

**Constitution and By-Laws  
of the  
Potomac River Yacht Clubs Association  
(PRYCA)**

Ratified on 11 December 2017

**ARTICLE I. NAME**

**Section 1.** The name of this organization shall be the Potomac River Yacht Clubs Association, which is hereafter referred to as the “Association” in this document.

**ARTICLE II. PURPOSES**

**Section 1.** The purposes of the Association are to:

- ◆ Encourage and promote yachting, boating safety, and the advancement of recreational yachting clubs within the Potomac River Basin;
- ◆ Support organizations outside the Potomac River area when it is in the best interest of safe yachting and boating;
- ◆ Represent its Member Clubs and their individual members in all matters affecting the interests of recreational boaters in general;
- ◆ Host boating safety and educational events as decided by the Board of Directors and agreed to by the Delegates; and
- ◆ Support Member Club safety and educational events as decided by the Board of Directors and agreed to by the Delegates.

**Section 2.** The Association shall carry out its purposes as a non-profit organization, incorporated under an appropriate jurisdiction as determined by the Association Board of Directors.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility.** Membership in this Association is open to those yacht/boat/sail clubs and/or associations hereafter referred to as “yacht clubs”, which meet the qualifications as specified in Article III, Section 2 of this Constitution and By-Laws.

**Section 2. Qualifications.** For purposes of membership in the Potomac River Yacht Clubs Association, a yacht club is an organization:

- ◆ Which is devoted to yachting and safe boating for the accommodation and enjoyment of its members;
- ◆ Which is governed by a constitution and by-laws which are approved by its members;
- ◆ Which establishes its own rules, regulations, constitution and by-laws concerning the operations of the club without interference from any outside individual or group;
- ◆ Whose members are selected or elected to membership in accordance with its constitution and by-laws;
- ◆ Whose officers and governing board are elected by its members;
- ◆ Which is operated on a non-profit basis, so that any profits derived by its operation are used for the betterment of the club and its membership as a whole; and
- ◆ Which is not "commercial" or subject to a "commercial enterprise," that is, an individual or group, other than the applicant club, may not control who shall be selected for membership or who should hold office in the club.

**Section 3. Application for Membership.** To apply for Membership, a club must complete the prescribed application form to be signed by the club’s Secretary at the direction of its governing body. The application shall be submitted to the Commodore or Secretary of the Association, and accompanied by:

- ◆ A statement of sponsorship by the governing body of a Member Club in good standing;
- ◆ A copy of the applicant's current constitution and by-laws; and
- ◆ An initiation fee as provided for in the PRYCA Handbook.

**Section 4. Action by the Qualifications Committee and Board.** The application, with accompanying documents and fees, shall be forwarded within five (5) days to the Qualifications Committee Chair. The Qualifications Committee Chair shall within five (5) days after receipt of the application contact the ranking officer of the applicant yacht club to confirm receipt of the application, advise of application in process, and provide a general overview of the membership process.

- 4.1. The Qualifications Committee shall then conduct an initial review of the application and constitution and by-laws to ascertain the applicant's full compliance and eligibility. The Chair of the Qualifications Committee shall present the results of this review to the Board of Directors at the first available regularly scheduled meeting, consistent with the time required to conduct this review, for Board approval for further processing of the application. If rejected, the applicant shall be tactfully notified within five (5) days of the Board action detailing the area(s) of non-compliance. If accepted, the Qualifications Committee Chair shall within five (5) days forward the application and constitution and by-laws to the Secretary and the initiation fee to the Treasurer.
- 4.2. The Secretary shall, within fifteen (15) days of receipt of the applicant club’s application and constitution and by-laws, issue a written notice to all Member Clubs listing essential data to properly identify the applicant club and inviting any comment be made to the Qualifications Committee Chair, whose name, address, and telephone number shall be contained therein, within fifteen (15) days of the date of issuance.
- 4.3. The Qualifications Committee shall, within the period prior to the issuance of the written notice by the Secretary and the comment period described in Section 4.2, physically visit the applicant's facilities and meet with its officers, if deemed necessary, and report the findings to the Board of Directors. In extenuating circumstances, the Commodore may appoint a person(s) to assist the Qualifications Committee in the performance of this step.
- 4.4. The Qualifications Committee Chair shall present the findings of the Qualifications Committee to the Board of Directors no later than the next regularly scheduled meeting of the Board of Directors.
- 4.5. The Board of Directors shall review all findings and vote to recommend either acceptance or rejection of the application. If the application is accepted by the Board of Directors, it shall be moved forward for a vote by the Delegates at the next scheduled Delegates’ meeting. The Commodore may request the Board of Directors to approve holding a Special Delegates’ Meeting for the purpose of voting on membership for an applicant club. Voting may be by email at the discretion of the Commodore and will be a Virtual Special Delegates’ Meeting.

