

1 SCYA BYLAWS

2 ARTICLE 1

3 NAME AND OBJECT

4 1.1 This not for profit corporation, herein referred to as Association, shall be known as
5 Southern California Yachting Association.

6 1.2 Purpose of Southern California Yachting Association: Consistent with its Articles of
7 Incorporation, the Southern California Yachting Association pledges itself to
8 support and promote the principles, spirit and objective of Corinthianism in
9 yachting.

10 1.3 The office of the Association shall be located in Southern California at an address
11 designated by the Board of Directors.

12 ARTICLE 2

13 TERMS

14 **2.1 Corinthianism:** is that attribute which represents participation for sport as distinct
15 from gain, and which also involves the acquirement of nautical experience through
16 the love of sport, rather than through necessity or the hope of gain.
17

18 **2.2 Delegate or Alternate Delegate:** A duly appointed representative (in accordance
19 with Article 4.2) of a Senior, Regular or Associate Member entitled to attend, enter
20 into discussion and vote at the General Meetings and Special Meetings of the
21 Association.
22

23 **2.3 Observer or Alternate Observer:** A duly appointed representative of an Interim,
24 Special or Youth Member entitled to attend and enter into discussion at General
25 Meetings and Special Meetings of the Association.

26 ARTICLE 3

27 MEMBERSHIP

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29 Members, as defined in this Article 2, shall consist of duly organized Corinthian yacht
30 clubs or other boating organizations in the "service area" as defined in the Amended and
31 Restated Articles of Incorporation of the Southern California Yachting Association.
32 "Service area" shall also mean the same as "Association area" as that term is used in these
33 SCYA Bylaws.

34 **3.1 Senior Memberships:**

35 Subject to the conditions set forth in these bylaws any yacht club or yachting organization
36 which has been a Regular Member of this Association for at least the last two years, and
37 having a dues paying membership of at least 300 households and devoting its attention
38 primarily to the development of Corinthian yachting may be selected to become a Senior
39 Member as follows:

- 1 (a) The Membership Committee shall from time to time nominate for Senior Membership
2 such Regular Members as in the judgment of the Committee shall have demonstrated
3 capability of hosting major regattas and shall have made an outstanding contribution
4 to this Association in particular and to yachting in general.
- 5 (b) Such nominations shall be submitted to the Delegates at a General Meeting and shall
6 be voted upon at the next succeeding General Meeting at which a quorum is present.
7 Election to Senior Membership shall be only by the affirmative vote of two-thirds of
8 the Delegates present and eligible to vote.

9 **3.2 Regular Memberships:** Subject to the conditions set forth in these bylaws, any
10 permanently organized yacht club or yachting organization within the Association
11 area, having a dues paying membership of 200 households or more, devoting its
12 attention primarily to the development of Corinthian yachting, is eligible for Regular
13 Membership in this Association, providing it is approved for Regular Membership,
14 by two-thirds of the Delegates present and eligible to vote thereon at a General
15 Meeting of the Association and further providing that it has been an Associate
16 Member for the preceding two full years

17 **3.3 Associate Memberships:** Subject to the conditions set forth in these bylaws, any
18 permanently organized yacht club or yachting organization within the Association
19 area having a dues paying membership of 50 households or more, and devoting its
20 attention primarily to the development of Corinthian yachting, is eligible for
21 Associate Membership in this Association, providing it is approved for Associate
22 Membership, by two-thirds of the Delegates present and eligible to vote thereon at a
23 General Meeting of the Association and further providing that it has been an Interim
24 Member for the preceding one full year.

25 **3.4 Interim Memberships:** Subject to the conditions set forth in these bylaws, any
26 permanently organized yacht club or yachting organization within the Association
27 area, having a dues paying membership of 25 up to 49 households, and devoting its
28 attention primarily to the development of Corinthian yachting, is eligible for Interim
29 Membership in this Association, providing it is approved for Interim Membership, by
30 two-thirds of the Delegates present and eligible to vote thereon at a General Meeting
31 of the Association. This category of membership is subject to review by the Board of
32 Directors every two years or more, to determine whether to continue said
33 membership, or recommend advancement to Associate Membership. A member
34 already in this category of membership whose dues paying membership has exceeded
35 49 member households may petition the Board of Directors to continue as an Interim
36 Member upon a showing of good cause to do so.

