



By-Laws  
of the  
Chicago Yachting Association  
February 2001

As Amended and Approved  
March 2007  
October 2009  
November 2013  
November 2015

**By-Laws  
of the  
Chicago Yachting Association**

**CONTENT**

<b><u>Article #</u></b>		<b><u>Page #</u></b>
Article 1	Name	3
Article 2	Purpose	3
Article 3	Corporate Offices and Fiscal Year	4
Article 4	Categories of Membership	4
Article 5	Obligations of Members	5
Article 6	Organization	6
Article 7	Quorum	8
Article 8	Voting	8
Article 9	Notices	9
Article 10	Duties of the Board of Directors	9
Article 11	Duties of the Officers	10
Article 12	Duties to the Committees	13
Article 13	Elections	17
Article 14	Financial Limitations	20
Article 15	Employes and Independent Contractors	21
Article 16	Amendments	21
Article 17	Suspensions of the By-Laws	22

notwithstanding, shall be required to pass the amendment. Voting may be by written ballot. Board members not present may vote by written ballot delivered to the Secretary prior to the vote.

16.04 **Limitation on Amendments.** A proposed amendment which has been rejected shall not be proposed again for a period of one year.

**Article 17. Suspension of By-Laws**

17.01 These By-Laws may not be suspended at any time.

**Article 1. Name**

The association shall be known as the CHICAGO YACHTING ASSOCIATION (CYA), a general, not-for-profit Corporation.

**Article 2. Purpose**

2.01 The purpose of the Association shall be to foster greater coordination between the public and private sectors of the community and to provide a forum for organizations involved in maritime activities of the Greater Chicagoland Area. The forum will discuss issues, real or potential, whether they be federal, state, county, local government, or internal, which affect or may affect a part or all of the marine community of the Greater Chicagoland Area.

2.02 The Association, through its officers, directors, and authorized committees, may develop positions and plans relative to public or civic relations. Each member organization of the Association shall retain its right to take a position on any public or civic issue which may differ from, or be contrary to, the position of the Association.

2.03 The Association shall not, as an organization, usurp the prerogatives of any individual member organization, nor

represent that it takes a position on any issue as a representative of any of its member organizations.

- 2.04 The Association shall not act as an agent for any member organization, nor have the power to bind and/or commit any member organization to any obligation whatsoever, except for the financial obligations set forth in Article 5.

### Article 3. Corporate Offices and Fiscal Year

- 3.01 The corporation shall continuously maintain a registered office and a registered agent in the State of Illinois.
- 3.02 The corporation shall have a fiscal year which commences on January 1<sup>st</sup> and which ends on December 31<sup>st</sup>. The corporation shall do its accounting on an accrual basis.

### Article 4. Categories of Membership

- 4.01 The Chicago Yachting Association shall consist of three categories of members, including one category of affiliated organizations, as follows:
- 4.01.1 **Recognized Yacht Clubs** are those yacht clubs whose anchorage or facilities are located within the metropolitan area of Chicago.
- 4.01.2 **General Interest Groups** are other organizations whose main interests are centered in maritime activities in the Greater Chicago Area.

- 14.02 No financial obligation of the Association shall be considered to be an obligation of any individual member organization.
- 14.03 The Association shall be required to carry General Liability Insurance as well as Directors and Officers Liability Insurance.

### Article 15. Employees and Independent Contractors

- 15.01 The Board of Directors shall have the right to approve the employment and the termination of employment of all employees of the Association.
- 15.02 The Board of Directors shall have the right to hire independent contractors.

### Article 16. Amendments

- 16.01 **Amendments.** These By-Laws, or any Section thereof, may be amended, corrected, or updated in any manner and to such extent as is consistent with the provisions of these By-Laws.
- 16.02 **Amendment Procedures.** Proposed amendments must be submitted to the Commodore and Secretary in writing, endorsed by nine members of the Board. The Secretary shall mail a copy of the proposed Amendment to all Association members and to such other persons who are on the current mailing list and a notice of the time and place at which a vote on the proposed amendment will be taken. The notice shall be distributed not less than thirty (30) days prior to the date of the vote.
- 16.03 **Voting on Amendments or Revision of By-Laws.** A vote of 66% of the full Board, quorum requirements

13.11 **Obligations of Officers and Directors:** Officers and Directors of CYA must be willing to attend all scheduled meetings unless excused for cause. This obligation includes Officers attending Bridge Officers meetings.

