

INTERNATIONAL ORDER of the BLUE GAVEL



BYLAWS

June 2009

**BYLAWS of the
INTERNATIONAL ORDER
OF THE BLUE GAVEL**

ARTICLE I

Name

The name of this Corporation shall be the INTERNATIONAL ORDER OF THE BLUE GAVEL (IOBG), and its principal place of business shall be (address of the permanent Executive Secretary in the State of Washington).

ARTICLE II

Objects and Purposes

Section 1. The objects and purposes of the International Order of the Blue Gavel are:

(a) To selectively associate ladies and gentlemen of good character having a common love and appreciation of yachting and social and outdoor activities of every kind on the basis of background, character, personality, and social acceptability.

(b) To provide Past Commodores with more extensive opportunity for worthwhile yachting activities for the purpose of cultivating, strengthening, perpetuating and preserving the ties of continued friendship, honor, benevolence, sportsmanship, fraternal and social relationships among Past Commodores of yacht clubs and yachting associations.

(c) To subscribe to and stimulate interest in abiding by recognized yachting traditions, ceremonies, customs, ethics and etiquette. To provide for, though with limitation thereto, appropriate recognition of past and continuing service on the part of Past Commodores to their Club, the IOBG and yachting in the form of suitable insignia, flags, activities, awards, and honors.

(d) To aid and promote, by precept and example, the development of more able and knowledgeable yachtsmen and women, that they may participate in yachting activities and marine events and ceremonies of every kind as a result of high standards of honor, tradition, good sportsmanship, and the fraternal and social relationships experienced by and between Past Commodores.

(e) To encourage and promote the continuing interest and service of qualified and proven Past Commodores to their own yacht club and its activities without in any way usurping the authorities and responsibilities of the incumbent Officers, for the best interest of the Club.

(f) To encourage and promote yachting and in all ways seek to provide, through the yacht club Chapter, a practical means to support, facilitate and augment the endeavors of the active Officers of the Club. By advising and counseling such Officers to the end of enhancing the pleasure and well being of all members and the prestige of the Club.

(g) To make and adopt Bylaws and Rules and Regulations for the admission and administration of its members, as well as for their suspension and expulsion, for the election of its Officers and defining their duties, and for the safekeeping, management and disposition of its property and funds. From time to time to alter, modify or repeal such Bylaws or Rules and Regulations as may be required.

(h) To provide, furnish, and maintain headquarters facilities, and such other facilities as required in support of nautical instruction, safety education, preservation of the environment, recreational and competitive activities and pastimes for the pleasure, accommodation, and social enjoyment of the membership, their families, and their associates.

(i) To form by charter, local Chapters throughout the World whose members are thereby members of the IOBG, organizing such intermediate Administrative Districts as shall be deemed appropriate, and requiring such Members, Chapters, and Districts to comply with the Articles of Incorporation, Bylaws, and other Rules and Regulations as a condition precedent to remaining affiliated with the IOBG; and exercising such supervision over activities carried on by its Members, Chapters, and Districts, as is reasonable and appropriate for a Yachting fraternity of Past Commodores within said Bylaws and Rules and Regulations.

(j) To encourage Districts to organize Auxiliaries to support the activities of the IOBG. To approve said Auxiliaries and issue Charters after their Bylaws are submitted to the Executive Committee for approval.

ARTICLE III

Membership

Section 1. Individual membership in the International Order of Blue Gavel shall be by invitation and limited to Past Commodores of qualified Yacht Clubs of the World, as defined in ARTICLE III, Section 2, who have served their clubs credibly. Past Commodores shall be eligible for membership in IOBG if:

(a) Selected, recommended, approved, and invited by the IOBG Chapter of the Yacht Club of which they are a Past Commodore.

