

SOUTHALL LANDINGS YACHT CLUB  
CONSTITUTION  
12 November 1996  
(Revised November 2011)

**Article I. Name, Purpose and Officers**

**Section 1.** The name of the organization shall be "Southall Landings Yacht Club" (SLYC) as long as the organization is located at the Southall Landings development in Hampton, Virginia.

**Section 2.** The purpose of the SLYC is to promote harmony and good fellowship among its members through various social activities and organized cruises.

**Section 3.** The Officers of the Club shall be: Commodore, Vice Commodore, Rear Commodore, Secretary and/or Treasurer. The offices of Secretary and Treasurer may be held by one and the same person.

**Section 4.** There shall be a Board of Directors, consisting of: Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and (2) Fleet Captains (power and sail). **Section 5.** There shall be a Webmaster, who will be appointed by the Board.

**Article II. Duties of Officer**

**In the following sections, specific duties of the officers have been added. The purpose is to ensure that each officer is aware of the functions of the office.**

**Section 1.** It shall be the duty of the Commodore to serve as presiding officer of the Club. The Commodore shall appoint all committees not otherwise provided for, and shall be ex-officio, a member thereof. In the event of any committee ballot resulting in a tie, the Commodore shall cast the deciding vote. The Commodore will assure that all new members are notified of their election to membership to the Club. It shall be the duty of the Commodore to review the Constitution annually and submit any suggested changes to the Board before submitting to the membership.

**Section 2.** It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of duties and to officiate in his/her absence at all Club functions. In addition, the Vice Commodore shall be in charge of membership recruitment.

**Section 3.** It shall be the duty of the Rear Commodore to assist the Commodore and the Vice Commodore in the discharge of their duties and to officiate in their absence. The Rear Commodore shall also coordinate the major events of the club including Halloween, Annual Meeting, Christmas Party and Change of Watch.

**Section 4.** It shall be the duty of the Secretary to keep minutes of the meetings and maintain all reports and documents connected with the proceedings of the Club and to keep a correct roll of all members. The Secretary shall also send a welcome letter, a copy of the Constitution and By-Laws and a burgee to new members. The Secretary shall conduct the correspondence of the Club and any other facts ordered by the Club Board of Directors. The Secretary shall, at the annual meeting, make a report which shall show the number of members in the Club, the number elected during the year and the names of those who have left the Club and the reasons therefore. **Section 5.** It shall be the duty of the Treasurer to receive all moneys due the Club, to keep a current account; and deposit the same within forty-eight hours, or as soon as possible after receipt of funds as banking hours permit, in such bank or banks as may be authorized by the Board of Directors. The Treasurer shall pay all duly authorized bills by check, and shall render a full account of the financial condition of the Club at each meeting. At the expiration of his term of office, the Treasurer shall turn all money effects and papers in his possession belonging to the Club, to their successor. At the annual meeting, the Treasurer shall make a final report of the financial condition of the Club, which report shall include receipts and disbursements made during their term of office and documents supporting such receipts and disbursements. This report shall be reviewed and audited by a committee composed of three members appointed by the Commodore from those

present and report its findings back to the Commodore who shall announce such findings to the membership.

**Section 6.** It shall be the duty of the Fleet Captains to act as members at large and to plan, organize, and promote functions for their respective fleets. The Fleet Captains shall assure that TGIF captains are aware of their duties. They shall also ensure that the supplies for these functions are adequate in the clubhouse.

**Section 7.** The Board of Directors shall have full control and responsibility for management of the Club. The Board will meet, as a minimum, during January, March and November and as requested by the Commodore. The object of any special meeting shall be stated in the call and no other business shall be brought before the meeting. In order to constitute a quorum, a minimum of four (4) members must be present.

The Board of Directors shall have the following powers subject to limitations noted:

(a) To approve new members as provided by Article V.

(b) To authorize all purchases, sales, payment for expenses and all contracts not otherwise provided for.

(c) To veto any resolution of the Club relating to expenditure of money; but such veto may be over-ruled by two-thirds vote of the members present at the next meeting of the Club.

(d) To make appropriations for the use of standing committees.

(e) Annually, each newly elected Board will execute a "Memorandum of Agreement" (MOA) with the Southall Landings Marina Manager, which establishes the relationship between SLYC and Southall Landings Marina Management.

(f) To recommend the amount of annual membership dues.

(g) They shall not authorize expenditures in the course of each year for more money than is received for fees, dues, and net receipts from committees, without the approval of the Club at a regular or special meeting.

(h) To review amendments and revisions to the Constitution or By-Laws and make recommendations to the members.

**Section 8.** All officers and members must support, by receipts, all Club moneys paid out by them to be reimbursed from SLYC funds.

