

BY-LAWS 1982
SEATTLE OUTBOARD ASSOCIATION, INCORPORATED

REVISED August 2010

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ARTICLE I - NAME

SECTION 1. The name of the organization shall be the Seattle Outboard Association, Incorporated (SOA).

SECTION 2. This Corporation (Association) shall have no capital stock and shall not engage in any form of business for profit to any one or more of its members.

ARTICLE II - OBJECTIVES

SECTION 1. The objectives for which this Association is formed are as follows:

- A. To bring together those interested in outboard racing pleasure.
- B. To stimulate activity, public interest, and participation in the sport of outboard racing.
- C. To promote cooperation and interest in outboard racing through association, that better understanding may be had of individual and mutual problems of those engaged in the sport of outboard racing.
- D. This Association shall have the right to buy, sell, own, lease, deemed necessary for the proper operation of the Association.

ARTICLE III - MEETINGS

SECTION 1. There shall be two types of meetings: Board of Directors meetings and General Membership meetings.

SECTION 2. Board of Directors Meetings: The business of this Association shall be governed and transacted by its Board of Directors at all times. Said Board of Directors shall hold Board meetings as necessary for the transaction of the business of the Association, with a minimum of seven (7) scheduled Board meetings per year, with four (4) between April and September. A quorum of seven (7) Board members shall be required to conduct business. Meetings shall be open to the membership; however, only Board members may participate in Board business. General members may address a Board meeting with the permission of the Commodore. A summary of the Board activities may be published in the following month's club newsletter.

SECTION 3. Special Board of Directors Meetings: Special Board meetings may be called upon the request of the Commodore or two or more members of the Board of Directors. All Board members shall be given two (2) days minimum notice of special meetings. In an emergency the minimum notice can be waived with the agreement of 70% of the Board.

SECTION 4. The General Membership shall meet monthly at a date, time, and place set by the Board of Directors. Any necessary changes shall be announced to the membership by postal or electronic mail. There shall be at least two (2) Officers and two (2) Directors present in order to conduct General Membership and special meetings.

SECTION 5. A suggested order of business for the monthly meetings is provided below. The meeting agenda should remain flexible, however, and easily adapted to changing. "Robert's Rules" shall only serve as a guide and are considered most helpful in accepting motions from the floor and acting on them. The chair shall use good judgment and common sense and be guided by the American Power Boat Association (APBA) and local rules and customs.

SUGGESTED ORDER OF BUSINESS:

- I. Call to Order
- II. Pledge of Allegiance
- III. Approval of the Minutes of the Last Meeting
- IV. Treasurer's Report
- V. Recognition of Visitors and Guests
- VI. Activity Reports
- VII Old Business
- VIII. New Business
- IX. Announcements
- X. Adjournment

SECTION 6. Voting (with the exception of officer/directors and bylaws) the following shall apply:
A. A voice vote shall be used.
B. A standing vote shall be used if requested by one (1) or more members
C. A simple majority is sufficient for passage.

* NOTE: Refer to article VII, section 2 - Voting on By-laws changes.

* NOTE: Refer to article V, sections 5 & 6 - Elections of Officers & Directors.

ARTICLE IV - OFFICERS AND DUTIES

SECTION 1. The officers of this Association shall be: Commodore, Vice-Commodore, Secretary, Treasurer, and Sergeant-at-Arms. There shall be six (6) directors, with the 6th position on the Board being filled by the past commodore. All directors & officers shall constitute the board of directors whose terms shall be one year. The officers and directors shall be exempt from payment of dues during their tenure. No salaries shall be paid to any officer or director.

SECTION 2. Any officer or director may resign his position by notifying the Commodore who shall inform the board. An officer or director who misses two consecutive board meetings without notifying the Commodore shall be deemed resigned. Any officer or director may be removed from office by a three quarter (3/4) majority of the entire Board of Directors at any regular or special Board meetings, provided the Officer/Director in question has had written notice mailed to him or her by registered &/or electronic mail at least forty-eight (48) hours prior to such proposed action.

SECTION 3. Commodore - The Commodore is the Association's Chief Executive Officer who shall preside at all meetings, appoint all committees, and perform any other such duties as usually belong such office. The Commodore shall be an ex-officio member of all committees. The Commodore shall only vote to break a tie or when voting requires the entire board. The Commodore shall have attained their majority (age 21) prior to taking office.