(b) From an eligible Yacht Club and moved to another geographical area and have been recommended to the Executive Committee by a Chartered IOBG Chapter and/or the District Director. However; should an individual not have been invited to join IOBG by the IOBG Chapter at the Yacht Club where he or she is a Past Commodore, then that individual may not be invited to join by another Chapter or District Director unless the original Chapter agrees or the individual attains eligibility by serving another Yacht Club credibly as Commodore.

(c) From an eligible Yacht Club within Districts 50 or 51 which does not have an IOBG Chapter. A Past Commodore in these circumstances may apply to the District Director for membership in either District 50 or District 51, as appropriate.

Section 2. Recognized Yacht Club Charters shall be issued if said applicant club meets the following standards and conditions:

(a) The club must have been in existence for at least five years, be of sound financial standing, and have at least 5 members eligible for membership in Blue Gavel.

(b) The club must have a clubhouse or permanent meeting place and an established address.

(c) The club must have at least seventy five (75) members.

(d) No such club is qualified if it has as a requirement for membership in the yacht club, membership in, association with, or participation in an unrelated activity, fraternal organization, or condominium development. The past commodores of those clubs sponsored by the branches of the military are welcome to join IOBG, and are exempt from the provisions of this subsection.

(e) All applications for a Charter shall be submitted to the Executive Committee of the IOBG for approval before issuance of the Charter by the Executive Secretary.

(f) If the applicant club does not meet the above requirements, the applicant club shall be screened by the Executive Committee of the IOBG, and with the recommendation of the District Officers and Director in which the club operates, and that of the Area Vice President, may be selected for membership.

Section 3. All International Past Presidents of the IOBG shall automatically become life members and shall no longer pay International dues as required by ARTICLE X.

Section 4. IOBG Districts may extend "At-large" memberships to any Past Commodore of a qualified Yacht Club who is not affiliated with an IOBG Chapter. The "At-large" member shall pay District and International dues, may hold District office, and shall have voting privileges.

Section 5. Code of Conduct

(a) Complaints: All complaints by any member(s) or any Chapter(s) of the International Order of the Blue Gavel against another member or Chapter of the International Order of the Blue Gavel for conduct in violation of organization rules or other misconduct bearing on a member's or Chapter's suitability for continued membership in the organization shall be in writing, signed and dated by the complainant or Chapter, and delivered to the District President and the District Director, with copies to the Area Vice President and the International Executive Committee.

1. The District Director along with two (2) other members of the District Board of Directors he/she may appoint, shall investigate the complaint and, at the District Director's discretion, confer with the member or Chapter concerned.

(b) Discipline: The District Board of Directors or the International Executive Committee, on the complaint of a member or Chapter, or on its own initiative may expel any member or Chapter for cause. Except as otherwise expressly provided in these By-Laws, no such action shall be taken before the member and the Chapter have been furnished with a written statement of the charges preferred.

(c) Expulsion: Any member or Chapter may be expelled from the organization by a three-fourths majority vote of the full District Board of Directors or a three-fourths vote of the International Executive Committee. Upon written request from any member or Chapter, or acting on its own discretion, the District Board of Directors or the International Executive Committee shall conduct an investigation to gather information pertaining to charges warranting expulsion made against an organization member or Chapter. Such request should be accompanied by signed statements of witnesses, if any, pertinent to the incident.

1. The member or Chapter shall be given at least two weeks notice of the time, date and place where they may appear and present their defense before final Board action. The District Board of Directors or the International Executive Committee will vote upon expulsion of the member or Chapter within fifteen (15) days of the preceding meeting.

2. If expelled, the member or Chapter will be notified via certified mail by the District or the International Executive Committee Secretary and immediately loses all rights and privileges of membership.

(d) Appeal Process: At any time within thirty (30) days after expulsion of a member or Chapter by the District Board of Directors, the former member or Chapter may challenge said action, by presenting an appeal to his/her District Director and Area Vice President for ultimate review and action by the International Executive Committee. In the case of expulsion of a member or Chapter by the direct action of the International Executive Committee, the former member or Chapter may challenge said action, by presenting an appeal to an independent mediator, mutually accepted by the interested parties.