13.11.1 Any officer of this Association who shall have been absent from three (3) consecutive regular monthly meetings of the Board of Directors without an excuse satisfactory to a majority of the active Directors may, at the discretion of the Board of Directors, be deemed through a majority vote to have resigned as an officer of the Association and the office held by such member shall thereupon be declared vacant. If such a vacancy occurs, these By-Laws will be followed pursuant to section 13.06.

13.11.2 Any member of the Board of Directors of the Association who shall have been absent from three (3) consecutive monthly meetings of the Board without an excuse satisfactory to the majority of the active Directors may, at the discretion of the Board of Directors, be deemed through a majority vote to have resigned as a member of the Board of Directors. The Commodore shall be directed to contact the officer(s) of the member organization to inform them of same and to request that a replacement be selected and presented as the organizational representative.

#### **Article 14. Financial Limitations**

14.01 No expenditure of Association funds may be made by any Officer, Director, or Member of the Board unless the expenditure has been duly authorized by the Board of Directors or the expenditure is included in an annual budget of the Association which has been approved by the Board of Directors.

4.01.3 **Affiliated Organizations** are federal, state, and local government organizations and units whose interests are centered on maritime activities and other such organizations and units whose main interests are not centered on maritime activities, but who may impact or may be impacted by maritime interests in the Greater Chicagoland Area.

4.01.3.1 Affiliated organizations shall pay such dues as will be set by the Board of Directors. However, in the event that rules, regulations, statutes, or laws governing the expenditures of such organizations' resources shall prohibit the payment of dues, then to the extent so prohibited or limited, the dues assessed affiliated organizations shall abate.

#### **Article 5. Obligations of Members**

5.01 The success of the Association shall depend upon all member organizations making appropriate financial contributions in the form of dues and assessments for the support of the Association and upon all member organizations actively participating in the affairs of the Association. The success of the Association shall further depend upon all member organizations acting in accordance with standards of conduct appropriate to the maritime community.

5.02 All member organizations shall pay annual dues as may be established from time-to-time by a 66% vote of the Board of Directors present and eligible to vote, and who attend a meeting after notice of the proposed dues structure has been sent to all member organizations at least thirty (30) days prior to such meeting. Annual

dues may vary among the various categories of membership.

- 5.03 The Board of Directors may not increase annual dues for any one year by more than ten (10%) percent over the preceding year unless such increase is approved by 66% of the Board Members eligible to vote and who attend a meeting after notice of the proposed increase (and the maximum amount of the proposed increase) has been sent to all member organizations at least thirty (30) days prior to such meeting.
- 5.04 The Association may, by 75% vote of its Board Members present at any regular or special meeting, levy an assessment upon the member organizations provided that notice of the proposed assessment (and the maximum amount of the proposed assessment) was sent to the member organizations at least (30) thirty days prior to the meeting and that the proposed assessment is stated in the Secretary's call for the meeting.
- 5.05 A member organization of the CYA may be suspended from voting or have its membership terminated by the Board if said member organization fails to pay its duly-authorized costs and assessments or fails to support the purposes of the Association. Not less than thirty (30) days notice of a proposed sanction shall be given to the member organization, and that sanction shall be approved by not less than 75% of the Board Members present.

## Article 6. Organization

- 6.01 The Chicago Yachting Association shall consist of the Officers, a Board of Directors, Standing Committees,

replacement to serve the remainder of the term. The Secretary shall mail a notice of the vacancy and the Commodore's nomination to the Board no later than two weeks before a meeting at which the vacancy may be filled. If the nomination is approved by a majority of the Board voting at the next meeting following the notification, the nominee shall be deemed elected to the position. If the nominee is not accepted by a majority of the Board, the Commodore shall make another nomination to fill the position, which shall be voted on at the next subsequent meeting without further formal notice.

