

## CLUB CRUCEROS DE LA PAZ BYLAWS

### ARTICLE I - NAME AND LOCATION

Club Cruceros de La Paz  
APDO Postal #366  
La Paz, Baja California Sur, Mexico 23000  
www.clubcruceros.net  
Latitude 24° 09.28' N Longitude 110° 19.55' W

### ARTICLE II - PURPOSE

- A. Provide a relaxed and congenial atmosphere for the enjoyment of its members and visitors.
- B. To provide information and assistance to cruisers and the community at large, and assist when possible in emergencies to both.
- C. Promote boating safety and encourage the exchange of knowledge and experiences.
- D. Serve as a center for social events.
- E. Establish and maintain good relationship with the local officials and community leaders.
- F. Be involved in charitable programs and spearhead special events.
- G. Promote the good will of Club Cruceros de La Paz (hereafter known as the "Club") via the cruising community.

### ARTICLE III - ORGANIZATIONAL STRUCTURE

#### A. MANAGEMENT

1. The management of the business activities and administrative actions of the Club shall be by the Board of Directors, hereinafter known as "the Board,".
2. The Board shall keep the membership informed of plans, conditions, finances, and general operating status of the Club on a regular basis.

#### B. THE BOARD

1. The Board shall be comprised of nine (9) Club members each with one (1) vote and elected in accordance with the Bylaws.
2. The Board members shall be the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, three (3) Directors at Large and the ~~Junior Staff Past~~ Commodore.
3. If a Board member holds more than one office simultaneously, that member shall only have one vote.

#### C. AUTHORITY

1. The membership shall have final authority to approve, amend or rescind any governing action of the Board.
2. ~~Board members are expected to attend and participate in all board meetings and may be subject to recall if the member is absent at three or more board meetings during any calendar year.~~
2. 3. Any decision of the Board may be appealed by submission of a petition signed by voting members in good standing (dues paid). The petition shall clearly state the decision that was made by the Board; the reason that the decision should be changed, reversed or amended; and the specific action requested. The petition shall be in written form, signed by at least twenty (20) voting members in good

standing, and shall be submitted to the Commodore a minimum of seven (7) days prior the next Board meeting. The Board shall consider the appeal and may reverse, amend or uphold the decision. If the Board upholds the decision being challenged, the Board shall immediately submit the specific action stated in the petition for a vote of the membership at the next scheduled General Membership meeting.

D. RESPONSIBILITIES OF THE BOARD

1. To meet regularly when called upon to conduct business affairs of the Club.
2. To arrange for membership meetings, social functions and special events.
3. To recommend, for the approval by the General Membership, membership dues and other such charges that will maintain the financial stability of the Club.
4. To submit a Club calendar of community activities and events.
5. To provide application forms, ~~membership cards~~, letterhead, and other necessary materials to the Club.
6. To have custody and control of all Club property.
7. To adhere to the Club Charter.
8. To provide active leadership in Club sponsored charitable programs.
9. To develop and maintain Standard Operating Procedures (SOP).
10. The duties of the club administrator (~~if appointed~~) shall be defined in the SOP.

E. RESPONSIBILITIES OF OFFICERS

1. COMMODORE

- a. The senior executive officer of the organization shall be the Commodore, elected by the members as herein provided.
- b. The Commodore shall preside at all meetings of the Club.
- c. The Commodore shall appoint all committees.
- d. The Commodore shall have the authority to remove committees and reappoint new committee members and chairs.
- e. The Commodore shall be an ex-officio member of all committees except the ~~Audit Financial Review~~ Committee.
- f. The Commodore shall be enabled to call a special meeting of the Club at any time after giving seven (7) days' notice. The notice shall be posted on the clubhouse bulletin board, announced on the daily VHF radio net (the net) on channel 22 and posted on the Club website.

2. VICE COMMODORE

- a. The Vice Commodore shall assist the Commodore in the conduct of his or her duties.
- b. The Vice Commodore shall assume the duties of the Commodore in his or her absence.
- c. The Vice Commodore shall oversee the maintenance and control of Club property, and advise the Board as to the status of said property when requested by the Board.

3. REAR COMMODORE

- a. The Rear Commodore shall assist the Commodore and Vice Commodore in the conduct of their duties.
- b. The Rear Commodore shall assume the duties of the Vice Commodore in his or her absence and shall perform the duties of Commodore in the absence of both Commodore and Vice Commodore.