(e) Final Authority: All complaints initiated through the District Director that received no punitive action will be forwarded to the International Executive Committee for review and possible adjudication.

ARTICLE IV

Organization

Section 1. The organization shall be composed of Members, Chapters, Districts, and Headquarters in accordance with the Amended Articles of Incorporation, and shall be governed by a Board of Directors, The headquarters as required by the Amended Articles of Incorporation shall be considered to be the address of the Executive Secretary in the State of Washington.

Section 2.

(a) Assignment of Chapters to Districts shall be at the discretion of the Board of Directors.

(b) To form a new District a minimum of five Chapters with a total of at least fifty members may petition the Board of Directors for approval.

(c) If the five Chapter, fifty member criteria cannot be met, an application can be made to the Board of Directors for its consideration.

(d) To split an existing District or Districts, a minimum of five Chapters with a total of fifty members may petition the Executive Committee to form a new District, via the District or Districts and the appropriate Area Vice President(s), with advance copy to the Executive Committee. The District(s) and the Area Vice President(s) shall forward the petition expeditiously, with their comments and recommendations.

Section 3.

(a) Districts 50 and 51 are established in order to provide the opportunity for membership to Past Commodores desiring membership in IOBG who are from an eligible Yacht Club which does not have an IOBG Chapter.

(b) Past Commodores of an eligible Yacht Club, particularly those distant from organized IOBG activity, may petition for a Chapter Charter in either District 50 or 51 as appropriate.

(c) The boundaries of Districts 50 and 51 shall originate at the Mississippi River, and go east and west respectively to 90 East longitude.

ARTICLE V

Board of Directors

Section 1. The affairs of the IOBG shall be managed by a Board of Directors duly elected by members of the IOBG in accordance with these Bylaws. The Board of Directors shall have the power to adopt Rules and Regulations as deemed necessary and not inconsistent with these Bylaws for the administration and regulation of the IOBG.

Section 2. The Board of Directors shall be composed of the following:

(a) The duly elected Officers of the IOBG: President, President Elect, First Vice President, Second Vice President, Executive Secretary, Treasurer, and such Area Vice Presidents as directed by the Board of Directors. **The Immediate Past International President shall serve on the Board of Directors for the ensuing year.**

(b) One Member elected from each recognized and designated District of the IOBG, to be known as the International District Director, who shall be entitled to vote on all matters coming before the Board as set forth in Article VII, Section 2. An alternate District Director may be elected by the District to serve in the absence of the District Director. **The Alternate Director must be a current paid member of the district he/she will represent, and be registered in the IOBG database as a primary member of that district.**

(c) **Should an IOBG International Past President be elected as an Alternate Director for a District, he/she must be a paid member of that District, and be registered in the IOBG database as a primary member of that District.**

(d) An Alternate Director can represent only one District.

Section 3. In the event a vacancy occurs on the Board of Directors for any reason it shall be filled in the following manner:

(a) In the event a duly elected District Director is unable to complete a term for any reason, the Director's District shall appoint a Member from that District to serve out said District Director's unexpired term.

(b) In the event a duly elected Officer of the IOBG is unable to complete a term for any reason, the Executive Committee, by a majority vote, shall appoint a successor for the unexpired term.

ARTICLE VI

Officers

Section 1. The International Officers of the organization shall consist of a President, President Elect, First Vice President, Second Vice President, Executive Secretary, Treasurer, and Area Vice Presidents at the discretion of the Board of Directors.

(a) The Executive Committee shall be comprised of the Immediate Past International President, the President, who shall act as the Chair, the President Elect, the First Vice President, the Second Vice President, and the Treasurer, whose duties shall include, but not be limited to, the following:

(1) Acting in lieu of the Board of directors between annual Meetings;

- (2) Making appointments to fill vacancies;
- (3) Approving the annual Meeting Committee Report and other Committee reports;
- (4) Reviewing and ruling on Chapter Applications not meeting IOBG requirements;
- (5) Approving expenditures exceeding the budget;
- (6) Reviewing applications for auxiliary groups; and
- (7) Researching and preparing subjects to be brought before the Annual Meeting.