**Section 5. Action by the Association and Delegates.** If applicant club is accepted by the Board of Directors, the Secretary shall, at least ten (10) days prior to the next scheduled Delegates’ Meeting or Special Delegates’ Meeting, advise the Delegates of all Member Clubs of the impending vote. The Delegates shall accept or reject the applicant club by a simple majority vote on a secret ballot. Should the applicant be accepted, it immediately becomes a Member Club, with full privileges regardless of any formal installation procedure. If email is used for voting in the form of a Virtual Special Delegates’ Meeting, there is no need to repeat the vote at a regularly scheduled Delegates’ meeting.

- 5.1. The Secretary shall within five (5) days notify the applicant club of the election results described in Section 5.
- 5.2. In the event of rejection, the initiation fee shall be returned and the applicant club shall be advised of the reason(s) for rejection and of the right to reapply at any time using the same procedure as outlined herein.

**Section 6. Suspension or Expulsion.** A Member Club may be suspended or expelled for actions or activities which are inconsistent with the Constitution and By-Laws of the Association and/or detrimental to the purposes of the Association. Suspension or expulsion shall be initiated by the Board of Directors upon receipt of written request for such action by a Member Club or upon becoming aware of information of inappropriate activity.

- 6.1. To suspend or expel a Member Club, written notice of such proposed action must be sent to all Delegates and Member Clubs at least thirty (30) days prior to the next Delegates’ Meeting.
- 6.2. The vote shall be by secret ballot with a three-fourths (3/4) majority vote of all registered Delegates necessary to expel or suspend an individual Member Club.
- 6.3. Suspension or expulsion for non-payment of dues shall follow the provisions set forth in Article VIII, Section 4.2.

**ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Officers.** The Flag Officers of the Association shall be Commodore, Vice Commodore, and Rear Commodore. Other Officers of the Association shall be Fleet Captain, Secretary, Treasurer and Immediate Past Commodore.

- 1.1. The order of succession shall be Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer and Immediate Past Commodore.
- 1.2. Flag Officers and other Officers of the Association may not be a Member at Large (MAL).

**Section 2. Board of Directors.** The affairs of the Association shall be managed by a Board of Directors.

- 2.1. The Board of Directors shall, by two-thirds (2/3) affirmative vote, have the power to summarily remove, for cause, at any time, any Officer or Board Member. The Board of Directors shall, by majority vote, have the power to fill all vacancies upon the Board, which shall occur for any cause during their term.

**Section 3. Composition of the Board of Directors.** The voting members of the Board of Directors shall consist of the Officers of the Association and five (5) Members at Large, elected in accordance with Article VI.

- 3.1. All voting members of the Board shall be a member of a Member Club(s).
- 3.2. In the event the Commodore for the previous year cannot serve as the Immediate Past Commodore and voting member of the Board, the Commodore shall designate another Past Commodore of the Association to assume the duties of the Immediate Past Commodore.
- 3.3. Past Commodores shall retain non-voting membership on the Board of Directors.
- 3.4. Five (5) voting members of the Board of Directors shall be sufficient to constitute a quorum to transact the business of the Association at any regularly scheduled meeting, Special Meeting, or Virtual Special Meeting of the Board of Directors.

