

BY-LAWS: Ancient Mariner Sailing Society

(A CALIFORNIA NON-PROFIT CORPORATION) AMENDED 2016

ARTICLE 1 – PURPOSE

Section 1. SOCIETY FOCUS

The general purpose of this Society, incorporated as a non-profit corporation, shall be to preserve and promote interest in sail and power vessels of ancient vintage and/or classic design.

ARTICLE II – OFFICE

Section 1. PRINCIPAL OFFICE

The principal office for the transaction of business of the organization is hereby fixed and located in the County of San Diego, State of California. The Board of Directors is hereby granted full power and authority to change principal office from one location to another in metropolitan San Diego and its adjacent suburbs.

ARTICLE III - PERSONAL LIABILITY

Section 1. PROPERTY RIGHTS

This organization is a non-profit corporation; the Members here-of shall not be entitled to any individual or collective interest, participation share, right and/or property right in and to the assets of this Society, but such assets shall be and constitute the individual property of this organization. No dividends or payments of like nature shall ever be declared or paid to the Members of this Society.

ARTICLE IV – MEMBERSHIP

Section 1. MEMBERSHIP CLASSES

All new Members of this corporation shall be Members of the Ancient Mariners Sailing Society. There shall be three classes of this Society:

A. FLAG MEMBERS:

1. A Flag Member is an individual owning a vessel that fits the criteria for Membership in this Society as listed in A.9.

2. A Flag Membership may be held individually or jointly in the case of a two-person partnership, each partner having an ownership interest in a qualifying vessel. In the event of a joint Membership, only one individual may hold elected office.
3. Any Member holding Flag Membership has the right to vote and to hold elective office.
4. Flag Members may fly the Society's burgee only on Society-approved vessels.
5. There shall be only one individual or joint Flag Member per vessel.
6. In the event that more than one person (other than a joint Member) owns a vessel, those additional owners will not be considered Flag Members.
7. Each Flag Membership shall be entitled to one vote, whether the Membership is held individually or jointly.
8. Each Flag Membership must pay dues.
9. Sail and power vessels of ancient vintage and/or classic design fulfill the criteria for Membership eligibility but shall not include:
 - a. Hulls constructed predominantly of polyester resin laminates (fiberglass).
 - b. Hulls constructed predominantly of aluminum.
 - c. Hulls constructed predominantly of concrete.
10. Vessels constructed in traditional materials with traditional design using a combination of wood and state-of-the-art methods may be considered as Flag vessels.

B. REGULAR MEMBERS:

1. A Regular Member is an individual that does not meet the criteria to become a Flag Member.
2. Regular Members may vote and hold office, but Regular Members may not be flag officers.
3. Regular Members may not vote on proposed changes to the By-Laws.
4. Each Regular Membership must pay dues.

C. HONORARY MEMBERS:

1. Any individual, organization, or vessel, whom the Board of Directors wishes to honor, may become an Honorary Member.
2. An Honorary Member has all the rights and privileges of a Regular Member, except for the rights to vote and hold office.
3. An Honorary Member does not pay dues.
4. Honorary Membership shall terminate on the 31st day of December of each year, but may be renewed by the unanimous vote of the Board of Directors.

Section 2. APPLICATIONS

A. APPROVAL:

Applications for Members in this club must bear the endorsement of two Members (except Honorary Members) in good standing, shall be in writing, filed with the Secretary and accompanied by the initiation fee which shall be an amount equal to one year's dues for a Regular Member plus an additional amount equal to the cost of the Burgee for a Flag Member. The Membership Chairman shall be responsible for determining if the vessel of a prospective member fits the criteria listed in ARTICLE IV. Section 1.A.9 through 1.A.11.

B. ANNOUNCEMENT:

The candidate's application shall be posted by publishing in Society's newsletter, *The Albatross*, or on the AMSS web site, and announced at a general Membership meeting.

C. ACCEPTANCE:

An application for Flag or Regular Membership shall be accepted upon the approval of a quorum of the Members of the Board of Directors.

Section 3. RESIGNATION

Any Member may resign upon mailing a letter of resignation to the Secretary and resignation shall be effective upon receipt by said Secretary provided the Member's indebtedness to the club, if any, is paid in full.

Section 4. SUSPENSION

After an affirmative vote of two thirds of the Board of Directors, the Treasurer shall suspend any Member from club Membership for nonpayment of dues at the delinquent date as provided in ARTICLE XV, Section 2.