All actions by the Executive Committee shall be by majority vote. All actions by the Executive Committee are subject to review by the Board of Directors at its next regularly scheduled meeting and must be ratified either in a meeting assembled or polled by mail ballot.

Section 2. To be elected as Second Vice President or above, the candidates shall be selected from members who are serving or have served on the Board of Directors. Other elected Officers and Appointed Officers are not required to meet this qualification.

Section 3. The duties of the President shall be to administer the affairs of the organization and preside over all regular meetings thereof and to appoint committees as are necessary for the functioning of the organization. The President shall have the authority to authorize expenditures for amounts exceeding the approved budget for unforeseeable items to an amount not exceeding \$1500.00. Any expenditure exceeding the \$1500.00 limit must be approved by the Board of Directors, or by the Executive Committee acting in their stead.

(a) The President shall appoint a Recording Secretary, a Legal Officer, and any other Officer the President may from time to time deem appropriate. Said appointed Officers, however, need not be members of the Board of Directors, and if not, then shall not be entitled to vote with the Board of Directors and other elected Officers.

Section 4. The duties of the President Elect shall be to assist the President and, in his or her absence, to act in his or her place and stead, and shall automatically become President upon the expiration of the current President's term. The First or Second Vice Presidents shall act in the absence of the President or President Elect and will at all times assist the President in his or her duties.

(a) The President Elect shall present a budget for approval at the annual meeting for the ensuing year. The budget shall be as detailed as practicable and shall include with other major items, limits for authorized travel expenses. The approved budget is to be included in the first issue of the IOBG newsletter, THE BLUE GAVEL

LOG, following the annual meeting.

Section 5. The Executive Secretary shall keep all pertinent records of the organization and will prepare Chapter, District and Auxiliary Charters approved by the Board of Directors and keep records of each.

Section 6. 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 7. The Recording Secretary shall record and transcribe the minutes of meetings.

Section 8. The designation and duties of Area Vice Presidents are delineated in the IOBG Policy and Procedures Manual under Elected Officers.

Section 9. The Licensed Contractor shall serve as the main point of purchase, manufacture and distribution for all IOBG insignia, regalia, and paraphernalia for the IOBG by distributing to the membership via the District Supply Officers. In the event a District has not designated a Supply Officer, the Licensed Contractor may service orders directly to the member. The Treasurer shall provide the International Officers stationary, business cards, and name badges to meet their needs. The Licensed Contractor shall operate in accordance with the current Contract for Service agreement in conjunction with the Treasurer under the oversight of the Executive Committee.

ARTICLE VII

Meetings

Section 1. A meeting of the Board of Directors shall be held each year at a time and place so designated by the Board of Directors at their previous annual meeting.

Section 2. Voting at all meetings of the Board of Directors shall be in person or by proxy. Proxies will be accepted only from Board Members in areas where travel expense assistance is not provided.

(a) Each International Director's number of votes shall be determined by the number of paid memberships in their District(s) as follows:

1 to 25	one (1) vote;	126 to 150	six (6) votes;
26 to 50	two (2) votes;	151 to 175	seven (7) votes;
51 to 75	three (3) votes;	176 to 200	eight (8) votes;
76 to 100	four (4) votes;	201 to 225	nine (9) votes;
101 to 125	five (5) votes;	226 to 250	ten (10) votes;
		 with no top limit.

(b) The number of paid memberships will be determined by the number of members whose dues have been received by the IOBG Treasurer by August 1 of each year.

(c) In case of a mail ballot, the number will be determined by the number of paid members as of the mailing of the ballot.

(d) Each Past President of the IOBG shall be allowed to vote at any regular or special meeting of the Board of Directors, provided they are in attendance at said meeting.