- 13.07 **Eligibility:** As stated under Section 6.03.1, all officers of CYA must be a past chief executive officer of their yacht club or a past chief executive officer of their non-commercial general interest group of the CYA and a member in good standing in their organization.
- 13.08 **Term of Office:** Officers may serve multiple terms, but must be re-nominated each year. It is intended, but not mandatory that the Rear Commodore, Vice Commodore, and the Commodore will serve at least two years.
- 13.09 **Succession of Office:** Unless removed for cause, officers will move up at the end of their term starting from the position of Treasurer, to Secretary, to Rear Commodore, to Vice Commodore, to Commodore, and Immediate Past Commodore. The Nominating Committee, in the course of its deliberations, has the right not to advance any serving officer.
- 13.10 **Commencement of Term:** Newly elected officers begin their term of office at the January meeting following election. They shall be sworn into office no later that at the beginning of the January meeting.

13.05 **Method of Voting:**

13.05.1 **Unanimous Ballot.** In the event that the slate presented by the Nominating Committee is uncontested, the Secretary is authorized to cast a unanimous ballot vote for the slated nominees during the October meeting.

13.05.2 **Voting By Proxy.** Votes for a contested position shall be by secret written ballot. Votes may be cast in person or by written ballot delivered to the Secretary prior to the October meeting. An eligible voter who has sent in a written ballot may retrieve it and vote in person if he/she attends the October meeting.

13.05.3 **Contested Elections.** In the event that more than one nomination is made for any position, the Secretary shall distribute a copy of the slate of the Nominating Committee and the nominations of other candidates to all members of the Board no later than two weeks prior to the October meeting. At the October meeting, the Board shall vote on all contested positions. The candidate receiving a majority of 51% of the votes cast for each position shall be declared the winner. If three or more candidates are nominated for a position, and none gets a majority of votes on the first ballot, the two candidates receiving the most votes shall be considered as the nominees and the one nominee receiving a majority of 51% of the votes cast in a second ballot shall be declared the winner. The Secretary shall certify the winners of each office for recording in the minutes.

13.06 **Nominating to Fill a Vacancy.** In the event a vacancy occurs in the Office of Commodore, the Vice Commodore shall succeed to the Office of Commodore. In the event a vacancy occurs in the Office of Vice Commodore, Rear Commodore, Secretary, or Treasurer, the Commodore shall nominate a

Specific Issues Ad Hoc Committees, a Judge Advocate, and member organizations.

6.02 The Board of Directors of the Association shall consist of:

6.02.1 Two (2) voting representatives from each yacht club located within the Metropolitan Area of Chicago. One of these representatives shall be the current commodore of his/her yacht club or the commodore's accredited delegate. The second representative shall be the yacht club's most immediate Past Commodore willing to serve or his/her accredited delegate. The accreditation of a delegate must be submitted in writing to the Secretary of the Association.

6.02.2 One (1) voting representative from each General Interest Group member organization recognized by the Association

6.03 The Officers of the Association:

6.03.1 The Officers of the Association shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary and a Treasurer. Officers of the Association must be past chief executive officers of member yacht clubs or past chief executive officers of member non-commercial general interest groups who are in good standing in their organization.

6.03.2 The two (2) immediate Past Commodores of the Association.

6.04 The Standing Committees of the Associations shall be:

6.04.1 Community Outreach Committee

6.04.2 *Yachting in Chicago* Magazine Committee.

- 6.04.3 Venetian Night Committee.
- 6.04.4 "Yachtsperson(s) of the Year" Committee.
- 6.04.5 Yachting Celebration Committee.
- 6.04.6 Awards Committee.
- 6.04.7 Membership and Membership Expansion Committee.
- 6.04.8 Audit Committee.
- 6.04.9 Commodore's Cruise Committee

#### Article 7. Quorum

- 7.01 At any meeting, a majority of the Board of Directors, which must include a majority of representatives from the yacht clubs, shall constitute a quorum.
- 7.02 A quorum is presumed unless challenged.
- 7.03 A quorum challenge shall be made at the start of the meeting prior to the transaction of any business.

