

Bylaws of the
INTERNATIONAL COMMODORES ASSOCIATION

ARTICLE I

Name

The name of this association shall be the INTERNATIONAL COMMODORES ASSOCIATION (hereinafter referred to as ICA).

ARTICLE II

Vision, Missions and Duties

Vision: to be the premier Commodores organization which fosters the healthy continuation of the yachting community and the preservation of its customs, courtesies and traditions through education.

Mission:

(a) **To charter associations** consisting of past and current officers of yacht clubs and other yachting organizations who have mutual interests and goals; who wish to foster the recognition of yachting traditions, ceremonies, customs, ethics and etiquette; and who wish to interact with other members for their mutual betterment.

(b) **To provide educational material** to chartered associations within the ICA that will cultivate, strengthen, perpetuate and preserve the yachting traditions and foster charitable and social programs for the benefit of the yachting community.

Duties:

(a) To develop, implement and maintain bylaws, policies, rules and regulations for the admission, administration and management of its membership, property and funds

(b) To establish and implement a process and procedure for the chartering of associations whose members are thereby members of the ICA. This process shall

include such temporary administrative regions as may be deemed appropriate, and exercising such supervision over activities carried on by its members, chapters, and chartered associations as is appropriate and reasonable for an association of current and former officers of yacht clubs and yachting associations.

(c) No assets of the ICA shall be used for political purposes or in any attempt to influence legislation or the election of candidates or officials; nor shall any of the assets or property of the ICA inure to the benefit of any individual member.

ARTICLE III

Membership

Section 1: Membership in the ICA is by invitation. There are no direct members of ICA. Membership in ICA is only available through associations recognized and chartered by ICA or administrative ICA regions as set forth in Article IV, Section 2.

Section 2: Membership qualifications shall be established by the various chartered associations. In general, ICA recognizes three categories of membership:

General members consisting of past commodores of recognized yacht clubs and past commanding officers of recognized yachting associations.

Associate members consisting of current flag officers of recognized yacht clubs and current officers of recognized yachting associations, and spouses and life partners of general members.

Honorary members consisting of persons of good moral character and social acceptability who have promoted the customs and courtesies of yachting and share a common love and appreciation of yachting and maritime activities of every kind.

ARTICLE IV

Organization

Section 1: All applications for a charter shall be submitted to the Board of Governors of the ICA for approval. The Board may, in its discretion and by no less than a two-thirds affirmative vote, issue a charter to any yachting association it deems qualified to further the purposes of the ICA. In determining whether an

association is qualified for membership in ICA, the Executive Committee shall consider the financial standing of the applying association, whether the applying association has adopted bylaws, rules and regulations that are consistent with the overall objectives of the ICA; whether the applying association has an established address, and whether the applying association has a stable membership base.

Section 2 ICA may establish administrative regions in areas where there is no currently-chartered ICA regional association. Such administrative regions shall be established on a temporary basis to extend the benefits of ICA membership to qualified candidates in those regions. Members in such regions shall pay regional association and international dues, may hold a regional office, and shall have voting privileges. ICA shall assist such members to develop chartered associations with their own policies and procedures.

ARTICLE IV

Officers

Section 1: The elected officers of the ICA shall consist of a Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, and Treasurer who shall make up the Executive Committee.

The Commodore shall administer the affairs of the ICA, preside over all regular meetings thereof and appoint officers and committees as are necessary for the functioning of the organization.

The Vice Commodore for Education shall be responsible for development and presentation of the educational programs of the association. The Vice Commodore for Education shall award the honors of Fellow of the Association and Senior Fellow of the Association to members who have completed the requirements approved by the Board of Governors, and shall, with the Commodore, execute all educational certificates awarded by the association.

The Vice Commodore for Administration shall be responsible for the external matters of the association and serve as the link between the ICA and the community at large. In addition, the Vice Commodore shall assist the Commodore and act in the place of the Commodore when he or she is not available.

The Rear Commodore shall assist the Commodore and Vice Commodore and in the place or stead of either of them if they are not available. In addition, the Rear Commodore shall be responsible for the property of the association, and shall maintain it in good order. The Rear Commodore, with the assistance of the Fleet Captain, shall maintain working relationships with selected manufacturers and suppliers for the purpose of providing authorized flags and insignia for the ICA and its chartered associations.

The Fleet Captain shall be responsible for maintaining the protocol standards of the association and focusing attention on boating activities, recognizing that without standards of protocol, and without a focus on boating activities, this association could not carry on the unique traditions that are the foundation of the customs and courtesies of yachting.

The Secretary shall record and transcribe the minutes of meetings and shall keep all pertinent records of the organization. The Secretary shall prepare charters for associations approved by the Executive Committee.

The Treasurer shall receive all monies which may accrue to the organization and shall be responsible for the disbursement thereof, and shall keep complete financial and membership records of the organization and prepare any organization documents required for tax purposes.