**Section 4. Term of Office.** The term of office for members of the Board of Directors shall be for one (1) year starting on 1 January of the year following the November election.

**Section 5. Meetings.** The Board of Directors shall regularly meet in person at a time and place designated by the Commodore.

- 5.1. Board Members may participate in Board meetings via telephone when authorized by the Commodore.
- 5.2. Special Board Meetings of the Board of Directors may be called at any time by the Commodore, or at the request of three (3) members of the Board, upon forty-eight (48) hours notice to all Board Members of the time and place of the meeting. If all Board Members have acknowledged notice of and availability for said Special Board Meeting, and if authorized by the Commodore, the Special Board Meeting may be conducted with less than forty-eight (48) hours' notice. The agenda must be stated in the notice of the meeting and no other business may come before the Special Board Meeting.
- 5.3. Special Board Meetings and associated vote may be conducted via email at the discretion of the Commodore and will be Virtual Special Board Meetings.
- 5.4. In conducting the Board Meeting, where the Constitution and By-Laws do not specifically provide otherwise, "Robert's Rules of Order Newly Revised" shall govern.
- 5.5. Board Meetings are open to members of Member Clubs but only Board Members may vote.

**Section 6. Authority.** The Board of Directors shall have the power to adopt such rules and regulations governing the Association and its members as may be deemed necessary. Adopted rules shall not conflict with this Constitution and By-Laws. When so adopted, these rules shall carry the same force and effect as the Constitution and By-Laws.

- 6.1. Association business conducted by the Board of Directors may be conducted via email unless otherwise directed by the Commodore.

**ARTICLE V. DELEGATES**

**Section 1. Selection.** There shall be one (1) Delegate per Member Club who shall be appointed by his/her club. Each Member Club may also appoint an Alternate Delegate.

- 1.1. Each Delegate shall be a member of the Member Club they represent.
- 1.2. An individual may only represent one (1) Member Club as Delegate or Alternate Delegate.
- 1.3. Flag Officers of the Association and MALs may not be a Delegate or Alternate Delegate.
- 1.4. In the event the Member Club's appointed Delegate is unable to be present, the appointed Alternate Delegate will assume the voting privileges. If neither can attend, the Member Club, upon written notice by its Commodore, may send another of its members as an appointed Alternate who shall have all the rights and privileges of the appointed Delegate. The Association Fleet Captain, Secretary, Treasurer and Immediate Past Commodore may serve in this capacity upon written notice by the Member Club's Commodore.
- 1.5. Member Clubs shall keep the Secretary of the Association informed of current information regarding of the name of each appointed Delegate and appointed Alternate Delegate, and a list of club Officers.

**Section 2. Function.** Each Delegate is expected to determine beforehand and to reflect the attitude and desire of his/her club on all matters to be voted upon in any meeting, as advised and coordinated by the Commodore and other Officers of each club.

**Section 3. Meetings.** Delegates' Meetings shall normally be held in February, April, September, and November. Each Delegates' Meeting shall be at a time and place designated by the Commodore. The Board of Directors shall be authorized, under extenuating circumstances, to move any of the aforementioned meetings to the preceding or following months.

- 3.1. The November Delegates' Meeting shall be considered the Annual Meeting of the Association.
- 3.2. Special Delegates' Meetings may be called by the Commodore or upon a request of four (4) Delegates. Notice of a Special Delegates' Meeting must be sent to the membership at least ten (10) days in advance of such meeting. The agenda must be stated in the notice of the meeting and no other business may come before the Special Delegates' Meeting.
- 3.3. Special Delegates' Meetings and associated vote may be conducted via email at the discretion of the Commodore and will be Virtual Special Delegates' Meetings.
- 3.4. In conducting the Delegates' Meeting, where the Constitution and By-Laws do not specifically provide otherwise, "Robert's Rules of Order Newly Revised" shall govern.
- 3.5. Meetings are open to members of Member Clubs but only Delegates or their Alternates may vote.