Section 5. SUSPENSION, EXPULSION AND REINSTATEMENT

The Board of Directors shall have summary power by vote of two-thirds of its Members, to suspend or to expel and terminate the Membership and all rights, privileges, shares in real property or otherwise of any Member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, welfare, interest or character of the organization, or for nonpayment of dues or for any conduct in violation of these By-Laws or of the rules and regulations of the club which may be issued from time to time. Expulsion by the Board of Directors may be taken at any meeting. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended Member may petition the Board of Directors for reinstatement. A two-thirds affirmative vote of all Members of the Board of Directors shall be required to pass upon such reinstatement.

Section 6. GENERAL

Upon suspension, expulsion, or death of a Member, his rights and privileges as a Member of this club shall cease.

Section 7. MEMBERSHIP STATUS

A Member in good standing, within these By-Laws, shall be deemed to mean any Member as stated in ARTICLE IV, MEMBERSHIP, Section 1, Paragraphs A and B. except Members referred to in ARTICLE IV, Section 6, GENERAL.

ARTICLE V - MEETING OF THE MEMBERS**Section 1. ANNUAL MEETING**

The annual meeting of the Members of this Society shall be during the month of December for the purpose of installing the newly elected officers.

Section 2. GENERAL MEETING

General meetings shall be held on every first Thursday of each month except on occasions when special events necessitate shifting the meeting day. The Board of Directors shall determine the time and place of the meeting and all Members in good standing shall be notified by the Society through e-mail or by posting on the web site no later than thirty (30) days prior to the scheduled meeting date, or by publishing an annual calendar of prospective meeting dates.

Section 3. SPECIAL MEETINGS

Special meetings of the Members may be called at any time by the Commodore, or by the Secretary, upon written application of at least ten percent of the Flag and Regular Members in good standing. The application shall state the purpose of the meeting. The Secretary must send notices of special meetings as provided in Section 4 and 5 of this ARTICLE V. within fifteen days after receipt of a valid and proper application for same.

Section 4. TIME AND PLACE

Any annual or special meeting shall be held at such time and place and date as the Board of Directors shall select. The Board of Directors shall select a time, place and date for a special

meeting within fifteen days after receipt of a valid and proper application for it by the Secretary.

Section 5. NOTICES

A notice stating the purpose, place, date and hour of every meeting shall be mailed by the Secretary to each Member in good standing of this club and posted on the AMSS web site at least ten days prior to and not more than fifteen days prior to said meeting. Delivery by mail shall include delivery by US mail or by electronic transmission, except for bylaws amendments (see Article XIV Section3). If a Member gives no address, notice shall be deemed to have been given him or her if sent by e-mail or other means of communication addressed to the Member's last known address.

Section 6. QUORUM

At annual or general meetings ten (10) percent of the members in good standing shall constitute a quorum. At a special meeting twenty (20) percent of the members in good standing shall constitute a quorum. At a Board of Directors meeting a majority of the members of the Board of Directors shall constitute a quorum.

Section 7. PROCEDURE

All meetings shall be conducted in accordance with the procedure and rules set forth in Robert's Rules of Order (newly revised), unless otherwise provided herein. Each qualified voting member in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership meeting or Board of Directors meeting of this Society is prohibited and the voting at any of such meetings shall be only by those personally present who otherwise qualify to vote under these By-Laws and in all other respects.

Section 8. ADJOURNED MEETINGS

Any annual, general or special meeting may be adjourned by a vote of the majority of the Flag and Regular Members present. If no quorum is present, no business shall be transacted except to adjourn to a stated time. When the assembly meets at that stated time, the meeting shall be considered a continuation of the previous session.

ARTICLE VI – OFFICERS

Section 1. TYPES OF OFFICERS

The Flag officers of this Society shall be a Commodore, Vice Commodore, Secretary, Treasurer and Port Captain. Officers shall serve for one year or until their successors are elected. The Commodore, Vice-Commodore, Secretary, Treasurer and Port Captain must each be a Member of the Board of Directors elected by the Membership.

Section 2. REMOVAL AND RESIGNATION

Any officer may be removed for cause by a two-thirds vote of the Directors at the time in office, at regular or special meetings of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the Commodore of the Society. Any such resignation shall take effect at the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The qualified voting membership may, at a special meeting called expressly for that purpose, remove any or all officers and declare those offices of the Society to be vacant by a vote of three-fourths of the qualified voting members present. Any special meeting under this article requires a quorum. A vacancy so created shall be filled by a majority vote of those present at said meeting.

