

**TOP OF THE BAY CRUISING ASSOCIATION**  
P.O. BOX 590  
NORTHEAST, MARYLAND 21901

**CONSTITUTION AND BY-LAWS**  
**FOR**  
**TOP OF THE BAY CRUISING ASSOCIATION**  
**AS AMENDED THROUGH FEBRUARY 27, 2000**

ARTICLE I        NAME

The name of this organization shall be Top of the Bay Cruising Association.

ARTICLE II        SEAL

The seal of the Association shall be the **Corporate Seal, 1991, Maryland.**

ARTICLE III        OBJECTIVES

The objective of the Association shall be to encourage yachting.

ARTICLE IV        MEMBERSHIP

Section 1.        Eligibility

Persons 18 years of age, or older, who are of good moral character, who own or co-own a yacht of not less than 14 feet shall be eligible to be members. Only such members may be officers in Top of the Bay Cruising Association.

Persons 18 years of age, or older, who are of good moral character shall be eligible for Social membership. Social membership shall enjoy all privileges of members but will not have voting privileges and shall not be eligible to run for office.

Section 2.        Membership Application

All persons desiring membership in the Top of the Bay Cruising Association shall present a signed application to the Membership Secretary stating:

- (a) Name, address, date and birthdate;
- (b) If a yacht owner, the name and type of the yacht and proof of ownership;
- (c) Any other information which will enable the directors or officers and the membership or a properly designated committee to determine the eligibility and qualifications of the applicant.

The application must be signed by two members in good standing (not husband and wife or co-owners of a yacht) recommending consideration of the membership application.

The Membership Secretary, or designate, shall present all applications to the membership at the regular meeting at least one month prior to the vote of the prospective candidate(s).

If requested, the applicant must appear at one regular meeting or association event, prior to the meeting at which his application is voted upon.

Section 3.     Membership Application Acceptance

It shall be the duty of the members of Top of the Bay Cruising Association to review all prospective members prior to membership vote.

Section 4.     Voting on Membership Applications

All applications for membership shall be voted on by the membership present at the general meeting at which the application is considered. A majority of affirmative votes shall be an acceptance of the application.

Section 5.     Life Membership

Any member who has 20 years continuous membership and services to Top of the Bay Cruising Association is eligible for Life Membership. The member shall apply to the Board of Directors in writing for life membership at any Board of Directors meeting. The Board of Directors may also grant life membership, at its discretion, in special cases. A majority vote by the Board of Directors is required to be granted life membership. A life member shall retain all membership rights, including, but not limited to, voting and holding an elected position. A life member will not be required to pay dues.

ARTICLE V         MEETINGS OF MEMBERS

Section 1.     Annual Meeting

The Annual Membership Meeting of the Top of the Bay Cruising Association shall be held at the October meeting unless changed for sufficient cause. If changed, the membership shall be notified at least ten days prior to the specifically designated date. It shall be the duty of the officers or a duly appointed committee to make arrangements for the Annual Meeting. The purpose of the Annual Meeting shall be to elect new officers and directors and to transact such other business as may come before the meeting.

Section 2.     Special Meetings

A Special Meeting of the membership may be called by the commodore, the directors or

officers of the Top of the Bay Cruising Association or bywritten petition containing the signatures of not less than 20% of the voting members.

Section 3. Place of Meeting

The officers of Top of the Bay Cruising Association may designate any place within Cecil County, State of Maryland for the Annual Meeting and any place in the State of Maryland for a Special Meeting.

Membership meetings are normally held on the 4<sup>th</sup> Sunday of each month at the North East VFW but are permitted to be held at any location by notifying the membership 10 days prior.

Section 4. Notices of the Meeting

All members having the right to vote shall be notified through the mail in writing of the time, date and place of every meeting of the membership at least ten days prior to the meeting.

Section 5. Quorum and Conduct of Meetings

The presence of twenty (20%) percent of the members having voting rights shall constitute a quorum for the conduct of business at membership meetings. If there be no such quorum, the meeting shall be adjourned until a quorum is attained.

