Subsection B

Officers and Directors shall abide by the confidentiality and conflict of interest policies of the Association.

Subsection C

The President shall:

1. Have been a Regular or Special member of the Association for at least one year.
2. Be the primary Officer of the Association.
3. Serve as Chairman of the Board of Directors.
4. Be responsible for the functions of the Association.
5. Act as chief public spokesman for the Association or delegate as deemed appropriate.

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6. Assure that the Board and each Officer fulfills individual duties as outlined in the Bylaws.
7. Appoint committee chairs, directors and officers (due to a vacancy), council representatives and other positions as necessary for the good governance of the Association, subject to approval by majority vote of the Board of Directors.

Subsection D

The Vice President, Membership shall:

1. Have been a Regular or Special member of the Association for at least one year.
2. Serve as a member of the Board of Directors.
3. Serve as Chairman of the Board of Directors and primary Officer of the Association in the absence of the President.
4. If required, assume the office of the President in the event of a vacancy, or until a special or regular election is held.
5. Act as Chairman of the Membership Committee and be responsible for the Membership functions of the Association.

Subsection E

The Treasurer shall:

1. Have been a Regular or Special member of the Association for at least one year.
2. Serve as a member of the Board of Directors.
3. Receive and disburse, as authorized by the Association and/or Board, all Association funds.
4. Deposit the Association funds in bank accounts approved by the Board.
5. Keep an accurate record of all Association funds and requirements for funds (budget).
6. Make a financial report at each Board meeting, at each Meeting of the general membership, as well as when requested by the Board.
7. Maintain the official record of memberships past and present.
8. In close coordination with the Secretary, notify members when dues are due.
9. In close coordination with the Membership Committee and Secretary, notify members when they are delinquent in their dues and their membership is in jeopardy.
10. Maintain all Association financial books and records and ensure that all financial reports and documents are filed as necessary to comply with the applicable local, County, State and Federal laws.

Subsection F

The Secretary shall:

1. Have been a Regular or Special member of the Association for at least one year.
2. Serve as a member of the Board of Directors.
3. Record minutes of Association, Business, and Board meetings and perform related, non financial, record keeping duties.

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4. At each meeting, seek approval for the minutes of the previous business meeting and revise prior versions if necessary.
5. Work in close coordination with the Treasurer and Vice President as appropriate to fulfill requirements of membership renewal and delinquency processes.
6. Maintain a file of all pertinent association correspondence.
7. Notify the Board and Membership of all pertinent correspondence.
8. Maintain all Association non financial books and records and ensure that all non financial reports and documents are filed as necessary to comply with the applicable local, County, State and Federal laws.

Subsection G

The Directors shall:

1. Have been a Regular or Special member of the Association for at least six months.
2. Serve as a member of the Board of Directors.
3. Attend each Board of Director Meeting and maintain a thorough and complete understanding of matters before the Board.
4. Accept and complete projects as assigned.
5. Maintain one or more areas of particular focus and expertise relevant to the Association's Mission. Apprise the Board and make recommendations associated with events and activities in each area.
6. Represent the Association at public and private meetings in collaboration with and under the general supervision of Board of Directors.

SECTION 4 – NOMINATING COMMITTEE

Subsection A

After having been appointed for each election by the Board of Directors, the Nominating Committee shall:

1. Select one or more qualified candidates for each upcoming vacancy.
2. Confirm that each candidate selected is willing to serve in the office for which nominated.
3. To be nominated, a person must be a member in good standing, and accept nomination without delaying the Election meeting.
4. Prior to the election, nominations may be made from the floor.
5. The Nominating Committee shall rule on the eligibility of nominees to accept office.

Subsection B

Nominations shall not be closed until the Board of Directors has had adequate time for nominations.

Subsection C

Each nominee shall be allowed the floor for five minutes after nominations are closed, prior to the start of voting.

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SECTION 5 – DATES OF ELECTION AND INSTALLATION

Subsection A

Four (4) to nine (9) Members shall be elected to the Board by a majority vote of the existing members of the Board of Directors. Elections shall be held at the Election meeting of the existing Board of Directors during the month of December of each year, or as soon as possible thereafter.

Subsection B

Officers and Directors of the Association will be installed at the first Board Meeting following the election.

1. The newly elected members of the Board and the appointed Officers shall accept their new offices and immediately assume the duties of that office.
2. The first meeting of the Board following the installation of Directors and Officers will be attended by both the incoming and outgoing Board members.

