

# **By-laws of the Classic Yacht Association (A California Non-Profit Corporation)**

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## **Article I: NAME**

This non-profit Corporation shall be known as the **Classic Yacht Association (CYA)**. It is incorporated in accordance with the provisions of Part I of Division II of Title I of the California Corporation Code.

The principal office shall be located within the County of Los Angeles, State of California, or at such place as the International Board of Directors shall from time to time determine.

The Corporation does not contemplate pecuniary gain or profit to its members, and no member shall acquire a vested interest in the assets of the Association by reason of membership.

## **Article II: OBJECTIVES**

The purposes for which the Corporation is formed are:

- A. To promote and encourage an interest in the preservation, restoration and maintenance of fine old power driven pleasure crafts.
- B. To promote, sanction and develop Corinthian yachting activities.
- C. To cultivate a spirit of friendship among its members and to promote the welfare and happiness of its members.
- D. To lease, purchase, use and enjoy, in fee simple or otherwise, any personal or real property necessary for the objectives the Corporation, and to buy and sell real or personal property and to apply incomes to the use of the Corporation.
- E. To assist in the formation of subordinate organizations wherever a mutual interest in these classic yachts exists. The subordinate organizations shall be called Fleets.

## **Article III: MEMBERSHIP CLASSIFICATIONS**

A. **Classic or Vintage Members** shall be owners of a qualified classic or vintage yacht and awarded membership as provided for in Article IV. These members shall receive a membership plaque, a membership card, an Association Classic or Vintage burgee (defined in Article XII: Official Burgees and Flags), and shall be included in the Membership Roster and mailing lists for Fleet and Association newsletters. They may purchase and fly a CYA "Advocate Flag" on non-member vessels (in accordance with Chapman's Flag Etiquette) and their home or office. Classic and Vintage members are entitled to vote and may hold Fleet or International office.

B. **Associate Members** are those Classic or Vintage members who no longer own a qualified classic or vintage yacht but wish to remain active in the Association. Associate Members may purchase and fly a CYA "Advocate Flag" on non-member vessels (in accordance with Chapman's Flag Etiquette) and their home or office. Associate Members are entitled to vote and may hold Fleet or International office.

C. **Affiliate Members** shall be those persons or organizations who have demonstrated an active interest in the objectives of the Classic Yacht Association but do not own a qualified yacht. Affiliate Members shall be included in the Membership Roster and mailing lists, but shall be able to vote and hold office in their regional fleet only, but not at the International level. Affiliate Members may fly a CYA "Advocate Flag" on non-member vessels (in accordance with Chapman's Flag Etiquette) and their home or office.

D. **Honorary Members** shall be those persons or organizations not previously members of the Association but whom the Association especially desires to honor. Honorary members shall be elected by the International Board of Directors upon nomination by a Fleet and shall hold continuing membership at the pleasure of the International Board of Directors. Honorary Members shall have the right to fly the Association burgee but shall not have the right to vote nor hold office. Honorary Members may purchase

and fly a CYA "Advocate Flag" on non-member vessels (in accordance with Chapman's Flag Etiquette) and their home or office. Honorary Members shall be exempt from payment of dues or initiation fees.

E. **Life Members** shall be those Classic, Vintage or Associate Members who have outstandingly served the Classic Yacht Association at the International level and whom the Association especially wishes to recognize by designating them as Life Members. The International Board of Directors shall elect Life Members upon nomination by a Fleet in accordance with Article VI, Paragraph G of these By-laws. When this contribution has been a shared contribution by a married couple, and when appropriate, the spouse shall be included in the designation. Life Members shall be listed in the Membership Roster and shall be excused from payment of dues. Life Members may purchase and fly a CYA "Advocate Flag" on non-member vessels (in accordance with Chapman's Flag Etiquette) and their home or office.

F. **Charter Members** shall be those members who served to organize the Classic Yacht Association and signed the original Articles of Incorporation. Charter Members shall be so designated in the Membership Roster.