Meetings of the membership shall be presided over by the Commodore, or, if he is not present, by the next highest officer present.

Section 6. Voting

At all elections of directors and officers, the voting shall be by secret ballot and a majority of the votes cast shall elect the directors and officers.

ARTICLE VI. OFFICERS

The officers of the Top of the Bay Cruising Association shall consist of:

Elected officers in order of rank, highest to lowest, are:

- (a) Commodore
- (b) Vice Commodore
- (c) Rear Commodore
- (d) Fleet Captain
- (e) Fleet Lieutenant
- (f) Secretary
- (g) Treasurer

- (h) The most immediate Past Commodore

Section 1. Duties and Authority

- (a) It shall be the duty of the officers to manage the affairs of the Association.
- (b) The officers shall engage in both short and long-term planning for the growth and good of the Association.
- (c) The officers shall have the authority at any regular or special meeting to remove any member from elected office or from membership with cause. Any member who is to be so removed shall be notified immediately in writing by the Secretary. Such member shall have the right to a hearing at which he may appear, present evidence, produce witnesses, cross examine witnesses, and be represented if desired. Removal of any officer or member shall require a two-thirds majority vote of the officers then holding office voting by written, secret ballot.

Section 2. Vacancies

Vacancies of any officer's position shall be filled by membership voting in a special election conducted for that purpose. Such special elections shall be conducted in accordance with the procedures normally used for the election of officers.

Section 3. Term of Office - Officers

The term of office of each elected officer shall be one year.

ARTICLE VII OFFICERS MEETINGS

Section 1. Time, Place and Notice of Meetings

Meetings of the officers shall be held within the State of Maryland.

Regular meetings of the officers shall be held at such times as may from time to time be fixed by resolution of the officers and special meetings may be held at any time upon the call of the Commodore by oral, telegraphic or written notice, duly served on, sent or mailed to such officer to be received not less than two days before such meeting. Notice need not be given of regular meetings of the officers held at times fixed by resolution of the officers. Meetings may be held without notice if all the officers are present.

Section 2. Quorum and Conduct of Meeting

To transact official business at any regular or special meeting of the officers, a majority

of the officers then holding office must be present. If such a quorum is not present, committee reports, etc. may be heard but motions pertaining to such reports shall not be made or acted upon or any other official business transacted until such a quorum is attained.

Meetings of the officers shall be conducted by the commodore, or if he is not present, by the next highest officer present.

ARTICLE VIII        DUTIES OF OFFICERS

Section 1.        Commodore

The Commodore shall appoint members in good standing to serve on his staff as:

- (a) Fleet Chaplain
- (b) Fleet Surgeon
- (c) Solicitor
- (d) Membership Secretary
- (e) Supply Officer
- (f) Sunshine Chairperson
- (g) Webmaster

The duties of these appointed members shall be as set forth hereafter.

The Commodore shall, within thirty (30) days of assuming office, present an annual budget to the Board of Directors for approval.

The Commodore shall:

- C Conduct all meetings in an orderly and businesslike manner. Roberts Rules of Order, Revised shall be a guiding factor unless the By-laws or Rules of the Association designate a prescribed manner or forum.
- C Be a member ex-officio of any committee.
- C Appoint any committees, unless otherwise noted in these By-laws.
- C Endorse all leases, licenses and legal documents required of the Association, and maintain custody of those documents throughout the one year term of office.
- C Attend meetings, affairs or functions requiring a representative of the Association and report any gainful knowledge beneficial to the Association.
- C Be Top of the Bay Cruising Association's delegate to the Chesapeake Bay Yacht Clubs Association, or appoint a designate.

## Section 2. Vice Commodore

The Vice Commodore shall:

It shall be the primary duty of the Vice Commodore to fulfill the responsibilities and obligations of the Commodore during periods of his or her absence. The Vice Commodore is also assigned cognizance in the following areas:

- C Membership on all social committees, assisting the chairperson. Oversight responsibility will include, but is not limited to: Commodore's Ball, Annual Picnic and Land Cruises.
- C Advise and counsel Fleet Captain and Fleet Lieutenant in planning and executing all on the water activities.
- C Advise and counsel Commodore in developing all communication/correspondence with other boating clubs/associations.
- C Advertising and public relations support for TOBCA social and on the water activities, as required.
- C Advise, counsel and assist other officers, as required.