SECTION 4. Vice-Commodore - The Vice-Commodore shall perform the duties of the Commodore in the absence of the Commodore, and shall be Chairman of the Equipment committee. The Vice-Commodore shall be at least eighteen (18) prior to taking office.

- SECTION 5. Secretary - The Secretary shall maintain proper records of all meetings and correspondence for a minimum of seven (7) years, passing all records to succeeding secretaries and perform all such duties as usually devolve upon a secretary. The Secretary shall be at least eighteen (18) years of age.
- SECTION 6. Treasurer - The Treasurer shall be responsible for all financial activities of the Association and present a financial report at any Board meeting and any board meeting when called upon. The Treasurer may obtain a suitable "surety bond" if desired by the Association's Board of Directors (said bond to be paid for by the Association). Other duties assigned to the treasurer are: Produce records, receipts and disbursements for audit whenever called on to do so by the Financial Committee or board of Directors. Complete all forms required by State or Federal Governments. Maintain all profit/loss statements of each regatta or Special event. The Treasurer shall be the primary signer of all checks with the Commodore and Secretary being secondary signers. All checks shall require two (2) signatures (in the absence of the Treasurer, the Commodore, and one other approved signer shall be authorized to disburse checks as needed at that time only).
- The Treasurer shall maintain proper records of all receipts and disbursements of all Moneys for a minimum of seven (7) years, passing all records to succeeding Treasurers. The Treasurer shall perform all such duties as usually devolve upon a treasurer. The Treasurer shall have attained their majority (age 21) prior to taking office.
- SECTION 7. Sergeant-at-Arms – The Sergeant-at-Arms shall be responsible for maintaining order at meetings and carrying out any other duties assigned by the Commodore, and shall have attained eighteen (18) years of age.
- SECTION 8. Past Commodore - The Past Commodore shall serve on the Board of Directors immediately following the election of a new Commodore. The past Commodore shall have voting rights and is a member of the Board. If the past Commodore resigns during their term or the present Commodore is re-elected, the position becomes vacant. The vacancy shall be filled as follows: If the past Commodore resigns, refer to Article V, section 4. If the present Commodore is re-elected the 6th position on the board shall be filled at the annual election of the Board of Directors.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- SECTION 1. Nomination of officers shall be made at the regular September meeting in each year from the floor and/or from the Nomination Committee; their election shall be held at the regular meeting in October of each year.
- SECTION 2. Nomination of Directors shall be made from the floor and/or from the Nomination Committee at the regular October meeting, immediately following the election of officers; their election shall be held at the regular monthly meeting in November of each year.
- SECTION 3. Officers and Directors so elected shall take office immediately and hold office until their successors are duly elected.
- SECTION 4. Vacancies in an elective position shall be filled by nomination of the Commodore and approval of the Board of Directors.
- SECTION 5. Officers and Directors shall be elected by a simple majority vote.

- SECTION 6. A. Official ballots shall be sent to all members eligible to vote at least 10 days prior to the election. Ballots shall be sent either postal or electronic mail.
- B. VOTING ELIGIBILITY
1. Members must annually complete, sign, pay (if applicable), and return membership forms for board approval at least 45 days prior to any election to be eligible to vote.
 2. Must be at least 16 years of age.
 3. Must be in good standing with the association.
- C. BALLOT RETURN
1. Ballots may be returned to the election/nomination committee by one of these methods:
 - a) Postal mail - must be received prior to the election and envelope must have assigned member number and signature to be valid.
 - b) Electronic mail (e-mail) - must be received prior to the election and the cover/transmittal page must have assigned member number and member name to be valid. Also, the email address from which ballot is returned must match the email address on file.
 - c) In Person - must be received prior to commencement of the meeting when voting takes place. Must be returned in an envelope and must have member number and signature on envelope for ballot to be valid.
- *Assigned member numbers to be found on current membership card*