**Section 9.** If any officer or director shall have been absent from three (3) meetings of the Board of Directors, his office may be declared vacant by them. The vacancy so created shall be filled by appointment by the Board of Directors of a member to complete the unexpired term of the vacated office. -

**Section 10.** The Board shall appoint a Nominating Committee consisting of three (3) members. This committee shall place in nomination at least one nominee for each office, having first secured the nominee's consent to serve, if elected.

### **Article III. Nominations and Elections**

**Section 1.** The Nominating Committee's report shall be submitted not later than three (3) weeks prior to the annual meeting to the Secretary who shall mail a copy of it to each member ten (10) days prior to the said meeting. Additional nominations may be made by written petitions signed by ten (10) or more members in good standing. Such petitions, together with a statement of the nominee's consent to serve, if elected, shall be presented at the annual meeting.

**Section 2.** The Commodore, Vice Commodore, Rear Commodore, Secretary, Treasure and Fleet Captains at large shall be elected by ballot of the active members at the annual meeting, a majority of the votes cast being necessary to elect. They shall take office in January.

**Section 3.** Officers shall be elected for one (1) year.

### **IV. Removal of Officers**

**Section 1.** Any officer may be impeached for maladministration, or misconduct, by charges preferred in writing to the Board of Directors, and upon recommendation of the Board, may be removed by a two-thirds vote of the

members present at a regular or special meeting of the club; but no office shall be so removed without being granted a hearing.

## **Article V. Membership**

**Section 1.** This Club shall consist of active members who are members of Southall Landings Property Owners Association, or residents of Southall Landings, or boat owners who keep their boats at Southall Landings Marina or are Marina leaseholders.

**Section 2.** Active members are those families who have been duly elected to membership and are fully paid up in all club dues and assessments. Only active members are entitled to the privilege of debating, voting and holding office. One vote per membership.

**Section 3.** To apply for Active Membership, a candidate must be sponsored by an Active Member. The candidate must currently have access to a vessel and be at least 21 years of age.

The following shall be the application procedure for Active Membership.

- (a) The Sponsor shall bring the Candidate to a function of the Club.
- (b) The Sponsor shall submit a Candidate's completed application and fee to the Club Secretary.
- (c) The application must then be approved by the Board.

**Section 4.** Any member of the Club may present to the Board of Directors written complaints concerning the violation of SLYC Constitution and/or By-Laws against any member, or conduct likely to endanger the good order and welfare of the Club. After the member so charged shall have been notified in writing, and given an opportunity to be heard in answer to such charges, if found guilty, the Board of Directors may suspend or expel such member. Any member of the Club may be suspended by the Board of Directors for violation of the requirements of the Constitution or the By-Laws. A member so suspended, may be expelled by the Board of Directors, if found guilty, after having received written notice of such suspension and the reason therefore, and having had an opportunity to be heard in his defense. No member of the Board of Directors against whom any such charge shall be preferred, shall be allowed to preside over or vote at any such meeting. It shall be the duty of the Commodore to temporarily suspend a member's rights to participate in Club activities when deliberate infractions of Constitution or By-Laws are made by such member. This suspension will be pending action of the Board of Directors.

**Section 5.** A former member of the Club requesting re-election to membership shall pay any past indebtedness, and current fees, dues and taxes.

**Section 6.** It is considered that by the act of joining the Club, all members subscribe to the Constitution and By-Laws thereof, and pledge themselves upon honor to comply with and uphold the same.

**Section 7.** Resignations may be offered in writing or by email at any time to the Board of Directors. **Section 8.** A member, in order to enjoy elective and social privileges of the Club, must be duly elected and in good standing.

**Section 9.** Any member who expects to be absent from the community for a period longer than one year, upon written notification to the Secretary, will be placed on the inactive list. Members whose names are on this list, shall pay no dues or charges, nor exercise any of the privileges of the club. However, after payment of appropriate charges they may attend any social function or gathering while on the inactive list. Active membership may be resumed after notifying the Secretary and the payment of dues for the current year by the member returning to the community.

**Section 10.** An active member in good standing may continue membership notwithstanding the requirements of Article V, Section 1 so long as dues and charges remain current.

**Section 11.** Any member identified on the inactive list in excess of three years, in the absence of appropriate additional information, when approved by the Board, may be removed from the SLYC member list.

## **Article VI. Meetings**

**Section 1.** The annual meeting of the members shall be held in the month of November, as scheduled by the Board. The business of the annual meeting will include the election of Club Officers (the Board) for the ensuing year and any other business, appropriately brought before the membership.

**Section 2.** Special meetings of the Club may be called by the Commodore at his/her discretion, and additionally may be so called at the written request of three (3) Board members. The object of the special meeting shall be identified in the call and no other questions shall be brought before the meeting; but no special meeting can be called to reconsider, revise or alter any motion passed at a regular meeting unless at a regular meeting the object shall have been referred to a special meeting, with the exception of over-ruling a Board of Director veto as described in Article II, Section 7 (c).

