

# TEXAS OFFSHORE PERFORMANCE POWERBOAT SQUADRON

## CONSTITUTION AND BYLAWS

### ARTICLE I

#### NAME AND PURPOSE

- Section 1** The name of this organization shall be the Texas Offshore Performance Powerboat Squadron (TOPPS). The organization will be a non-profit corporation.
- Section 2** The purpose of this squadron shall be as follows:
1. To promote high performance offshore power boating in the Texas Gulf Coast waters.
  2. To promote offshore high performance racing in the Gulf Coast waters.
  3. To associate persons interested in high performance offshore boating for their mutual improvement and fellowship.
  4. To promote the public awareness of high performance offshore boating safety and to advance the cause of safe boating in all phases of the sport.

### ARTICLE II

#### MEMBERSHIP

- Section 1** Membership in this squadron shall be open to any qualified individual who subscribes to the principals and requirements of these by-laws and who is sponsored by a current member in good standing. The applicant and his sponsor (or the sponsor's representative) must attend the meeting at which he is nominated and voted on for membership. All new applications must be reviewed and approved by the Executive Board, and then the membership will be voted upon at the next meeting. New members must be approved by a majority vote with a quorum in attendance. Membership is limited to 115 full voting members. (Amended September 1998).
1. All full voting members, in good standing, who have complied with all rules and regulations, shall have their membership renewed in a successive year.

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2. No new applicants will be read in until the total full voting membership status drops below 115, by means of normal reductions. (Amended September 1998)
3. All memberships will be reviewed by the Executive Board on an annual basis.
4. All new voting members, upon being voted in, shall be on a six month probationary period. Upon completion of the probationary period, subject will be reviewed by the Executive Committee for permanent status.
5. All probationary members must be current, and in good standing with all Rules and Regulations as outlined by T.O.P.P.S.
6. All individual members shall be at least 21 years of age.
7. All members shall be in good standing with the annual dues (Article VIII) and attendance at meetings (Article IV, Section 6).
8. All members shall provide a current copy of their insurance at time of application and at time of annual renewal. Insurance shall be limited to not less than one hundred thousand dollars in liability.
9. All members shall provide proof of having completed a Boating Safety Course given either by the Coast Guard Auxiliary, Texas Parks & Wildlife, and or maintain a Captain's Seamanship license. A copy of the Certificates will be maintained by the secretary.

### **Section 2      There shall be six classes of Membership: (Amended March 4, 2011)**

1. Full Membership – shall consist of a member who meets the following qualifications:
  - a. Owner of a high performance offshore boat that meets the following specifications:
    - (1) No less than 21 feet LOA.
    - (2) Top Speed in excess of 50 mph.
    - (3) Have a proof of insurance.
    - (4) Have a Boating Safety Certificate.

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b. Full membership entitles the individual the right to:

(1) Occupy any office of the club including President or Vice President

(2) Vote on topics brought to the membership for vote as long as they are in attendance at the meeting

(3) No provisions shall be made for absentee voting.

2. Associate Membership – shall consist of any individual who meets the following qualifications:

a. All Associate Membership must be reviewed and approved by the Executive Board.

b. An Associate Member shall subscribe to the purposes and principles of TOPPS as stated in the organization by-laws.

c. Associate Members shall not have the right to vote at any meeting unless elected the Office of Secretary or Treasurer herein stated in Article III, Section 2 - #3 & 4.

d. An Associate Member shall become a full member at the next General Meeting upon showing compliance with all the requirements of Full Membership as stated in Article II, Section 2-1.

e. Total nonvoting members including Associate Members and Nonvoting Corporate Members is limited to 25% of the full voting members (Amended July 1997), (Amended May 1998) to limit Associate Members to 5% of total Voting Members.

3. Full Voting Corporate Membership – shall consist of any company or corporation who meets the following qualifications:

a. A group of individuals who subscribe to the purposes and principles of TOPPS as stated in the organization by-laws.

b. Must be owner and or officer of a business and subscribe to Full

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Membership requirements as stated in Article II, Section 2-1.

c. Corporate Members shall have the right to vote at any meeting as here in stated in Article II, Section 3.

4. Non-Voting Corporate Member – shall consist of any company or corporation who meets the following qualifications:

a. A group of individuals who subscribe to the purposes and principles of TOPPS as stated in the organization by-laws.

b. Must be owner and or officer of a business.

c. Corporate Sponsor will not have the right to vote at any meeting.

d. All nonvoting members including Non-voting Corporate and Associate Members shall be limited to 25% of the full voting members. (Amended July 1997), (Amended May 1998) to not have a limit on Corporate Sponsors).

