

Storm Trysail Club By-Laws
Adopted February 18, 1938
Amended and Restated January 7, 2012
Amended January 10, 2015
Amended January 5, 2019
Amended and Restated January 11, 2020

PURPOSE The purpose of the Club is to promote good fellowship among blue water sailors and ocean racing sailors, and to encourage the sport of ocean racing and offshore cruising.

ARTICLE I
Burgee

Section 1. The Burgee of the Club shall be a white triangular flag carrying a design of a vertical bar and right angle triangle in red, as selected and approved at the Founding Meeting. There shall also be appropriate officers' flags and insignia, as approved by the Governing Committee.

ARTICLE II
Officers and Duties

Section 1. The Officers of the Club shall consist of: Commodore, Vice-Commodore, Rear-Commodore, Secretary, Treasurer, and Fleet Captain.

Section 2. The Commodore, Vice-Commodore and Rear-Commodore shall be the Flag Officers.

Section 3. The duties of Officers shall be as follows:

Commodore. The Commodore shall take command of the fleet; shall preside at all meetings of members and of the Governing Committee; shall enforce the laws and regulations of the Club and shall have and exercise the powers, duties and functions pertaining to the office or as set forth in these By-Laws or as may be assigned by the Governing Committee. The Commodore shall be a member *ex officio* of all committees other than the Nominating Committee.

Vice Commodore. The Vice Commodore shall assist the Commodore; shall, in the absence or disability of the Commodore, have the powers and perform the duties of the Commodore and shall have such powers and perform such other duties as may be assigned by the Governing Committee or the Commodore.

Rear Commodore. The Rear Commodore shall assist the Commodore and the Vice Commodore; shall, in the absence or disability of the Vice Commodore, have the powers and perform the duties of the Vice Commodore and shall have such powers and perform such other duties as may be assigned by the Governing Committee or the Commodore.

Secretary. The Secretary shall act as Secretary of all meetings of members and of the Governing Committee at which the Secretary is present, shall have supervision over the giving and serving of notices of the Club, shall conduct the correspondence of the Club, shall have the powers and

duties usually incident to the office of Secretary and shall have such powers and perform such other duties as may be assigned by the Governing Committee or the Commodore.

Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of the Club, shall have supervision over the accounts of all receipts and disbursements, shall make such payments as are provided or authorized by the Governing Committee, shall present financial reports at the request of the Governing Committee, shall prepare an Annual Budget for each coming year for approval by the Governing Committee, forming the basis for approved budgeted expenditures for the Club's activities; shall periodically consult the Chair of each Committee on the status of such committee's budget; shall, at the request of the Governing Committee, retain independent accountants to provide relevant advice, and shall have such powers and perform such other duties as may be assigned by the Governing Committee or the Commodore.

Fleet Captain. The Fleet Captain shall generally promote the interests of the Club fleet and shall perform such other duties as may be assigned by the Governing Committee or the Commodore.

ARTICLE III Governing Committee

Section 1. The executive responsibility of the Club shall rest solely in the Governing Committee, which the Commodore shall Chair. In the absence of the Commodore, the Flag Officers shall assume that duty in order of their seniority. There shall be eighteen members of the Governing Committee, each of whom (other than *ex officio* members, who shall be non-voting) shall have one vote, with the exception of the Chair, who shall cast a vote only in the event of a tie.

Section 2. The Governing Committee shall be made up as follows:

- a) The three Flag Officers, the Secretary, the Treasurer, the Fleet Captain.
- b) Ten other Regular or Senior members, who shall serve for a term of two years but must not be elected for a third consecutive term. Five (or more, if necessary to fill a prior vacancy) of these members shall come up for election each year.
- c) The retiring Commodore, upon satisfactory completion of that term of office, shall automatically become an *ex officio* member of the Governing Committee for the succeeding two-year term.
- d) The Chair of the Storm Trysail Foundation shall serve as an *ex officio* member of the Governing Committee.

Section 3. Meetings of the Governing Committee may be called at the discretion of the Commodore, or at the request of any two of its members.