4. SECRETARY

- a. The Secretary shall keep a written record of all official meetings of the Club.
- b. The Secretary shall preserve in a permanent file all records of the Club and its officers, except the financial records of the Club, and said records shall be transferred to the successor at the close of the Secretary's term of office.

- c. The Secretary shall handle the correspondence of the Club.
- d. The Secretary shall maintain a current roll of members.
- e. The Secretary shall keep other records as may be deemed by the officers, or as required by the Bylaws.
- f. The Secretary shall assume the duties of the Commodore in the absence of all Commodores.

5. TREASURER

- a. The Treasurer shall be responsible for all monies of the Club and shall report therein at each Board and General Membership meeting.
- b. The Treasurer shall receive all monies from Club events and activities including but not limited to, donations, event income, membership dues, and merchandise sales.
- c. The Treasurer shall pay all expenses upon proper authorization and make a report therein at the Board meeting.
- d. The Treasurer shall keep a permanent itemized record of all receipts and expenditures. Such records shall be transferred to the successor at the close of the Treasurer's term of office.
- e. The Treasurer shall oversee inventory and control of all merchandise.
- f. The Treasurer shall assume the duties of the Commodore in the absence of all other officers.

F. RESPONSIBILITIES OF OTHER BOARD MEMBERS

1. DIRECTORS AT LARGE

The three (3) Directors shall perform the duties as assigned by the Commodore.

2. ~~JUNIOR STAFF PAST~~ COMMODORE

The ~~Junior Staff Past~~ Commodore may assist the Board in the conduct of their duties.

G. INTERIM APPOINTMENTS

- 1. In the event the Commodore is unable or unwilling to serve, the Vice Commodore and Rear Commodore shall each advance one station and a new Rear Commodore shall be appointed by the Board from the remaining Board members.
- 2. In the event the Vice Commodore is unable or unwilling to serve, the Rear Commodore shall become Vice Commodore and a new Rear Commodore shall be appointed by the Board from the remaining Board members.
- 3. In the event that the Secretary or Treasurer is unable or unwilling to serve, the Commodore shall appoint a member to the position with the approval of the remaining Board members. ~~Upon approval of the membership at the next general meeting, the appointee will serve the remainder of the term with all the rights and privileges of that office.~~
- 4. ~~In the event that the Past Commodore is unable or unwilling to serve, a replacement shall be selected by the Board with preference given to any available Past Commodores. If the nominee is not a Past Commodore, the replacement would be designated an additional Director at Large. Upon approval by the membership at the next general meeting, the appointee will serve the remainder of the term with all the rights and privileges of that office.~~
- 4. ~~5. In the event of the death or resignation for that any other Board Member~~ Director at Large is unable or unwilling to serve, a new member shall be appointed by the Board. Upon ~~ratification approval~~ by the membership at the next general meeting, the appointee will serve the remainder of the term with all the rights and privileges of that office.
- 5. ~~6.~~ Alternates may be used when the Secretary or Treasurer cannot be present at any Board of Directors' or General Membership meeting. The Secretary or Treasurer may select a member in good standing to replace him or her at a

## Club Cruceros Proposed Amendments to Bylaws February 2018

meeting with the approval of the Commodore. Alternates will not have a vote as a Board member, nor receive or disperse Club monies.

### H. TERM OF OFFICE

The Board shall be elected to hold office for the term of one (1) year.

### I. RECALL

1. Elected or appointed members of the Board may be recalled for cause by a two-thirds (2/3) majority vote of members in good standing that are present at any General, Annual, or Special Membership meeting, provided that there is a valid quorum.
2. The Board may pass a resolution by two-thirds (2/3) majority vote to remove a Board member and place the recall on the agenda of the next regularly scheduled General Membership meeting. The recall is effective upon approval of the Board's resolution by the general membership.
- ~~2.~~ 3. The membership may submit a recall petition, which must be submitted in writing, specifying the elected or appointed member(s) to be recalled and the specific reasons for the request, and signed by a minimum of fifteen (15) members in good standing. The recall petition may be delivered to any member of the Board at least fourteen (14) days prior to any meeting where the recall request will be considered.
- ~~3.~~ 4. Upon receipt of a valid petition, the Board shall place the recall petition on the agenda of the next regularly scheduled General Membership meeting.
- ~~4.~~ 5. The Board may schedule a Special Membership meeting to consider the recall petition if there is no scheduled General Membership meeting within thirty (30) days of the receipt of the recall petition.
- ~~5.~~ 6. In cases where the recall petition includes a majority of the Board, the recall petition may be introduced by any two (2) members in good standing at any General, Annual, or Special Membership meeting, provided that there is a valid quorum.

