

PETITION : Constitution proposed changes by the Commodores Club Executive Board for Nov 2022 AGM.

SUMMARY of Proposals

At the 9/29/22 Board meeting, the following changes were proposed, and a motion was approved to present them for membership approval at the Nov 19, 2022 Annual General Meeting (per ARTICLE XII – AMENDMENTS “This Constitution may be amended in the manner following: 1) By petition signed by two-thirds of the members of the Executive Board ...”).

The following 4 amendments are summarized here. A red-line copy of the proposed Constitution is included showing the proposed changes.

- 1) Article III – Section 1 (Membership and misc. places in the document)
 - Change “he”, “his”, “him” throughout document
TO organization position (“Commodore”, “Vice Commodore”, “Secretary”, etc.)
 - Delete Article III - Section 3 & 4 addressing
“he, his, him shall be taken to mean either male or female.”
RATIONALE: Substitute identification to “position” rather than gender reference.

- 2) Article VI – Section 3 (annual or special mtg) & Article VIII – Section 3 (candidate nominations)
 - Change “shall be mailed”
TO “shall be communicated by postal mail or electronic communication”
RATIONALE: Allow use of electronic communication (email) for more efficient, timely and cost-effective communication with members.

- 3) Article IX – Section 1 (Elections)
 - Change “Voting shall be by ballot and in person only.”
TO “Voting should be by ballot and in person. In the rare situation where it is impossible to hold an in-person ballot meeting to conduct the annual meeting, the Executive Committee shall pursue such means as may be adequate to insure that critical business decisions can still be made.”
RATIONALE: Need flexibility in rare cases such as experienced by the 2020 Covid-19 impact to the organization.

- 4) Article X – Section 1 (Finance)
 - Change “Dues” TO “Dues & Initiation Fees”
 - Change “twenty dollars (\$20)” TO “thirty-five dollars U.S. (\$35.00 USD)”
 - Document dues for spouses of deceased members to be in U.S. funds.
 - Change “applicable taxes” TO “applicable service fees”
 - INSERT “New members shall pay a one-time initiation fee of twenty-five dollars U.S. (\$25.00 USD) to join and will receive a member lapel pin.”
 - Change “amount of dues” TO “amount of dues or initiation fees”
RATIONALE: Operational expenses have increased over last 20 years since dues were established. Document the \$25 Initiation fee. Document funds In USD.

COMMODORES CLUB CONSTITUTION

ARTICLE I – NAME

The name of this association shall be COMMODORES CLUB.

ARTICLE II – OBJECT

The object of this association shall be to establish a fraternity of the Past Commodores of the member clubs of the Detroit Regional Yacht-Racing Association, which shall encourage and promote the general interests of such members and member clubs.

ARTICLE III – MEMBERSHIP

Section 1. Membership in this association shall be limited to Past Commodores of member clubs of the Detroit Regional Yacht-racing Association. To be eligible one must have served a member club in the capacity of Commodore for a term deemed by ~~the member club to have been completed.~~ In the event that a person has separated ~~membership from that club, such membership must have been terminated in good standing.~~

Section 2. Spouses of deceased members will be given the opportunity for a non-voting membership. In the event of remarriage, said membership will become invalid.

ARTICLE IV – OFFICERS AND COMMITTEES

Section 1. All Officers and Directors must be members of this association in good standing.

Section 2. The elected Officers of this association shall be Commodore, Vice Commodore, and Rear Commodore – each of whom shall serve a term of one year or until ~~a successor in office shall have been~~ duly elected and qualified. The Secretary and Treasurer shall be appointed by the Commodore and these offices may be held by the same or different persons.

Section 3. There shall be an Executive Committee which shall be the governing body of this association. It shall consist of the present Flag Officers: Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and six (6) Directors.

Section 4. All Officers shall assume and hold office from the date of their election or appointment until their successors in office are duly elected or appointed.

Section 5. All Committee members will be appointed by the Commodore with the approval of the Executive Committee. Special Committees for specific purposes may be appointed in the same manner. There shall be the following committees:

- a) Membership
- b) Finance
- c) Nominating
- d) Entertainment
- e) Planning
- f) Publicity

ARTICLE V – DUTIES

Section 1. The Commodore shall be the ranking Executive and Flag Officer. ~~The Commodore shall be an~~ ex-officio member of all committees and shall perform such other duties and assume such responsibilities as may be assigned ~~by the Executive Committee.~~

Section 2. The Vice Commodore shall assist the Commodore in the discharge of ~~the Commodore's duties~~ and in ~~the absence of the Commodore shall, at the direction of the Executive Committee, perform the duties~~ and exercise the powers of the Commodore.