ARTICLE VI - MEMBERSHIP AND DUES

- SECTION 1. Any person of good moral character shall be eligible to membership in this Association.
- SECTION 2. There shall be four forms of membership: Racing, Non-racing, Junior, and Life members.
- SECTION 3. Twenty (20) years of continuous membership of any type shall entitle a member to automatic life membership. Life members must complete an annual application to receive pit previews and voting rights.
- SECTION 4. A person otherwise eligible and applying for membership shall completely and accurately fill out all information required on the Application Form and submit this completed Application Form to the Treasurer or delegated authority with the annual dues pertaining to the membership requested. The Board of Directors may deny a membership application. Seattle Outboard Association will not deny membership to any person based on race, color, religion, national origin, sex or handicap disability.
- SECTION 5. Annual dues for all members shall be set by the Board of Directors and published in the October club newsletter. The general membership shall approve the proposed dues structure at the November meeting.
- SECTION 6. Any member may be expelled from the Association permanently or for a lesser term by a two-thirds vote of the entire Board at any regular or special Board meeting, provided the member in question has had written notice of proposed action mailed to them by certified, return receipt requested, mail at least seven (7) calendar days prior to such proposed action. A member may submit to the Board a proposal for expulsion of a member who exhibits un-sportsmanlike or dangerous conduct, dishonesty, chemical or substance

abuse, or any other act prejudicial to the operation, reputation, or character of this Association.

SECTION 7. There shall be no special assessments levied unless all members have been notified of such proposed assessment at least seven (7) calendar days in advance of any meeting at which an assessment is to be considered.

SECTION 8. All expenditures above two hundred fifty dollars (\$250.00) require approval by the Board. The Board prior to any expenditure shall approve race or event budgets. Non budgeted race or event expenses will not be reimbursed without approval of the Board.

ARTICLE VII - AMENDMENTS TO THE BY-LAWS

SECTION 1. All proposed amendments to the By-laws shall be submitted in type-written form with the signatures of at least five (5) members in good standing or from the By-law Committee to the Board of Directors for a recommendation. The Board of Directors may:

- a. Reject the Amendment;
- b. Approve the Amendment;
- c. Approve the Amendment with modifications.

SECTION 2. Following approval of the Board of Directors, the following procedure shall be observed in securing general membership approval of amendments to the By-laws:

- A. Proposed amendments and ballots shall be sent to the eligible voting membership within 15 days after Board approval, by a separate mailing either postal or electronic.
- B. Ballots must be returned to the Bylaw committee no later than 30 days after postmark or time stamp of electronic delivery. To be valid, ballots must have assigned member number on them and may be returned via postal, electronic mail or in person.
- C. Each proposed revision, deletion or addition to any section of the by-laws shall be identified separately with provision for voting on each section separately. A simple majority of affirmative votes are required for passage.

ARTICLE VIII - STANDING COMMITTEES AND DUTIES

SECTION 1. The standing committees shall be Officials, Safety, Publications, Equipment, Elections/ Nominations, By-law, Financial, Membership, Race Site Development, Publicity, and Entertainment.

SECTION 2. All committee chairs shall with the exception of the Equipment Committee shall be appointed by the Commodore from either the Board or the General Membership. The Commodore may also appoint a member of the elected officers or Board of Directors to each standing committee to act as liaison between the committee and the Board. All terms shall be for one (1) year and shall expire at the October membership meeting. The Chair shall select members and organize its respective committee as necessary to discharge its responsibilities. All meetings shall be public.

SECTION 3. The Chair of the Officials Committee shall be the Past Commodore who shall appoint a Chief Referee, Chief Inspector, Chief Risk Manager and Chief Scorer to comprise the membership of this Committee for each race season. This Committee shall be responsible for maintaining uniform high quality and consistency in refereeing, inspecting, and scoring.