**Section 4. Voting.** On all questions, Delegates of Member Clubs or their Alternates only, shall vote, and there shall be only one (1) vote per Member Club. Officers, Board Members, and Committee Chairs of the Association may make motions and second them, but may not vote unless they are also serving as an Alternate Delegate of a Member Club for the meeting.

- 4.1. In the case of a tie vote, the Commodore of the Association shall cast a vote. In the absence of the Commodore, the next senior Flag Officer of the Association shall cast a vote.
- 4.2. Voting must be in person, except when voting by email is authorized by the Commodore for a Virtual Special Delegates' Meeting. No proxy vote will be allowed.
- 4.3. A quorum shall constitute thirty percent (30%) of registered Delegates or Alternate Delegates.

## ARTICLE VI. ELECTIONS

**Section 1. Frequency.** Election of the Board of Directors shall be conducted each year during the Association's Annual Meeting in November.

**Section 2. Nominations.** Nominations shall be as defined in Article VII, Section 2.2, Nominating Committee.

**Section 3. Election.** For all elected offices, the individual receiving the most votes will be declared elected. In the event of a tie, a runoff election between the candidates must be conducted within thirty (30) days.

**Section 4. Election Judge.** During the elections, the outgoing Commodore of the Association shall appoint an Election Judge whose duty it shall be to count and make a correct return of the results of the election. The Secretary shall confirm the eligibility of each voting Delegate. In the event a Delegate votes for more individuals than indicated, it shall be the duty of the judge to void the ballot.

## ARTICLE VII. COMMITTEES

**Section 1. Designation.** The Association and its Board of Directors are supported by committees, both Standing and Established.

**Section 2. Standing Committees.** There shall be a Qualifications Committee and a Nominating Committee appointed as Standing Committees. The functions and composition of Standing Committees are as specified below.

- 2.1. **Qualifications Committee.** The Qualification Committee is composed of the Vice Commodore and the Commodores of three (3) Member Clubs in good standing. This committee will review and process applications for Association membership in accordance with the Article III of this document. The Vice Commodore will Chair the Committee.
- 2.2. **Nominating Committee.** There shall be a Nominating Committee, consisting of the Immediate Past Commodore as Chair, and three (3) other Board Members who are not Flag Officers of the Association. They shall be appointed by the Commodore and confirmed by the Board of Directors no later than the February Board Meeting.

- 2.2.1. The committee shall select and place in nomination as follows: One (1) member for the office of Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, and five (5) Members at Large. The names shall be selected from the roster of members of Member Clubs in good standing. The Nominating Committee shall attempt to have the widest possible representation from all Member Clubs in its selection of persons placed in nomination. The names so selected and nominated shall be submitted to the Secretary on, or before the October Board Meeting.
- 2.2.2. The Secretary shall send, to each Member Club, the list of all candidates nominated in accordance with Article VII, Section 2.2.1 of this Constitution and By-Laws. This list must be sent to all Member Clubs no later than 15 October.
- 2.2.3. If after reviewing the proposed slate of candidates, a Member Club wishes to submit another candidate for any elective office, the Member Club may submit the additional nomination in writing over the signature of the Club Commodore. The nomination must be mailed to the Secretary no later than 31 October. No nominations will be accepted from the floor.
- 2.2.4. No candidate shall be considered for election unless that candidate has agreed to the Nominating Committee to serve in the office for which he or she is being nominated.
- 2.2.5. In the event the Immediate Past Commodore is unable or unwilling to serve as Chair of the Nominating Committee, the Board of Directors shall appoint another Chair from among the Past Commodores. If a selected committee member is unable to serve, the Board of Directors shall appoint another member to take his/her place.