37 **3.5 Youth Memberships:** Subject to the conditions set forth in these bylaws, any
38 permanently organized yacht club or boating or sailing organization, all of whose
39 members are either (a) under the age of 19, or, (b) actively enrolled students, having
40 a dues paying membership of 25 or more, whose primary purpose is the development
41 and promotion of Corinthian Yachting is eligible for a Youth Membership in the
42 Association ,providing it is approved for Youth Membership by two-thirds of the
43 Delegates present and eligible to vote thereon at a General Meeting of the
44 Association.

45 **3.6 Special Memberships:** Subject to the conditions set forth in these bylaws, any
46 permanently organized fleet, association, group, or other organization whose primary
47 purpose is the development and promotion of Corinthian yachting shall be eligible

1 for Special Membership in the Association, providing it is approved for Special
2 Membership by two-thirds of the Delegates present and eligible to vote thereon at a
3 General Meeting of the Association. This category of membership is subject to
4 review by the Board of Directors every two years or more to determine whether to
5 continue said membership, or to recommend advancement to Associate Membership.

6 **3.7 Voting:** All Member Organizations shall have the privilege to appoint Representatives
7 to attend all General Meetings of the Association, to participate in discussions of the
8 nominations and election of Officers and to discuss on all questions arising at such
9 meetings, including proposed amendments to these bylaws. Representatives are to be
10 appointed in writing prior to any meeting they may participate in and shall serve until
11 replaced by the Member Organization, also in writing. Senior Member Organizations
12 shall be entitled to three votes by appointed Delegates or Alternate Delegates, Regular
13 Member Organizations shall be entitled to two votes by appointed Delegates or
14 Alternate Delegates, and Associate Member Organizations shall be entitled to one
15 vote by an appointed Delegate or Alternate Delegate. No other class of membership is
16 eligible to vote. No Member Organization shall be eligible to vote on any question
17 involving disciplinary action taken against it.

18 **3.8 Application for Membership:** An application for membership as an Interim, Youth
19 or Special Member shall be accompanied by dues for the current year. The application
20 must be accompanied by a presentation by the applicant of its program to promote the
21 purposes of and to engage in activities of the Southern California Yachting
22 Association and other yachting events. The application shall thereupon be referred to
23 the Membership Committee, who shall investigate the eligibility of the applying club
24 and report its findings, in writing, to the Association at a meeting not less than 30 nor
25 more than 120 days after the referral. The Association shall take final action on the
26 application at the next subsequent meeting. The Membership Committee
27 recommendations must be reflected in the minutes of the meeting at which the
28 Membership Committee reported their findings and must give notice that final action
29 on the application shall be taken at the next subsequent General Meeting. Such
30 minutes must be mailed (or emailed) at least seven days prior to the meeting at which
31 final action is to be taken or such action must be postponed pending the giving of such
32 notice or requirements for advancing in class of membership.

33 Before a Member may be elected to the next higher class of Membership, such
34 member must establish that during the period prescribed by these bylaws it has
35 conducted sufficient yachting events (such as regattas, seminars, etc.), its members
36 have participated in sufficient yachting events, it has regularly attended SCYA
37 Meetings, and it has contributed sufficiently to the sport of Corinthian yachting and
38 the functions and purposes of this Association to have complied in all respects with
39 the spirit of these bylaws and the purposes of this Association. In each case of change
40 in class of membership, a report shall be made to the Association by the Membership
41 Committee with respect to the extent to which the applying club has met the
42 requirements of this section of the bylaws. An application for change in class of
43 membership shall be accompanied by sponsoring letters from three Senior or Regular
44 Members of the Association, one of which must be from one of the three (3) nearest
45 neighbor local member clubs and shall thereafter be processed in the same manner as
46 set forth in Section 2.8 hereof, provided however, advancement of Regular to Senior

1 Membership must be initiated by the Membership Committee and not by the member
2 club and in that case does not require sponsoring letters.

3 **3.9 Prohibition of Commercialism:** No club or organization, whose yachting activities
4 are subject to the control of an organization, one of whose purposes is the making of
5 profit, is eligible for membership of any class in this Association.
6

7 **3.10 Prohibition Against Discrimination:** No club or organization whose
8 membership is restricted as to a protected class of persons under the laws of the
9 United States and the Jurisdiction of the Member's location is eligible for
10 membership in this Association.
11