## ARTICLE IV - CLASSIFICATION OF MEMBERSHIP

### A. CHARTER MEMBERSHIP

Any person joining on or before June 6, 1988.

### B. REGULAR MEMBERSHIP

Any person joining after June 6, 1988.

### C. HONORARY MEMBERSHIP

Any person who by virtue of his or her distinguished service to the community and or to the Club, whether in the field of boating or otherwise, shall be eligible for Honorary Membership. Such a membership shall be granted upon the affirmative vote of a majority of the Membership present at any General or Special meeting. Honorary Membership shall be for life unless withdrawn by act of the General Membership. Honorary Members shall be granted the rights and privileges of active members except the right to vote or hold office, and shall not be required to pay dues.

## ARTICLE V - MEMBERSHIP PRIVILEGES AND OBLIGATIONS

### A. PRIVILEGES

1. To vote in the election of the Board

## Club Cruceros Proposed Amendments to Bylaws February 2018

2. To vote to amend the Bylaws and on such other matters as are brought before the membership for action.
3. To have access to the Treasurer's books and Club records at all reasonable times.
4. To have access to Club facilities, secured mail and property owned by the Club that is maintained for the purpose of being loaned to members.
5. To share equally in all benefits afforded Club members.

### B. OBLIGATIONS

1. To pay annual dues on or before the member's anniversary date of membership.
2. To keep the Club Secretary informed of any changes to the member's vital contact information.
3. To be responsible for any and all Club property in the member's possession.

## ARTICLE VI - CLUB BURGEE AND INSIGNIA

### A. THE CLUB BURGEE

The Club burgee shall be a pointed flag twelve (12) inches in height and eighteen (18) inches in length. The top half shall be white, to indicate clear sky. The bottom half shall be the blue sea. It shall have an orange sun setting on the sea, with gold and yellow light reflecting through the sea. The sun shall have the letter "C" bordering it in a darker orange and the club mascot, the pelican, in flight in the center of the sun.

### B. INSIGNIA

The insignia of the club shall be a simile of all the details contained within the letter "C" on the burgee.

## ARTICLE VII - MEETINGS

### A. MONTHLY

1. General Membership meetings shall be held monthly during the third (3rd) week of the month unless otherwise announced by the Commodore or Board.
2. The meetings will take place from October through May.
3. ~~A summary of~~ The minutes ~~of actions~~ taken at the General Membership meetings shall be posted on the Clubhouse bulletin board and published on the Club website.

### B. ANNUAL

1. The April Membership meeting shall be held during the third (3rd) week of the month, unless otherwise announced by the Commodore or Board, and shall be designated as the Annual Membership meeting.
2. ~~Complete~~ Minutes of the Annual Membership meeting shall be posted on the Clubhouse bulletin board and published on the Club website.

### C. BOARD OF DIRECTORS

1. The Board shall meet within the week prior to the General Membership meetings unless otherwise announced by the Commodore or other Officer. At the Board meeting, the presiding Commodore shall have the deciding vote where there is a tie vote.
2. The Commodore may call an executive session, closed to members, other than Board members and invited individuals, to discuss issues regarding financial matters, personnel matters, or legal matters. Actions taken in executive session shall be ~~ratified~~ approved at the next Board meeting.

## Club Cruceros Proposed Amendments to Bylaws February 2018

3. Board meetings may be held in person, by telephone, electronic conference call, electronic on-line conference meeting, by email, or in such other manner as the Board members may approve, provide that notice of the meeting is given to all Board members and a quorum of the Board participates in the meeting.
4. The minutes of all Board meetings, except executive sessions, shall be posted on the clubhouse bulletin board and published on the Club website.

### ARTICLE VIII - NOTICES

#### A. REMINDERS

Reminders of General, Annual, and Board' meetings will be posted on the Club website, announced on the net and posted on the clubhouse bulletin board by the Commodore or other member of the Board.