**Section 3. Established Committees.** Established Committees are formed upon the recommendation of the Commodore and the approval of the Board of Directors. The Commodore, with Board approval, will make all appointments to Established Committees. The below named committees shall (as noted below) be appointed each year to serve for time periods and responsibilities as described in this Section.

- 3.1. **Budget Committee.** The Budget Committee shall develop and recommend to the Board of Directors for approval a proposed Budget and Fees, for the next fiscal year. The proposed Budget and Fees shall be distributed to Member Clubs no later than 15 October.
  - 3.1.1. The Treasurer will nominate, and the Commodore appoint, with approval of the Board of Directors, members of the Committee. The Treasurer will be the Chairperson of the Committee. It is suggested that, at a minimum, the Committee shall include the current Vice Commodore and Fleet Captain.
  - 3.1.2. Subsequent to Board approval of a budget for the next year, the Committee shall document the approved budget and provide copies to the Board of Directors and other appropriate people. The Committee's responsibilities shall have been discharged and it shall be dismissed after distribution of the approved documents.



- 3.2. **Audit Committee.** The Audit Committee shall consist of a Chairperson and at least two (2) members.
  - 3.2.1. The Committee shall ensure that the activities proposed by the Board of Directors remain within the Budget of the Association or propose alternate measures to accommodate the proposals which will maintain fiscal integrity.
  - 3.2.2. The Committee shall audit the books of the Association during each October in time to present the Audit Report during the Annual Meeting in November. The Committee may be required by the Board of Directors to perform audits at other times during the year.
  
- 3.3. **Legal and Legislative Committee.** The Legal and Legislative Committee (as required) would consist of a Chairperson and additional members as required. The duties of this Committee would be to keep apprised of all legislative and regulatory proposals, Federal, state, county and local, that may affect recreational boaters, to attend hearings and meetings, and to present or defend the position of the recreational boater.
  
- 3.4. **Constitution and By-Laws Committee.** The Constitution and By-Laws Committee (as required) would consist of a Chairperson and additional members as required. Committee membership, as a minimum, shall include one (1) Past Commodore and, if possible, a practicing attorney.
  - 3.4.1. The Committee shall maintain the Association’s Constitution and By-Laws up-to-date with the management requirements of the Association, as stipulated by the Board of Directors and approved by the general membership. The Committee, when appointed, shall conduct an annual review of the Constitution and By-Laws and submit a report of its recommendation to the Board of Directors.
  - 3.4.2. The Committee shall maintain constant vigilance of all activities of the Association and shall bring all noted violations of and discrepancies with the Constitution and By-Laws to the attention of the Commodore and/or the Board of Directors.
  - 3.4.3. In addition, the committee shall be responsible for the maintenance and review of the Association’s Handbook. Proposed changes to the Constitution and By-Laws and the Handbook shall be presented to the Board of Directors for approval. Changes to the Constitution and By-Laws shall be in accordance with Article X of this document.
  
- 3.5. **In addition to the Established Committees specifically named in this Article,** the Commodore may appoint additional committees as deemed appropriate for the functioning of the Association. The Chairperson of all committees not specified in this Article will be appointed by the Commodore, subject to the approval of the Board of Directors. The committee Chair shall select such members of the committee as deemed appropriate and report the composition of the committee to the Board of Directors.