5. Race Member – shall conform to items (A1, A2, & A3)

6. Guest Member –shall consist of any individual who meets the following qualifications.

a. All Guest Memberships must be reviewed and approved by the Executive Board.

b. Guest Membership shall not have the right to vote.

c. Any non-member; owner, dealer, factory representative, race team or perspective new member must apply for a seven day membership to be included in any TOPPS boating events.

d. Shall conform to Article II, Section 2, (A1, A2, A3 & A4)

1) Current members must apply for a Guest Membership if using an alternate non-member boat, the will be waived, as described in Article VIII, Section 1.

2) Conroe TOPPS members must apply for a Guest Membership. The fees will be waived, as described in Article VIII, Section 1.

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### **Section 3      Membership Status:**

1. A Full Member shall revert to Associate Member status if he/she fails to meet any of the requirements of full membership as stated in Article II, Section 2-1 of the Squadron by-laws. This shall occur at the time of renewal of the annual dues or, after six months of non-compliance with the full membership requirements, whichever comes first.

2. Membership status in TOPPS can be revoked by the following procedures: A complaint against a member is received in writing by a member of the TOPPS Executive Committee; Executive Committee notifies the accused member either verbally or in writing of the nature of the complaint in detail, (name(s) of complainant(s) withheld). The accused has ten (10) days to submit a formal response either in writing or by requesting a hearing. After due consideration the Executive Committee will take whatever action they deem appropriate, up to and including expelling the accused member from the squadron. Decisions of the Executive Committee will be final. The accused may appeal the Executive Committee decision by presenting his/her case at a general membership meeting and a secret ballot shall be taken at that same meeting to decide whether to overrule the Executive Committee's decision.

3. A full member who has been in good standing with TOPPS for the past immediate three consecutive years may petition the Executive Committee to waive Boating Performance and Length Requirements in order to maintain full voting membership with TOPPS if said member elects to change his or her boat preference. (Amended 1999).

4. An associate member or corporate non-voting member who has been in good standing with TOPPS for the past immediate three consecutive years may petition the Executive Committee to change membership status to full voting member. The Executive Committee may waive boat performance and length requirements subject to said member having proof of current insurance on their boat and a Boating Safety Certificate.

5. Any spouse married to a Member that loses their member Spouse to death and that member was a Full Voting Member or a Full Voting Corporate Member in good standing, the Spouse can remain a Member of TOPPS for as long as they desire. As a member they will still have to comply with Article

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II, Section I-9, having completed a boating safety course. (Amended October 2004)

### ARTICLE III

#### ORGANIZATION

##### **Section 1      Officers:**

1. The Squadron officers shall consist of a President, a Vice-President, a Treasurer and a Secretary.
2. The Officers shall be nominated at the annual meeting and voted on at the meeting following.

##### **Section 2      Duties of Officers:**

1. The President shall be the principal executive officer of the squadron and shall preside at all meetings of the membership as well as the Executive Committee. The President shall be an ex-officio member of all committees and will carry out all other duties assigned in these by-laws. The President must be a Full Member as defined in Article II, Section 2-1.
2. The Vice-President shall preside at all meetings of the membership in the absence of the President. In case of a permanent vacancy for any cause, in the office of the President, the Vice-President shall assume the office of the President for the remainder of the term of office. The Vice-President must be a Full Member as defined in Article II, Section 2-1.
3. The Secretary shall be responsible for keeping minutes of the meetings of the membership and Executive Committee. The Secretary shall perform all duties required by incorporation. The Secretary shall be responsible for all correspondence and notices of Squadron affairs. The Secretary shall also cooperate with the membership committee in maintaining an up-to-date membership roster. The Secretary shall preside at membership meetings in the absence of the President and the Vice-President. The Secretary can be either a Full or an Associate Member.

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4. The Treasurer shall be responsible for the collection of dues and shall receive all money due the Corporation from whatever source and shall keep accurate accounting of these moneys. The Treasurer shall prepare a financial statement and at each general meeting, shall present it to the membership for approval. The Treasurer shall disburse funds in excess of \$100.00 only as allowed by the Executive Committee. The Treasurer can be either a Full or an Associate Member.