ARTICLE VII - CORPORATE POWERS

Section 1. NUMBER OF BOARD MEMBERS REQUIRED

The corporate powers of this Society shall be vested in a Board of five Flag officers and four Directors, who shall be Flag and/or Regular Members in good standing. Six members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. ELECTION AND TERM

The Board of Directors of this Society shall consist of nine members elected from Flag and Regular Members of this Society. The Directors and Officers shall serve for one year or until their successors are duly elected and qualified.

Section 2. NOMINATIONS

A. NOMINATING PROCESS:

Thirty days prior to the nominations meeting, the Commodore shall appoint a nominating committee consisting of the incumbent Commodore and two Staff Commodores who are Flag Members in good standing. This committee shall meet and select one nominee who has agreed to accept the nomination, for each of the five Board offices. This is to insure that there will be at least one nominee for each office. Additional nominations will be accepted from the floor for these offices and for the four other Board Members. These floor nominations will be made at the regular general meeting held in October each year; Said meeting to be known as the nomination meeting.

B. ACCEPTING NOMINATIONS:

A Member nominated at the general meeting must be in attendance and verbally accept his nomination. In the event of his accepted absence, the nominated absent Member must file his written acceptance of the nomination with the Secretary within five days.

C. MEETING NOTIFICATION:

Notice of the nomination meeting shall be given by e-mail and posted on the Society's web site at least ten days prior to the nomination meeting. Such notices shall clearly state the date, time, place and purpose of this meeting.

D. NOMINATION RIGHTS:

Flag and Regular Members in good standing shall have the right to right to nominate, vote for and support the candidate of their choice.

E. CLOSING NOMINATIONS:

Nominations for each position on the Board shall not be closed until a call for further nominations has been made three times by the Commodore without further nominations being made.

F. BALLOTS:

Voting shall be conducted by secret ballot by the Members in good standing. Each Member shall be entitled to one ballot. There shall be no proxy votes. There shall be no write-in candidates.

G. ELIGIBILITY:

To become eligible to accept a nomination for Commodore, a Member must have previously served on the Board of Directors for at least two full years. To become eligible to accept a nomination for Vice-Commodore, a Member must have previously served at least one full year as an officer on the Board of Directors.

H. DETERMINING POSITION:

When there are two or more candidates for an office, the candidate receiving the highest number of votes shall be declared elected. When a Member is nominated and elected to more than one office, he will be installed in the highest position in which he received the most number of votes, and the Member who is runner-up in the lesser position will be deemed elected to that lesser post. The order of seniority of the Directors is:

Commodore

Vice Commodore

Port Captain

Secretary

Treasurer

Directors

I. BALLOTING & TABULATION PROCEDURES:

The Secretary shall prepare ballots, including the names of the nominees and the positions for which they are nominated, and mail a ballot and two envelopes to each Member ten days prior to the annual meeting. No other literature may accompany the ballot. The voting member will place the ballot in a plain envelope, which, in turn, will be placed in a second envelope addressed to the Secretary, bearing the signature of the Member in order to validate the ballot. Ballots must be postmarked at least two days prior to the date of the Annual Meeting to be tabulated. The ballots will be returned to the Society's mailing address. The Board of Directors shall appoint a Tabulating Committee consisting of at least two members in good standing for the purpose of tabulating the ballots in the presence of the general Membership at the Annual Meeting. The procedure to be followed in tabulating the ballots shall be:

1. Validate all returned envelopes.
2. Open and remove all outside return envelopes.
3. Remove all inside plain envelopes.
4. Unfold all ballots and tabulate the results.

The Commodore will announce the results of the election at the Annual Meeting, after which the results will be turned over to the Secretary for incorporation in the minutes and permanent filing.

J. BOARD TRANSITION:

The incoming Board of Directors will be installed immediately after the election results are announced. The outgoing Board of Directors is automatically dissolved when the results are announced, but this does not relieve the outgoing Directors of their past responsibilities to the Society until all Society property, records and information have been turned over to the new Board. The newly elected Commodore must call a Special Board of Directors meeting of all outgoing Board Members and the newly elected Board Members within thirty days to turn over to the new Board all information, records and Society property in their possession. The new Directors are responsible to the Society for expediting any unfinished Society business.