SECTION 6 – ELECTION PROCESS

Subsection A

This is the procedure for election of Officers and Directors:

1. The Nominating Committee Chair will conduct the election.
2. Elections shall immediately follow the close of all nominations.
3. Elections shall be held by secret ballot.
4. The Nominating Committee shall only pass ballots to qualified voters and shall determine that the number of votes cast does not exceed the number of voters present.
5. Elections shall be held by simple plurality of the votes cast. In the event of a tie, a runoff election will be held immediately.
6. No nominated member shall count votes.

SECTION 7 – REMOVAL BY BOARD ACTION

Subsection A

The Board shall have the power to remove (discharge) any Officer or Director for non-fulfillment of her/his duties as outlined in these Bylaws. A vote to remove requires a two-thirds majority of the Board.

SECTION 8 – REMOVAL BY MEMBER RECALL

Subsection A

This is the procedure for the removal of an Officer or Director by action of the general membership.

The membership shall have the power to remove any Officer or Director from office at special meeting called for this purpose.

1. To call a special meeting, a member in good standing must provide an Officer with a petition listing specific grievances, signed by at least 20% of the members in good standing.
2. Notice of the meeting must be published on the Association website or via e-mail at least one month in advance of the special meeting.

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3. A quorum of 20% of the membership is required to conduct business at this special meeting.
4. A vote to remove a Board Member must be approved by two-thirds of the members in good standing who are present at the special meeting.

ARTICLE IV – MEETINGS

SECTION 1 – MEETINGS OF THE MEMBERSHIP

Subsection A

All meetings shall be held at times and places as determined by the Board of Directors with at least 30 days prior notice to the membership.

Subsection B

Notice of meetings of the membership may be given via electronic means (i.e. e-mail and website postings).

Subsection C

Meetings may be attended by all members in good standing.

Subsection D

Meetings will be informational and facilitate open communication. Official association voting is usually reserved for Board of Director meetings.

SECTION 2 – BOARD OF DIRECTORS MEETINGS

Subsection A

The Board of Directors may conduct the business of the Association and pass resolutions provided there is a quorum present. A quorum exists if a simple majority of the total number of existing Directors is present.

Subsection B

Each Director present shall have one vote. Only directors shall vote, except as noted within Article III, Section 9.

Subsection C

This Board may meet at least once per month, or as frequently as necessary to further the purposes and activities of the Association.

Subsection D

Every Director is expected to attend all meetings of the Board. However, with regard to the meetings of any subcommittees, only the designated Director(s) must attend. Failure to attend more than one-half of the meetings within a 6 month period may result in removal of that Director.

Subsection E

Members in good standing may attend the Board Meetings, but may have no voice unless recognized by the Chair. A limited time period may be allocated at each regular Board Meeting to provide the opportunity for members to speak, by prior advance notice to the Board.

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Subsection F

All minutes of meetings held by the Board of Directors will be approved by the Board, typically at its next regular Board Meeting.

ARTICLE V – AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 1 – AMENDMENT PROCESS

Subsection A

The amendment to the Articles of Incorporation must be submitted in writing as a motion to the Board of Directors at a Board meeting.

Subsection B

The motion must pass by a three-fourths majority vote. Thereupon, the amendment shall be adopted by resolution of the Board.

ARTICLE VI – AMENDMENT OR REPEAL OF BYLAWS

SECTION 1 – AMENDMENT AND REPEAL PROCESS

Subsection A

The repeal or proposed amendment to the Bylaws must be submitted in writing as a motion to the Board of Directors at a Board meeting. The motion must pass by majority vote.

Subsection B

At the next Board meeting, the Bylaws may be amended or repealed subject to approval by a two-thirds majority of the Board of Directors.

ARTICLE VII – GENERAL

SECTION 1 – CLARIFICATIONS AND STIPULATIONS

Subsection A

Robert's Rules of Order Newly Revised Edition, current edition, shall serve as the parliamentary guide for the Association, in any meeting sanctioned thereby, for all rules and procedures not covered by these bylaws. In any case, the provisions of these bylaws and the Articles of Incorporation shall prevail in case of any conflict of rules. In case of conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall prevail.

Subsection B

These bylaws are severable; any such bylaw which is or is found to be in conflict with any applicable law or regulation shall be rendered ineffective, but all others of these bylaws shall continue to be of full force and effect thereafter insofar as they are not in such conflict.

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Subsection C

The Article and sub-Articles titles used herein are for the convenience of the reader and are not to be construed to have any particular legal meaning.

Subsection D

When an Article number is referenced herein, it shall be deemed to refer to that number and to all sub-Article numbers there under.

Subsection E

All notices to be provided to the membership, including meeting notices may be given via electronic means.

Subsection F

Records of the Association (examples: minutes, financials, membership list, etc.) are considered confidential and will only be released as required by law. Members who have signed a confidentiality agreement may review such records at an agreed upon time and place.