#### B. SPECIAL EVENTS

With the approval of the Commodore and one other Club Officer, special events will be announced on the net and posted on the clubhouse bulletin board and published on the Club website by the appropriate committee chairperson.

### ARTICLE IX - QUORUMS

#### A. GENERAL OR SPECIAL MEETINGS

A quorum shall consist of twenty (20) members, in good standing, at any General or Special Membership meeting.

#### B. BOARD MEETINGS

A quorum shall consist of a Commodore and four (4) other Board members.

### ARTICLE X - NOMINATIONS AND ELECTIONS

#### A. NOMINATIONS

1. Any member in good standing may submit the name of a candidate to a member of the Nominations and Elections Committee no more than sixty (60) days in advance of the Annual Membership meeting and the election of the Board.
2. Nominations will be posted on the clubhouse bulletin board, posted on the Club website, and announced on the net.
3. Nominations from the floor will be accepted at the March General Membership meeting and at the April Board meeting after which the nominations will be closed and ballots prepared for the Annual Membership meeting.

#### B. ELECTIONS

1. The election of the Board shall be held at the Annual Membership meeting in April.
2. Elections will be by Ballot.
3. The Commodore shall appoint a "Teller Committee" for the purpose of distributing, collecting, and counting all ballots. The Teller Committee shall consist of three members from the general membership, none of which may be a Board member or candidate for office.
4. The Teller Committee shall assure that only one ballot will be counted from each member.
5. If a member cannot be present at the Annual Membership meeting **they may request an emailed absentee ballot seven (7) days prior to the election. ~~there are two (2) methods to cast a ballot.~~**

## Club Cruceiros Proposed Amendments to Bylaws February 2018

- ~~a. An Official Absentee Ballot may be obtained seven (7) days prior to the election. The completed ballot, signed and dated, sealed in an envelope can be returned to the Teller Committee any time prior to the start of the election.~~
- a. In the case of contested elections, an email will be sent to the last email on record for all members in good standing, reminding them of the upcoming election. The emails will be sent ~~via private email~~ two weeks (14 days) before the election. ~~For security they will be sent using the BCC feature.~~ Upon receipt of the email, the member may request an email ballot.
- c. All ~~affirmative responses requests for email ballots~~ will be sent a ballot one week (7 days) prior to the election and given the deadline to return the ballot. The ballots will be held securely ~~until the election. with other absentee ballots.~~
- 6. All ballots shall be tallied and announced in open session at the Annual Meeting.
- 7. The elected Board shall begin their term of office at the Board meeting in May.

### ARTICLE XI - APPOINTMENTS

- A. The Commodore shall appoint, with the advice of the Board all Standing and Special Committees along with their chairpersons. Standing Committees shall consist of:
  - 1. Bylaws
  - 2. ~~Standard Operating Procedures~~
  - ~~2.~~ 3. Nominations & Elections
  - ~~3.~~ 4. Membership
  - 4. 5. Charities
  - ~~5.~~ 6. Website & Email Management
  - ~~6.~~ Fundraising
  - 7. Financial Review
- B. It is further recommended that the Commodore appoint the following Special Committees:
  - ~~1. Historian~~
  - 1. Community Liaison
  - ~~3. Quarter Master~~
  - 2. Hurricane Response & Recovery
  - 3. Social
  - 4. Clubhouse & Coffee Hour
- C. Subject to the approval of the Board, the Commodore has the authority to appoint such other committees and task forces as may be necessary for the purpose of providing efficient operation of the Club.
- ~~D.~~ D. The names of the various committee chairs or Board Liaisons shall be posted on the bulletin board at the clubhouse and on the club website.
- ~~D.~~ E. The Commodore may appoint a Club Administrator. The appointment must be approved by a majority vote of the Board.

### ARTICLE XII - DUES

- A. Annual dues shall be established from time to time by a vote of the membership at a General Membership meeting
- B. Annual dues are valid for one (1) year from the date ~~the member paid. of issuance of the membership card~~

ARTICLE XIII - PROPERTY RIGHTS

- A. No member of the Club shall have any right, title, or interest in, or to property or assets of the Club. Upon dissolution of the Club, the assets shall be donated to local charities determined by a vote of the Board and **ratified approved** by the members present at a General Membership meeting.