12 **3.11 Review of Membership Classification:** If the Membership Committee finds any
13 member club to be in non-compliance with the criteria established for its class of
14 membership, the Membership Committee may either allow the non-complying
15 member no more than one year to comply, or, in its discretion, report its findings, in
16 writing to the Association at the next meeting following such findings. The
17 Association shall then give no less than (10) days written notice to the non-complying
18 member of its intent to act on the findings, and record the findings of the Committee
19 in the Association General Meeting minutes. Written notice shall be effective upon
20 deposit in first class mail to the Member's last known address. Action on the
21 Committee findings shall be taken at the first Association General Meeting following
22 written notice to the non-complying member. Any member organization found to be
23 in non-compliance may be reclassified in membership by the vote of two-thirds of the
24 Delegates present and eligible to vote thereon at the General Meeting at which final
25 action is to be taken. Notwithstanding anything to the contrary in this Section 3.12.
26 the requirements as to the number of dues paying household members as set forth in
27 Sections 3.1, 3.2. and 3.3, of Article 3, do not apply to clubs which were Regular
28 Members or Associate Members of this Association as of July 6, 1962, and no such
29 club shall be subject to a reclassification of its class of membership on the grounds
30 that it does not have the required number of dues paying member households as set
31 forth in Section 3.1, 3.2 and 3.3.
32

33 **3.12 Resignations:** The membership in the Association may be forfeited by any club,
34 either by voluntary withdrawal, by disbandment or by non-payment of dues before
35 the next Annual Meeting of the Association. Resignations should be promptly
36 reported by the Membership Committee in writing to the Board of Directors and
37 recorded in the Minutes. No further action is required.
38

39 **3.13 Dismissal from Membership:** Any member club, by reason of its violation of the
40 Articles of the Association or by reason of inability or unwillingness to abide by a
41 majority vote of the Association, or when deemed for the best interests of yachting,
42 may be requested to resign its membership, and on failure to file such resignation
43 within 30 days from the date of mailing of notice of such request to the Secretary of
44 such club, shall be dropped from membership in this Association. Such action shall
45 be taken as follows:

1 (a) By the adoption of affirmative vote of two-thirds of the Delegates present and
2 eligible to vote at any General Meeting, of a resolution requesting such withdrawal;

3 (b) By ten days' notice to each member club that the resolution will be presented for
4 final action at the next meeting of the Association at a specified time and place.

5 (c) By an affirmative vote at such a second meeting of two-thirds of the Delegates
6 present and eligible to vote.

7 **ARTICLE 4**

8 **MEMBER REPRESENTATION**

9 **4.1 Delegates:** Each Member shall be entitled to appoint Representatives to the
10 Association from its membership.

11 Senior Member: up to three (3) Delegates and three (3) Alternate Delegates as their
12 Representatives

13 Regular Member: up to two (2) Delegates and three (3) Alternate Delegates as
14 their Representatives

15 Associate Member: up to one (1) Delegate and three (3) Alternate Delegates as
16 their Representatives

17 Interim, Special and Youth (Non-Voting Members): up to one (1) Observer and
18 three (3) Alternate Observers as their Representatives.

19 Delegates, Observers, and each of their Alternates may be replaced only by the
20 Member appointing them, upon written notice to the Association Commodore or
21 Staff Member and verified pursuant to Section 4.2 of these bylaws.

22 **4.2 Credentials:** Delegates, Observers and each of their Alternates shall not be recognized
23 by the Association until the Member has presented written verification of their
24 appointment to the presiding officer or secretary of the Association. The verification must
25 be signed or emailed by an officer or secretary of the Member. Delegates, Observers and
26 each of their Alternates shall be appointed for a term of one year or until a successor has
27 been appointed.

28 **ARTICLE 5**

29 **POWERS**

30 Without limiting the powers granted by law, the Association shall have the power:

31 **5.1** To designate the date and location of all races and regattas held under the auspices of
32 the Association.

33 **5.2** To discipline the Members, Delegates, Alternate Delegates, Observers, Alternate
34 Observers, officers, directors, Staff Commodores and committee chairs of this Association
35 as set forth in Article 14 of these bylaws.

36 **5.3** To determine and settle questions of disputes relating to racing which may be
37 referred to them for decision, which decision shall be final, unless appealed to the

1 United States Sailing Association, the North American Cruiser Association or
2 American Power Boat Association as set forth in Article 12 of these bylaws.

3 **5.4** To indemnify its agents in accordance with and according to the terms of Section
4 7237 of the Corporation Code of the State of California.

5 ARTICLE 6
6 MEETINGS

7 **6.1 Nominating Meeting:** The Nominating Meeting of the Association shall be the
8 General Meeting held in October of each year at such date, time, and place within Southern
9 California as may be designated by the Commodore. The report of the Nominating
10 Committee shall be presented at that meeting.

