

**Amended and Restated Bylaws of
The Chesapeake Area Professional Captains Association Incorporated
(A Maryland Non-Stock Corporation)
Approved by the Membership, November 23, 2009**

As Amended July 14, 2025

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DATES OF CHANGES AND AMENDMENTS

These Amended and Restated Bylaws and any appended documents and resolutions are promulgated as a guide for the Members of The Chesapeake Area Professional Captains Association Incorporated. They are the foundation upon which CAPCA is organized and governed. They are designed to assist the Membership in the workings of the Association so that all Members, new and old, conduct Association business in a consistent manner.

Article 1: NAME AND OBJECTIVES

1.1 Name. The name of this corporation is The Chesapeake Area Professional Captains Association Incorporated (hereinafter referred to as “CAPCA” or the “Association”). CAPCA is incorporated in the State of Maryland as an Internal Revenue service tax-exempt organization under IRS Section 501(c)(6).

1.2 Objectives. The objectives of CAPCA shall be:

1.2.1 To serve as a fraternal organization of US Coast Guard-licensed professional maritime captains (Master or OUPV) operating in and around the waters of the Chesapeake Bay and the east coast of the United States and dedicated to the following:

1.2.2 To promote common interest of its Members in advancing the highest quality standards for U.S. Coast Guard-licensed professional mariners.

1.2.3 To actively pursue and promote recreational and commercial marine vessel safety.

1.2.4. To preserve all Member’s rights and privileges granted under their licenses.

1.2.5 To encourage public understanding of the benefits provided to the general public by licensed mariners.

1.2.6. To foster cooperative action by the Membership, in advancing the highest quality professional standards for licensed mariners and professional development of the Membership.

1.2.7 To cooperate with government, industry, organizations and other associations in advancing the common purposes of our respective organizations.

1.2.8 To conduct or engage in all lawful activities in the furtherance of the forgoing objectives.

1.3 Offices. The principal office of CAPCA shall be at such specific location within the State of Maryland as the Board of Directors (hereinafter “Board” or “BOD”) may from time to time determine.

1.4 Status and Affiliation. CAPCA shall be a not-for-profit organization, recognized by the Internal Revenue Service as exempt from taxation under § 501(c)(6) of the Internal Revenue Code. It may, at the option of the Board of Directors, become affiliated with other not-for-profit corporations. If affiliated with other organizations, CAPCA shall remain autonomous, shall operate under its own Bylaws, shall determine and control its own budget, and shall collect and disburse its own funds.

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Article 2: MEMBERSHIP

2.1 Classes of Membership. CAPCA shall be made up of two (2) categories of Membership: Active and Emeritus.

2.1.1 Active Membership: Any U.S. Coast Guard-licensed Master or OUPV, in good standing, or holder of a U.S. Coast Guard Document of Continuity shall be eligible for Active Membership, or any individual holding a valid Merchant Mariner Credential (MMC) individually approved by the Board, shall be eligible for Active Membership. All applicants for Membership shall be required to show proof of valid license or Document of Continuity.

2.1.2 Any Member whose valid Master or OUPV license has expired, but which is still within the "grace period" as prescribed by the Coast Guard, remains eligible for Active Membership as defined in Section 2.1.1 of these Bylaws. These Members shall have the right to vote on CAPCA affairs. A person who allows his/her license to expire past the grace period is no longer a CAPCA Member, but may reapply for CAPCA Membership upon obtaining a new license.

2.1.3 Active Members who chose to move their MMC to the Coast Guard Continuity List (Document of Continuity) for any reason shall be considered Active Members as long as they keep their annual CAPCA Membership current.

2.1.4 Emeritus Membership: Any Member who has attained the age of seventy-two (72) and who has been a continuous Member of CAPCA for fifteen (15) years or more shall be offered the opportunity to become an Emeritus Member of CAPCA. This class of

Membership shall not pay dues but will retain all other privileges of CAPCA Active Membership, including the right to vote.

2.2 Period of Membership. Annual Membership shall run from the date of acceptance by the Membership Committee until the same date the following year (e.g., join or renew June 5, Membership expires June 5 the following year.)

2.2.1 Should the Member not pay his/her annual dues, he/she shall be removed from the CAPCA Membership rolls after sixty (60) days from expiration of Membership. After that date the Member must reapply as a new Member.

2.3 Membership Dues. The dues structure for CAPCA Membership is as follows;

2.3.1 Initial Membership. New Members shall be charged the joining fee as specified on the CAPCA website, due in full at time of application. Annual Membership shall run from the date of acceptance by the Membership Committee until the same date the following year (e.g., join or renew June 5, Membership expires June 5 the following year.)

2.3.2 Continuing Membership. Continuing Members shall be charged annual dues, payable in full prior to the last day of the month of the year following acceptance for CAPCA Membership. Failure to pay CAPCA annual dues within sixty (60) days of the due date shall result in removal from the CAPCA Membership rolls as specified in Section 2.2.1 of these Bylaws.

2.3.3 All monetary amounts are in U.S. dollars.

2.4 Dues structure. The CAPCA dues structure shall be reviewed annually by the Finance Committee. Any proposed changes to the dues structure must be approved by the Board of Directors, and presented to the Membership according to the timetable specified in Bylaws 16.1 through 16.1.3. The dues for new members and renewing members are specified on the CAPCA website. Changes to the dues structure may be voted on at any business or special meeting. Approval is by a simple majority of the Members voting, a quorum being present (See Section 3.6). The dues pricing structure is covered in the Member section of the CAPCA website.

2.5 Liabilities of Members. The Members of the Association shall not be personally liable for the debts, liabilities or obligations of the Association. A Member shall be liable to the Association only to the extent of any unpaid portion of Membership dues or assessments which the Association may have lawfully imposed, or for any other indebtedness owed by the Member to the Association.

2.6 Resignation. Any Member may resign from Membership in CAPCA at any time by providing written notice to the President of CAPCA. Acknowledgement of resignation shall be provided to the resigning Member by the Membership Director in writing within thirty (30) days of receipt of the resignation letter and the Member shall be removed from the Membership rolls. Dues paid to the date of resignation shall not be refunded.

2.7 Termination or Suspension of Membership. Any Member of CAPCA may have his/her Membership terminated or suspended for conduct or actions deemed to be detrimental to the good order, discipline or reputation of CAPCA, subject to the procedures described in the following sub-sections. Terminated or suspended members do not have the right to vote on any CAPCA matters.

2.7.1 Presentation of charges: Any CAPCA Member may bring charges against any Member whose conduct or actions appear to be detrimental to the good order, discipline or reputation of CAPCA. The allegation, detailed with evidence that directly supports the allegation, and signed by the accusers(s), shall be presented in writing to the President of CAPCA. The accuser(s) shall notify the President of CAPCA as soon as possible after observing or learning of the conduct or actions at issue. Likewise, the President of CAPCA may accept complaints from non-members against any Member. Non-Member complaints shall be adjudicated in the same manner as charges from a Member except that the Non-Member need not attend a hearing. From the time of the presentation of charges to the resolution of the matter, a good faith effort shall be made by all parties involved to treat all aspects of the matter as confidential. If the President is the subject of charges, the Vice President shall serve as President for the purposes of termination or suspension review as indicated in this Article.

2.7.2 Investigation of the charges: The President of CAPCA shall forward the charges to the Membership Committee within ten (10) working days of receipt for review of the facts surrounding the charges. The Membership Committee shall determine if the facts as presented warrant further review or should be dismissed. The Membership Committee shall inform the President of CAPCA in writing of its findings within ten (10) working days of the date of receiving the letter from the President of CAPCA.

2.7.2.1 Should the Membership Committee recommend dismissal of the charges, the President of CAPCA shall inform the accused in writing, within ten (10) working days of receipt of committee findings. The Member shall be returned to full Membership status.

2.7.3 If the Membership Committee recommends further investigation, within ten (10) days of receiving the committee recommendation, the President of CAPCA shall appoint

an impartial Review Board composed of not less than three (3) nor more than five (5) Members of CAPCA in good standing. These Members should have no perceived conflict of interest with the accuser(s) or the accused. The President shall not be a Member of the Review Board. In consultation with the Review Board, the President shall convene an initial meeting of the Review Board, notifying the Review Board Members of the day, time and place in writing. The Chairperson of the Review Board shall be elected, by majority vote, from the Members of the Review Board at the initial meeting.