### **Section 3 Executive Committee:**

1. The Executive Committee shall consist of the Four Elected Squadron Officers, three at-large members, and past presidents of TOPPS as defined in Article III, Section 3-3. This committee shall be responsible for the performance of the day-to-day squadron activities, call general membership meetings, present recommendations for action by the general membership and control the finances of the squadron.
2. The three at-large members of the Executive Committee will be appointed by the four elected officers, and their appointment will be announced at the general meeting following election of the officers.
3. An outgoing president shall become an at-large member of the Executive Committee for a period not to exceed one (1) year, following election and installation of a new president.
4. The Executive Committee shall meet no less than eight (8) times a year and shall meet once a month during the months of April through September.
5. An Executive Committee quorum shall consist of four or more members of the committee.

### **Section 4 Standing Committees:**

1. Membership Committee – This committee shall consist of a Committee Chairman (appointed by the Executive Committee) and no less than three (3) additional squadron members. This committee shall be responsible for recruiting new squadron members.
2. Race Committee – This committee shall consist of a Committee Chairman

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(appointed by the Executive Committee) and as many squadron members as are necessary to organize the event. This committee is responsible to organize sanctioned races in the surrounding Gulf Coast waters.

3. Social Committee – This committee shall consist of a Committee Chairman (appointed by the Executive Committee) and no less than three (3) squadron members. This committee shall be responsible for proposing club activities (fun-runs, dances, etc.) to the Executive Committee for further action.

### ARTICLE IV

#### MEETINGS

- Section 1.** The regular business meetings of the Squadron shall be called by the Executive Committee. There shall be at least eight (8) regular business meetings called by the Executive Committee and these shall be held at least once a month during the months of April through September.
- Section 2.** The President and/or the Executive Committee shall have the power to call special meetings of the Squadron when they deem it necessary or advisable. In the case of these special meetings, notice shall be given to all members by mail or by telephone at least forty-eight (48) hours before the meeting.
- Section 3** The Executive Committee is responsible to call at least one meeting in September which shall be considered the Annual Meeting.
- Section 4** The Executive Committee shall meet prior to the regular business meetings. The time and place of such meetings shall be established by mutual consent of the committee members.
- Section 5** A quorum at a regular business meeting shall consist of at least twenty percent (20%) of the voting membership and shall include at least three (3) Executive Committee Members.
- Section 6** All members shall be expected to attend all regular business meetings.  
(Amended March 3, 2004)

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### ARTICLE V

#### ELECTIONS

- Section 1** All candidates for offices shall be members in good standing.
- Section 2** Candidates for President or Vice-President shall be limited to Full Membership squadron members in good standing.
- Section 3** Candidates for Secretary and Treasurer shall be limited to Full Membership squadron members in good standing.
- Section 4** Nominations for the Squadron Officers shall be accepted from the floor at the Annual Meeting. Voting shall be accomplished by secret ballot at the next monthly meeting, with the current Secretary responsible for the count. (All elections are to be decided by a majority vote of 51% or more of the voting members present, establishing a quorum. In the event that no one person in an election acquires 51% or more of the vote, a run-off between the two individuals with the highest percentage of votes shall be conducted without delay to determine the majority vote.) *(Amended 1999)*
- Section 5** All vacancies on the Executive Committee shall be appointed by the President. The appointee shall serve out the unexpired term of the predecessor.

### ARTICLE VI

#### VOTING

- Section 1** Only Squadron members with Full Membership and members of the Executive Committee shall have the right to vote.
- Section 2** Voting shall be done in person at general membership meetings. Absentee ballots are unacceptable.

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**Section 3** All votes shall be decided on a majority basis unless otherwise stated.

### **ARTICLE VII**

#### **AMENDMENTS**

**Section 1** This constitution and by-laws may be amended at any regular business meeting. The amendment shall be submitted in writing to the Executive Board prior to the meeting for review. This amendment shall be presented at the next general meeting then published in the newsletter following the general meeting. The amendment will be voted on at the second general meeting after the proposal was submitted. Amendment approval will require two-thirds (2/3) vote of the voting members present.

### **ARTICLE VIII**

#### **DUES**

**Section 1** Annual Dues are \$175 for memberships. Annual dues for Full Voting Corporate Members are \$250. Nonvoting Corporate Members are \$300 and Associate Members are \$200.00 (Amended September 12, 2002). (Per amendment February 1999), Officers and Directors dues are waived.

**Section 2** All dues are payable by the first general membership meeting each year. Failure to comply will result in being barred from participation in any squadron events and deletion from the TOPPS newsletter.

**Section 3** The annual dues can only be changed by amendment to the Squadron by-laws (see Article VII).

TOPPS Bylaws updated 4-20-2011