In executing the responsibilities of the office, the Vice Commodore will, as required, call on the following officers for assistance:

- C Commodore
- C Fleet Captain
- C Rear Commodore

## Section 3. Rear Commodore

The Rear Commodore shall in the absence the Vice Commodore, or Commodore, fulfill the responsibilities and obligations of that office. Additionally, the Rear Commodore will assist the Membership Secretary and maintain cognizance over Association membership with regard to acquisition, activation and retention. In fulfilling this assignment, the Rear Commodore will:

- C Phone each new member, welcome them to the Association and extend an invitation to the next Association function.
- C Monitor the new member's participation and keep the Commodore informed of progress.

C Coordinate membership drives and work closely with the Membership Secretary on the maintaining of up-to-date membership lists.

C Handle all advertising and public relations activity with regard to membership.

The Rear Commodore will develop and implement a “Phone Chain” to ensure timely communication of Association business with the Association membership.

The Rear Commodore will provide assistance, as required, to the Vice Commodore, Secretary, Treasurer and Supply Officer.

In executing the responsibilities of the office, the Rear Commodore will, as required, call on the following officers for assistance:

C Commodore

C Vice Commodore

C Membership Secretary

C Supply Officer

#### Section 4. Fleet Captain

The Fleet Captain shall,

C Plan and conduct Association cruises, and have jurisdiction over all aquatic activities conducted by the Association.

C Maintain a list of members’ boats including size, make, name, registration, radio facilities, home port, etc.

C Co-ordinate the Association’s efforts in any search and rescue activities in which it may participate.

#### Section 5. Fleet Lieutenant

The Fleet Lieutenant shall:

C Assist the Fleet Captain, become familiar with the duties of that office and fulfill the duties of Fleet Captain during his/her absence.

#### Section 6. Secretary

The Secretary shall:

- C Make a true entry in a minute ledger of the Association of all officers and members present at a meeting, committee reports, or any other business conducted at meetings of the Association.
- C Be responsible for all official correspondence of the Association.
- C Surrender all property of the Association to his/her successor at the expiration of his/her term of office.

Section 7. Treasurer

The Treasurer shall:

- C Maintain the ledgers and books of the Association and make true entries in the same of the Association's receipts and disbursements.
- C Keep a true record of payment of annual dues.
- C Maintain an account in a bank in the name of Top of the Bay Cruising Association and arrange for checks made on that account to bear his/her signature or that of the Commodore.
- C Receive all monies of the Association, from whatever source, for deposit in the bank.
- C Pay all monies as authorized by the officers.
- C Maintain a true record of all monies disbursed and the purpose of the disbursement with the name of the payee.
- C Submit a financial status report at each meeting.
- C Have, within a reasonable time, all books, ledgers or journals of the Association available for audit and the filing of appropriate returns with the Internal Revenue Service.
- C Surrender all property of the Association to his/her successor at the expiration of his/her term in office.

Section 8. Duties of Appointed Officers

The Association may have a number of appointed officers at the discretion and under the direction of the Commodore, except for duties of the Membership Secretary, which are as

follows:

The Membership Secretary is the repository for all applications for membership to the Association. He/she will report on all candidates for membership and provide an overall status at each regular Association meeting.

In addition to these primary responsibilities, the Membership Secretary will:

- C Collect all dues, maintain an accurate ledger of these collections and transfer all monies collected to the Treasurer.
- C Provide each new member with a welcoming letter which will include a current membership card, Association pin and schedule of events.
- C Sign and Distribute all membership cards.
- C Maintain an up-to-date membership file and list and provide a current listing to officers monthly.
- C Provide the “Dockline” editor with a list of all new members for the May issue and on a timely basis thereafter to ensure monthly publication.
- C Provide timely notification to members that renewals are due and issue delinquent notices to members who have failed to renew before the March 1 deadline.