2.7.4 The Review Board shall, within ten (10) working days of its first meeting, inform the accused, in writing, of the charges being brought against him/her. The accused, accuser(s) and witnesses (if any) should be contacted before determining a time for the hearing, in order to set a day, time and place of mutual convenience for the hearing. All persons involved in the hearing shall be informed of the day, time and place for the hearing in writing by the Review Board Chairperson. The Review Board has the discretion to change the day, time and place of the meeting if unforeseen circumstances arise affecting the persons involved in the hearing. All persons shall be notified of any changes in a timely manner.

2.7.5 Review Board hearing: All Members of the Review Board must be present at the hearing. The Review Board shall interview the accused, the accuser(s) and witnesses (if any) and examine the facts and evidence surrounding the allegations. If the accuser(s) and or witnesses (if any) are not members of CAPCA, the Review Board may accept a written complaint in lieu of participating in a hearing by the Review Board. The accused, the accuser(s) and witnesses (if any) may be present at the hearing at the same time. The Review Board Chairperson shall determine and maintain the order of the hearing.

2.7.6 After hearing all the testimony, the Review Board shall dismiss the accuser(s), the accused and all witnesses (if any) and, in private session, review the facts and evidence of the case. The decision of the Review Board shall be by majority vote of the Review Board Members. The Review Board shall, within ten (10) working days of the hearing, forward its findings and decision in writing, to the President of CAPCA. The Review Board shall include its recommendations as to termination of Membership, suspension of Membership for a recommended period or dismissal of the charges.

2.7.7 The President of CAPCA shall review the findings of the Review Board and make the final determination as to the disposition of the case, based on the facts at hand. The President shall inform the accused of the final decision, in writing, no more than ten (10) working days following the receipt of the recommendation of the Review Board.

2.7.8 Appeal of termination or suspension decision: The accused may appeal the decision of the President of CAPCA, in writing to the President of CAPCA, no more than thirty (30) days after the date of the final decision letter from the President of CAPCA. The appeal shall contain any mitigating facts or information that may have been omitted or overlooked in the Review Board hearing process.

2.7.9 Upon receipt of the appeal letter from the accused, the President of CAPCA shall, within ten (10) working days from date of receipt of the appeal letter, forward the appeal, in writing to the CAPCA Board of Directors for review. All of the voting Members of the Board of Directors shall review the appeal. Any determination to revise the President's decision must be made by a two-thirds (2/3) vote of the entire number of voting Members of the Board. The President shall not vote but may contribute to the discussion. If the President or other Board Member is charged, he/she shall not be counted as part of the entire number of voting Board Members.

2.7.10 The accused shall be notified of the appeal decision in writing by the President of CAPCA, within ten (10) working days of the date on which the Board of Directors received the letter that directed them to review the case. The decision of the Board of Directors is final and cannot be appealed.

2.7.11 No person whose Membership has been terminated under this Section shall be eligible to rejoin CAPCA for a minimum of five (5) years from the date of his/her Membership was terminated. The person whose Membership has been terminated is not entitled to a refund of dues or other fees paid to date.

2.7.12 The Board must approve, by affirmative vote of a majority of the elected Members of Board, the application for Membership of any person whose Membership has ever been terminated under this section.

2.7.13 Termination or suspension under this Section shall not constitute the basis for civil action against the Association.

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ARTICLE 3: MEETINGS

3.1. Business and Program Meetings. Business or program meetings of CAPCA Membership shall be held on the fourth Monday of the month, except when holidays interfere, in which case meetings may be held on an alternate Monday. There shall be no meetings in August or December. The schedule may be altered if deemed necessary at the discretion of the Board.

3.1.1 The Annual Business Meeting of the Members for the election of Officers and Directors and such other business as may come before the meeting shall be held each year on the fourth Monday of November at the principal office of the Association or at such other time or location as may be selected by the Board. If the fourth Monday occurs during the week of Thanksgiving, the meeting shall be held on the Monday following Thanksgiving. Such meeting shall be held upon not less than ten (10) nor more than sixty (60) days written notice of the time, place, and purpose of the meeting.

3.1.2 Notice of Business or Program Meetings: Notice of business meetings of the Association shall be given to each Active and Emeritus Member by any means, including, but not limited to, in-person, or by telephone, or by any written or electronic means, or by posting the information on the CAPCA website not less than five (5) days before the date designated for the meeting, specifying the day, time and place of the meeting.

3.2. Special Meetings. A special meeting may be called by the President of CAPCA or at the written request to the President of CAPCA from at least twenty (20) Members in good standing. The President shall direct the Secretary to initiate a special meeting call in compliance with these Bylaws. Only business concerning the topic of the special meeting shall be discussed at a special meeting. A special meeting should only be called when the topic is of such vital importance that it cannot wait until a regular meeting.

3.2.1 Notice of a special meeting of the Association shall be given either in-person or by any of the means specified in Section 3.1.2, not less than five (5) days before the date designated for the meeting, specifying the day, time, place and purpose of the meeting.

3.3 Waiver of Notice or Lapse of Time. Notice of a meeting need not be given to any Member who signs a waiver of such notice, in person, electronically, whether before or after the meeting. The attendance of any Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by that Member. Whenever Members are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without such lapse if such requirement is waived in writing or in person before or after taking of such action.

3.4 Record Date. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or to give written consent to any action without a meeting, or for the purpose of determining Members entitled to receive or enjoy any benefits or rights, or for the purpose of any other corporate action or event, the Board may fix, in advance, a date of the record date for any such determination of Members.

3.4.1 Such date may in no case be more than sixty (60) days prior to the meeting of Members or other corporate action or event to which it relates. The record date for meeting of Members may not be less than ten (10) days before the date of the meeting. The record date to determine Members entitled to give written consent may not be more than sixty (60) before the date fixed for tabulation of consents or, if no date has been fixed for tabulation, more than sixty (60) days before the last on which consents received may be counted. In the event that no such record date shall be fixed by the Board, the record date shall be as provided in the Maryland Code, Corporations Article.

3.5 Order of Business. The order of business for CAPCA business meetings and the Fall Annual Business Meeting shall follow the guidelines of Robert's Rules of Order, Newly Revised, newest edition. As a general rule, this shall consist of the following order:

1. Call to order
2. Reading and approval of minutes of previous meeting.
3. Treasurer's report
4. Reports of Standing Committees
5. Reports of Special Committees
6. Old business
7. New business
8. Items for the Good of the Order
9. Adjournment

3.5.1 Minutes. The Secretary shall record and keep the minutes of all business and special meetings, as directed by these Bylaws.

3.6 Quorum. The quorum for CAPCA business meetings and special meetings, shall be ten percent (10%) of the Members in good standing. Association business requiring a vote may be conducted only if the authorized quorum is in attendance. The quorum may be constituted in person and by electronic means. The requirements for electronic comment and voting (if executable) shall be specified in the Member section of the CAPCA website.

3.7 Items Presented for Voting. All items to be voted upon by the Membership must be presented by a voting Member, in writing or electronically, to the Board at least thirty (30) days prior to a vote being taken on the item. A majority vote of the elected Members of the Board is required to bring an item to the Membership for a vote. The requirements for electronic comment and voting (if executable) shall be in the Member section of the CAPCA website.

3.8 Voting by Members. Each Active and Emeritus Member shall be entitled to one vote on each matter submitted to a vote of Members, unless otherwise provided in the Articles of Incorporation, and unless such right to vote is otherwise legally suspended or withheld pursuant to these Bylaws or the Articles of Incorporation. Voting shall be by roll call of each Member and/or by written ballot, or via electronic means (if executable), including but not limited to electronic mail or through the Member section of the CAPCA website. The requirement for electronic voting (if executable) shall be specified in the Member section of the CAPCA website.

Whenever any action is to be taken by vote of the Members, that action shall be authorized by a simple majority of the votes cast by the Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or the Maryland Code, Corporations Article. Except as otherwise provided by the Articles of Incorporation, Officers and Directors shall be elected in accordance with the procedures contained in the Officers and Directors Articles of these Bylaws.

3.8.1 The number of Members present, in person or electronically (if executable) and a tally of the votes on each matter (affirmative, negative, abstention) and/or for each candidate standing for election shall be recorded by the Secretary in the minutes of the meeting.

3.8.2 Suspended Members (Section 2.7) are not entitled to vote on any matter.

3.8.3 In the event of a tie on any vote, the outcome shall be decided by a coin toss supervised by the Officer presiding over the meeting at which the vote is taken.

3.8.4 No proxy votes shall be permitted or recognized by CAPCA.

3.9 Action by Members Without a Meeting. Except for any action to be taken pursuant to Title 3 of the Maryland Code, Corporations Article (“Corporations in General-Extraordinary Actions”), any action required or permitted to be taken at a meeting of Members may be taken without a meeting if all Members entitled to vote thereon consent thereto in writing or by any electronic means. Such action shall have the same effect for all purposes as if such action had been taken at a meeting of Members. The quorum requirements and other voting requirements in Section 3 (or Section 16, in the case of a Bylaws amendment) shall be observed. No proxy votes shall be permitted or recognized.