11
12 **6.2 Annual Meeting:** The Annual Meeting of the Association shall be the General
13 Meeting held in November of each year at such date, time and place within Southern
14 California as may be designated by the Commodore. Officers for the ensuing year shall
15 be elected at the Annual Meeting.

16 **6.3 Installation Meeting:** The Installation Meeting of the Association shall be the
17 General Meeting held before the end of January of each year at such date, time and place
18 within Southern California as may be designated by the Commodore. Officers for the
19 ensuing year shall be installed at this meeting.

20 **6.4 General Meetings:** General Meetings of the Association shall be called at such date,
21 time and place as may be designated by the Commodore.

22 **6.5 Special Meetings:** Special Meetings of the Association may be called by the
23 Commodore at his pleasure and must be called upon the written request of the
24 Commodores of any two Regular or Senior member clubs, or a combination thereof, by
25 written notice as hereinafter provided.

26 **6.6 Notices:** Notices of meetings of the Association shall be sent by the Secretary or
27 Staff Member to each person and club entitled to receive the same at least ten (10) days
28 prior to the date of meeting, and, if a Special Meeting, include an agenda of the business
29 to be transacted.

30 **6.7 Quorum:** Representation (by not less than one Delegate or Alternate Delegate) from
31 one quarter of the Senior, Regular and Associate member clubs in good standing shall
32 constitute a quorum at any meeting of the Association. Once a quorum has been
33 established a quorum shall be deemed to have remained until the meeting is formally
34 adjourned.

35 **6.8 Voting:** At all meetings of the Association, each Senior Member may be officially
36 represented by not more than three (3) Delegates; each Regular Member by not more
37 than two (2) Delegates; and each Associate Member by not more than one (1) Delegate,
38 each of whom shall have one (1) vote. Additionally, up to three (3) Alternate Delegates
39 may be designated by each of the voting Members and are encouraged to attend
40 meetings but shall have no right to vote except when acting for an absent Delegate. Only
41 duly authorized Delegates (or Alternate Delegates acting for an absent Delegate) from
42 Senior, Regular and Associate Members in good standing who are present shall be
43 entitled to vote. All of the Members entitled votes may be cast by a single authorized
44 Delegate or Alternate Delegate. Voting by proxy shall not be permitted. No Delegate or

1 Alternate Delegate shall be entitled to vote representing more than one Member at a
2 single meeting. Voting shall be by voice, show of hands, standing, or by written or oral
3 ballot as directed and shall not be cumulative.

4 The Interim, Youth and Special Members are non-voting Members. All non-voting
5 Members are allowed to be officially represented at meetings by one (1) Observer and
6 up to three (3) Alternate Observers as officially designated by the Member. At least
7 one Observer or Alternate Observer of non-voting Members is encouraged to attend all
8 meetings for attendance records.

9 **6.9 Procedure:** The Judge Advocate shall act as parliamentarian at all Association
10 meetings and the meetings of the Board of Directors. The parliamentarian should not
11 vote on matters submitted to him/her for ruling.

12 **ARTICLE 7**
13 **BOARD OF DIRECTORS**

14 **7.1** The corporate powers of the Association shall be exercised and its business and
15 activities managed by a Board of Directors consisting of the Commodore, Vice
16 Commodore, Rear Commodore, Junior Staff Commodore, who is still a member of a
17 constituent Member, Secretary, Treasurer, and ten Directors to be elected at the Annual
18 Meeting. Judge Advocate, as appointed in accordance with Article 8.7 shall also be a
19 member of the Board of Directors. Only persons who are members in good standing of
20 those SCYA member organizations entitled to vote pursuant to Article 6, Section 6.8,
21 shall be eligible to sit on the Board of Directors.

22
23 **7.2** The Association shall not borrow money nor contract any debt or obligation in
24 excess of \$5,000.00 outside of approved budgeted items except upon the resolution
25 passed by the affirmative vote of a majority of the Delegates at any General Meeting or
26 at any Special Meeting called and noticed for that such purpose.

27 **ARTICLE 8**
28 **ELECTED OFFICERS**

29 **8.1 Flag Officers:** The Flag Officers of this Association shall be the Commodore, Vice
30 Commodore, and the Rear Commodore.

31 **8.2 Other Elected Officers:** The other Elected Officers of this Association shall be the
32 Secretary and the Treasurer, The Board of Directors, by resolution, may consolidate the
33 offices of Secretary and Treasurer.