**ARTICLE VIII. FEES**

**Section 1. Fiscal Year.** The Fiscal Year of the Association shall be 1 January through 31 December.

**Section 2. Schedule of Fees.** A Schedule of Fees shall be established for each fiscal year of the Association.

- 2.1. At the October meeting of the Board of Directors, the Treasurer shall submit a proposed Schedule of Fees for the upcoming fiscal year of the Association. The proposed Schedule of Fees for the upcoming year will be established by a majority vote of the members of the Board present at the October Board Meeting. If the Board of Directors does not vote to approve a new proposed Schedule of Fees, the current year's Schedule of Fees will be established as the proposed Schedule of Fees for the upcoming year.
- 2.2. The Secretary shall mail to each Member Club, the Schedule of Fees for the upcoming year as proposed in accordance with Article VIII, Section 2.1 of this Constitution and By-Laws. The proposed Schedule of Fees for the upcoming year must be distributed to all Member Clubs no later than 15 October.
- 2.3. The Schedule of Fees for the upcoming year will be established by a majority vote of the Delegates present at the Annual Meeting in November. In those cases where the proposed Schedule of Fees does not receive a majority vote, the current year's Schedule of Fees shall carry forward to the upcoming year.

**Section 3. Initiation Fee.** The amount of the Initiation Fee shall be set by the majority of Delegates present at the Annual Meeting in November. The Initiation Fee must accompany the application for membership. Dues shall be payable when the club is accepted as a Member Club.

**Section 4. Annual Dues.** The amount of the annual dues shall be set by the majority of Delegates present at the Annual Meeting in November.

- 4.1. Member Clubs shall pay their dues at or prior to the Association's February Delegates' Meeting to be eligible for voting privileges.
- 4.2. Should dues remain unpaid by the March Board Meeting, the Treasurer shall, within five (5) days advise the delinquent club(s) that, unless dues are received on or before the April Delegates' Meeting, suspension and/or expulsion as a Member Club will result at the discretion of the Board of Directors.
- 4.3. A new club elected to membership any time prior to 30 June of any calendar year shall remit the full year's dues; however, prorated dues of one half (1/2) of the annual dues shall be in effect for a new club elected from 1 July through 31 December.

**ARTICLE IX. FLAGS**

**Section 1. Embellished Association Flags.** Current or past Officers or Board of Director Members may display the embellished flag of the Association on vessels which they command or upon which they are present as guests.

- 1.1. Embellishment of flags for current Officers and Board of Director Members shall be as follows:
  - ◆ Commodore: 3 Gold Stars
  - ◆ Vice Commodore: 2 Gold Stars
  - ◆ Rear Commodore: 1 Gold Star
  - ◆ Fleet Captain: Gold Fouled Anchor
  - ◆ Secretary: Gold Crossed Quills
  - ◆ Treasurer: Gold Acorn
  - ◆ Members at Large: Gold "MAL"
- 1.2. Past Officers or Board of Directors Members may display the Association flag as described in Section 1.1 with rank insignia in silver of the highest office attained.
- 1.3. The Commodore, with the approval of the Board of Directors, may designate additional, appropriately embellished flags for any staff officer (e.g., Chaplain, Fleet Surgeon, etc.) positions which may be appointed by the Commodore to serve the Association.
- 1.4. Current Member Club Delegates may display the Association flag embellished with gold "Delegate."

**Section 2. Unembellished Association Flag.** The Association flag may be flown by members of all Member Clubs but without the embellishment of rank insignia.

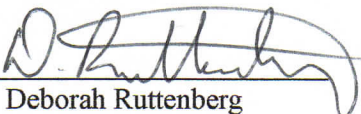
**ARTICLE X. AMENDMENTS**

**Section 1.** This Constitution and By-Laws may be amended or a new one adopted by two-thirds (2/3) vote of the Delegates at any regularly scheduled meeting or Special Meeting of the Association, provided that such proposed amendment or new Constitution and By-Laws be mailed to all Delegates fifteen (15) days prior to the meeting at which such amendment or new Constitution and By-Laws is to be considered.

**ARTICLE XI. RATIFICATION**

**Section 1.** This Constitution and By-Laws has been approved and is in effect by ratification of two-thirds (2/3) of the Member Clubs on this Eleventh (11th) day of December 2017.

Commodore:   
 Pat Croft

Secretary:   
 Deborah Ruttenberg