3.9.1. Whenever action is taken pursuant to Section 3.8 or 3.9, the written or electronic consents of the Members consenting thereto or the written report of the persons appointed to tabulate the consents shall be filed with the minutes of proceedings. If any provision of the Maryland Code, Corporations Article requires the filing of a certificate upon taking of

an action by Members, and such action is taken in the manner authorized in this Section, such certificate shall state that such action was taken without a meeting pursuant to the written consents of the Members and shall set forth the number of votes represented by such consents.

3.10 Board of Directors Regular Meetings. The BOD shall meet, as a minimum, once a quarter. Regular meetings of the BOD shall be open to Membership, who may be given the privilege of the floor, but not be afforded the right to vote.

3.10.1 Notice of BOD regular meetings shall be given to CAPCA members by any means including but not limited to, in-person, by telephone, or by a written or electronic means, not less than five (5) days before the date designated for such meeting, specifying the day, time and place of the meeting. Written or electronic notices shall indicate when and to whom the notices were sent.

3.11 Board of Directors Special Meetings. A special meeting of the Board of Directors may be called by the President of CAPCA, at any time the need arises. Additionally, a special meeting may be called at the request of three (3) or more elected Members of the BOD by informing the President of CAPCA, in writing of the subject of the meeting. A special meeting may be called for the purpose of discussing a given topic, which shall be the only topic that shall be discussed. The topic and the day, time and place of the special meeting shall be specified in the meeting call.

3.11.1 Notice of BOD special meetings shall be given by any means including, but not limited to, in-person, by telephone, or by any written or electronic means, not less than two (2) days before the date designated for the meeting, specifying the day, time, place and purpose of the meeting. Written or electronic notices shall indicate when and to whom the notices were sent.

3.12 Waivers of Notice of Board Meetings; Adjournments. Notice of a meeting need not be given to any BOD Member who signs a waiver of notice, whether before or after the meeting, or who attended the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Director of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment. Board Members not present at the meeting adjourned shall be notified by any available means of the adjourned meeting date.

3.13 BOD Quorum and Voting. The presence (in person or by electronic means) at a meeting of one-third (1/3) of the elected Members of the Board (but never less than 3) shall constitute a quorum of the Board for the transaction of business. (The number shall be rounded up to the next

whole numbers; example: 11 Board Members, quorum is four (4)). A Board Member who has been duly appointed to fill the vacancy of an elected Board Member is considered an “elected Member.” The act of a majority of the Officers and Directors at a meeting at which a quorum is present shall be the act of the Board.

3.14 BOD Voting. Voting shall be by written or electronic ballot from each Officer and Director. A record of the affirmative, negative, and abstention votes shall be indicated in the minutes of the meeting. No proxy votes shall be permitted or recognized.

3.15 Meeting by Telephone. The Board or a committee of the Board may participate in a meeting of the Board or of such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate with every other participant.

3.16 BOD Action Without Meeting. The Board or any committee of the Board may act without a meeting, if, prior or subsequent to such action, each Director or committee Member consents in writing or by electronic mail to such action. Such written or electronic e-mail consent or consents shall be filed with the minutes of the meeting.

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ARTICLE 4: OFFICERS

4.1 The Officers of CAPCA are the President, Vice-President, Assistant Vice-President, Secretary, Treasurer, and the Past President. The Officers govern the activities of the Association during the CAPCA Membership year. These elected Members are the Officers of the Association.

4.1.1 These Officers are elected by the CAPCA Membership at the Fall Annual Business Meeting, according to their respective terms of office.

4.2 Nomination for CAPCA Officers shall be called for at the September business meeting, with a request for nominations from the Membership posted on the CAPCA website. At the October business meeting the Nominating Committee shall present its slate of candidates and a call for nominees from the floor shall be made. Nominations (in person and electronic) shall be closed at the end of the October meeting. The entire slate of nominees shall be posted on the CAPCA website as soon as possible after the October meeting. At the Fall Annual Business Meeting a vote shall be taken on the slate of candidates.

4.2.1 Nomination and election procedures at the Fall Annual Business Meeting shall be held in accordance with Robert’s Rules of Order, Newly Revised, newest edition. A

quorum of 10% of the eligible Members being present, in person or electronically, the candidate receiving a plurality of the votes cast shall be elected to his/her respective office. When there is only a single candidate or slate of candidates for elected position(s) at the Fall Annual Business Meeting, that candidate or slate of candidates shall be considered to be duly elected if, by a show of hands, Members express their approval.

4.3 Term of Office and Term Limits. Officers elected at the Fall Annual Business meeting assume office after election, serving from 1 January to 31 December.

4.3.1 The President, Vice President, Assistant Vice-President, Secretary and Treasurer shall serve for one year (1) or until a successor has been duly elected or temporarily appointed. The Past President serves for one year after his/her presidency.

4.3.2 No Officer of CAPCA shall serve more than three (3) consecutive terms in that office unless a specific extension has been approved by the Membership. Former Officers of CAPCA may be re-elected to their former office after a one (1) year absence from that office. The President, Vice President, Assistant Vice President, Secretary, and Treasurer may serve a total of three (3) years in consecutive terms, (i.e., 3 x 1-year terms). The Past President serves for one (1) year after his/her presidency.

4.4 President. The President of CAPCA shall be the Chief Executive Officer of the Association and shall have general charge, supervision, and responsibility over all affairs of the Association. He/she shall preside over all meetings of the Board of Directors as Chairperson and over meetings of the Membership of the Association, in accordance with the provisions of Robert's Rules of Order, Newly Revised, newest edition. He/she shall have supervisory authority over all other Officers of the Association.

4.4.1 The President of CAPCA shall cause to be called all business and special meetings of the Association and the Board of Directors in accordance with these Bylaws. At the Fall Annual Business Meeting he/she shall present to the Membership the overall condition of the Association. He/she shall assure that all books, reports, statements and certificates required by these Bylaws and rules, and the Articles of Incorporation for CAPCA, are properly made, filed and/or kept as required.

4.4.2 The President of CAPCA shall be an ex-officio (non-voting) Member of all CAPCA Standing and Ad-hoc Committees.

4.4.3 The President of CAPCA shall have final approval for the expenditure of CAPCA funds and has the authority to sign all checks, draft warrants and orders for payment written on the CAPCA accounts.

4.4.4 The President of CAPCA shall write “A View from the Bridge” column for all issues of the CAPCA newsletter, *The LOG*.

4.4.5 The President of CAPCA shall represent CAPCA in all outside matters pertaining to the goals and well-being of CAPCA and its Members.

4.4.6 The President of CAPCA may delegate any of his/her authority from time- to- time as may be expedient to the affairs of CAPCA.

4.5 Vice-President. The Vice-President of CAPCA shall, in the absence of the President of CAPCA, possess all of the powers and exercise all of the authority of the President of CAPCA as directed by these By- Laws.

4.5.1 The Vice President of CAPCA shall be an ex-officio (non-voting) Member of all CAPCA Standing and Ad-hoc Committees.

4.6 Assistant Vice-President. The Assistant Vice-President of CAPCA shall, in the absence of the President and/or Vice-President of CAPCA, possess all of the powers and exercise all of the authority of the President and/or Vice-President of CAPCA as directed by these Bylaws.

4.7 Secretary. The Secretary of CAPCA shall serve as the Administrative Assistant to the President of CAPCA. The Secretary shall perform the following duties, which include, but may not be limited to, the following:

4.7.1. Maintain all CAPCA records, forms, stationary, software and any other administrative information as may be directed by the President of CAPCA.

4.7.2. Take, record, publish, and permanently maintain, electronic (digital) copies of the minutes of all business meetings, special meetings, Board of Director meetings and any other minutes as may be from time-to-time directed by the President of CAPCA.

4.7.3. Create CAPCA correspondence as directed by the President of CAPCA.

4.7.4. Assure that the website is properly set up and managed in a user-friendly manner, in coordination with the Webmaster.

4.7.5. Maintain CAPCA document files according to the specifications in the CAPCA Document Retention Policy.

4.7.6. Maintain and update, as needed, accurate electronic copies of the CAPCA Bylaws, and approved Resolutions (if any). Provide an accurate copy to the Bylaws committee, as needed. Note the date of the most recent revisions(s)/amendments on the Bylaws.

4.7.7. Serve as the point of contact for all outside agencies as directed by the President of CAPCA.

4.7.8. Contact the Membership of CAPCA in the case of any special or emergency meetings of the Membership or the Board of Directors, stating date, time, place and the topic of discussion for the special meeting.

