

American Airlines Sailing Club
Bylaws
(Revised March 9, 2016)

ARTICLE I NAME, PURPOSE, INSIGNIA, AND FISCAL YEAR

Section 1. Name

This organization shall be a non-profit organization and shall be named the American Airlines Sailing Club (herein referred to as AASC.)

Section 2. Purpose

It shall be the purpose of the AASC to sponsor and to conduct sailing events, and to provide educational and social events for the membership, and to advance the sport of sailing to its fullest extent.

Section 3. Insignia

The Seal and Burgee of the AASC shall be as shown on the attached illustration. Use of the AA logo for the AASC has been approved by AMR/AA legal department. Any changes to insignia, seal, and or burgee must have prior approval by AMR/AA legal.

Section 4. Fiscal Year

The fiscal year shall begin January 1st each year and continue until December 31st.

ARTICLE II ELIGIBILITY, MEMBERSHIP, DUES, AND FEES

Section 1. Eligibility

A) Categories of Membership Eligibility

An "employee" is defined as a current employee or retiree of AMR Corporation.

1. Employee
2. Spouse of employee
3. Dependant children (16 years or older) of an employee
4. Sponsored Member

A) A person not falling into categories one, two or three can be sponsored for membership. A sponsored member may sponsor a prospective member. Members may only sponsor a maximum of two prospective members per year.

B) University of Dallas (herein referred to as UD) alumni desiring membership May be sponsored by the UD Liaison Officer.

5. Honorary Membership

A) Honorary membership shall be granted through appointment by the Officers in recognition of major services to the AASC or significant contributions to the sport of sailing. The recipient tendered an Honorary Membership in the AASC shall not be required to pay dues for a period of time to be determined by the Officers.

Section 2. Membership

- A) Categories of Membership

1. Skipper/Regular/Spouse/Honorary Membership

A member in good standing will be eligible to exercise one vote in all AASC general elections, with the exception being those elections specified as only open to the AASC Officers.

2. Skipper Membership

A Skipper member shall be a regular, spouse, or honorary member who has passed the American Sailing Association (ASA) basic keelboat certification and demonstrated the requirements set by the AASC. The Skipper shall be responsible for conducting operations in accordance with any AASC Club Rules & Standard Operating Procedures, and prevailing maritime regulations. A Skipper must be at least 21 years of age.

3. Honorary Membership

The Officers will consider all nominees for Honorary membership in closed session of the AASC Officers. A person shall be elected to Honorary membership by a majority vote of the Officers.

Section 3. Member In Good Standing

A member in good standing shall be defined as any duly approved member who has paid to the Treasurer all current year dues, fees or assessments and who shall owe no past due accounts to AASC. In the event of dispute or doubt as to a member's status in good standing, upon written request to the Commodore, a member shall be considered in good standing pending results of an investigation by the AASC Officers.

Section 4. Member Not In Good Standing

A member not in good standing: Any member whose dues account is past due by 90 days or longer shall be ineligible to participate in AASC sponsored events designated for AASC members only.

Section 5. Application for Membership

Any eligible person desiring to become a member of the AASC shall make written application for membership on the prescribed AASC application form. All memberships will be subject to final approval by AASC Officers. Such approval shall not be based on an individual's sex, creed, color, race, religion, sexual orientation, age, handicap, veteran status, or national origin.

Section 6. Maximum Total Membership

- A) AASC membership will be limited to 160 total members including 75 Skipper members. Skippers who are instructors will not be included in the skipper membership maximum.
- B) The number of Sponsored members should not exceed 49% of the total membership. If non sponsored membership should decline and the 49% is exceeded then sponsored membership would be frozen.

Section 7. Responsibilities of Membership

Completion of membership application and payment of said dues and fees shall constitute acceptance by the new member of such election, and his agreement to abide by the Bylaws of the AASC. Upon acceptance of membership, member releases the AMR Corporation, its subsidiaries, AASC and its officers from any and all liabilities incurred to the member, their guests, family, or crew. Members must also fill out and sign the AASC liability form, attached to the membership application. Members are responsible for reporting any accidents/incidents involving club boats to a Club Officer as soon after the accident/incident as possible. Members are responsible for damages they may cause to club boats and completing all required information on the boat log for each sailing.

Section 8. Censure, Suspension, Expulsion, and Arrears

A) Any member whose conduct shall have been considered injurious to the good order, peace, interest, safety or welfare of the AASC, or whose conduct shall have been contrary to the purposes, Bylaws, or the rules of the AASC may be censured, suspended, or expelled for cause by action of the Officers. In such an event, the Officers of their own motion, or upon written complaint of any member, may cite the offending member in writing to appear before them at a specified time and place to answer to the complaint. The Officers shall investigate all complaints in a manner deemed most appropriate and, after the necessary investigation and hearing, may clear said member entirely of any wrong-doing, censure him/her, suspend him/her, request his/her resignation, or expel him/her from membership in the AASC. A request for resignation or a notice of expulsion from the AASC shall require a majority action of the Officers. The action of the Officers in any manner of this sort shall be promptly communicated to the member concerned, in writing.