K. PRESERVATION OF BALLOTS:

All election records, including ballots cast, shall be bound and sealed by the Tabulating Committee appointed by the Board, and preserved for a period of at least one year by the Secretary at which time, a motion may be made to burn the year old ballots, but the results of the election must be kept as a permanent record in the minutes by the Secretary. The records and ballots can only be opened and recounted in the presence of the membership at a meeting of which each member has been notified by mail at least ten days and not more than fifteen days prior to, called for the purpose. After examination of the ballots, they shall be effectively resealed, in the presence of the membership, before the meeting is closed and kept for the balance of the year.

Section 3. VACANCIES

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of Directors is increased by Amendment to these By-Laws. A vacancy or vacancies shall be filled at the next regular meeting in the same manner as provided in the annual elections of Directors, except a secret ballot will be taken at this meeting to select the new Directors from those nominated to fill the un-expired term of vacancy.

Section 4. ORGANIZATION MEETING

Within thirty days after each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, and the transaction of such business as may lawfully come before the said Board.

Section 5. REGULAR MEETING

The Board of Directors shall hold at least one regular meeting during each month.

Section 6. SPECIAL MEETING

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Commodore, or by any manner provided by law, only after all Board Members have been duly notified. The Secretary shall keep detailed and complete minutes of all Board of Directors meetings.

Section 7. NOTICES

Notice of the time and place of regular and special meeting of the Board of Directors shall be sent to each director. Notices must be given at least five days prior to and not more than thirty days prior to any meeting.

Section 8. ATTENDANCE

Directors shall notify the Commodore if unable to attend a Directors' meeting. Any Director who is absent from three meetings without giving notice to the Commodore or, in his absence, to the next senior Member of the Board, may be dropped from the Board, and vacancy filled by a secret vote of the general Membership at the next regular general meeting.

Section 9. FEES AND COMPENSATION

Directors shall not receive any compensation, fee or salary for their services as directors, but by resolution of the Board, compensation may be allowed to any Directors for any monies or expenses actually incurred and paid by any director for the benefit of the corporation.

ARTICLE IX - POWERS OF DIRECTORS**Section 1. ADDITIONAL ALLOWANCES**

The Board of Directors shall have power to call meetings of the Society when it deems it necessary to conduct, manage and control the affairs, relations and business of the Society, and to make rules not inconsistent with the laws of the State of California, for the guidance and management of the affairs of the Society. The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board with the note or obligation, if any, given for the same, signed officially by the Commodore and the Secretary, and shall be binding on the Society.

ARTICLE X - DUTIES OF OFFICERS

Section 1. COMMODORE

The Commodore shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall be ex-officio Member of all the committees and shall have the general powers and duties of management usually vested in the office of Commodore, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 2. VICE-COMMODORE

In the absence or disability of the Commodore, the Vice-Commodore shall perform all the duties of the Commodore, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Commodore. The Vice-Commodore shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or by the By-Laws. The Vice-Commodore will act as liaison of the By-Laws Committee.

Section 3. PORT CAPTAIN

The Port Captain shall give out assistance and berthing information to operators of out-of-town vessels visiting San Diego to participate in Ancient Mariners Sailing Society events. He shall also keep Membership informed of changes to local regulations and ordinances as they occur.

Section 4. SECRETARY

The Secretary shall attend all meetings of the Members and the Board of Directors and shall record all minutes and votes in a book kept for that purpose. He shall keep a register showing the names and addresses of the Members. Said register shall be kept in accordance with the requirements of California Corporations Code, Section 9606. In addition, the Secretary shall maintain and keep up to date the Record Book required by California Corporations Code Section 9404. The Secretary shall give notice of all meetings of Members and the Board of Directors, as required by the By-Laws, and shall be responsible to notify the Commodore if there is or is not a quorum present at all meetings. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws. He shall have custody of valuable papers and books of the Society, and shall at all times be subject to the control of the Board of Directors. In the absence of the Secretary from any meeting of the Members or the Board of Directors, the presiding officer shall appoint a Secretary pro-tempore.

Section 5. TREASURER

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation. He shall be responsible for all billing and shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall render to the Commodore and Directors, when they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws. No obligation, debt, or other liability shall be incurred by the Treasurer without the specific approval by the Board of Directors. The Treasurer shall draw checks upon the treasury only when so directed by an affirmative vote of the Board of Directors.

ARTICLE XI - CERTIFICATE OR CARD OF MEMBERSHIP

Section 1. MEMBERSHIP CARD SPECIFICS

Certificates or cards of Membership shall be such form and device as the Board of Directors may elect, and each certificate or card shall be signed by the Treasurer or Membership Chair, and express on its face the date of issuance and the person to whom it is issued. It shall also bear the corporate name and shall contain a statement printed in clear type that the corporation is not one for profit.