4.7.9. Obtain a copy of Robert's Rules of Order, Newly Revised, newest edition, and make provision for the book to be available at any CAPCA business or special meeting at which CAPCA business is to be transacted.

4.7.10. Shall perform such other duties as may be assigned by the President of CAPCA from time -to- time.

4.8 Treasurer. The Treasurer of CAPCA shall perform the following duties, which include, but may not be limited to, the following:

4.8.1 Be responsible to the President of CAPCA for the custody of all CAPCA funds and securities.

4.8.2 Be a signer of all checks, draft warrants and orders for payment written on the CAPCA accounts, which have been properly approved by the President of CAPCA and/or the Board of Directors.

4.8.3 Issue payments to CAPCA Committee Directors/Chairpersons for committee expenses, with the approval of the President of CAPCA, and with a valid receipt provided by the Chairperson for approved funds expended.

4.8.4 Be responsible for the receipt and processing of CAPCA annual dues, initiation fees, and certain other payments for CAPCA-sponsored activities, seminars, classes, workshops, etc.

4.8.5 Maintain a running total of CAPCA funds received, on hand and expended in the normal operations of CAPCA and submit all CAPCA financial records to the President and Board of Directors for review on a monthly basis as directed by these Bylaws.

4.8.6 Be responsible for preparing and submitting all tax documents and all other government- mandated forms.

4.8.7 Work with the Finance Committee, if constituted, to prepare an annual CAPCA budget to be submitted to the Board of Directors no later than 1 October of each year, and submitted to the Membership for approval at the Fall Annual Business Meeting. If the Finance Committee has not been constituted, the Treasurer will prepare and submit the annual budget.

4.8.8 The budget shall be made available to the Membership on the Member's Only section of the website, no less than 10 days before the Fall Annual Business Meeting. Notice shall be given to the Membership at the time of posting.

4.8.9 Assure that expenditures of CAPCA funds are in compliance with the appropriate approved budget line item. Any non-approved budget line items must be reviewed by the Board of Directors and approved by a majority of the Membership at a business meeting before funds can be expended.

4.8.10 Prepare and present a CAPCA financial report to the Membership at a regular meeting once a quarter and make it available to the Membership no later than 10 days before the Fall Annual Business Meeting.

4.8.11 Perform such other duties as may be assigned by the President of CAPCA from time to time.

4.9 Past President. The Past President of CAPCA is defined as the living person who has served most recently in the office of President for a period of six (6) months or more and was not involuntarily removed from that office.

4.9.1 The Past President shall act as the principal advisor to the President of CAPCA, serving in any position the President of CAPCA deems necessary. The Past President serves as an Officer on the Board of Directors during the one year following his/her presidency.

4.10. Resignation. Any CAPCA Officer may resign his/her position at any time, by writing to the President of CAPCA. The President of CAPCA shall provide a written response to a resignation letter within ten (10) days of receipt of the resignation letter. The President shall fill the unexpired term of the vacated Member by appointment from the Membership at the next business meeting, subject to the approval of the BOD. If the President shall resign, the Vice President shall receive the resignation letter and write the response. A Board Member who has

been duly appointed to fill the vacancy of an elected board Member is considered an “elected Member.”

4.11 Removal from Office. Any CAPCA Officer may be removed from office for cause. The offender shall be given written notification of the reasons for removal, following the procedures set forth in Section 2.7 of these Bylaws. If the President is charged, the Vice President shall undertake the responsibilities of the President where indicated in Section 2.7.

4.11.1. During the investigation of the charges under Section 2.7, the accused Officer may participate as an ex officio, non-voting Member on the Board until the matter is resolved.

4.11.2. Upon removal from office, the remaining elected Board Members shall vote to decide whether an Officer’s CAPCA Membership should be terminated, unless that recommendation or decision was made during the hearing process, Section 2.7. A vote to terminate the Officer’s CAPCA Membership requires a two-thirds (2/3) vote of the entire elected Board. The Officer removed from office shall not vote, nor be counted in number of voting Board Members.

4.12 Vacancies. The President shall fill vacancies on the Board occurring between Fall Annual Business Meetings by appointing a replacement Officer/Director, with the approval of the BOD. The President shall fill the unexpired term of the vacated position by appointment from the Membership at the next business meeting, subject to approval of the BOD. A Board Member who has been duly appointed to fill the vacancy of an elected board Member is considered an “elected Member.”

4.12.1 In the case of a vacancy resulting from an increase in the number of Directors, the President, with the approval of the BOD, shall appoint a Director to serve in the newly-created position until the election at the next Fall Annual Business Meeting. A Board Member who has been duly appointed to fill the vacancy of an elected Board Member is considered an “elected Member.”

4.13 Assistants to the Officers. The Board may appoint one or more Officers’ Assistants as they may deem appropriate to carry out the purposes of the Association. These appointed Assistants shall not have voting privileges at any meeting of the Officers or Board. Assistants may include, but are not limited to: Editor of *The LOG*, Laws and Rules editor for *The LOG*, Phone Monitor, ABYC Coordinator, Ship’s Store coordinator, Mentoring Coordinator, Raffle Assistants.

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Article 5: BOARD OF DIRECTORS

5.1 The CAPCA Board of Directors (BOD) consists of the elected Officers named in Sections 4.4 - 4.9 and the following Members, elected at the Fall Annual Business Meeting (Section 5.3): the Directors of Programs, Jobs Program, Continuing Education, Communication, Membership, the Webmaster, and three (3) elected Members at Large.

5.1.1 The President of CAPCA shall serve as Chairperson of the BOD.

5.1.2 The Directors named in Section 5.1 serve as the Chairpersons of the named Standing Committees.

5.1.3 Appointed Chairpersons of other Standing Committees shall serve on the Board in ex-officio, non-voting, capacity. (See Section 6.1).

5.1.4: Members at Large are voting members of the Board of Directors whose duties and responsibilities are not fixed but instead vary according to the needs of the Association and as directed by the President.

5.2 Changes to the Board. The elected Board Members may vote to increase or decrease the number of Directors, or change the composition of the Board at any time, by a majority vote of the elected Members of the Board.

5.2.1 If changes are made, the BOD shall specify if the newly-created positions are to be elected or appointed. Changes to the BOD shall not be considered amendments to the Bylaws with the exceptions noted in Section 5.2.3 and as such do not require ratification by the Membership. Any such changes shall be recorded by the Secretary in the official CAPCA copies of the Bylaws (electronic and paper) and communicated to the Bylaws Committee.

5.2.2 If changes to the number of Board positions are made, the quorum requirements remain one-third (1/3) of the elected Board Members.

5.2.3 The BOD may not change (by addition or deletion) the Officers specified in Article 4 without amending these Bylaws.

5.3 Election and Term of Office. The Directors of Programs, Jobs Program, Continuing Education, Communication, Webmaster, and Membership shall serve for two (2) years or until a successor has been duly elected or temporarily appointed. No Director shall serve more than

three (3) consecutive terms in that office unless a specific extension has been approved by the Membership. Members at Large shall serve for one (1) year or until a successor has been duly elected or temporarily appointed. No Member at Large shall serve more than three (3) consecutive terms in that office unless a specific extension has been approved by the Membership. Directors may be re-elected to their former office after a one (1) year absence from that office. These members of the Board of Directors shall be nominated and elected using the same procedures prescribed for Officers in Section 4.2. Only Elected members of the CAPCA Board of Directors may vote upon Board of Directors actions.

5.4 Duties of the BOD. The BOD shall have general control of the management of CAPCA. They may make decisions effecting the orderly operation of the Association. The BOD shall be the review authority in all matters concerning the operation of the Association, including Committee decisions and activities, making recommendations for policy changes, dues, finances, judicial matters and any other assignments as may be made by these Bylaws. Any BOD decisions which require the approval of the Membership shall be presented by the President of CAPCA, under New Business, at any business or special meeting.

5.5 Resignation. Any Board Member may resign his/her Board position at any time, by writing to the President of CAPCA. The President of CAPCA shall provide a written response to a resignation letter within ten (10) days of receipt of the resignation letter. If the President shall resign, the Vice President shall receive the resignation letter and write the response.

5.6 Removal from Office. Any Board Member may be removed from office for cause. The offender shall be given written notification of the reasons for removal, following procedures of Section 2.7 of these Bylaws. If the President is charged, the Vice President will undertake the responsibilities of the President as indicated in Section 2.7.

5.6.1 During the investigation of the charges under Section 2.7, the accused Board Member may participate as an ex officio, non-voting, Member on the Board, until the matter is resolved.