Section 3. Special meetings of the Board of Directors may be called at any time by the International President or by a majority vote of the Executive Committee.

Section 4. When a quorum is present at any meeting of the Board of Directors, in person or by proxy, the act of the majority shall be the act of the Board of Directors. A quorum shall be deemed present if two-thirds (2/3) of the total eligible votes of the Board of Directors are present.

Section 5. Prior to any meeting of the Board of Directors, notice of such meeting shall be placed in the mail to each Director and Past President authorized to vote, at least thirty (30) days in advance of the date set by the Board of Directors for such a meeting.

Section 6. In the event that the Executive Committee authorizes a vote of the Directors by mail, a descriptive ballot setting forth the pros and cons of the ballot issues shall be mailed by the International Operations Center to each Director at least thirty (30) days prior to the closing of the poll for such a vote.

ARTICLE VIII

Elections

Section 1. International Officers shall be elected at the designated Annual Meeting of the Board of Directors by a vote of the Board of Directors. Newly elected Officers shall assume their positions upon election and shall serve for a term of one (1) year, or until their successors have been duly elected. Any Officer so elected shall be entitled to re-election or to advance as an Officer of the IOBG.

Section 2. The Executive Secretary shall be from the State of Washington and shall serve until a successor from said State of Washington shall be duly elected and/or appointed.

Section 3.

(a) Each District shall elect its own Officers, which may consist of a President, Vice President, President Elect, Secretary, Treasurer and other officers deemed necessary to administer the District. The District may adopt their own Bylaws and/or Rules and Regulations as long as they are not inconsistent with the Bylaws and Rules and Regulations of the IOBG or in violation of the Laws of the Country.

(b) Each District shall elect one of its members to serve as the International District Director on the IOBG Board of Directors. An alternate District Director may be elected to serve in the absence of the International District Director.

(a) The Directors of Districts 50 and 51 shall be nominated by the IOBG Nominating Committee and be elected by the Board of Directors at the designated Annual Meeting of the Board of Directors.

Section 4. Each Chapter may elect its own Officers which may consist of a President, Vice President, Secretary, Treasurer and such other Officers as it deems necessary to administer the Chapter. The Chapter may adopt its own Bylaws, Rules and Regulations as long as they are not inconsistent with the Bylaws and Rules and Regulations of the IOBG. Each Chapter may elect a delegate to represent it at District meetings.

ARTICLE IX

Committees

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

Section 2. At each Annual Meeting the newly installed International President shall present to the Board of Directors for approval the Standing Committees, their Chairs, and their membership, which the President intends to use during the ensuing year. Each Committee so presented and approved shall have a term of office until the next Annual Meeting. The President may present additional Standing 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. The Nominating Committee shall consist of the Immediate Past President, who shall act as Chairman, the President and the President Elect.

ARTICLE X

Dues

The annual International dues for each member of the organization shall be set by the Board of Directors each year. If no action on dues is taken by the Board of Directors at their Annual Meeting, the dues will remain as set for the previous year. Chapter and District dues may be established by those bodies in addition to International dues. Dues are due on 1 January of each year, and are considered delinquent after that date. Receipt of dues by the International Treasurer shall be the criterion as to whether or not dues have been paid, and for issuing annual membership cards. Non-payment of dues shall be grounds for suspension of benefits and privileges of membership in IOBG, including participation in IOBG functions, representation at the different levels of governance, and the wearing/displaying of IOBG insignia.

ARTICLE XI

Emblem

The official emblem of the IOBG is a rectangular red flag upon which is superimposed a ship's wheel of white and upon that a superimposed blue gavel. This emblem is to be flown from the member's ship's signal mast or masts appropriate to the etiquette of yachting.

ARTICLE XII

Parliamentary Authority

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

Amendment

These Bylaws may be amended at any regular meeting of the Board of Directors of the IOBG called for that purpose, or if authorized, by circulating said amendments to the members of the Board of Directors authorized to vote and shall be passed by two thirds (2/3) majority.