#### Article 8. Voting

- 8.01 The following motions shall require a 66% affirmative vote at a scheduled Board meeting of all Board Members present, which must include a majority of the representatives from the yacht clubs.
  - 8.01.1 A change in the definition of General Interest Groups.
  - 8.01.2 A change in the voting requirements.
  - 8.01.3 A change in the standing committees.
  - 8.01.4 The taking of a public position by the Association.

#### Article 13. Elections

- 13.01 Nominating Committee. At the July meeting, the Commodore shall recommend to the Board five persons who have agreed to serve as the Nominating Committee. When possible, persons recommended shall be Past Commodores of the Association. If the Board approves the recommendation by a majority vote, the recommendation of the Commodore shall constitute the Nominating Committee. The Commodore shall select one of the persons as chair. The Secretary shall furnish the Association's mailing list to the Chair of the Nominating Committee, together with a record of meeting attendance of the members of the Board of Directors.
- 13.02 Report of the Nominating Committee. The entire committee shall convene as early as possible after its selection. No member of the committee shall be eligible to be nominated for an office. The Chair of the Committee shall present a slate of officers nominated by the committee to the Secretary, provided that the nominees have met the qualifications set forth in Article 6.03.1 and who have agreed to serve if elected. The Secretary shall distribute a copy of the slate to all members of the Board no later than two weeks prior to the September meeting.
- 13.03 Other Nominations. At the September meeting, any member of the Board may present to the Secretary, in writing, other nominations for any position or positions open for election, provided (1) the nominee meets the qualifications set forth in Section 6.03.1 and has agreed to serve if elected, and (2) the nomination is seconded in writing by two other members of the Board.



Board on a regular basis and shall make such reports on financial and other matters as the Board directs. The final report, including a financial statement, shall be made as soon as practicable following the presentation of said awards.

12.03.7 **Membership and Membership Expansion**

**Committee:** The chair shall be the Secretary and he/she shall maintain a directory of all Association Members, Officers and Board Members. The chair will be responsible for sending out notices of membership dues renewal on an annual basis. The committee, under the direction of the chair shall recruit new members to the Association as appropriate and will present prospective new members to the Board for approval.

12.03.8 **Audit Committee:** The chair of the committee shall be appointed by the Commodore. On an annual basis, and unless otherwise requested by the Board of Directors, shall review and verify the Treasurer's Report, pursuant to Section 11.05.

12.03.9 **Commodore's Cruise Committee:** The Rear Commodore, serving as chair, shall plan and organize this annual event. The committee is responsible for establishing a date, procuring an adequate number of vessels to accommodate the participants, work with the Captains of those vessels to plan the event, work with the leadership of each yacht club serving as hosts, and ensuring the safety of all concerned.

12.04 A copy of all reports, including financial statements, made by committees shall be filed with the Secretary and maintained in the Association minutes until such time as the Board determines they are no longer required and directs their disposal.

8.02 Unless otherwise stated by the By-Laws, all other motions shall be decided by a majority vote of the Board of Directors at a regularly-scheduled Board meeting.

**Article 9. Notices**

9.01 Unless specified otherwise in these articles, written notice stating the date, time, and place of any meeting of the Association may be electronically mailed by the Secretary of the CYA to each Board Member entitled to vote at such meeting no less than the advance number of days as stated in the following schedule:

Regular business meetings:	10 days
Special meetings:	5 days
Meetings to Amend the By-Laws:	30 days
Meetings to Amend Dues or Approve Special Assessments:	30 days

**Article 10. Duties of the Board of Directors**

10.01 **Authority of the Board.** The Board shall oversee and have final authority in any matters brought to its attention, except as otherwise provided in these By-Laws.