Section 4. All members of the Governing Committee shall be notified of meetings at least one week in advance of the meeting date.

Section 5. Members of the Governing Committee may attend a meeting of the Committee by conference telephone or other electronic equipment by means of which all persons can

participate. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6. A quorum of the Governing Committee shall consist of eight voting members.

ARTICLE IV Election of Governing Committee

Section 1. Elections to the Governing Committee (except *ex officio* members) shall take place at the Annual Meeting and shall be by majority vote of the Club Membership present in person or by proxy at that meeting. Term of office (other than for members of the Governing Committee elected pursuant to Article III, Section 2(b)) shall be for one year. However, no elected Governing Committee Member other than the Secretary, Treasurer, or Fleet Captain shall hold the same office for more than two consecutive terms. No Secretary, Treasurer, or Fleet Captain shall hold the same office for more than six terms, measured prospectively from January, 2020.

Section 2. The Governing Committee may appoint a successor to any vacancy of an Officer or other voting member of the Governing Committee, but not a Flag Officer. Such appointee shall serve until the next Annual Meeting; this period of service shall not be considered a “term” for the purpose of any term limit.

Section 3. An Officer or other member of the Governing Committee may be removed from office for good and sufficient cause by a two-thirds majority vote of those voting at a meeting of the Governing Committee, provided the topic was communicated in advance consistent with Article V, Section 5.

ARTICLE V Committees

Section 1. The Club shall maintain standing Committees for Nominating, Race, Membership and Entertainment. The Governing Committee may from time to time appoint such special Committees as it sees fit.

Section 2. Other than the Nominating Committee, which is subject to the terms of Article X, Committee Chairs shall be appointed by the Governing Committee, and shall appoint their own assistants.

Section 3. The Membership Committee shall receive all proposals for membership and shall hold them for presentation to the Governing Committee. The Membership Committee shall also receive all complaints against members, shall investigate them and forward them, together with the results of its investigations, to the Governing Committee.

Section 4. The Entertainment Committee shall have charge of all Club-wide entertainment.

Section 5. Committee Chairs and other members may be authorized by the Governing Committee (either directly or indirectly through the Commodore or Treasurer) to contract for expenditures subject to limits consistent with the Annual Budget, and shall promptly upon request submit detailed statements of related transactions with supporting evidence to the Treasurer.

ARTICLE VI Stations

Section 1. The Governing Committee may establish such geographic Stations as it deems desirable. The activities of each Station shall be under the responsibility of its appointed Station Captain.

Section 2. Station Captains shall be appointed by and shall hold office at the pleasure of the Commodore.

ARTICLE VII Members' Meetings

Section 1. There shall be one general business meeting each year, to be held during the month of January, and this shall be known as the Annual Meeting. All business requiring a vote of the full membership (other than business which properly comes before a Special Meeting convened pursuant to Sections 5 and 6 of this Article), including the election of Officers and Governing Committee members, shall be conducted at this Annual Meeting.

Section 2. The Order of Business at the Annual Meeting shall be as follows: Minutes of previous meeting; Reports of Officers; Reports of Committees; Unfinished Business; Elections; New Business.

Section 3. Based upon the Annual Budget estimated by the Treasurer and Members of the Governing Committee, Dues and Initiation Fees shall be voted at the Annual Meeting in amounts proposed by the Governing Committee and communicated pursuant to Section 4 of this Article.

Section 4. Notice of the Annual Meeting shall be communicated to each member at least twenty-one days previous thereto and shall contain the report of the Nominating Committee as well as details of other matters requiring a vote of the membership.

Section 5. No business shall be discussed at any meeting other than the Annual Meeting, except at a special meeting called upon the request of at least ten percent of the total membership.

Section 6. Notice of any special meeting called pursuant to Section 5 shall be communicated to each member at least fifteen days previous thereto and shall set forth the specific subject to be brought before the meeting, and no other matters shall be considered at such meeting.

Section 7. Social meetings shall be held from time to time at the discretion of the Governing Committee, and members shall be called to such meetings by the Commodore.