Section 3. The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their duties and in their absence shall, at the direction of the Executive Committee, perform the duties and exercise the powers of either the Vice Commodore or the Commodore.

Section 4. The Secretary shall keep and maintain a true record of all proceedings of the association and the roll of all members. ~~The Secretary shall in general perform such duties as are assigned by the Commodore~~ and the Executive Committee.

Section 5. The Treasurer shall collect, receive and be responsible for all moneys from members or whatever other sources in the name of the association and ~~the Treasurer shall deposit same in such bank or other~~ depository as may be approved by the Executive Committee. The Treasurer shall keep and maintain such books of account as will reflect the current financial status of the association. ~~The Treasurer shall not incur~~ on behalf of the association any indebtedness in excess of fifty dollars (\$50.00), without prior approval of the

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Section 4. In this Constitution, all references to Commodores shall be taken to mean either male or female.†

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Executive Committee. ~~The Treasurer shall in general perform such other duties as are assigned by the Commodore or the Executive Committee.~~

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Section 6. The Executive Committee shall, in general, make and establish the policies of the association. All appointments shall be made only with the approval of the Executive Committee. It shall notice and declare the vacancy in any office by reasons of continued absence, death, or unwillingness of any officer to serve. It shall fill such vacancy by its own interim appointment until the next annual election.

ARTICLE VI – MEETINGS

Section 1. There shall be an annual meeting of this association at a time and place determined by the Executive Committee. This meeting should be in the month of November.

Section 2. Special meetings may be called at any time by the Commodore or other ranking officer of the Executive Committee. Any fifteen (15) members of the association may call a special meeting by petition addressed to the Secretary.

Section 3. Notice of each annual or special meeting shall be ~~communicated by postal mail or electronic communication~~ by the Secretary at least two (2) weeks in advance of such meeting to all members of the association.

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Section 4. A quorum for any annual or special meeting shall consist of not less than twenty-five (25) members or fifteen percent (15%) of the current membership, whichever is greater.

Section 5. All meetings of the association, including meetings of ~~the~~ Executive Committee, shall be governed by the current Robert's Rules of Order.

ARTICLE VII – ORDER OF MEETINGS

Section 1. At each annual meeting, the following order of business shall be observed:

- a) Roll call of the members
- b) Reading of the minutes of the previous meeting
- c) Reports
 - a. Treasurer's
 - b. Officers'
 - c. Committees'
- d) Unfinished Business
- e) Report of the Nominating Committee
- f) Election of the Officers and Directors
- g) Installation of new Officers
- h) New Business
- i) Adjournment

Section 2. The order of business for special meetings shall follow the above, so far as is practicable.

ARTICLE VIII – NOMINATING OF OFFICERS AND DIRECTORS

Section 1. At least forty (40) days prior to the annual meeting of the association, the Executive Committee shall appoint a Nominating Committee consisting of five (5) principal and two (2) alternate members, none of whom shall be members of the Executive Committee. In no case shall any member serve on the Nominating Committee for three (3) successive years.

Section 2. The Nominating Committee shall meet at least thirty (30) days prior to the annual meeting and, considering so far as practical, area representation, select from those presently serving or who have served on the Executive Committee candidates as follows:

- For Commodore 1
- For Vice Commodore 1
- For Rear Commodore 2 or 1

The Nominating Committee shall select from the general membership six (6) persons who shall be nominated as candidates for the office of Director. At the election, the three (3) having the greatest plurality of votes shall serve for terms of two (2) years each.

Section 3. Immediately upon completing the selection of the candidates, the Nominating Committee shall file a report thereof with the Secretary who shall cause the names of the candidates and the offices to which they have been nominated to be circulated by ~~postal mail or electronic communication~~ to the membership at least two (2) weeks prior to the annual meeting.

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Section 4. In the event of the deaths, resignation, or refusal or inability of a candidate to stand for election as nominated, the Executive Committee shall, time permitting, pursue such means as may be adequate to insure that a suitable substitute candidate is nominated and presented to the membership.