ARTICLE XII - ACCOUNTING YEAR

Section 1. YEAR DEFINED

The accounting year of the Society shall be the calendar year.

ARTICLE XIII - CONTRACTS**Section 1. EXECUTION OF CONTRACTS**

The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or special. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contracts or agreements to pledge its credit or to render it liable for any purpose or to any amount. No contract or indebtedness may be incurred for more than the amount in the treasury.

Section 2. COMMITTEES**A. DEFINITION OF DUTIES:**

Duties of all committees shall be outlined by the Commodore to the respective committee chairman at the time of appointment.

B. RECORDS OF CORRESPONDENCE:

Copies of all correspondence conducted by the committees in connection with the work of the Society and all documents of the committees shall be preserved in the Society's files.

C. FINANCIAL AGREEMENTS:

No committee, group or individual shall have the authority to incur financial obligations unless the budget commitments have been approved by the Board of Directors.

ARTICLE XIV - BY-LAWS MANAGEMENT**Section 1. BY-LAWS STORAGE**

The corporation shall keep in its principal office the original or a copy of the By-Laws as amended or otherwise altered, to date certified by the Secretary, which shall be open to inspection by the Members at all reasonable times.

Section 2. BY-LAWS COMMITTEE

The By-Laws Committee shall consist of the Vice-Commodore and two Flag Members approved by the Board of Directors; the Society's Vice-Commodore shall serve as liaison officer to the Board of Directors for the Committee. The By-Laws Committee shall elect its own chairman. The By-Laws Committee shall keep a file on all voting pertaining to the By-Laws, and make recommendations to the Board of Directors regarding revision or amendments, whenever time and conditions render it in the best interest of the Society. The By-Laws Committee shall interpret the intent of the By-Laws when in question.

Section 3. APPROVAL OF BY-LAWS AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds vote of the total number of Flag Members in the Society present at an annual or special meeting. The amendment(s) shall be posted on the Society's web site and proposed at a general membership meeting at which the By-Laws Committee shall solicit comments from the general membership. Changes to amendments shall be approved by a quorum of the Board plus one and then submitted to the Flag members for a vote. The Membership shall be notified of the proposed amendment(s) or changes by US mail according to Article V Section 5.

ARTICLE XV – REVENUES**Section 1. FEES, DUES AND ASSESSMENTS**

All fees, dues, and assessments shall be established by the Board of Directors, subject to approval by two-thirds vote of Flag and Regular Members at a general meeting. Notice of intent to vote on fees, dues or assessments shall be mailed at least fifteen days prior to the meeting.

Section 2. DUE DATES**NOTICES & DEADLINES**

It shall be the duty of the Treasurer to request the Secretary to send out dues notices twenty five days in advance of due date of January 1st. Dues must be in receipt of the Treasurer by February 1st, or a new application must be made and full initiation fees paid.

EXCEPTIONS

The Board may give special consideration to Members serving in the Armed Forces or Members overseas.

Section 3. NEW MEMBERS

Any new Member joining the Society shall be entitled to a full Membership for the remainder of the calendar year in which he joined. Those new Members accepted at the October, November or December meetings of the Board of Directors shall be entitled to Membership for the following calendar year.

ARTICLE XVI - FLAGS AND BURGEES

Section 1. BURGEE

The burgee of the Ancient Mariners Sailing Society shall be a tapered dovetail-shaped pennant with a blue ship rampant on a field of red and white. The burgee shall be flown only from qualifying Member boats.

Section 2. FLAGS

The Commodore's flag shall be rectangular in shape having a fouled anchor and thirteen stars in white on a blue field. The Vice-Commodore's flag shall be the same as the Commodore's substituting the red for the blue field. The Staff Commodore's shall be rectangular in shape having three stars in white arranged in a vertical line followed by a fouled anchor in white on a blue field. The Port Captain's flag shall be rectangular in shape, having a fouled anchor in white on a blue field with no stars.

THIS IS TO CERTIFY:

The above is an exact copy of the By-Laws submitted and approved by the Membership of the Ancient Mariners Sailing Society on their meeting held on the seventh day of April, 2016. These By-Laws were ratified by the vote of Members entitled to exercise the majority of voting power of said corporation. They were witnessed and signed by the following Board Members:

John Buser
Jerry Newton
Ann Kinner
Kathy Easter
Johnny Smullen