In executing the responsibilities of this office, the Membership Secretary will, as required, call on the following officers for assistance:

- C Treasurer
- C Secretary
- C Rear Commodore
- C Commodore

## ARTICLE IX COMMITTEES

The Commodore shall appoint such committees as may be deemed necessary.

## ARTICLE X DUES

### Section 1. Amount

Annual dues shall be in the amount of \$30.00 per boat, unless changed by a majority vote of the membership.

Section 2. Due Date and Delinquency

Annual dues shall be payable on or before February 15, of the year in which they apply. Members who have not paid their annual dues by March 15 shall be considered delinquent and notified in writing by the Membership Secretary. Members who are still delinquent on April 1 shall be suspended and denied all privileges of the Association. Members so suspended shall be notified by the Membership Secretary. A member suspended for dues delinquency shall have the right to apply for readmission to the Membership Secretary within 30 days following the mailing of the notice of suspension, provided that the application for readmission is accompanied by payment of all indebtedness then due the Association.

ARTICLE XI DISCIPLINARY ACTION

Section 1. Expulsion and Suspension

Any member, after due trial and consideration, may be expelled from Top of the Bay Cruising Association by a majority vote of officers for:

- (a) Infraction of the Constitution of this Association or any By-Law, Rule or Regulation of the Association.
- (b) Conduct within or without the Association, which in the opinion of the officers and directors may tend to endanger the good order, character or welfare of the Association.

In lieu of expulsion, the officers and directors by a majority vote, may suspend a member from all privileges of membership for a period not to exceed six months for the reasons listed above. Any member who endeavors to exercise the right of membership during a period of suspension shall cease to be a member of the association.

Section 2. Expelled Members

Any member who has been expelled from the Association shall not be eligible thereafter to any privileges of the Association including as a guest.

Section 3. Reinstatement

The officers and directors by a majority vote shall have the power to reinstate members or remit penalties.

ARTICLE XII BOARD OF DIRECTORS

Section 1.

The governing body of this Association shall be the Board of Directors.

Section 2.

The Board of Directors shall, subject to the limitations set forth in these by-laws, determine the policies, and activities of the Association, take counsel with committees and officers, approve the annual budget, and have general management of the Association.

Section 3.

The Board of Directors shall comprise:

- (a) One (1) Elected director for each twenty (20) members or part thereof. These directors shall be elected at the next annual meeting pursuant to Article V, Section 3.
- (b) The immediate past Commodore, if he/she is not re-elected to a consecutive term as Commodore.
- (c) Directors elected pursuant to Section 3 (a) of this Article shall serve a term of two years.

Section 4. Term of Office for the Board of Directors

- (a) The immediate past Commodore shall serve for an appointed term of three (3) years, each year to be calculated from annual meeting to annual meeting.

Section 5. The Composition of the Board of Directors

- (a) The immediate past Commodore pursuant to Section 4 (b) of this article.
- (b) The elected Directors pursuant to Section 3 (a) of this article.

Section 6.

The election and appointment of the Board shall be concurrent with the election of officers at the Annual Meeting. All members of the Board so elected or appointed must be Association members in good standing, with all dues paid.

Section 7.

The anniversary date of the term of a member of the Board of Directors will be the annual meeting date. New Board members will assume their duties as of that same anniversary date. During their term as directors, such directors must remain an Association member in good standing, with all dues paid.

Section 8. Chairman of the Board

- (a) The most immediate past Commodore shall be Chairman of the Board.
- (b) The Chairman of the Board shall conduct all meetings of the Board.
- (c) The Chairman shall appoint a secretary to record the minutes of each meeting. These minutes are to be read, corrected and approved at each following meeting. These minutes are the only true and official record of the Board of Directors.
- (d) The Chairman of the Board may appoint a director to stand in as needed. Should the Chairman be unable to make said appointment, the next Past Commodore shall chair the board.

