

Bylaws of the Baltimore Area Boardsailing Association

ARTICLE I - NAME

The name of the association under this constitution shall be the Baltimore Area Boardsailing Association, Inc. (BABA).

ARTICLE II - PURPOSE

The purpose of the Baltimore Area Boardsailing Association shall be:

1. To promote the sport of windsurfing through seasonal racing, instructional clinics, social events, and group travel to windsurfing destinations.
2. To advocate for windsurfer access to clean, safe, launch sites.
3. To focus events on an enjoyable social experience while developing further windsurfing skills.

ARTICLE III - MEMBERSHIP

Our membership year will run from April 1 of each year to March 31 of the following year. All Members (either individuals or families) shall be required to pay annually an amount set by the executive board. Only active BABA Members have voting rights and are eligible to participate in certain association activities reserved for members. To remain active, members must pay their annual dues within the membership year.

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1. Executive Committee

The BABA Executive Committee shall be responsible for directing BABA activities and managing association commitments and funds. The Executive Committee members or "BABA Directors" shall consist of the current officers, who are elected each year at the annual meeting, and the committee chairs and members-at-large who are either elected at the annual meeting or appointed by the Executive Committee.

Section 2. Eligibility

Directors must be members in good standing.

Section 3. Duties

Directors will insure that the Association complies with its mission.

Section 4. Meetings

The directors must meet at least once a year to review and discuss matters that are presented to the Association and to review the annual financial statement and budget.

Section 5. Removal

A director can be removed by a majority vote of members in good standing at an annual meeting, or a special meeting called by the Chairman.

ARTICLE V - OFFICERS of the ASSOCIATION

Section 1. Officers.

The officers of BABA shall be Chairman, Vice Chairman, Treasurer, and Recording Secretary.

Section 2. Duties.

A. Chairman.

The Chairman shall:

1. Chair meetings, regular and special, of the regular members.
2. Appoint Standing and Special Committees and their chairpersons.
3. Serve as member ex-officio of all Committees.
4. Maintain a complete and up-to-date Chairman's file which will include a copy of the current Bylaws, Committee reports, Standing Rules, and other pertinent materials.

B. Vice Chairman.

The Vice Chairman shall:

1. Perform the duties of the Chairman in his absence.

C. Recording Secretary.

The recording secretary shall:

1. Keep an up-to-date roll of the members and their addresses.
2. Keep full minutes of all meetings of the Executive Committee and make them available to BABA members.
3. Be responsible for the official correspondence unless provided for otherwise.

D. Treasurer.

The treasurer shall:

1. Pay bills, make deposits and balance the checkbook.
2. Keep records of all income and expenses and the source documents proving them. Provide detailed reports of income and expenses by committee or category as needed or as requested by Executive Committee members.
3. File IRS and other reports required for maintenance of the corporation. Keep all records and source documents for 7 years..
4. Give a financial report at each regular meeting of the Executive Committee or quarterly in months in which the committee does not regularly meet; to include fiscal year to date revenues, expenses, encumbrances, liabilities, prepaid expenses, and all other pertinent financial information.

5. Review and approve all BABA checks and contracts:
 - a. For contracts / bills under \$500, only the Treasurer's approval is required.
 - b. For contracts / bills that exceed \$500, in which BABA has the ultimate liability, the approval of the Chairman is also needed.
6. Make all financial records available for audit, as directed by the Executive Committee.

Section 3. Election of Officers.

A. Qualifications.

1. The officers shall be Regular Members of BABA.
2. No member shall hold more than one office at a time.

B. Timing. Nominations for officer positions will be taken at a regular meeting of BABA to be held no later than December 10 of each year. Election will be by ballot. A majority of those present at the annual meeting shall constitute a quorum for purposes of elections.

C. Affirmation. If there is only one nominee for an office, election may be by voice vote. A majority vote shall elect.

Section 4. Term of Office.

Officers shall serve a term of one (1) year or until their successors are elected. Their term of office shall commence with the close of the business meeting at which officers are elected.