34 **8.3 Nomination of Officers and Directors:** The Commodore and the four (4) most
35 immediate Staff Commodores of the Association who are available and willing to serve
36 shall constitute the Nominating Committee, the junior most Staff Commodore on the
37 committee shall be the Chairman. It shall be the duty of the Nominating Committee to
38 meet no later than and during the month of September in each year, on call of the Junior
39 Staff Commodore, and at such meeting, to nominate one person for each elective office
40 of the Association, and ten Directors at large. The report of the Nominating Committee
41 shall be in writing and shall be presented at the Nomination Meeting, the General
42 Meeting of the Association in October and the persons so nominated shall be candidates
43 for the respective offices.

1 **8.4 Additional Nominations:** Additional nominations for any office may be made by
2 written petition signed by two (2) duly authorized Delegates or Alternate Delegates from
3 each of five (5) or more voting member clubs. Such nominating petitions may be filed at
4 any time between the Nominating Meeting in October, and immediately following the
5 roll call at the Annual Meeting in November. At the Annual Meeting the Commodore
6 shall call for the filing of such petitions immediately following roll call. The Secretary
7 shall immediately certify the sufficiency of the petitions and thereafter nominations shall
8 be closed. No nominations may be made except as provided in Article 7.

9
10 **8.5 Election of Officers:** The Commodore, Vice Commodore, Rear Commodore,
11 Secretary, Treasurer, and ten Directors at large shall be elected by the Association at its
12 Annual Meeting and shall hold office for one year, commencing at the December Board
13 Meeting, following their election or until their successors are elected. The Procedure for
14 the December meeting is detailed in the SCYA Procedure Manual. All Officers and
15 Directors shall be members in good standing of one of the member clubs throughout
16 their term.

17 **8.6 Vacancies:** Vacancies in the office of Commodore, Vice Commodore, Rear
18 Commodore, Secretary, Treasurer, and Directors occurring between Annual Meetings
19 shall be filled by a majority vote of the Association on a recommendation of the Board of
20 Directors submitted during a General Meeting or a Special Meeting called for that purpose.
21 Any person so elected shall hold office until a successor is elected at the next Annual
22 Meeting and then takes office at the December Board Meeting. Vacancies of appointed
23 officers shall be filled at the discretion of the Commodore.

24
25 **8.7 Declaration of Vacancy:** The office of any elected Officer/Director of SCYA may be
26 declared vacant by a vote of not less than three-fourths (3/4) of all Board members
27 entitled to vote when such Officer/Director has been absent for three (3) consecutive
28 General meetings unless leave of absence is granted by the Board of Directors or they are
29 excused by the Commodore prior to any missed meeting.

30
31 **8.8 Other Officers:** The offices of a Fleet Captain, a Port Captain, and a Judge Advocate
32 shall be appointed by the Commodore of the Association to hold their respective
33 positions at the pleasure of the Commodore.

34 **8.9 Honorary Commodore:** The office of Honorary Commodore may be granted to a
35 person whom the Association especially desires to honor and shall be selected by the
36 Commodore-elect, subject to confirmation by the Board of Directors, for a term of one
37 (1) year. Not more than one Honorary Commodore may be elected in any year, and
38 following the year of selection such Honorary Commodore shall thereafter be entitled to
39 use the title of Past Honorary Commodore. The Honorary Commodore shall be entitled
40 to all of the facilities and privileges of the Association but shall have no vote nor hold
41 any other elective office in the Association unless otherwise qualified.

42 **ARTICLE 9**
43 **RESPONSIBILITIES OF OFFICERS**

44 **9.1 Commodore:** It shall be the duty of the Commodore to preside at all meetings of the
45 Association. The Commodore may call a Special Meeting of the Association or the
46 Board of Directors at his/her pleasure, and shall do so at the written request of two of its
47 Delegates of any two member clubs. He/she shall be, ex-officio, a member of all

1 committees, except Race Committees. In addition, he shall perform the usual duties of a
2 presiding officer.

3 **9.2 Vice Commodore:** It shall be the duty of the Vice Commodore to assist the
4 Commodore in the discharge of his duties, and, in his absence or in case of a vacancy in
5 the office of the Commodore, to act as Commodore.

6 **9.3 Rear Commodore:** It shall be the duty of the Rear Commodore to assist the
7 Commodore in the discharge of his duties and in the absence of both the Commodore
8 and Vice Commodore, or in case of vacancies in the offices of Commodore and Vice
9 Commodore, to act as Commodore.