B) Any member who is otherwise in good standing, and who has not resigned, shall be removed from the membership rolls without prejudice if dues, assessments, or other fees are in arrears more than 90 days. The Membership Officer after 90 days will remove from the membership rolls and notify in writing or email, all who have failed to renew their memberships. The former member shall return all AASC owned property including, but not limited to boat keys and marina access cards. Members removed from the AASC membership rolls for failure to pay dues or assessments, must pay the full years dues to be reinstated.

Section 9. Reinstatement

Any member who is expelled from membership under Article II, Section 8A or 8B may apply for reinstatement by submitting a written request to the Officers. Such request must be heard by the Board within thirty (30) days of its submittal. In order to be reinstated, there must be a unanimous vote of the Officers.

Section 10. Guest Privileges

All guests must sign the liability waiver form prior to being a guest on any club-operated boat, included on the boat logbook page.

Section 11. Dues, Fees, and Assessments

A) Each person shall, upon admission to membership, promptly pay the annual dues as established by the AASC for that class of membership.

B) The amount of the annual dues for all classes of membership and any assessment deemed necessary for the continued operation of the AASC shall be set by the Officers. The dues structure will be posted for the general membership.

C) Membership will be renewed and dues will be paid annually based on the fiscal year.

D) An outgoing Commodore who has completed a one-year term shall have his/her dues waived for one year; starting the month his/her dues are next due.

Section 12. Club Integrity

The use of the American Airlines Sailing Club for personal gain, namely making money for one's self, shall be prohibited. All money collected from Club activities shall be the property of the Club and deposited in the Club treasury. A full accounting of money spent for Club activities or funds collected will be forwarded to the Club Treasurer within a reasonable period for re-imburement of money spent or for deposit in the Club treasury, respectively.

ARTICLE III OFFICERS AND DIRECTORS

Section 1. Officers - American Airlines Sailing Club

A) Officers shall be elected by the membership at the November meeting, and shall consist of the Commodore, Vice Commodore, Membership, Social, Treasurer, Sail Captain, and University of Dallas Liaison. Their term of office commences January 1st, lasting one year.

B) The Officers shall act for the membership between meetings. They shall have the general control of all property of the AASC, supervise the finances of the AASC, examine reports of the committees of the AASC, approve the incurrence of obligations and indebtedness other than those of routine nature, make such rules for the operation of the AASC as may be required within the provisions of these Bylaws, take final action on the admission of new members, and under the provisions of Article II, Sections 8A and 8B, and shall investigate reported offenses of a member and assess any penalties deemed necessary.

C) Notwithstanding any powers otherwise herein conferred upon the Officers, they shall have no power to mortgage or otherwise place in lien upon, or dispose of, or sell any of the real property or improvements thereon belonging to the AASC except with the authority specifically granted for that purpose by a two-thirds vote of the members and proxies in attendance at a general meeting. Description of the issue being considered and the requirement of a membership vote will be disseminated to the membership in the meeting notice prior to said meeting.

Section 2. Commodore

The Commodore shall be responsible for all AASC activities through the elected officers. He/she shall preside at all meetings of the AASC and of the Officers. He/she shall initiate a review of the insurance coverage of club boats on an annual basis 90 days prior to the policy period end date. The review will include keep/change recommendations. An insurance liaison may be appointed to assist in the review.

Section 3. Vice Commodore

The Vice Commodore shall aid and assist the Commodore as requested. In the absence of the Commodore, the Vice Commodore shall exercise the office of Commodore until his/her return. In such instance as the Commodore is rendered incapable of fulfilling his duties for any reason, the Vice Commodore shall assume command as Acting Commodore for the duration of the Commodores' unexpired term. An Acting Vice Commodore shall be appointed by the Officers for the duration of this term.

Section 4. Membership Officer

The Membership Officer will be responsible for the AASC membership list, AASC phone directory, and all membership-oriented activities.

Section 5. Social Officer

The Social Officer shall coordinate all social functions of the AASC.

Section 6. Treasurer

The Treasurer shall aid and assist the Commodore and the Membership Officer as requested. All monies received by the AASC shall be deposited by the Treasurer into the account of the AASC. The Treasurer shall have the authority to disburse, by check only, the funds of the AASC upon the direction of the Officers. The Treasurer shall present at each meeting of the AASC and of its Officers a financial report. The Treasurer shall ensure that all taxes are paid and reported to the appropriate authorities, and shall promptly turn over to the successor all of the records and assets of the AASC in his/her possession. The accounts of the AASC shall be subject to inspection by any AASC member upon written request. The Treasurer will closely coordinate with the Membership Officer all dues and fees paid.