5.6.2 Upon removal from office, the remaining elected Board Members shall vote to decide whether a Board Member's CAPCA Membership should be terminated, unless that recommendation or decision was made during the hearing process, Section 2.7. A vote to terminate the Board Member's CAPCA Membership requires a majority vote of the entire elected Board. The Board Member removed from office shall not vote, nor be counted in determining the quorum.

5.7 Vacancies. The President shall fill vacancies on the Board occurring between Fall Annual Business Meetings by appointing a replacement Officer/Director, with the approval of the BOD.

The President shall fill the unexpired term of the vacated position by appointment from the Membership. A Board Member who has been duly appointed to fill the vacancy of an elected Board Member is considered an “elected Member.”

5.7.1 In the case of a vacancy resulting from an increase in the number of Directors, the President, with the approval of the BOD, shall appoint a Director to serve in the newly-created position until the general election at the next Fall Annual Business Meeting. A Board Member who has been duly appointed to fill the vacancy of an elected board Member is considered an “elected Member.”

5.8 Conflict of Interest. Any elected Member of the Board who has a conflict of interest, personal or financial, in any matter that comes before the Board for a vote shall recuse himself/herself from deliberations and voting upon the matter. The recused Board Member shall not be counted in the quorum requirements.

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Article 6. COMMITTEES OF THE BOARD

6.1 Standing Committees. The President shall, with the advice and consent of the Board, appoint committees in order to carry out the objectives of the Association. The Standing Committees may include, but not be limited to:

1. Programs
2. Continuing Education
3. Jobs Program
4. Membership
5. Communication
6. Webmaster
7. Budget and Finance (if constituted)
8. Bylaws Review

6.1.1 Each Standing Committee shall consist of one or more voting Members of the Association. The Chairpersons of all committees other than Standing Committees shall be appointed by the President.

6.1.2 The Board may decide, at its sole discretion, to alter the number or change the nature, title and/or composition of the Standing Committees without amendment of these Bylaws.

6.1.3 If changes are made, the BOD shall specify if the newly-created positions are to be elected or appointed. Any changes should be recorded by the Secretary in the official CAPCA copies of the Bylaws (electronic and paper), and communicated to the Bylaws Committee.

6.2 Committee Appointments. All Standing Committee Chairpersons and Members, with the exception of the elected Standing Committee Directors, shall be appointed by the President of CAPCA, with advice from the BOD. The first person appointed to a committee is historically designated as the Chairperson. All Committee Directors and Chairpersons, elected or appointed, shall report to the President of CAPCA and make a report to the Members at the monthly business meetings.

6.2.1 Bylaws Review Committee: Members of this committee shall be appointed by the President in September to serve a two-year term. They may be reappointed without restriction.

6.2.2 Active and Emeritus Members may volunteer to work on a Standing Committee at any time, and they shall be entitled to vote on any committee action.

6.3 Duties of the Standing Committees. Because the duties of these important CAPCA committees are frequently updated or revised, these duties shall be found in the Member section of the CAPCA website.

6.4 Committee Meetings. Periodic meetings of CAPCA Standing Committees are at the call of the Committee Director/Chairperson. The Committee Director/Chairperson may appoint a committee Member, if necessary, to keep notes recording committee activities and decisions.

6.4.1 Actions taken at a meeting of any committee shall be kept in a written record of its proceedings, which shall be reported to the Board from time-to-time. Copies of committee notes shall be retained by the CAPCA Secretary.

6.4.2 Committee Quorum: A majority of the number of voting Members of each committee present shall constitute a quorum for the transaction of business and the act of a majority of the voting Members present shall be the act of such committee.

6.5 Committee Actions: Any act of any CAPCA Committee shall be advisory and shall not bind the Board or the Association but shall be subject to Board approval.

6.5.1 No committee may take the following actions:

1. Make, alter or repeal any Bylaws of the Association;
2. Elect or appoint any Officer or Director or remove any Officer or Director;
3. Make any grants or distributions of funds;
4. Amend or repeal any resolution previously adopted by the Board.

6.6 Nominating Committee. The Nominating Committee is a special committee appointed by the President of CAPCA, with advice from the BOD. The purpose of the Nominating Committee is to select, investigate and present a proposed slate of nominees for offices in CAPCA, to the Membership at the October business meeting.

6.7 Ad Hoc Committees. From time-to-time special circumstances arise that need attention but do not require a Standing Committee. A Tally Committee is an example. In such cases, the President of CAPCA, shall appoint an ad-hoc committee to handle the details of the matter and report back to him/her with findings and recommendations. These recommendations shall be presented to the BOD and the Membership for information and/or action. Upon completion of their duties, ad hoc committees shall be terminated by the President of CAPCA.

6.7.1 Tally Committee. The President of CAPCA may, if deemed necessary, appoint a Tally Committee to count votes at the Fall Annual Business Meeting election of Officers. This committee shall be terminated immediately following the elections. The Secretary shall record the votes in the minutes of the meeting and then the ballots and tally sheets shall be destroyed after the election.

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Article 7: COMPENSATION

7.1 Directors, Officers, Committee Members. No CAPCA Officers, Directors nor Committee members when the serve in their elected positions shall receive any salary, fee or remuneration for their services. However, they may be reimbursed for approved and reasonable expenses provided for in the annual CAPCA budget upon presentation of proper receipts for such expenditures.

7.1.1 Directors, Officers, Committee Members: No CAPCA Officers, Directors or Committee Members serving in their elected or volunteer positions shall receive any salary, fee or remuneration for their services.

7.1.2 Directors, Officers and Committee members may be reimbursed for approved and reasonable expenses provided for in the annual CAPCA budget upon presentation of proper receipts for such expenditures.

7.2 Employees. CAPCA may from time- to- time hire such employees as the BOD may deem necessary to ensure the efficient operation of the Association, subject to the approval of the Membership. Documentation of the work performed by such employees and their compensation shall be determined by the CAPCA Treasurer, with advice from the BOD, and within budget limitations of the annual CAPCA budget.

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Article 8: BILLS, NOTES, ETC.

8.1 Bills Payable. All bills payable, notes, checks or other negotiable instruments of the Association shall be made in the name of the Association and shall be signed by the President, Treasurer, or such other officers designated by resolution of the Board. No officer or agent of the Association, either singularly or jointly with others, shall have the power to make any bill payable, note, check, or other negotiable instrument, or endorse the same in the name of the Association or contract or cause to be contracted any debt or liability in the name of or on behalf of the Association, unless duly authorized by the Board. Both the Treasurer and the President have written authorization to disperse funds.

8.2 Bonding of Officers. If determined to be required, the following CAPCA officers shall be bonded and/or otherwise insured in the amount of \$25,000.00 or an amount as otherwise determined by the Board of Directors to handle the CAPCA finances: President and Treasurer. The cost of the bond shall be paid with CAPCA funds.

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Article 9: FISCAL YEAR

9.1 Fiscal Year. The CAPCA fiscal year shall run from 1 January to 31 December of the calendar year.

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Article 10: FINANCES

10.1 The Budget and Finance Committee, if so constituted by the President and/or the Board of Directors, shall be the financial oversight group of CAPCA. It shall, with the input and participation of the CAPCA Treasurer, prepare an annual CAPCA budget in the month of September, submit it to the BOD for review in the month of October and present the reviewed

and/or amended final budget to the Membership for final approval at the Fall Annual Business Meeting.

10.1.1 In creating the annual budget, the Budget and Finance Committee, if constituted, shall review past years' income and expenditures to determine the proper level of financing for ongoing CAPCA operating expenses and Standing Committee requirements. These requirements shall be set down in a line-item budget format to be determined by the Budget and Finance Committee and the CAPCA Treasurer.

10.1.2 The Budget and Finance Committee shall consult with the CAPCA Standing Committee Directors/Chairpersons in determining financial requirements for the smooth operation of their respective committees, if required or requested.

10.2 Financial Reviews. The Budget and Finance Committee, if constituted, shall review all of CAPCA financial records on a quarterly basis, prior to the February, May, and Fall CAPCA meetings and report the financial position to the Members at these meetings.

