

CABBS Constitution (with proposed amendments in red)

Amended: November 18, 2019 (Date of approval)

ARTICLE I –NAME

The name of this organization shall be "The Cleveland Amateur Boatbuilding and Boating Society".

ARTICLE II - OBJECTIVES

The objectives of this organization shall be to promote and encourage boating, boatbuilding and experimenting with all types of boats, designs, methods and materials of building, to educate and convey the lessons learned by the activities of individual members to the general membership, to promote the maritime heritage of Greater Cleveland and to do all things necessary and incident to any of the foregoing.

The organization may offer educational workshops to the general boating public on topics of wide interest. The organization may work with schools, educational organizations, boating organizations and others to market educational boatbuilding and boating programs.

ARTICLE III - MEMBERSHIP

There shall be two types of membership in this organization: Full, and Student.

Section 1. To be eligible for full membership a person shall be at least 18 years of age. A full member shall have the right to vote and the right to use and enjoy all of the facilities and to participate in all of the activities of the organization, in accordance with the rules and upon payment of any dues or fees established by the Board of Governors.

Section 2. To be eligible for student membership, a person shall be less than 18 years of age or a full-time student in a secondary school, college, technical institution or equivalent. A student member shall not have the right to vote, but may enjoy all of the facilities after qualifying on safety measures and may participate in all activities of the organization after qualifying on safety measures in accordance with the rules and upon payment of any dues or fees established by the Board of Governors.

Section 3. Definition: For the purpose of the article, a person shall not be considered 18 years of age until he/she has passed his/her 18th birthday.

Section 4. A person's membership status shall remain the same until the time for renewal of his membership dues regardless of change of age or student status.

ARTICLE IV - BOARD OF GOVERNORS

Section 1. The financial affairs, keeping of records, programming and all activities necessary and incident to the maintenance of an active organization shall be the responsibility of a board of trustees known as the Board of Governors.

Section 2. Eligibility: ~~Only full members of the organization may be eligible to be Governors and any Governor who ceases to be a full member of the organization shall automatically cease to be a Governor.~~ A person nominated for the Board of Governors need not be a member of the organization at the time of his/her nomination but if elected shall be considered a member of the organization for the term of his/her Board term.

Section 3. Number, Election and Term: The number of Governors shall be ~~not less than~~ eight ~~nor greater than 10~~. All Governors shall serve a one year term and be elected ~~by a 2/3's vote of the voting membership in attendance~~ at the Annual Business Meeting each year ~~however the Board itself can fill a vacated position, or add a new Governor with a specific skillset at any time by a vote of at least 2/3's of the Board.~~ The Board can remove a Board Member for good cause shown by a 2/3's vote of the Board and after a 30 day notice.

Section 4. Honorary Governor Status. The Board can elect by majority vote Honorary Governors for the organization who may attend Board meetings but do not have Board voting rights.

~~Four of the positions shall be President, Executive Director, Secretary and Treasurer. The other four positions shall reflect the major activities of the organization which require leadership. Any member in good standing can be nominated for any position and placed on the ballot. Candidates must express their interest 30 days prior to the election in order to be placed on the ballot. A candidate can run for only one position. Should the organization grow and require a larger body of Governors, the issue shall be presented by the Board to the general membership for a vote at the Annual Business Meeting.~~

Section-45. Duties and Responsibilities: It is the intent of this article to spread the burden of duties as equally as possible throughout the members of the Board.

Section 6. Executive Board Positions. The Board of Governors shall elect the Executive Board Positions by a 2/3's vote. The Executive Board positions are the Board President, the Secretary, the Treasurer and the Executive Director.

a) The Board President may represent the organization as the occasion demands and, subject to the review and approval of the Board, -may sign all documents requiring the title of President or the formal approval of the organization. The President shall coordinate the activities of the Board of Governors and call meetings of the Board as the occasion demands.

b) The Secretary shall maintain records of membership, minutes of meetings, and supervise the timely filing of all federal and state requirements. The Secretary shall be the agent of CABBS in State of Ohio and Federal filings. It shall therefore, be the duty of the Secretary to be in charge of correspondence and other business as determined by the Board, but specific duties which come under his/her jurisdiction may be assigned by the Secretary to other persons. Certain clerical duties may be hired if the cost of these services is approved by the Board of Governors.