10.02 **Responsibilities of the Board.** The Board shall control and manage the Association, act on all applications for membership in the Association, and elect officers of the Association. Decisions shall be by a majority vote, except as otherwise provided in these By-Laws.

10.03 **Regular Business Meetings of the Board.** Regular business meetings will be held once a month. The Commodore, or any two Board Members, may call for

the Board to meet in executive session during Association meetings. Special Board Meetings may be called by the Commodore of the Association or by two member organizations upon notice given as set forth in Article 9 of these By-Laws.

- 10.04 **Accounting.** It shall be the duty of the Board to have the financial records of the Association reviewed once a year by the Audit Committee appointed by the Commodore with the consent of the Board of Directors. Records to be reviewed shall include a yearly Journal of Cash Receipts and Disbursements, a Profit and Loss Statement, and a Balance Sheet.
- 10.05 **General Powers.** All unusual and unanticipated questions not covered by these By-Laws shall be decided by the Board.

#### Article 11. Duties of the Officers

- 11.01 **Commodore.** The Commodore of the Association is the Chief Executive Officer of the Association. He/She shall be responsible to the Board for the active and productive functioning of all committees, and to ensure that all committees are in compliance with the Association's By-Laws and other guidelines set down for the welfare of the Association and its members. The Commodore shall preside at all regular and special Board meetings, and shall be an ex-officio member of all committees, except the Nominating and Finance Committees. The Commodore, at his/her discretion, may call regular meetings of the Bridge Officers in order to strategize and to plan and carry out the wishes of the membership. No "official action" may take place at Bridge meetings without the prior approval of the Board of Directors of the Association.

Coast Guard and its Auxiliary, and the Chicago Marine Police to ensure a safe and successful event. The committee will be responsible for recruiting and advising event participants, organizing the judging process, assist in marketing, and addressing all logistical issues related to producing the event.

- 12.03.4 **Yachtsperson(s) of the Year.** Each member organization of the Association shall be entitled to have a representative on the committee. The chair, selected by the Commodore, will call such meetings as are necessary to establish a selection criteria. Once a criteria has been established, the committee will proceed with identifying one or more recipient(s). The selection will be presented to the full Board for approval. In the event a participating member is dissatisfied with the awardee selection as established by the committee, the matter will be resolved by a majority vote of the Board. The recipient(s) will be recognized in the *Yachting in Chicago* magazine.
- 12.03.5 **Yachting Celebration:** The Vice Commodore, serving as chair of the committee, shall report to the Board on a proposed site and date of the next Yachting Celebration by the May meeting preceding the Yachting Celebration. The chair shall report to the Board on a regular basis as plans for the Yachting Celebration progress and shall make such reports on financial and other matters as the Board directs. A final report, including a financial statement, shall be made as soon as practicable after each Yachting Celebration.
- 12.03.6 **Awards Committee:** shall be responsible for the selection, purchase and presentation of trophies or awards to be presented by the Association. The chair, who is appointed by the Commodore, shall report to the

appointed by the Board of Directors. When appropriate, one representative of the member organization initiating an issue shall be an ex-officio member of this committee. The Commodore shall appoint the chairperson of the committee.

12.03 **Standing Committees:**

12.03.1 **Community Outreach Committee:** The Vice Commodore, serving as chair, shall assemble a committee in adequate numbers so as to meet the needs of representing the Association to various civic and community organizations. These organizations will include, but not be limited to, the Chicago Park District, Friends of the Park, Friends of the Chicago River, Lincoln Park Advisory Council, Chicago Harbor Safety Committee, etc. The chair will coordinate with committee members to attend meetings of these organizations on a regular basis or as needed. A report to the Board of meeting proceedings will be expected as appropriate.

12.03.2 **Yachting in Chicago Magazine Committee:** The Commodore shall appoint the chair. The committee chair shall recommend to the Board a means of publishing the magazine on a timely basis for distribution. He/she shall report to the Board on a regular basis as plans for the magazine progress and shall make such reports on financial and other matters, including a proposed budget, as the Board directs. He/she shall make a final report, including a financial statement, as soon as practicable after the publication of the magazine.