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Article 11: INDEMNIFICATION

11.1 Indemnification. Any Director, Officer, committee Member, administrative staff Member, or employee of the Association (or the legal representative of any such person) shall be indemnified by the Association against reasonable costs, expenses (exclusive of any amounts paid to the Association in settlement) and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a part by reason of such person's having held such position provided that

(1) any such action, suit, or proceeding shall be prosecuted against such person or against his or her legal representative to final determination, and it shall not be finally adjudged in any such action, suit or proceeding that such person had been derelict in the performance of his or her duties in such position; or

(2) said action, suit or proceeding shall be settled or otherwise terminated as against such person or his/her legal representative without final determination on the merits, and it shall be determined by the Board of Directors that such person had not in any substantial way been derelict in the performance of his or her duties as charged in such action, suit or proceeding. The privilege and power conferred by this Article shall be in addition to and not in restriction or limitation of any other privilege or power which a nonprofit corporation of the State of Maryland may have with respect to the indemnification or

reimbursement of Directors, Officers, committee Members, administrative staff Members, or employees.

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Article 12: DISSOLUTION

12.1 Dissolution. In the event of the dissolution of CAPCA, no funds shall inure to any Officer or Member of the Association. All funds, stocks, equipment or anything of financial value belonging to CAPCA or residing in the Association treasury after payment of all indebtedness at the time of dissolution shall be distributed entirely to programs and/or organizations that fully support the purposes of CAPCA as described in Article 1 of these Bylaws. Any recipient of CAPCA assets must be recognized by the Internal Revenue service as exempt from taxation under Section 501 of the Internal Revenue Code. The President of CAPCA upon the recommendation of the BOD shall make final distribution of assets.

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Article 13: RESTRICTIONS

13.1 Prohibited Activities of Members. No Member may actively engage in personal/corporate promotion or solicitation in the name of CAPCA without prior approval of the Board. Requests to engage in promotion or solicitation activities must be presented in writing one (1) month prior to any meeting, event, or occasion at which these activities would be conducted. Such requests must be approved by two-thirds (2/3rds) majority vote of the elected Members of the Board, a quorum being present.

13.2 Membership Lists. All CAPCA Membership lists are proprietary solely to CAPCA and shall not be distributed to any entity outside of the CAPCA organization. The Membership list shall be published in the Member Directory on the CAPCA website.

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Article 14: EXEMPT ACTIVITIES

14.1 Exempt Activities. Notwithstanding any other provisions of the Bylaws, no Member, Director, Officer, or representative of the Association shall take any action or carry on any activity by or behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c) (6) of the Internal Revenue Code and its Regulations as they now exists or as they may be hereafter be amended, or by an organization, contributions to which are

deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or they may hereafter be amended.

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Article 15: FORCE AND EFFECT OF BYLAWS

15.1 Governing Law. These Bylaws are subject to the provisions of the Maryland Code, Corporations Article and the Articles of Incorporation as they may be amended from time to time. If any provision in these Bylaws is determined to be inconsistent with a provision in the Act or the Articles of Incorporation, the provision of the Act or the Articles of Incorporation shall govern to the extent of such inconsistency. Such determination shall have no effect on any provision of these Bylaws that is not determined to be inconsistent.

15.2 Corporate Requirements. As an incorporated, tax-exempt organization, CAPCA is additionally governed by certain sections of the Maryland Corporate Codes. Should any differences arise between these Bylaws and the Maryland Corporate Codes with regard to the operation of CAPCA, the differences shall be immediately reviewed by the BOD. They shall determine if the Code or the Bylaws are applicable. Should the Code prevail, the BOD shall make recommendations to the President of CAPCA as to the appropriate action to take to bring the Bylaws in line with the Code so that further confusion is eliminated.

15.3 Interpretation. Interpretation of any point of procedure not included in these Bylaws will be made by the President or presiding Member of the Board.

15.4 Parliamentary Authority. The Parliamentary Authority for these CAPCA Bylaws shall be Robert's Rules of Order, Newly Revised, newest edition. Should any points of parliamentary inquiry arise in the interpretation of the Bylaws, or a subject that comes up that is not covered by these Bylaws, or a parliamentary procedure inquiry is made at any CAPCA meeting, the provisions of Robert's Rules of Order, Newly Revised, newest edition, shall be the governing document. A copy of Robert's Rules should be available at any CAPCA meeting at which business will be conducted.

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Article 16: AMENDMENT OF BYLAWS

16.1 Amendments Procedure. Amendments to the CAPCA Bylaws may be proposed verbally or in writing by any Member in good standing, by the BOD or by the Bylaws committee at any business or special meeting. The proposed amendment(s) shall be communicated to the

Membership via the CAPCA website and in *The LOG* as soon as practicable after the proposal at the meeting. The notification shall also indicate that the proposed amendment(s) are to be read and voted upon at the next business meeting, specifying the date and time of the meeting. The requirements for electronic comment and voting (if executable) shall be specified in the Member section of the CAPCA website.

16.1.1 The Bylaws Review Committee shall receive and review any amendments proposed at a meeting before the next business meeting. This committee shall report the finding of its review to the President of CAPCA, indicating the committee's opinions on the amendment(s).

16.1.2 At the next business meeting (after the initial proposal of the amendment(s)) the proposed amendments(s) shall be read again, and the opinions of the Bylaws Committee, the BOD and a summary of electronic comments from Members shall also be presented to the Members in attendance. The requirements for electronic comment and voting (if executable) shall be specified in the Member section of the CAPCA website.

16.1.3 At this meeting, the amendments(s) shall be discussed and acted upon. The amendment(s) must be agreed-to by at least a two-thirds (2/3) majority of Members voting, a quorum of 10% of the eligible Members being present in person or electronically (if permitted), in order to be ratified. The totals of in person and electronic votes (if executable) shall be reported to the Members in attendance and on the CAPCA website.

16.1.4 If ratified, the amended Bylaws shall be presented to the Membership in the month following the vote. This may be accomplished by publishing the approved amendment(s) in *The LOG*, by mail or by any electronic means, such as the CAPCA website.

16.1.5 When ratified, the Secretary shall make necessary changes in the electronic and paper Bylaws copies, and working with the Secretary, the CAPCA webmaster shall update the relevant sections of the Bylaws on the CAPCA website. The Bylaws committee shall ensure that they always have the updated copy of the Bylaws.

16.2 Timetable. The timetable for presentation and review of amendment(s) and ratification indicated in this Article may be altered by decision of the President if the amendment issues are complex and require further study or legal advice.

16.3 Non-Substantive Changes. The Bylaws Committee may recommend and/or the Board of Directors may approve and implement changes to these Bylaws at any time without a vote of the Members if, in the opinion of a majority of the members of the Board of Directors, the change is

solely clerical, editorial proofreading corrections and/or necessary for “housekeeping” purposes. This Section shall not give the Board of Directors the authority to make substantive changes to these Bylaws without a vote by the Members.

16.4 Bylaws Review. The CAPCA Bylaws shall be reviewed on a biennial basis by the Bylaws Committee, appointed by the President of CAPCA in September to serve a two-year term. Committee findings and recommendations shall be reported to the President of CAPCA and the BOD for their review no later than fifteen (15) days before the business meeting at which any amendments will be introduced. The Bylaws Committee shall follow the procedure for submitting amendments as specified herein.

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Article 17: RESOLUTIONS

17.1. Authority. The Association may establish by resolution such standards and guidance as the Board may from time- to- time determine to be necessary in furtherance of the Objectives of the Association. Among the types of standards and guidance contemplated by this Article are Standards of Professional Conduct and a Code of Ethics.

17.2 Procedure. Such resolutions shall be enacted using the same procedures as are specified in these Bylaws for amending the Bylaws. Upon enactment, such resolutions shall be appended to these Bylaws and incorporated by reference herein.

17.3 Force and Effect. Such resolutions shall have the same force and effect as if they are contained in these Bylaws.

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Article 18: METHODS OF PROVIDING WRITTEN NOTICE

18.1 Definitions of “in writing” and “by letter.” Any action or notice required by these Bylaws to be made “in writing” or “by letter” may also be made by any electronic means from which a record of such action or notice may be made, including but not limited to, electronic mail or posting in the Member section of website. If such action or notice is made by electronic means, a record of such action or notice shall be retained, in either printed or electronic form, in the records of the Association.

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Article 19: GENDER

19.1 Non-specific. Any references to “he” or “him” are included for convenience only and shall apply to either gender as the case may be and to one or more persons or entities as the case may be.

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Article 20: MISCELLEANEOUS

20.1 Policies and procedures regarding the responsibilities and duties of the Directors, committee chairpersons, and other assistants to the Board, and guidelines for other activities are found in the Member section of the CAPCA website. Because these may be revised from time-to-time, this information is not properly part of the Bylaws.

20.1.1 These guidelines may include such things as details of the operation of the committees of the Board, duties of the assistants to the board, details for constituting an electronic quorum and electronic voting procedures and similar information.