Section 5. Removal or Resignation.

A. Any officer failing to perform their duties may be removed by a majority vote of BABA Members at an annual meeting or a special meeting called by the Chairman.

B. An officer may resign in good standing by sending a letter of resignation to the secretary.

Section 6. Vacancies.

A vacancy in office shall be filled by a majority vote of the Executive Committee.

ARTICLE VI – MEETINGS

Section 1. Regular Meetings.

BABA shall hold at least one meeting annually unless otherwise ordered by the membership. The Chairman shall determine the time and place of meetings.

Section 2. Special Meetings,

Special meetings of BABA may be called by the Chairman or upon the written request of three or more regular members of the association. The purpose of the meeting shall be stated in the notice of the meeting. At least five (5) days' notice shall be given to all members by telephone, in writing, or by electronic means.

Section 3. Minutes

Minutes will be taken at every Executive Committee meeting and summarized and published in the newsletter or association website.

ARTICLE VII – COMMITTEES

Section One: Standing Committees.

The Standing Committees shall serve for a term of one year, starting with the annual meeting.

1. Executive Committee.

a. Membership. The Chairman of the Executive Committee shall chair this Committee. The membership will consist of the officers, other committee chairs, and up to 5 members at large. Members at large may be appointed by the Chairman, or may be duly elected by a majority vote at the annual business meeting.

b. Duties. The Executive Committee shall be responsible for all business matters of the Association, and events and activities related to the mission.

2. Race Committee.

a. Membership. The membership shall consist of a chairman and members appointed by the Chairman.

b. Duties. This committee shall be responsible for directing the racing activities of the Association.

3. Trip / Events Committee

a. Membership. The Committee shall consist of a chairman and members appointed by the Chairman.

b. Duties. This committee shall be responsible for directing / coordinating the trip activities of the Association, such as the Hatteras trips.

4. Clinic Committee

a. Membership. The membership shall consist of a chairman and members appointed by the Chairman.

b. Duties. This committee shall be responsible for scheduling and coordinating the clubs clinics and learning opportunities.

5. Newsletter Committee

a. Membership. The membership shall consist of a chairman and members appointed by the Chairman.

b. Duties. This committee shall be responsible for maintaining the web-site, and editing and preparing the newsletter for publication.

Section 2. Additional Committees.

A. Additional standing or special committees may be created by the Executive Committee as deemed necessary.

B. Except as provided elsewhere in these bylaws, the Executive Committee shall appoint the chairmen and members of standing and special committees.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the BABA except in matters specifically provided for in the Bylaws and Special Rules of Order.

ARTICLE IX - RATIFICATION and AMENDMENTS

These bylaws must first be approved by the existing Executive Committee. They then must be made available to all members. Any changes proposed by BABA members to the provisions herein shall be summarized by the interested person and presented to the Executive Committee for review. The Executive Committee shall decide what changes to apply. The bylaws must then be approved by a majority of those present at a general meeting of BABA.

The bylaws can be amended by an affirmative vote of a majority of the members of BABA present at a regular or a special meeting. Notice of the proposed amendment must be made available to all members at least 30 days prior to the vote.

ARTICLE IX - DISSOLUTION of the ORGANIZATION

In the event of dissolution of the Baltimore Area Boardsailing Association, assets will be used first to pay all legitimate expenses of the Association. Assets in excess may be donated to an appropriate organization, which has a mission similar, upon the majority vote of the Directors of the Association.

STANDING RULES

1. **FISCAL YEAR.** The fiscal year of BABA shall be from January 1 to December 31 of each year.
2. **CONTRACTS.** The approval of the Chairman of the Executive Committee shall be required to bind the BABA.
3. **PAYMENTS.** All payments due to the BABA shall be made to, or forwarded to, the Treasurer, who shall record them and deposit them in the bank account. Checks should be made payable to Baltimore Area Boardsailing Association, Inc., or BABA. The treasurer may delegate to another Executive Committee member certain financial functions, such as recording, transmitting, or depositing checks.

October 10, 2006