ARTICLE VIII
Voting and Quorum

Section 1. Any Regular or Senior Member in good standing may in person or by proxy vote at the Annual Meeting or at any specially called business meeting.

Section 2. One-tenth of the total regular membership represented in person or by proxy shall constitute a quorum for the transaction of business at the Annual Meeting or at any specially called business meeting.

ARTICLE IX
Membership

Section 1. Membership in the Club shall be by invitation. The classes of Membership shall be: Regular, Senior, Honorary, Corinthian, Associate, and Junior. Regular and Senior Members shall be entitled to all rights and privileges of Membership. Honorary, Corinthian, Associate, and Junior Members shall be entitled to all rights and privileges of Membership *except* they may not vote, hold elected or appointed office, Chair a Committee, or sponsor a candidate for Membership.

Section 2. **Regular Membership.** Regular Members shall be elected at the discretion of the Governing Committee. Candidates for Regular Membership must have either (i) set a storm trysail under storm conditions offshore; (ii) weathered a storm offshore under greatly reduced canvas; or (iii) sailed 1,000 nautical miles offshore. They also must be experienced blue-water sailors, capable of taking command of a sailing vessel offshore under any and all conditions. At its discretion, the Governing Committee may designate Regular Members residing outside the United States as "Overseas Members" for the purpose of assessing reduced Dues and Initiation Fees. Regular Members shall pay Dues and Initiation Fees as in effect from time to time.

Section 3. **Senior Membership.** Regular Members, in good standing for 35 years or in good standing for 30 years and over age 70, shall become Senior Members. Senior Members shall pay Dues as in effect from time to time, but shall pay no Initiation Fees.

Section 4. **Honorary Membership.** There may be Honorary Members appointed at the discretion of the Governing Committee. The number of Honorary Members shall be limited to ten percent of the active Club membership. The Governing Committee may confer Honorary Membership on the current incumbent of an office outside the Club; such members may also be referred to as "*Ex Officio* Members." Honorary Members shall not be assessed Dues or Initiation Fees.

Section 5. **Corinthian Membership.** There may be Corinthian Members elected at the discretion of the Governing Committee. A candidate for Corinthian Membership shall be a sailor who has completed within the last five years an offshore race or passage that, in the view of the Membership Committee, evidences that the candidate has a serious interest in offshore sailing.

Upon the recommendation of the Membership Committee and approval of the Governing Committee, a Corinthian Member may become a Regular Member after having satisfied the criteria set forth in Section 2 of this Article. Corinthian Members shall pay the same Dues and Initiation Fees as Regular Members.

Section 6. Associate Membership. There may be Associate Members elected at the discretion of the Governing Committee. They must have contributed to the activities of the Club in a substantial way. They shall pay the Dues assessed for Regular Members but no Initiation Fees. The number of Associate Members shall be limited to two percent of the active Club Membership.

Section 7. Junior Membership. There may be Junior Members elected at the discretion of the Governing Committee. A candidate for Junior Membership shall be between 18 and 28 years of age and shall have sailed or raced aboard a cruising/racing sailboat, and be committed to becoming an offshore sailor. Each Junior Member's Membership shall expire on December 31st of the year of such Member's 29th birthday, unless prior to such date, having completed the process in Sections 8-10 below, the Governing Committee shall have elected the Member to another class of Membership. Junior Members shall pay Dues as in effect from time to time but shall pay no Initiation Fee, including if subsequently elected to another class of Membership.

Section 8. Candidates for any class of Membership other than Senior or Honorary must be sponsored by two Regular or Senior Members of the Club in good standing, neither of whom shall be members of the Membership Committee. Each such sponsor shall go on record by completing a separate proposal form showing that the candidate is eligible for membership under the relevant Section of this Article and shall file such proposal form with the Membership Committee. Each sponsor shall also file with the Membership Committee an amplifying written communication containing the following information in detail: (i) the length of time that the sponsor has known, sailed with, or otherwise been associated with the candidate; (ii) whether the sponsor has had or expects to have business or professional relations with the candidate; (iii) a personal estimate of the candidate, keeping in mind the purpose of this Club set out in these By-Laws, and the candidate's ability to further such purposes. In addition, the Membership Committee may require letters from other Members in support of candidates. The number and form of these letters shall be determined by the Membership Committee, and may differ by class of Membership.