12.03.3 **Venetian Night Committee:** The Rear Commodore, serving as chair, shall lead the planning and organizing of this annual event. The committee shall be responsible for working with venue representatives, the

11.01.1 The Commodore shall appoint, with the advice and consent of the Board of Directors, the Judge Advocate and the Chairpersons of all appropriate Standing Committees. The Commodore may appoint, with the advice and consent of the Secretary, an Assistant Secretary. The Commodore may appoint, with the advice and consent of the Treasurer, an Assistant Treasurer.

11.01.2 The Commodore shall sign all written contracts and obligations of the Association, and the Secretary shall attest to the Commodore's actions. At the last regular meeting of the calendar year, the Commodore shall present a summary of the events and progress during the prior year, which shall become part of the permanent minutes of the Association.

11.01.3 The Commodore shall confirm the appointment of the Registered Agent of the Association and coordinate with the Registered Agent the filing of the Annual Report to the Secretary of State of the State of Illinois.

11.02 **Vice Commodore.** The Vice Commodore of the Association shall serve in the absence of the Commodore and assist in his/her duties. The Vice Commodore shall chair the Yachting Celebration Committee and the Community Outreach Committee.

11.03 **Rear Commodore.** The Rear Commodore shall serve in the absence of the Vice Commodore and Commodore and assist them in their duties. The Rear Commodore shall chair the Venetian Night Committee and the Commodore's Cruise Committee.

11.04 **Secretary.** The Secretary of the Association shall conduct correspondence of the Association, send out notices of meetings and other notices required by the

By-Laws, prepare minutes of Association and Board meetings, and maintain permanent Association minutes. The Secretary shall have custody of the official seal of the Association and shall be responsible for affixing it to official documents as required, and shall attest all written contracts and obligations of the Association. The Secretary shall be responsible for completing the Annual Report to the Secretary of State of the State of Illinois and submitting said report to the Registered Agent.

11.04.1 The Secretary shall maintain a directory of the Association's Board of Directors, its member clubs, member organizations and their respective representatives.

11.04.2 The Secretary shall chair the Membership and Membership Expansion Committee.

11.05 **Treasurer.** The Treasurer of the Association shall receive all revenues of the Association and issue receipts thereof, pay all bills of the Association which have been properly authorized by the Board, provide a financial report at meetings, and prepare an annual financial statement. The Treasurer shall keep a full and permanent and accurate account of all receipts and disbursements in a permanent form or book furnished by the Association. Upon request of the Board or any Director, the Treasurer shall open the books of the Association for inspection by the Board of Directors and exhibit proper vouchers for all disbursements. Under the leadership of the Audit Committee and not more than ninety (90) days after the end of the fiscal year, the Treasurer's books shall be verified and a full financial report, including a balance sheet and income and expense statement shall be prepared for all members of the Board. A copy of the financial report shall be filed

with the Secretary as a part of the permanent records of the Association.

11.05.1 At the first meeting of the fiscal year and under the direction of the Commodore, the Treasurer shall present a budget, prepared prior to the January meeting, projecting all income and expenses for the year for approval by the Board of Directors.

11.05.2 The Treasurer shall be an ex-officio member of the Audit Committee and the *Yachting in Chicago* Magazine Committee.

## **Article 12. Duties of the Committees**

12.01 The Judge Advocate shall act as counsel to the Directors and Officers of the Association for Association matters that may be referred to him/her. The Judge Advocate shall be an attorney licensed to practice law in the State of Illinois.

12.02 The Board of Directors shall establish such committees as are required to carry out specific functions of the Association. Among those committees may be the following:

12:02.1 **Steering/Strategic Planning Committee** shall be formed whenever an issue has been approved for investigation by the Board. This committee shall research the issues, formulate a course of action, and present its recommendations to the Board of Directors for approval. If approved, this committee will carry out its recommendation, report its conclusion to the Board, and disband. The members of the committee shall be