10 **9.4 Secretary:** The Secretary shall keep true and complete minutes of the meetings of
11 the Association; they shall keep an official record of the results of all events held under
12 the auspices of the Association and shall perform such other duties as the Commodore or
13 Association may direct. The Secretary shall keep a separate book to be known as the
14 Policies and Procedures Manual of the Southern California Yachting Association
15 wherein he/she shall record all rules and resolutions adopted by the Association and
16 directed to be recorded therein.

17 **9.5 Treasurer:** The Treasurer shall keep a true and correct account of the funds of the
18 Association, both general and special, in such manner as may be designated by the
19 Association; shall pay all bills which have been approved by the Association or its
20 authorized representatives out of such funds; shall make a monthly financial report to the
21 Board of Directors and shall perform such other duties as may be designated by the
22 Association.

23 **9.6 Port Captain:** The Port Captain shall perform such duties as may be from time-to-
24 time assigned by the Commodore.

25 **9.7 Fleet Captain:** The Fleet Captain shall have overall responsibility of all racing
26 events held under the auspices of this Association. The Fleet Captain shall also perform
27 such duties as may be from time to time assigned by the Commodore.

28 ARTICLE 10
29 COMMITTEES

30 **10.1** The Commodore shall appoint such Committees, special Officers or assistants to
31 the Officers as he may deem advisable to conduct the affairs of the Association,
32 provided, however, that the committees prescribed in these bylaws, shall be considered
33 the minimum.

34 **10.2 Membership Committee:** The Membership Committee shall consist of the Board
35 of Directors. The Chairman shall be a Staff Commodore or Director who shall report to
36 the Rear Commodore. The Committee shall investigate the eligibility of any
37 membership applicant, including its organization, objectives, membership, bylaws and
38 any other fact which the committee may deem essential. The committee shall report its
39 findings, in writing, to the Association Secretary according to Sections 2.8, 2.9, and
40 2.12 of these bylaws.

41 **10.3 Appeals Committee:** This Committee shall hear and decide in conformity with
42 the applicable Racing Rules of Sailing all appeals received from member clubs or

1 associations, or participants in contests held by member clubs or associations, including
2 SCYA. No member of this Committee may act on any appeal concerning any vessel of
3 which said member is interested as owner or skipper in whole or part. Appeals must be
4 submitted according to the Appeals Procedure of US Sailing and this Association.

5 **10.4 Trophy Committee:** The Trophy Committee shall purchase the trophies for this
6 Association as they may from time-to-time be directed by the Association, and shall
7 render a report of the Associations trophies.

8 (a) **List of Trophies:** It shall be the duty of the Trophy Committee to
9 compile each year a list of the Association's Perpetual Trophies, showing to
10 whom and the date when they were awarded, and they shall take a receipt, in
11 writing, from the holder of any Perpetual Trophy. Such report and receipts shall
12 be submitted to the Association on or before the first Friday of January of each
13 year, and upon its approval by the Secretary, to be kept in the official records of
14 the Association.

15 (b) **Insurance of Trophies:** The Association shall keep all of its Perpetual
16 Trophies insured and shall pay the premium therefore.

17 (c) **Deeds of Gift:** All Deeds of Gift for Perpetual Trophies belonging to this
18 Association shall be kept by the Secretary in the official records of the
19 Association. All Deeds of Gift of this Association shall be in a form approved by
20 the Association.

21 **10.5 Long Range Planning Committee:** This Committee shall review the long range
22 goals of SCYA. It shall keep the Board of Directors apprised of business, management,
23 and planning activities considered by the Committee, along with appropriate
24 implementation strategies. The Committee structure and terms of service are detailed in
25 the SCYA Policies and Procedures Manual.

26 **ARTICLE 11**

27 **DUES**

28 **11.1 Dues:** The dues for each class of membership shall be set by the Board of
29 Directors. Each member's dues, plus any taxes which may be imposed on account of
30 such dues, are due and payable on January 1st of each year.

31 **11.2 Suspension:** Unless such dues are paid within sixty (60) days after becoming due
32 and payable the membership of such club may be suspended on affirmative vote of the
33 Board of Directors. Such suspension may be ended and full membership rights restored
34 to such club on the recommendation of the Board of Directors and affirmative vote of
35 the membership of the Association.

36 **ARTICLE 12**

37 **PROTESTS AND APPEALS**

38 **12.1 Racing Rules:** The current Racing Rules of Sailing of the United
39 States Sailing Association and of this Association, shall govern all Sailing Regattas or
40 races held by this Association; and the current rules of the North American Cruiser
41 Association and/or the American Power Boat Association, and of this Association, shall
42 govern all Power Boat Regattas or races held by this Association, and any appeals to this

1 Association shall be governed by said rules and applicable procedures, unless otherwise
2 stated in the written instructions for such regattas or races.