Section 7. Sail Captain

The Sail Captain shall be responsible for the coordination of regular sailing events and seminars, and responsible for the educational curriculum and teaching programs. The Sail Captain shall establish Standard Operating Procedures for club boats, establish Skipper and Crew skill level requirements and coordinate with the Treasurer any membership status information.

Section 8. UD Liaison

The UD Liaison shall coordinate any and all events, functions, projects etc. between the AASC and the UD Sail Club.

Section 9. Succession in Office

The Commodore and Treasurer may not serve more than two consecutive years in their respective office.

Section 10. Removal of Officers

Any Officer may be removed from office either for/or without cause, by a majority vote of members and proxies in attendance at a general meeting provided that notice of the intention to act on such a matter shall have been given in the meeting notice for said meeting.

Section 11. Vacancies in Office

Any vacancy in an elected office, for whatever reason, will be filled for the duration of the unexpired term by the action of the Officers.

ARTICLE IV MEETINGS

Section 1. General Meetings

An annual schedule for general membership meetings will be established by the Commodore for the year of their tenure, and published. This schedule will include no fewer than four (4) meetings. Nominations of Officers will be opened in October and

closed in November before elections. The annual election meeting will be held in November, with the elected Officer's term of office to begin January 1st.

Section 2. Meeting Vote Notification

When a vote will be required at an upcoming general meeting, the Commodore is responsible for informing the members of such in his/her meeting announcement.

Section 3. Assignment of Proxies

Officers and members shall have the right to assign a proxy in the event they are unable to attend an AASC meeting that requires their vote. This proxy will be required to identify him/herself as such at the start of the function.

Section 4. Special Committees

A) Financial Review

The Commodore shall ensure that a financial review is accomplished every year. This review shall be conducted by the AASC Officers at the end of the year.

B) Nominations Chairperson/Committee

1. The Commodore shall, not less than one month prior to the date of the general election, appoints a Nominations Chairperson. This person may establish a committee to assist if he/she chooses to do so.
2. Nominees can run for only 1 office during the general election.
3. Nominations for office must have prior consent from the nominee that he/she is willing to run for that office.
4. All nominations will be received by the Nominations Chairperson by the start of the November General Meeting.
5. The Nominations Chairperson shall submit to the Club Officers a candidate for each elective office that is to be filled at the election meeting. Neither the Nominations Chairperson's name nor any member's name from his/her committee shall appear on the slate of the nominees presented by the Chairperson. This slate shall be delivered to the Club Officers in adequate time to be included in the announcement of the election meeting, which is to be sent to the general membership.

C) Incident Review

In the event of any personal injury or property damage which occurs during or results from a club sanctioned training event, the club-designated instructor(s) who was present and acting as an instructor, whether ASA certified or not, shall be indemnified and held harmless from loss, including but not limited to payment of any insurance deductibles or other costs, unless found to be grossly negligent in the performance of his or her duties. If it is deemed necessary by the majority vote of all board members to determine whether such gross negligence has occurred on the part of the instructor(s), an investigative panel of five shall be convened, comprised of the Commodore, the Vice Commodore, the UD Liaison, an ASA certified instructor and the designated insurance representative. Their findings and recommendations shall be presented to the full board for vote and implementation as necessary.

ARTICLE V AMENDMENTS TO THE BYLAWS

The Bylaws may be amended or repealed at any general meeting by a majority vote of the members and proxies in attendance at the general meeting. Any proposal to amend or repeal the Bylaws shall be presented to the Club Officers for submission to the general membership. Notice for any proposed Bylaw amendment or repeal shall be given in the meeting notice at which the membership will be asked to consider the proposal.

ARTICLE VI ASSETS and AFFILIATIONS

Section 1. Assets

The AASC shall be authorized to raise funds by dues, fees, solicitations, benefits, and other legitimate methods. The AASC shall accept no gifts that would disqualify it as an exempt organization under any section of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended.

No dividend shall be paid and no part of the income of the organization shall be distributed to its members, directors, or officers (per the Non-Profit Corporation Act, Article 1396 - 2.24).

Section 2. Property

The rights and interest in the property of the AASC shall be vested in the membership. Termination of membership for any reason shall operate as a release of all

such rights and interests in any assets of the AASC. No member or Officer shall be legally responsible as an individual for the indebtedness of the AASC.

Section 3.

The AASC may enter into affiliations with associations who have common interest and purposes by recommendation of the Club Officers.

ARTICLE VII SAFETY POLICIES

Section 1. Maximum Wind Limits for AASC/UD Club Boats.

The maximum upper wind limits, steady state and/or gusts for both UDSC and AASC are 22 knots/25 MPH. Wind warnings are also limiting.

Section 2. Wind Information Sources and Conversion of knots to mph.

Using your computer site www.Wunderground.com can be used and check the DFW option for the local weather. The DFW airport ATIS facility can also be called for current local weather at DFW airport. Their number is: 972-615-2701

A basic ratio for knots conversion to mph is 6 knots equals 7 mph.