ARTICLE IX – ELECTIONS

Section 1. Elections to offices of this association shall be held once each year at the annual meeting. Only members in good standing shall be eligible to vote. Voting ~~should be by ballot and in-person only. In the rare situation where it is impossible to hold an in-person meeting to conduct the annual meeting, the Executive Committee shall pursue such means as may be adequate to insure that critical business decisions can still be made.~~

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Cumulative voting shall not be permitted.

Section 2. For the offices of Commodore, Vice Commodore, and Rear Commodore, the candidates receiving the largest number of votes shall be deemed elected to the office for which ~~they were~~ nominated. For the office of Director, the three (3) candidates receiving the greatest plurality of votes shall be deemed to be elected as Directors. In the event of a tie, it shall be resolved by a spin of a coin or whatever other suitable means that may be agreed upon by the candidates in contention.

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ARTICLE X – FINANCE

Section 1. ~~Dues & Initiation Fees.~~ Members shall pay dues in an amount not to exceed ~~thirty-five dollars U.S. (\$35.00 USD)~~ per annum, plus any applicable ~~service fees.~~ Spouses of deceased members shall pay dues in an amount of five dollars ~~U.S. (\$5.00 USD)~~ per annum. ~~New members shall pay a one-time initiation fee of twenty-five dollars U.S. (\$25.00 USD) to join and will receive a member lapel pin.~~ The amount of dues ~~or initiation fees~~ shall only be established by resolution adopted by affirmative vote of two-thirds (2/3) of the members present and voting at any annual or special meeting called to consider such a matter.

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Section 2. ~~Assessments.~~ There shall be no assessments direct or indirect levied upon any member.

Section 3. ~~Mortgages.~~ No property or assets of this association shall be mortgaged or pledged to secure the loan of any amount of money by any Officer or the Executive Committee unless approved by resolution adopted by the affirmative vote of two-thirds (2/3) of the members present and voting at any annual or special meeting called to consider such a matter.

Section 4. ~~Dissolution.~~ In the event that it is deemed advisable to liquidate the association, the Executive Committee shall formulate a plan of dissolution and present same to the membership for their approval which will require the affirmative vote of two-thirds (2/3) of the members present and voting at any annual or special meeting called to consider such a matter.

Section 5. ~~Fiscal Year.~~ The end of the fiscal year shall be September 30th.

ARTICLE XI – INSIGNIA

Section 1. ~~Burgee.~~ The club burgee for the general membership shall be three white asymmetrical stars positioned on a dark blue field. The Commodore's burgee shall be three gold asymmetrical stars so positioned on such a field. The Vice Commodore's burgee shall be two gold asymmetrical stars and one white asymmetrical star so positioned on such a field. The Rear Commodore's burgee shall be one gold asymmetrical and two white stars so positioned on such a field. The Past Commodore's burgee shall be three silver asymmetrical stars so positioned on such a field.

Section 2. ~~Lapel Pins.~~ The lapel pin for the general membership shall be three silver asymmetrical stars eccentrically placed in a circular blue field inside a gold traditional eight-spoked ship's wheel. The Commodore's pin shall have tiny diamonds set in the center of each of the stars. The Vice Commodore's pin shall have diamonds so set in two of the stars. The Rear Commodore's pin shall have a diamond set in one of the stars. The Past Commodore's pin shall have three diamonds positioned above the ship's wheel.

ARTICLE XII – AMENDMENTS

This Constitution may be amended in the manner following:

- 1) By petition signed by two-thirds (2/3) of the members of the Executive Committee or by petition signed by fifteen (15) members in good standing.
- 2) In either case, the signed petition must be submitted to the Secretary at least thirty (30) days prior to the next Annual Meeting at which time the Secretary shall verify the validity of the signatures and the fact that each signatory is a Member in good standing.
- 3) If the petition is deemed to have been validly signed and submitted, the Secretary shall include a copy of such proposed amendment or amendments in the call for the next Annual Meeting of the Membership, at which time the same shall be acted upon, and if the amendment or amendments are approved at such meeting by two-thirds (2/3) of the Members present, the same shall forthwith be incorporated into this Constitution.

~~AGM Approved: xxx xx xxx~~