3 **12.2 Form and Filing:** All protests in sailing races shall be in the form and filed in the
4 manner prescribed by the current rules of the United States Sailing Association; all
5 protests in power boat races shall be in the form and filed in the manner prescribed by the
6 current rules of the North American Cruiser Association and/or the American Power Boat
7 Association.

8 **12.3 Appeals:** Appeals involving a sailing event must first be submitted to US Sailing,
9 which may refer such an appeal to the Association Appeals Committee, Appeals
10 involving other types of contests may be submitted directly to the Association's Appeals
11 Committee providing that the rules of the organizing authority so allow. Appeals of the
12 decision of the Association Appeals Committee may be submitted to the Appeals
13 Committee of the United States Sailing Association, pursuant to the current rules of the
14 United States Sailing Association, or to the North American Cruiser Association and/or
15 the American Power Boat Association according to the current rules thereof.

16 ARTICLE 13

17 FLAGS

18 **13.1 Burgee:** The Burgee of the Association shall be a blue field with the Emblem of the
19 Southern California Yachting Association in white in the center.

20 **13.2 Emblem:**

21 (a) The Emblem of the Association shall be a life buoy with the letters S
22 C Y A arranged in the center. The life buoy is enclosed by a rope attached at four
23 points as shown in 13.2 (c).

24 (b) The standard color arrangement of the Emblem shall be a blue field behind
25 white letters and white buoy within a gold rope. A red field behind the letters may be used
26 for special applications. A contrasting field is allowed for printed copies. Any other logo
27 configurations or color combinations shall require approval by the Board of Directors prior
28 to use.

29 (c) The color definitions for the SCYA Emblem and Burgee as required are as
30 follows:

31 **1. Print Media (Pantone Matching System)**

32 Blue: PMS 287 C
33 Red: PMS 199 C
34 Gold: PMS 981 C
35 Silver: PMS TBD: PMS 887 C
36

37 **2. Fabric Media: to match PMS**

38 Blue: Old Glory Blue
39 Red: Canadian Red
40 Gold: a single color throughout as appropriate
41 Silver: a single color throughout as appropriate

1 (d) The Emblem design is as illustrated.



2

3 **13.3 Commodore's Flag:** The official flag of the Commodore of this Association shall
4 be the Burgee containing in addition three gold, five pointed stars, single points upward,
5 in a vertical line between the Emblem and the fly.

6 **13.4 Vice Commodore's Flag:** The Official flag of the Vice Commodore shall be a red
7 field with the Emblem of the Association and two gold, five pointed stars, single points
8 upward, in a vertical line between the Emblem and the fly.

9 **13.5 Rear Commodore's Flag:** The official flag of the Rear Commodore shall be a
10 white field with the Emblem of the Association in red in its center and in addition one
11 gold five-pointed star, single point upward, between the Emblem and the fly.

12 **13.6 Staff Commodores' Flag:** The official flag of the Staff Commodores of this
13 Association shall be the Burgee containing in addition three silver, five pointed stars,
14 single points upward, in a vertical line between the hoist and the Emblem.

15 **13.7 Honorary Commodore's Flag:** The official flag of the Honorary Commodore of
16 this Association shall be the Burgee containing in addition three gold, five pointed stars,
17 single points upward, in a vertical line between the Emblem and the fly. The Association
18 must add an insignia to the Honorary Commodore's flag to distinguish it from the
19 Commodore's flag.

20 **13.8 Past Honorary Commodore's Flag:** The official flag of the Past Honorary
21 Commodores of this Association shall be the Burgee containing in addition three silver,
22 five pointed stars, single points upward, in a vertical line between the hoist and the
23 Emblem. The Association must add an insignia to the Past Honorary Commodore's flag
24 to distinguish it from the Staff Commodores' Flag.

25 **13.9 Staff Commodores of the Association** are entitled to wear three silver stars in place
26 of the three gold stars worn within the loops of the trefoil on the jacket. On blazers, the
27 three silver stars are worn in place of the three gold stars just above the left breast pocket.

28 **13.10** The Seal of this Association shall be circular in form having on its circumference
29 the words "Southern California Yachting Association, Incorporated, March 16, 1950."