Section 9 Meetings

- (a) Meetings shall be held in the State of Maryland at such times and places as the Board may designate.
- (b) Special meetings may be called by the Chairman of the Board upon twenty-four (24) hour notice.
- (c) A majority of the Board present shall constitute a quorum.
- (d) Each Board member is entitled to one (1) vote.
- (e) Board meetings are open to all members of the Association. They shall have a voice in the meeting, but shall not have a vote.
- (f) In the event that any member of the Board is absent from two (2) successive Board meetings without sufficient cause, his/her office is declared vacant and the vacancy filled as provided in these By-laws.
- (g) Meetings shall be conducted pursuant to Roberts Rules of Order unless these By-laws direct differently.

Section 10. Vacancies

- (a) Vacancies will be filled by appointment of the Chairman of the Board

and require approval of the majority of the Board.

- (b) If the term of the directorship vacant exceeds a one-year term, the appointment will stand until the next election. At the Annual Meeting and elections, the remainder of this term will be filled by an elected director requiring a majority vote of membership.

Section 11. Trustee Account

- (a) The purpose of the Trustee Account is to enhance the financial stability of the Association by maintaining a contingency fund.
- (b) The Board of Directors shall establish a savings account in the State of Maryland. This account will require access through two signatures. A specified member of the Board and the Treasurer shall have access to this account.
- (c) Disbursements from this account can go only to the Treasurer of the Top of The Bay Cruising Association.
- (d) Disbursements from this fund can only be made with a majority vote by the Board of Directors.
- (e) Prior to the striking of the gavel at the Annual Meeting, the outgoing Commodore and Treasurer shall convey to the Board of Directors for deposit in the trustee account an amount deemed appropriate by the Board of Directors, taking a number of factors into consideration, including the level of working capital in the Association Treasury. These funds shall be placed in the trustee account as provided in Subsections (a) and (b) of this Section. These funds are available to the Top of the Bay Cruising Association officers per Section 11(c). Consideration of disbursement of funds from this account by the Board of Directors requires formal notification at a Board meeting by the Commodore and Treasurer. Disbursement of these funds will require approval of the Board of Directors per Section 11(d).

ARTICLE XIII SUNDRY PROVISIONS

Section 1. Amendment of the By-Laws

This Constitution and By-Laws, or any additions, may be amended, altered or repealed at any regular meeting of the officers, to be approved by the Board of Directors within 45 days of receipt, with notice or at any special meeting; the notice of which shall set forth the terms of the proposed amendment or change. Such amendments, additions or other alterations shall

require approval by a two-thirds majority of the officers.

Section 2. Fiscal Year

The fiscal year of the Top of the Bay Cruising Association shall be the calendar year unless otherwise provided by the officers.

Section 3. Reimbursement of Officers and Directors

The officers and directors of the Association shall serve without commission.

The officers or directors shall at all times have the power to award reimbursement for expenses of officers incurred in connection with the various activities of the Association. The payment shall rest solely within the discretion of the officers and directors.

Nothing herein contained shall be construed to preclude any officer from serving Top of the Bay Cruising Association in any other capacity.

Section 4. Gender

Wherever herein the masculine gender is used it shall be deemed to include the feminine. No restrictions to either the masculine or feminine gender is intended by anything set forth in this Constitution and By-Laws.

Section 5. Dissolution of Organization and Liquidation of Assets

To dissolve or terminate Top of the Bay Cruising Association, Incorporated, fifty-one (51%) percent or more of its members at the time of dissolution or termination must vote for such a dissolution or termination.

Upon dissolution or termination, the then-Officers shall make arrangements for the payment from Top of the Bay Funds or assets of all outstanding and contemplated debts and obligations of Top of the Bay Cruising Association, Incorporated.

All remaining funds and assets shall be paid to and delivered to the Chesapeake Bay Foundation, a charitable organization which has been qualified for tax exempt status under Section 501© (3) of the Internal Revenue Code.

Section 6 Effective Day of Constitution and By-Laws

This Constitution and By-Laws as amended has been approved and is in effect by ratification of the officers and Board of Directors of the Top of the Bay Cruising Association.