Section 9. Each candidate for Membership is encouraged to attend a dinner or social meeting of the Club as the guest of a sponsor, and race or sail with one or more members of the Club.

Section 10. Upon receipt by and with the concurrence of the Governing Committee of proposals submitted pursuant to Section 8 of this Article in proper form, approved by the Membership Committee, the Secretary shall send a notice to all members of the Club giving the name of the candidate, the sponsors, and any other information required by the Governing Committee. A member opposed to the election of a candidate shall submit any objections in writing to the Secretary within twenty-one days after the communication of the above notice. Thereafter the Governing Committee may elect or reject the candidate.

Section 11. Any Member may be dropped from the Club rolls upon a two-thirds majority vote of those voting at a Governing Committee meeting after failure to pay their dues for a period (not less than 60 days) set by the Governing Committee, or for any other good and sufficient cause. If the Governing Committee intends to drop a member for non-financial reasons, the Secretary shall give the member not less than 21 days written notice before the proposed vote of the reason for the proposed action. The member is entitled to appear in person (or via teleconference if the meeting is not in-person) or provide a written statement as to their position. After review of the member's position (if any), the Governing committee may elect to drop the member from the Club.

Section 12. A person who has been dropped from the Club rolls under Section 11 for failure to pay dues (such delinquency having since been satisfied) or a person who has resigned from Membership in good standing may be reinstated to Membership at the discretion of the Governing Committee upon the recommendation of the Membership Committee.

ARTICLE X Nominations

Section 1. A Nominating Committee shall be appointed by the Governing Committee at its first meeting subsequent to the Annual Meeting. It shall consist of five Regular or Senior Members holding no office, at least two of whom shall not have served as Commodore. Promptly after the appointment of the Nominating Committee, the members shall be informed in writing of the names of the members of the Committee. The Committee shall hold at least one meeting which shall be at least two calendar months before the date of the Annual Meeting. The duty of the Nominating Committee shall be to draw up a slate of Officers and Governing Committee members for presentation to the membership for election. The Committee shall confer with its nominee for Commodore when considering its nominee for Fleet Captain.

Section 2. Additional nominations for any vacant office may be made by petition signed by any four Regular or Senior Members in good standing. Such petitions shall be presented to the Nominating Committee, whose duty it shall be to circulate them to the membership along with its report as described in Article VII, Section 4.

ARTICLE XI Disbursements

Section 1. No disbursement of the Club moneys or signing of contracts on behalf of the Club shall be made without the authorization of the Governing Committee. The Governing Committee may delegate authority to incur expenses and obligations on behalf of the Club pursuant to an approved Annual Budget; in addition, it may delegate to the Flag Officers the authority to incur unbudgeted expenses or obligations up to \$5,000 (or such larger amount as the Governing Committee may set from time to time), subject to ratification and budgeting at a subsequent Governing Committee meeting.

ARTICLE XII
Fiscal Year

Section 1. The fiscal year shall be from January 1st until December 31st and all annual reports shall cover this period.

ARTICLE XIII
Notice to Members

Section 1. When notice or communication to the membership is required by these By-Laws, written correspondence may be sent electronically or by mail or both.

ARTICLE XIV
By-Laws

Section 1. Amendments to the By-Laws may be made only at the Annual Meeting of the Club by a two-thirds majority of the Regular and Senior Members voting in person or by proxy.

Section 2. The Governing Committee by unanimous vote shall have authority to adopt temporary By-Laws and amendments thereto, same to be submitted to the membership for approval or rejection at the next annual meeting. The membership shall be notified of such temporary By-Laws as they are adopted.

Note Dues Senior \$70 (Overseas \$70), Regular, Corinthian and Associate \$200, Junior \$125.
Initiation Fee: 200% of the annual Regular Member dues and \$135 for Regular Members under age 30, Junior Members pay no initiation fee.