20.1.2 Nothing in the guidelines shall contradict policies and procedures established by these Bylaws.

20.1.3 Changes to the guidelines may be made at any time by decision of the Committee(s) of the BOD. Changes to the guidelines may be suggested to the relevant Committee(s) by any Member of CAPCA for consideration by those involved. Proposed changes, other than non-substantive changes, shall be submitted to the BOD for their approval.

20.2 CAPCA Website. CAPCA maintains and operates a website at www.capca.net for the information of the public and the convenience of the Membership. The President appoints a person qualified to serve as webmaster and the appointment is confirmed by election at a Fall meeting: the term of service is mutually-agreed upon by the President and the Webmaster, but may not exceed six (6) years of consecutive service (4.3.2). The President and/or BOD may review the performance of the webmaster at any time and make recommendations to the President. The Secretary oversees the webmaster’s activities. Duties of the webmaster are contained in the guidelines on the Member section of the website.

20.3 *The LOG*. The President of CAPCA shall be responsible for the monthly publication of *The LOG* newsletter. This publication shall contain, but not be limited to, the President’s monthly

column “A View from the Bridge,” highlights of the prior month’s meeting, information of interest to Membership, upcoming CAPCA events, etc.

20.3.1 The President of CAPCA may designate an Editor of *The LOG* to assure timely publication. The Editor shall work in cooperation with the CAPCA Webmaster and Secretary. *The LOG* may be disseminated on CAPCA website or by mail to all CAPCA Members of record, active and emeritus. Duties of the Editor of *The LOG* are contained in the guidelines on the Member section of the website.

20.4 Certification of Adoption. Be it known, that on the twenty-third day of November, 2009, at a regular meeting of The Chesapeake Area Professional Captains Association Incorporated, a quorum being present, the Membership did approve these Bylaws in accordance with the procedures specified in Article 4.3.10 of the Bylaws in force at the time of the vote (Fifth Revision, November 2006.) These Amended and Restated Bylaws replace all previous Bylaws.

November 23, 2009

Submitted by

Priscilla M. Travis
Chairman,
CAPCA Bylaws Committee

Approved by

Kenneth R. Binnix
President, CAPCA

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APPENDIX: Details of changes

9/26/2011 and 2/27/2012: Minor editorial changes approved by BOD

4/27/2014: Editorial changes approved by BOD. Added Webmaster to the Board. “Deck Officer” changed to “Master or OUPV”; 4.7.1 (7). Deleted “The Secretary shall serve as the custodian of the CAPCA Corporate Seal and as such, keep it in a secure place and affixing it as directed by the President of CAPCA.” [no such seal exists].

10/26/2015: Editorial changes approved by BOD. Change name of Publicity Director to Communication Director, and delete references to “Standing Rules,” which have been assimilated into the Member section of the new website. Term “standing rules” replaced with “guidelines.”

04/28/2018: Editorial changes approved by BOD. [See Appendix A](#) below.

09/24/2018: At the 9/24/18 Membership meeting, a quorum being present, the members voted to approved the amendment to Bylaws, Article 2, Section 2.2.1 and 2.3.2, changing the grace period for Membership lapse to 60-days (previously 90 days).

07/22/2019: Editorial clarification in 2.7.1 to define how complaints against any CAPCA member submitted to the CAPCA President by non-members will be handled. See [Appendix B](#).

02/12/2024: Editorial changes approved by BOD 02/12/2024. Includes a conforming amendment to require permanent retention of minutes. See [Appendix C](#).

03/11/2024: Amended composition of the Board of Directors in accordance with paragraph 5.2 to add three Members at Large. Removed a conflicting statement from 6.1.1 and added a clarification to 3.10.1 See [Appendix D](#).

04/08/2024: Editorial changes and conforming amendment approved by the BOD 04/08/2024. Distinguishes between business meetings and programs – those solely consisting of a guest speaker presentation. Also removes “general” where it relates to Membership as it implied there might be some other kind. See [Appendix E](#).

05/13/2024: Amended the provision for making the budget available in the LOG. The Board does not want the budget to be made public. Since the LOG is now publicly available, the Board chose to remove the requirement for publication in the LOG. See [Appendix F](#).

07/13/2024: Editorial change approved by the BOD 06/10/2024. In light of the fact that the 4th Monday of November can fall during the week of the Thanksgiving holiday, a provision was added to hold such meeting on the following Monday. As this has the potential to move the meeting to December, so references to the “November” meeting were changed to “Fall.” Also, a conforming amendment was added to the reference to the Coast Guard’s “one-year” grace period for license renewal to allow for other prescribed time periods as promulgated in [CG-MMC Policy Letter No. 01-24](#). See [Appendix G](#).

12/03/2024 Substantive change approved by a quorum of the membership to allow a show hands instead of a written ballot when there is a single candidate for elected position(s). See [Appendix H](#).

07/14/2025 Added a provision to review board hearings to allow non-CAPCA members to submit a written complaint in lieu of being present at a hearing. See [Appendix I](#).

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Appendix A

Editorial changes approved by BOD 04/28/2018

The implementation of the new website and a recent review of the Bylaws has revealed some necessary changes. They are non-substantive because they are editorial changes that delete language no longer relevant, correct dates (i.e., fiscal year, dates of Membership meetings), and correct a procedure discrepancy between Section 2.4 and section 16.1. Corrections to these issues are non-substantive, editorial changes that can be approved by a majority vote of the Board according to the specifications in 16.3.

The Bylaws Committee recommended and the Board approved the following non-substantive changes:

2.2 Period of Membership. Annual Membership shall run from the ~~time date~~ of acceptance by the Membership Committee until the ~~same date last day of the same month in~~ the following year ~~following the acceptance date~~ (e.g., join or renew in June 5, ~~Membership membership~~ expires ~~30~~ June 5 the following year.)

Prior to the new website, there may have been a reason to have this odd specification for period of Membership. The above specification is now incorrect because the database currently records Membership start dates automatically when they join or renew and the end date is one year from the start date.

The Bylaws committee doesn't recommend changing or deleting "Membership

Committee" because if we need a committee decision about accepting someone into membership or allowing a renewal, the Board acts as the committee.

2.4 Dues structure. The CAPCA dues structure shall be reviewed annually by the Finance Committee ~~prior to the annual meeting~~. Any proposed changes to the dues structure must be approved by the Board of Directors and presented to the Membership according to the timetable specified in Bylaws 16.1 through 16.1.3. The dues for new and renewing members are specified on the CAPCA website, ~~voted on at the annual meeting and approved by a simple majority of the Members voting, a quorum being present (See Section 3.6). The dues pricing structure is covered in the Standing Rules and in the CAPCA Membership Guide.~~

The "annual meeting" specification for changing the dues structure conflicts with the amendment procedure specified in 16.1, which says that amendments can be voted upon at any general or special meeting. The amendment procedure in 16.1 supersedes the language in 2.4.

The "Standing Rules" and the "Membership Guide" ceased to exist after Dec. 15, 2016, when the new website came online. The material was put into various pages on the Members side of the new website.

3.1 General Membership Meetings. The general meetings of CAPCA Membership shall be held on the fourth Monday of the month ~~at 1915~~ except for May, when the meeting shall be on the third Monday. There shall be no meetings in August or December. The schedule may be altered if deemed necessary at the discretion of the Board. ~~The meeting place shall be designated in the monthly issue of THE LOG. At a minimum, there shall be four (4) general meetings per year.~~

3.1.2 Notice of General Meetings: Notice of general meetings of the Association shall be given to each Active, ~~Provisional, Retired,~~ and Emeritus Member by any means . . .

We no longer have "provisional" or "retired" member categories. Delete references to these two categories wherever they occur. There are at least 6 uses of each.

4.3 Term of Office and Term Limits. Officers elected at the November meeting assume office after election, serving from 1 ~~December-January~~ to ~~30-31 November~~ December.

5.3 The Directors of Programs, Jobs Program, Continuing Education, Communication, Webmaster, and Membership ~~committees are elected at the Annual Meeting to serve a two (2) year term.~~ may serve a total of six (6) years in consecutive terms (i.e. 3 x 2-year terms), unless a specific extension has been approved by the Membership. They shall be nominated and elected in accordance with the procedures in Section 4.2. Only elected Officers of CAPCA may vote upon Board of Directors actions.

9.1 Fiscal Year. The CAPCA fiscal year shall run from 1 ~~December-January~~ to ~~30-30 November~~ ~~December~~ of the calendar year.

Delete Sections 20.1 through 20.1.3: these sections refer to the “Operating Guidelines,” which don’t exist anymore. Delete all references to “Operating Guidelines” elsewhere and correct the wording as necessary.