- SECTION 4. The Safety committee is responsible for educating, training and supervising the implementation of safety rules and practices at regattas, novice schools, and other Club functions.
- SECTION 5. The Publications Committee is responsible for publishing notifications of meetings/changes and any other items which are felt to be of general interest by the committee chairman. Preferred notification method shall be the SOA webpage and social media site(s). E-alert with a link to the site may also be used as well as postal mail (if requested on current membership form).
- SECTION 6. The Equipment Committee, appointed by the Vice-Commodore, shall be responsible for acquiring and maintaining materials, and shall provide a year-end inventory to the Board of Directors on or before the April Board meeting. The Vice-Commodore, shall be responsible for transporting, and storing of all equipment leased, loaned or owned.
- SECTION 7. The Elections/Nominations Committee shall receive, authenticate, and count all ballots received in regular and special elections. In addition the Committee shall solicit people to become candidates for positions as Officers and Directors. The elections/nominations committee must not include a member of the ballot, nor include a person from the membership committee. The membership committee shall provide a list of valid voting members for official ballot count. The committee member receiving the ballots may not count the ballots.
- SECTION 8. The Publicity Committee shall provide the public press with accurate accounts of regattas and other proper matters of interest, immediately after their occurrence, as well as give said notice of coming events.
- SECTION 9. The Entertainment committee shall organize the Commodore's Ball and any social meetings or any entertainment functions that may be decided upon at any meeting.
- SECTION 10. The By-law Committee shall be appointed every two (2) years (minimum) to review and propose any needed updates/revisions to the Board for approval, and then submit to general membership for their consideration starting October, 2000. The By-law committee shall be responsible for receiving and counting ballots of the proposed by-law amendments, changes and deletions.
- SECTION 11. The Financial Committee shall be responsible for conducting a year-end audit of all the Association's financial activities throughout the previous year. The Committee shall meet with the Treasurer (pertaining to the year in audit) on or before the February Board and present a report to the Board of Directors at the next regularly scheduled Board meeting.
- SECTION 12. The Membership Promotion Committee shall be responsible for growth in membership of the Association. The Committee will develop the membership application. The membership card and the process for collecting dues and distributing membership cards. The Committee will be responsible for conducting racer development programs of all types.
- SECTION 13. The Race Site Development Committee shall be responsible for identifying and developing new race sites. The Committee will assemble race site promotion materials such as videotapes, racer and spectator demographics and other race success stories and contacts. The Committee will be responsible for negotiating sponsorship terms with festivals and sites.
- SECTION 14. Other committees may be established and appointed by the Commodore as the need arises.

ARTICLE IX - COLORS AND PENNANTS

SECTION 1. The official colors of the Association shall be Blue and White. Where red or blue color is applied, the specified colors shall be Pantone 032 Red and Pantone Reflex Blue.

SECTION 2. The Name "Seattle Outboard Association" , the initials "SOA" the association crest and the association are trademarks of the association. The board of Directors shall approve all usage of association trademarks.

ARTICLE X SPECIAL AWARDS AND TROPHIES

(must be 9 years or older and a member in good standing to be eligible to vote).

SECTION 1. SPORTSMANSHIP TROPHY

- A. May be awarded to a racing member of Seattle Outboard Association who is found deserving.
- B. Nominations will be made at the September general meeting. Nominations will only be accepted from drivers and lifetime members.
- C. Ballots will be counted at the October general membership meeting by the election committee. Only drivers and lifetime members are eligible to vote.

SECTION 2. HIGH POINT TROPHY

- A. Must be awarded to a driver from Seattle Outboard Association.
- B. The driver with the highest number of points accumulated in all classes run at SOA sanctioned races shall receive the trophy.

SECTION 3. HELL DIVER TROPHY

- A. Must be awarded to a driver from Seattle Outboard Association.
- B. The driver with the most flips at all SOA sanctioned races shall receive the trophy.
- C. In case of a tie, The Board of Directors shall determine the recipient.

SECTION 4. NOVICE AWARD

- A. Must be awarded to a Seattle Outboard Association "first year" driver.
- B. The Driver who, in the opinion of the board of directors, made the most outstanding achievement during his/her novice year shall receive the award.

SECTION 5. SERVICE AWARD

- A. May be awarded to either a member of Seattle Outboard Association or a non-member who may be found deserving.
- B. The person who, in the opinion of the general membership, has made the most outstanding contribution of personal time and energy in behalf of Seattle Outboard Association shall receive the award.

- C. Nominations shall be accepted at the regularly scheduled General Membership meeting in September.
- D. The ballot shall be counted at the October general meeting by the election committee.

SECTION 6. The winners' names for all of the above-referenced awards will be kept secret until their presentation at the Commodore's Ball.

SECTION 7. All other PERPETUAL AWARDS shall be handled in the following manner:

- A. The secretary shall maintain a list of such awards with a definition of how and under what circumstances each award is to be presented. The secretary will also maintain a file with "Deeds of Gift" for any such awards as may be required.
- B. The secretary shall provide a list of recipients and their addresses who were presented such awards during the preceding year to the newly elected Board at their first Board meeting.
- C. Each perpetual award shall be reviewed by the Board of Directors five (5) years after its inception and a vote shall be taken on whether the award shall be continued or retired.