#### **Article IV: APPLICATION FOR MEMBERSHIP**

A. Classic and Vintage Membership:

1. Classic and Vintage members shall be owners of a qualified classic or vintage yacht. The qualifications of the classic yacht shall be: a power driven pleasure boat of good design, construction and maintenance, launched on or prior to December 31, 1942, which shows no exterior alterations that detract from the designer's original intent. The qualifications of the vintage yacht shall be: a power driven pleasure boat of good design, construction and maintenance, launched after December 31, 1942 and on or prior to December 31, 1959, which shows no exterior alterations that detract from the designer's original intent, or a vessel launched after 1959 which can establish historical significance.

2. Membership applications shall be submitted in writing upon the form approved by the International Board of Directors and sponsored by at least one member in good standing.

3. Initial membership recommendations shall be made by the Commodore of the originating Fleet in accordance with eligibility criteria established by the International Board of Directors. Final approval of an application shall rest with the Membership Committee and be evaluated in accordance with eligibility criteria as established by the International Board of Directors.

4. If the Membership Committee denies an application, it shall be returned to the Fleet along with the written reasons for denial. If denied, the applicant or the Fleet may petition the International Board of Directors for approval provided the International Board of Directors receives the petition within one year from the date of denial.

5. The Classic or Vintage membership application process shall be required whenever there is a change of ownership or, in the case of multiple owners, whenever the first or primary owner listed on the membership application is changed. For changes of ownership between multiple owners, only the initiation fee will be charged unless current annual dues have not been paid.

6. Provided the vessel meets all other eligibility criteria, classic and vintage yachts previously approved for membership shall continue to be eligible unless there have been substantial exterior alterations since the initial approval.

B. **Affiliate Membership:** Affiliate Membership applications shall be in writing upon the form approved by the International Board of Directors and sponsored by at least one member in good standing. Applications shall be approved by the Commodore of the originating Fleet and transmitted to the Historian.

C. **Pro-rated Dues:** Applications that are effective after September first, of any year, shall provide full credit for the payment of Association and Fleet dues for the following calendar year.

## **Article V: MEETINGS OF MEMBERS**

### **A. Annual Meetings:**

1. The International Board of Directors shall establish the date and location of the Annual Meeting of the Association. The Annual Meeting is traditionally held in conjunction with the annual meeting of the International Board of Directors in the month of January.
2. For purposes of the California Corporation Code, a second Annual Meeting shall be set in conjunction with a California fleet function whenever the annual meeting of the International Board of Directors is held outside the State of California.

### **B. Special Meetings:**

1. Special meetings shall be called after a written request to the International Board of Directors from not less than twenty (20) Classic, Vintage or Associate members in good standing.
2. The Secretary-Treasurer shall call the special meeting within thirty (30) days after receipt of such written request and shall notify the voting membership by mail, thirty (30) days prior to the meeting as to the time, place and agenda items to be considered. When appropriate, the notice shall include a ballot to provide the opportunity to vote by mail.
3. No business shall be transacted at any Special Meeting other than that for which the meeting was called. Twenty (20) voting Members shall constitute a quorum for the transaction of business at a Special Meeting.

## **Article VI: DUTIES OF THE INTERNATIONAL BOARD OF DIRECTORS**

A. The International Board of Directors shall be responsible for and control all property and affairs of the Association; and, it shall be the duty of the International Board of Directors to perform all duties imposed on them by these by-laws.

B. The International Board of Directors shall have the power to adopt rules and regulations as it may, from time to time, deem necessary; and, the International Board of Directors shall have the authority to create and appoint committees. When appointees are from other than members of the International Board of Directors, appointees shall be selected from the membership as recommended by the fleets.

C. The International Board of Directors shall have the right to adjust fees and dues to suit the needs of the Association, but shall set dues and initiation fees, for each year, before June 30 of the preceding year.

D. The International Board of Directors shall have the power to suspend, or after notice and opportunity to be heard, expel any member or Fleet of the Association for conduct, which in the opinion of the Board, endangers the welfare, interests, or character of the Association.

E. The International Board of Directors shall annually cause the books and accounts of the Association to be audited and a financial statement as rendered by the auditor(s) shall be approved by the International Board of Directors.

F. The International Board of Directors shall adopt no budget which will exceed the reasonably certain annual income of the Association. All prior obligations shall receive preference in payment. The International Board of Directors shall incur no indebtedness exceeding one year's income, unless authorized to do so at a Special Meeting called for that purpose.