**Section 3.** There shall be a "Change of Watch" party to be held no later than the 25th of February at which there will be a ceremonial installation of the new officers and presentation to them of the appropriate pennants of their offices.

**Section 4.** Fifty percent (50%) active members shall constitute a quorum for all meetings and a majority of the active members, in person or represented by proxy, shall constitute a quorum for amendment of the Constitution or By-Laws or election of officers at the annual meeting.

## **Article VII. Amendment. Revision and Suspension**

**Section 1.** Section 1. Any amendment or revision to the Constitution or By-Laws shall be presented in writing to the Secretary. The Board of Directors will review the amendment or revision and make recommendations to the members. The proposed changes and recommendations will be made available to each member and will be sent to each member in the form of a proxy. A notice of meeting to consider said amendment or revision must be sent to each member at least ten (10) days prior to the meeting. This meeting may be either the annual meeting or a special meeting called by the Commodore with not less than ten (10) days notice to the members or called as a result of petition of twenty (20) members meeting the same prior notice requirement. In order to be adopted, such proposed amendment or revision must receive at least two-thirds vote of the votes cast either in person or by proxy.

**Section 2.** This Constitution shall not be suspended.

**Section 3.** Any article of the By-Laws or section thereof may be suspended at any meeting by a two-thirds vote, but suspension shall terminate with the meeting.

### **GUIDELINES FOR THE AUDIT COMMITTEE**

1. Verify balance in Treasurer's report by comparison with last bank statement balance.
2. Verify each disbursement shown in report by comparison with canceled checks and supporting invoice, statement or receipt.
3. Examine each supporting invoice, statement or receipt and make judgment determination that the item or service listed thereon are patently consistent with requirements of the Club.
4. Analyze deposits for any patent inconsistencies between amounts deposited and sources of income.

**SOUTHALL LANDINGS YACHT CLUB**  
**BY-LAWS**  
12 November 1996  
(Revised March 2003, November 2011)

**Article I. Fees, Dues and Taxes.**

**Section 1.** The fiscal year of the club shall start on the first day of January. The rate of dues for the coming year shall be recommended by the Board of Directors and presented at the annual meeting for approval.

**Section 2.** Notice of dues for ensuing year is to be given or sent to members after the annual meeting, but prior to January 1. All indebtedness remaining from the previous year, and the amount specified for current year, shall be due and payable upon receipt of said notice. If the specified payment in said notice is not paid by February 1, the Treasurer shall notify the member that he is delinquent and that, unless payment is received within fifteen (15) days, his name will be submitted to the Board of Directors with a recommendation that it be removed from the rolls of SLYC. If there is no response by a member by June 1, they will be removed from the email list and membership roster. The member will be notified that they are being removed from the membership roster and email list.

**Section 3.** Dues paid by a member elected at or after the November meeting of the Board of Directors in any year shall be applicable to the period beginning January 1 ensuing.

**Section 4.** Annual dues for current year shall be \$50.00.

**Article II. Conduct of Meetings**

**Section 1.** The following shall be the order of business at all regular meetings of the Club.

- (a) Reading of the minutes of previous meeting of Club
- (b) Reports of officers
- (c) Reports of committees
- (d) Elections
- (e) Communications
- (f) Unfinished business
- (g) New business

**Section 2.** The following shall be the order of business at all special/called meetings of the Club. (a) Reading of the minutes of previous meeting of Club  
(b) New business as identified in the call for the special meeting

**Section 3.** Meetings shall be conducted according to the rules to order and debate laid down in Roberts Rules of Order, Revised. A vote on any question shall be taken by roll call whenever demanded.

**Article III. Commercialism**

**Section 1.** No member of this organization or members of crews shall be permitted to use the Club as a base for commercial profit.

**Section 2.** No SLYC member will personally use, nor provide to any other, information pertaining to other SLYC members disclosed in SLYC membership rosters or any other document. for any purpose associated with commercial soliciting, advertising, or canvassing without the express consent of individual SLYC members.

**Article IV. Club Burgee**

**Section 1.** The SLYC burgee shall consist of the design shown in Attachment 1.

**Section 2.** All SLYC members in good standing are encouraged to fly the SLYC Burgee from the masthead or starboard spreader of sailing vessels, or other appropriate positions aboard power vessels, at any time.

**Section 3.** Elected officers of SLYC are encouraged to fly the Flag of Office during their period of service immediately below the SLYC Burgee, or other appropriate positions aboard power vessels, as described in Section 2, or from the masthead/spreader aboard sailing vessels.