Section 2: In the event that a vacancy occurs on the Executive Committee, the remaining members of the Executive Committee shall elect a person to serve in the vacant capacity until the next annual meeting of the association.

ARTICLE V

Board of Governors

The Board of Governors of the International Commodores Association shall consist of the Executive Committee, the Immediate ICA Past Commodore, and one governor elected from each member association. The governor shall be the primary link between the ICA and the member association.

ARTICLE VI

Meetings

Section 1: A general meeting of the ICA shall be held each year at a time and place designated by the Board of Governors at its previous annual meeting.

Section 2: Recognizing that communication is vital to any association, the Executive Committee shall meet regularly either in person, by telephone conference or other electronic means.

Section 3: Special meetings of the Executive Committee may be called at any time by the Commodore or by a majority vote of the Executive Committee.

Section 4: Notice of any meeting shall be sent to each officer by regular or electronic mail at least thirty (30) days in advance of that meeting.

ARTICLE VIII

Elections

Section 1: Officers shall be elected at the annual meeting of the Board of Governors by a vote of the membership present and attending. Any officer so elected shall be entitled to re-election or to advance as an officer of the ICA

Section 2: Each chartered association shall establish its own bylaws and rules and elect its own officers deemed to necessary to administer the association.

Section 3: Each chartered association shall elect one of its members to serve as a member of the ICA Board of Governors.

Section 4: Each Chapter may, within the limits established by its chartered association, elect its own officers and establish its own bylaws and rules provided they are not inconsistent with the bylaws, rules and regulations of the chartered association or of the ICA.

ARTICLE IX

Committees

Section 1: The Standing Committees of the ICA shall consist of a Nominating Committee, an Annual Meeting Committee, an Audit Committee, and a Bylaws and Policy Manual Committee.

Section 2: At each annual meeting the newly installed ICA Commodore shall present to the Executive Committee for approval the Standing Committees, their Chairs, and their membership, which the Commodore intends to use during the ensuing year. Each Committee so presented and approved shall have a term of office ending at the next annual meeting. The Commodore may present additional committees as required to the Executive Committee for approval during the time between annual meetings, whose terms shall expire at the next annual meeting.

Section 3(i): The Nominating Committee shall consist of the Immediate Past Commodore, who shall act as Chair, and two members from different chartered associations. The Nominating Committee must be approved by the Executive Committee.

(ii) The Nominating Committee shall solicit and select qualified members for all officer positions with a preference for officers representing a spectrum of regions. The recommend slate of officers shall be submitted to the Board of Governors and distributed in writing to the members at least sixty (60) days prior to the annual meeting. The slate of officers shall contain a complete narrative containing information and qualifications of each recommended officer and shall be included in the report of the Committee and distributed to the membership as aforesaid.

(iii) The Nominating Committee shall accept any other nominations submitted in writing to any member of the Committee no less than thirty (30) days prior to the annual meeting, at which time nominations shall be closed. Any such written nomination must contain a complete narrative containing information and qualifications of the nominated person and must be seconded in writing by at least two ICA members in good standing.

(iv) Within five (5) days after the close of nominations, the Chair of the Nominating Committee shall distribute such additional nominations as the

Committee received and the written narrative of information and qualifications of the nominated person to the membership of the ICA.

(v) The Chair of the Nominating Committee shall present the recommended slate of officers and any other nominees to the floor at the annual meeting. If there is more than one nominee for any position, the presiding officer shall conduct an election by secret ballot, and shall appoint two tellers to count the ballots. The winner shall be decided by a majority of the votes cast.

ARTICLE X

Dues

Section 1: The annual international dues for each member of the association will be recommended annually by the Executive Committee and agreed upon by the various chartered associations through the Board of Governors.

Section 2: Dues for chartered associations and chapters shall be established by those bodies.

Section 3: Dues are due on the first day of January of each year, and shall be considered delinquent 30 days after that date. Non-payment of dues shall be grounds for suspension of benefits and privileges of membership in ICA including participation in ICA functions and the wearing and display of ICA insignia.

ARTICLE XI

Emblem

The official emblem of the ICA is a rectangular dark blue flag upon which is superimposed a gold column with 3 stars in blue and a fowl anchor in gold. This emblem is to be flown from the member's ship's signal mast or masts appropriate to the etiquette of yachting. The flag and emblem of the ICA are copyrighted in the United States of America and are subject to the laws thereof.

ARTICLE XII

Parliamentary Authority

The most recent edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation and the Law of the Land.

ARTICLE XIII

Amendments

These bylaws may be amended at any meeting of membership of the ICA called for that purpose, or if authorized, by circulating said amendments, no less than 30 days prior to the vote and shall be passed by two-thirds majority of those eligible to vote.

Adopted at _____ on _____
(City and State) (Date)