G. The International Board of Directors shall hold meetings at such times as it may determine and such special meetings that may be called as stipulated in Article V. Voting members of the International Board of Directors shall be notified by mail sixty (60) days prior to a meeting of the Board as to the time, place

and full text of the agenda items to be considered.

H. At each Annual Meeting, the International Board of Directors shall submit an annual report to the membership of the Association.

I. A quorum for meetings of the International Board of Directors shall be both a majority of the Directors and representation from a majority of the Fleets. Proxies, in writing, will be recognized if limited to action on a specific agenda item.

### **Article VII: SELECTION OF DIRECTORS**

A. Each fleet, prior to January 15 of each year, shall elect or appoint from its membership-representatives to serve on the International Board of directors. There shall be one (1) director for each fleet with ten to twenty-nine members, two (2) directors for fleets with thirty to ninety-nine members, three (3) directors for fleets with one hundred to one hundred ninety nine members, and four (4) directors for fleets with two hundred to two hundred ninety nine members.

B. Vacancies on the International Board of Directors shall be filled by the appropriate Fleet.

C. Directors shall serve for a regular term of two (2) years with an alternating term of office for Fleets with two Directors. Directors may not serve for more than four consecutive years unless elected to a flag office. If successive elections to the flag occur, the person so elected may be permitted to serve the elected offices through Commodore.

D. Only one member of a family may serve as a voting member of the International Board of Directors at one time.

E. The officers of the International Board of Directors shall be selected from among the Directors by members of the Board. Officers shall be Commodore, Vice-Commodore, Rear Commodore, and Secretary-Treasurer.

### **Article VIII: DUTIES OF OFFICERS**

A. **Commodore:** The Commodore shall command the Association and preside at all meetings of the Association, and subject to the International Board of Directors, shall perform all duties incident to the office and the management of affairs of the Association. The Commodore shall be an *ex officio* member of all committees, with power to vote in case of a tie. The Commodore shall execute all written contracts and obligations of the Association unless the International Board of Directors has named another executor. The Commodore shall have the authority to appoint assistant officers, subject to the approval of the International Board of Directors.

B. **Vice Commodore:** The Vice Commodore shall assist the Commodore in the discharge of his or her duties and in the absence of the Commodore or in the case of a vacancy in the office of Commodore, shall act as Commodore.

C. **Rear Commodore:** The Rear Commodore shall assist the Commodore in the discharge of his or her duties and in the case of absence or vacancy in the office of Vice Commodore shall act as Vice Commodore. Or, in the case of absence or vacancies in the offices of both Vice Commodore and Commodore, the Rear Commodore shall act as Commodore.

D. **Secretary-Treasurer:** The Secretary-Treasurer shall prepare and distribute reports on all proceedings of the Association; shall have general charge of the correspondence and custody of the seal of the Association; and, shall send out notices of regular and special meetings of the Association. The Secretary-Treasurer shall prepare and file all necessary tax forms; at the annual meeting of the International Board of Directors shall present a report on the financial condition of the Association and a proposed budget for the coming year. The Secretary-Treasurer shall perform other duties as proper to the office and as the International Board of Directors may direct.

## **Article IX: STANDING APPOINTMENTS AND COMMITTEES**

A. **Executive Treasurer:** The Executive Treasurer may be a non-voting member of the International Board of Directors, appointed by the International Commodore and confirmed annually by the Board. The Executive Treasurer shall collect all moneys due to the Association; shall pay all bills authorized by the International Board of Directors; shall prepare quarterly financial statements; and shall provide such other information concerning the financial affairs of the Association as the International Board of Directors may require. In concert with the Secretary-Treasurer, the Executive Treasurer shall prepare and file all necessary tax forms; at the annual meeting of the International Board of Directors shall present a report on the financial condition of the Association and a proposed budget for the coming fiscal year.

B. **Historian:** The Historian may be a non-voting member of the International Board of Directors, appointed by the International Commodore and confirmed annually by the Board. The Historian shall maintain all historical records of the Association including, but not limited to: original membership applications and photographs; and, publications of the Association including membership rosters and newsletters. The Historian shall collect new membership applications and prepare reports on the membership of the Association. The Historian shall transmit membership materials to fleet commodores for transmittal to new members; and, shall report new and reinstated membership information to the International Commodore, Executive Treasurer, Newsletter Editor, Roster Editor, Membership Committee, and the commodores and treasurers of each fleet.