30

ARTICLE 14

31

DISCIPLINE

32 **14.1 Charges:** Charges against member clubs, Delegates, Alternate Delegates,
33 Observers, Alternate Observers, Flag Officers, Staff Commodores, Honorary
34 Commodore, Past Honorary Commodores, directors or committee chairs of this
35 Association of acting in an unsportsmanlike manner or inimical to this Association, or

1 against an officer for misfeasance or malfeasance, shall be in writing and sent to the
2 Secretary, together with a full statement of the facts and all matters relating thereto, and
3 signed by the complainant.

4 **14.2 Hearing:** The Association shall afford the accused a hearing on the charges, or in
5 its discretion, may delegate a Committee to conduct a hearing and forward to the
6 Association their findings and recommendations. Notice of the hearing shall be given at
7 least 15 days before, and the hearing shall be held at least 5 days before the effective
8 date of any disciplinary action imposed. Notice of the hearing shall be given by any
9 method reasonably calculated to provide actual notice. Any notice given by mail must be
10 given by first-class or registered mail sent to the last known address of the member
11 shown on the Association's records.

12 **14.3 Disposition:** After a hearing, or upon review of the findings and recommendations
13 of the Committee appointed, the Association shall have the power to dismiss the charges
14 or in its discretion, to censor, suspend from future racing for such period of time as they
15 deem proper and/or expel or suspend the accused from representation in the Association,
16 or from participation in any meetings or events held under the auspices of the
17 Association.

18 **14.4 Decision:** The decision of the Association shall be final.

19 **ARTICLE 15**

20 **YACHT ETIQUETTE**

21 **15.1 Etiquette:** The Association may prescribe guidelines for yachting etiquette
22 and may submit them to the member clubs with recommendations for their adoption
23 and observance.

24 **15.2 Dress:** The Association may prescribe guidelines for dress or uniform, together
25 with ornamentation or device, and may submit such rules with recommendations for
26 their adoption and observance.

27 **15.3 Guidelines:** The Association may prescribe guidelines relating to sailing
28 instructions, charts, yacht equipment, numbers on sails, crews, course markers,
29 entries, prizes, awards, and similar routine matters, as permitted by the applicable
30 rules of World Sailing and the United States Sailing Association.

31 **ARTICLE 16**

32 **PARLIAMENTARY AUTHORITY**

33 **16.1** Order of business and all questions of parliamentary practice shall be determined in
34 accordance with the current edition of Robert's Rules of Order.

35 **ARTICLE 17**

36 **AMENDMENTS**

37 **17.1** These bylaws may be amended provided the proposal to amend is first approved by
38 the Board of Directors and then adopted by a two thirds majority of the Delegates
39 present and eligible to vote pursuant to Article 5.8, at a General Meeting or Special
40 Meeting of the Association. Once the proposed bylaw amendment has been approved by
41 the Board of Directors, written notice, including electronic notice if given in compliance
42 with California Corporations Code section 20, setting forth the proposed amendment and

1 the date, time and place of the General Meeting or Special Meeting of the Association at
2 which the amendment shall be considered shall be given to the Association's voting
3 Members no less than 15 days preceding such meeting.

4 **ARTICLE 18**

5 **ADOPTION**

6 **18.1** Upon the affirmative vote of a two-thirds majority of Delegates present at any
7 General Meeting or Special Meeting of the Association. The thereby approved Bylaws
8 shall thereupon be and become the Bylaws of Southern California Yachting
9 Association, and all former articles and bylaws thereof shall thereupon stand repealed.

10 **18.2** All officers, Committees and Appointees then existing shall continue in effect until
11 the end of the term prescribed in the prior Bylaws, or until their successors are elected, or
12 appointed.

13 **18.3** These SCYA Bylaws were originally adopted by the Delegates at the General
14 Meeting held on November 7, 1969 at the Ventura Yacht Club, and include amendments
15 up through those adopted at the General Meeting held on June 11, 2022 at Santa Monica
16 Windjammers Yacht Club in accordance with regular procedure.

17 **CERTIFICATE OF SECRETARY**

18 I, the undersigned, certify that I am the duly elected 2022 Secretary of the Southern
19 California Yachting Association and that the above revised bylaws, consisting of 14
20 pages, including this one, are the bylaws of this Association as originally adopted at the
21 General Meeting held on November 7, 1969 at the Ventura Yacht Club, and include
22 amendments up through those adopted at the General Meeting held on June 11, 2022 at
23 Santa Monica Windjammers Yacht Club in accordance with regular procedure.

24
25 June 11,, 2022

26 _____
27 Lorraine Coller, SCYA Secretary
28