c) The Treasurer shall keep accurate records of all financial transactions of the organization. Payments shall be made only upon agreement of the Board of Governors. The Board of Governors shall give the Treasurer authority to handle the payments of specific routine matters without approval on individual items. The Treasurer shall keep vouchers of all funds disbursed. He shall submit a complete financial report at the Annual Business Meeting. The financial records shall be open to inspection on the demand of any full member of the organization. The Treasurer shall draft or supervise the preparation of all tax returns. The Board of Governors shall determine when it is appropriate that the Treasurer be bonded.

d) The Executive Director shall plan for all general membership meetings and shall do any and all things necessary and incidental to this planning such as arrange for a meeting place, speakers, etc. The Executive Director shall plan for all activities of the organization and shall do any and all things necessary and incidental to the planning of these activities. The Executive Director shall manage any workspaces used by the organization and direct educational efforts at those

facilities. The Executive Director can create and manage any Operating Groups necessary to meet the needs and goals of the organization including the following: Administration, Marketing and Communications, Events and Gatherings, Education, Workspace and Development.

e) The President will schedule Board Meetings as required and Board members may attend and vote on matters before the Board in person or by remote access via telephone or computer connections.

ef) It shall be the responsibility of the Board of Governors including the Executive Director as a group to see that all duties of Article IV, Section 4 a, b, c, d, and e ~~d~~ are carried out in a responsible manner. The Board of Governors shall carry out the duties of any titled person in his/her absence or inability to perform his/her duties for any reason. The Board of Governors shall maintain a Newsletter to be distributed to all members at regular intervals. The Board may obtain help from the general membership and/or hire services, but the responsibility of carrying out these duties remains with the Board.

~~Board.~~

Article V - GENERAL MEMBERSHIP MEETINGS

The December membership meeting shall be called the Annual Business Meeting. The election of Governors shall take place at the Annual Business Meeting. The term of office shall begin on January 1 following the election. The Executive Director shall report on the state of the organization and how it will face the challenges and opportunities of the upcoming year. A financial report shall be made to the general membership by the ~~treasurer~~ Treasurer at this meeting.

Section 1. ~~Voting~~ Candidates for the Board of Governors presented at the Annual Business Meeting shall be elected upon approval of 2/3rds of the paid up, yearly membership voting at the meeting. Members may attend and vote using video or phone connections if requested prior to the meeting and if available. be conducted by

~~numbered paper ballots. Only paid-up current members will be given a ballot. Votes will be tallied by two randomly chosen members in attendance. The candidate with the most votes for each position on the Board will be declared the winner.~~

ARTICLE VI - ORGANIZATION DUES, AND OTHER REGULATIONS

The Board of Governors may establish dues and organizational regulations and procedures in promotion of the goals of the organization and in support of the designated duties and powers specified in the Constitution and other matters which are not otherwise covered by the Constitution. Such regulations shall be subject to change at any time by majority vote of the members of the Board of Governors.

ARTICLE VII – AMENDMENTS

Section 1. Voting on amendments to the constitution may take place at any time upon compliance with all sections of this Article. Voting must be handled in a manner that is private, secure, and ensures a timely opportunity to vote.

Section 2. Suggested amendments must be presented in writing to the Board of Governors for examination and consultation with the proposed amendment's champion. Whereupon the amendment's champion may call for a vote to be conducted by a date determined by the Board that is no later than the Annual Business Meeting. A copy of the proposed amendment must be included in a notice which is mailed electronically or otherwise to the membership informing them of the voting deadline date. The notice must be sent at least 30 days prior to the voting deadline date.

Section 3. Amendments to the Constitution will be made upon approval of 2/3rds of the ~~paid-up, yearly~~ membership voting on the amendment. Members may attend and vote using video or phone connections if requested prior to the meeting and available.

ARTICLE VIII – DISSOLUTION

The Board of Governors may dissolve the organization by convening a meeting of the membership to vote on dissolution. Notice will be sent electronically and otherwise to the paid up, yearly membership at least 30 days prior to the meeting. Upon approval of 2/3rds of the membership attending the meeting, a dissolution amendment will be drafted and voted on following the voting process listed in Article VII – Amendments above. The Board of Governors shall supervise and direct the dissolution process. All remaining assets will be donated to 501(c)(3) tax-exempt not for-profit organizations. No member of the

Board of Governor may benefit from the dispossession of assets of the organization.

ARTICLE IX – INCOME

No part of the organization’s net earnings will inure to the personal benefit of members, their families, or designated individuals. The organization will not be organized nor operated for the personal financial benefit of any member, their family or designated individual.

ARTICLE X – POLITICAL ACTIVITY

The organization will not participate in, nor intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

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Amended: _____ (Date of Amendment)