C. **Roster Editor:** The Roster Editor may be a non-voting member of the International Board of Directors, appointed by the International Commodore and confirmed annually by the Board. The Roster Editor shall cause an annual Membership Roster to be published. The Roster shall include, but is not limited to, a listing of: active members of the Association; members of the International Board of Directors; officers of the Board and of the Fleets; past Commodores of the Association and of the Fleets; Life, Honorary and Charter Members; and, a calendar of events as scheduled by the Fleets.

D. **Newsletter Editor:** The Newsletter Editor may be a non-voting member of the International Board of Directors, appointed by the International Commodore and confirmed annually by the Board. The Newsletter Editor shall cause periodic newsletters to be published and distributed to members of the Association. Said newsletters shall include, but are not limited to: articles on the affairs and meetings of the Association and the Fleets; articles on new members; articles promoting the objectives of the Association; and, reports and announcements as directed by the International Board of Directors.

E. **Membership Committee:** The Membership Committee may be non-voting members of the International Board of Directors, appointed by their respective fleets and confirmed annually by the International Board of Directors. The Membership Committee shall consist of one Classic, Vintage or Associate member from each fleet of thirty (30) or more members. The Membership Committee shall evaluate all applications for new Classic and Vintage members in accordance with eligibility criteria as established by the International Board of Directors. Members of the Committee shall place the reasons for any denial in writing and transmit their recommendations to the Historian in a timely manner.

F. **Webmaster:** The Webmaster may be a non-voting member of the International Board of directors, appointed by the commodore and confirmed annually by the Board. The website shall include information about the CYA and our activities for presentation to the public as well as resource information for members. The Webmaster shall be responsible for responding to inquiries from members or the public, and for forwarding inquiries to other parties when appropriate. The Board may, from time to time, provide specific direction or guidance concerning appropriate content, privacy issues, desired features, etc.

## **Article X: DUES, INITIATION FEES AND MEMBER'S FINANCIAL OBLIGATIONS**

- A. Membership dues shall be paid annually by January 15. If not paid, members will not be included in the Roster nor authorized to fly the Association burgee, the Association Advocacy Flag, display member plaques nor exhibit any other Classic Yacht Association identification.
- B. Any member who is delinquent in the payment of dues for ninety (90) days is automatically suspended from membership and shall forfeit all rights and privileges in the Association until dues for the current year are paid in full.

## **Article XI: FLEETS**

- A. The International Board of Directors may grant a charter to form a new Fleet upon the request of at least ten (10) Classic or Vintage members in an appropriate geographical location, or upon the request of at least ten (10) owners of qualified classic and/or vintage yachts in a geographical area distant from any active Fleet of the Association. A chartered Fleet may use only the Fleet name designated in the Charter.
- B. A Fleet may assess its members to support Fleet activities, and each Fleet may establish regulations and procedures for its operation provided such are not in conflict with the By-Laws of the Classic Yacht Association nor regulations established by the International Board of Directors.
- C. The division of a Fleet will be considered by the International Board of Directors only upon a written petition from the existing Fleet.

## **Article XII: OFFICIAL BURGEES AND FLAGS**

- A. Classic Vessel Burgee – A red gothic “C” on a white background, surrounded by a blue circle on a red triangular burgee.
- B. Vintage Vessel Burgee – A red gothic “C” on a white background, surrounded by a red circle on a blue triangular burgee.
- C. Advocate Flag – A red gothic “C” on a white background, surrounded by a blue circle on a white triangular flag.

## **Article XIII: AMENDMENTS**

These By-Laws may be repealed or amended, or new By-Laws may be adopted, by the International Board of Directors as specified in Article V of these By-Laws.

## **Article XIV: DISSOLUTION**

Upon dissolution, all assets and property of the Association shall be paid over and transferred to another tax-exempt organization or to the State of California as decided upon by the International Board of Directors of the Association at the time of dissolution.

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As revised and included in 2012 Membership Roster