ARTICLE XIV - FINANCE AND AUDIT FINANCIAL MANAGEMENT

- A. The fiscal year shall be May 1 to April 30.
- B. All Club financial records shall be recorded and reported in Mexican Pesos (MN).
- C. Income from dues, donations, and activities collected by any member shall be delivered to the Treasurer within ten (10) days of receipt of those monies, together with an accounting of the source of the monies.
- D. The Treasurer shall keep separate accounts for the following funds and report them on a monthly basis, including current period income and expenditures and year-to-date totals.
1. General Fund
    - a. Operational expenses.
    - b. Dues income and expense.
    - c. Event income and expense.
    - d. Donations.
  2. Emergency Fund
    - a. Loans.
    - b. Grants.
    - c. Repayments.
    - d. Directed donations.
  3. Charitable Activities Fund
    - a. Expenditures.
    - b. Fundraising activity income.
    - c. Directed donations.
  4. Merchandise Fund
    - a. Merchandise expenses.
    - b. Merchandise income.
- E. Expenditures of less than one thousand (\$1,000 MN) pesos may be paid from a Petty Cash Account maintained by the Treasurer.
1. All expenditures must be approved by a Board member with authority of oversight of the function or activity for which the expenditure is made.
  2. The Board member may delegate the authority to purchase items, using the Petty Cash Account, to a Club member, but is responsible to reimburse the member directly.
  3. The Board member may then request reimbursement from the Treasurer, upon submission of a reimbursement form and official receipt, subject to approval by the Board at their next Board meeting and recorded in the minutes of the meeting.
  4. Should the Board not approve the expenditure; the Board member shall immediately reimburse the Club for the monies received from the Treasurer.
  5. Advances from the Petty Cash Account are not allowed except by Board authorization.
- F. All expenditures in excess of one thousand (\$1,000 MN) pesos shall be pre-approved by the Board by resolution.
1. The Board may adopt a resolution authorizing expenditures for normal operational expenses that are expected to occur within the current fiscal year, on a recurring



## Club Cruceros Proposed Amendments to Bylaws February 2018

- basis, which do not exceed ten thousand (\$10,000 MN) pesos per resolution. The Treasurer shall reconcile the expenditures against the authorized amount in the monthly financial statement.
2. The Board may adopt an annual budget by resolution showing expected expenditures and income, which would fulfill the requirement in subsection F. 1. (above.)
  3. Expenditures for capital purchases, donations to qualified charities, and extraordinary expenses shall be approved separately by resolution of the Board.
  4. Expenditures for items exceeding seventy-five thousand (\$75,000 MN) pesos to a single vendor or entity shall be approved by resolution of the Board and approved by vote of the members present at a General, Special or Annual Membership meeting.
  5. Donations directly to non-members are not permitted.
  6. Advance of funds may be permitted if specifically included in the Board resolution for the expenditure.
- G. In lieu of a formal written resolution, actions of the Board authorizing expenditures may be documented in the published Board meeting minutes including the purpose, amount, and whether the action was unanimous or split vote.
- H. Within ten (10) days after the close of the fiscal year an annual financial review shall be conducted by the Financial Review Committee, which shall be composed of no less than three (3) members that have financial, accounting, or auditing experience. The Treasurer shall cooperate with the Financial Review Committee, but may not serve as a committee member. The financial review format shall be specified, and the review conducted in accordance with the Board's Standard Operating Procedures manual. Findings of the Financial Review Committee shall be approved by the Board and presented at the next General, Special, or Annual meeting.
- I. Club monies may not be co-mingled with personal or business funds of any member or other individual.

## ARTICLE XV - AMMENDMENTS

- A. These Bylaws may be amended by a two thirds (2/3) vote of members voting at a General, Annual, or Special Membership meeting including ~~absentee or electronic email~~ balloting in accordance with Article X, Section B Elections. Proposed amendments to the Bylaws shall be presented to the Board in writing at a Board meeting held prior to the General, Annual, or Special Membership meeting.

## ARTICLE XVI - PARLIMENTRY PROCEDURE

- A. All points of parliamentary procedure not provided for herein shall be decided according to the latest published revisions of Roberts Rules of Order.

Bylaws adopted: June 22, 1988. Revised: June 1991, June 1992, November 1994, April 2006, December 2011, ~~and~~ April 2015 and February 2018.

2/13/2018 8:41 PM