20.2 CAPCA Website. CAPCA maintains and operates a website at www.capca.net for the information of the public and the convenience of the Membership. The President appoints a person qualified to serve as webmaster; the term of service is mutually-agreed upon by the President and the Webmaster. The President and/or BOD may review the performance of the webmaster at any time and make recommendations to the President. The Secretary oversees the webmaster’s activities. Duties of the webmaster are contained in the Operating Guidelines.
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Appendix B

Editorial clarification for 2.7.1 (red underlined text) recommended by the Bylaws Committee and approved by the BOD 07/22/19

2.7.1 Presentation of charges: Any CAPCA Member may bring charges against any Member whose conduct or actions appear to be detrimental to the good order, discipline or reputation of CAPCA. The allegation, detailed with evidence that directly supports the allegation, and signed by the accusers(s), shall be presented in writing to the President of CAPCA. The accuser(s) shall notify the President of CAPCA as soon as possible after observing or learning of the conduct or actions at issue. Likewise, the President of CAPCA may accept complaints from non-members against any Member. Non-Member complaints shall be adjudicated in the same manner as charges from a Member except that the Non-Member need not attend a hearing. From the time of the presentation of charges to the resolution of the matter, a good faith effort shall be made by all parties involved to treat all aspects of the matter as confidential. If the President is the subject of charges, the Vice President shall serve as President for the purposes of termination or suspension review as indicated in this Article.

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Appendix C

Editorial changes approved by BOD 02/12/2024

The following are editorial changes that delete redundant and confusing terms, use consistent language, and make a conforming amendment about retention of minutes (4.7.2) consistent with

the CAPCA document retention policy. These edits are non-substantive and can be approved by a majority vote of the Board according to the specifications in 16.3.

3.1. General ~~Membership~~ Meetings. The general meetings of CAPCA Membership shall be held on the fourth Monday of the month, except when holidays interfere, in which case meetings may be held on an alternate ~~for May, when the meeting shall be on the third~~ Monday. There shall be no meetings in August or December. The schedule may be altered if deemed necessary at the discretion of the Board.

“Membership” was removed in conjunction with “meeting” here and in later text. It was not used consistently, which suggested there might be a difference when none was intended.

Added flexibility to reschedule for holidays other than just Memorial Day.

3.2. Special ~~Membership~~ Meetings.

“Membership” was removed in conjunction with “meeting” here and in later text. It was not used consistently, which suggested there might be a difference when none was intended.

3.10 Board of Directors Regular Meetings. The BOD shall meet, as a minimum, once a quarter, ~~the meeting day, time and place to be published in The LOG~~. Regular meetings of the BOD shall be open to general Membership, who may be given the privilege of the floor, but not be afforded the right to vote. ~~A quorum shall be one third (1/3) of the elected Members of the Board to legally transact BOD business (the number shall be rounded up to the next whole number; for example: 11 board Members, quorum is four (4). A Board Member who had been duly appointed to fill the vacancy of an elected Board Member is considered an “elected Member.”~~

Publication in The Log is not appropriate since, 1) its monthly publication might not be timely, and 2) it’s now public; the public is not invited to BOD meetings. Section 3.10.1 already requires at least 5-day notice to be given to members, which can be done through Constant Contact.

The second half of this paragraph is deleted because the same text appears, more appropriately, in paragraph 3.13.

ARTICLE 4: OFFICERS ~~AND DIRECTORS~~

This article is about Officers, not Directors. Article 5 concerns Directors.

4.1 The Officers of CAPCA are the President, Vice-President, Assistant Vice-President, Secretary, Treasurer, and the Past President. The Officers govern the activities of the Association during the CAPCA Membership year. These elected Members are the Officers of the Association. ~~and together comprise the Board of Directors (BOD), Article 5.~~

Confusing statement since the BOD includes Directors. Already better described in paragraph 5.1.

4.7.2. Take, record, publish, and permanently maintain ~~for a period of not less than five (5) years~~, electronic (digital) copies of the minutes of all general meetings, special meetings, Board of Director meetings and any other minutes as may be from time-to-time directed by the President of CAPCA, ~~in compliance with the recommendations of Roberts Rules of Order, Newly Revised, newest edition.~~

The CAPCA document retention policy (from Lochner Law Firm) calls for permanent retention of minutes.

Robert's Rules does not address minutes.

5.1 The CAPCA Board of Directors (BOD) consists of the ~~five (5)~~ elected Officers named in Section 4.1 and the following six (6) Members, elected at the November Annual General Meeting (Section 5.3): the Directors of Programs, Jobs Program, Continuing Education, Communication, Webmaster, and Membership.

There are six Officers named in Article 4. No need to number them.

5.1.2 The Directors named in Section 5.1 serve as the Chairpersons of the named Standing Committees. ~~For the purposes of these Bylaws "Directors" are defined as elected positions and "Chairpersons" are defined as appointed positions.~~

Directors are already described as "elected" in the first paragraph of this article, 5.1.

The nature of Chairpersons is already, and best described in 6.1.1.

5.2.1 If changes are made, the BOD shall specify if the newly-created positions are to be elected or appointed: ~~"Directors" are defined as elected positions, and "Chairpersons" are defined as appointed positions.~~ Changes to the BOD shall not be considered amendments to the Bylaws with the exceptions noted in Section 5.2.3 and as such do not require ratification by the Membership. Any such changes shall be recorded by the Secretary in the official CAPCA copies of the Bylaws (electronic and paper) and communicated to the Bylaws Committee.

Directors are already described as "elected" in 5.1.

The nature of Chairpersons is already, and best described in 6.1.1.

5.3 Election and Term of Office. The Directors of Programs, Jobs Program, Continuing Education, Communication, Webmaster, and Membership ~~may shall~~ serve for two (2) years or until a successor has been duly elected or appointed. No Director shall serve more than three (3) consecutive terms in that office a total of six (6) years in consecutive terms (i.e. 3 x 2 year terms), unless a specific extension has been approved by the Membership. Directors may be re-elected to their former office after a one (1) year absence from that office. These members of the Board of Directors ~~They~~ shall be nominated and elected using the same in accordance with the

procedures prescribed for Officers in Section 4.2. Only elected members of the CAPCA Board of Directors may vote upon Board of Directors actions.

Borrows wording from Article 4 to be consistent and better explain the term of office. The relevant paragraphs being 4.3.1 and 4.3.2.

Last sentence removed because "Officers" are defined in 4.1 separately from Directors and this sentence implies Directors can't vote.

6.1.1 Each Standing Committee shall consist of one or more voting Members of the Association. ~~The Directors of Programs, Jobs Program, Continuing Education, Communication, Webmaster, and Membership are elected at the November Annual General Meeting (Section 5.3).~~ The Chairpersons of all ~~other~~ committees other than Standing Committees ~~(including any of the Chairpersons listed in the immediately preceding sentence not elected at the November Annual General Meeting)~~ shall be appointed by the President, subject to the approval of the Board.

Deleted redundancy about election. Election of Directors is described in 5.1.

Deleted the confusing, unnecessary parenthetical.

6.1.3 If changes are made, the BOD shall specify if the newly-created positions are to be elected or appointed: ~~"Directors" are defined as elected positions and "Chairpersons" are defined as appointed positions. Changes to the BOD shall not be considered to be amendments to the Bylaws, and as such do not require ratification by Membership.~~ Any changes should be recorded by the Secretary in the official CAPCA copies of the Bylaws (electronic and paper), and communicated to the Bylaws Committee.

"Directors" and "Chairpersons" are already, and more appropriately defined in 5.1 and 6.1.1.

Changes to the BOD is already, and more appropriately, addressed in Paragraph 5.2.1 – this article is about committees.

6.7 Ad Hoc Committees. From time-to-time special circumstances arise that need attention but do not require a Standing Committee. A Tally Committee ~~and Boat Show~~ are twois an examples. In such cases, the President of CAPCA, shall appoint an ad-hoc committee to handle the details of the matter and report back to him/her with findings and recommendations. These recommendations shall be presented to the BOD and the Membership for information and/or action. Upon completion of their duties, ad hoc committees shall be terminated by the President of CAPCA.

Example has the unintended consequence of limiting a boat show committee to ad hoc only.

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Appendix D

Changes approved by BOD 03/11/2024

The following are two editorial changes for clarification and one that adds changes the composition of the Board of Directors. The clarifications are non-substantive and can be approved by a majority vote of the Board according to the specifications in 16.3. The change to the composition of the Board of Directors is in accordance with paragraph 5.2 of these bylaws.

3.10.1 Notice of BOD regular meetings shall be given to CAPCA members by any means including but not limited to, in-person, by telephone, or by a written or electronic means, not less than five (5) days before the date designated for such meeting, specifying the day, time and place of the meeting. Written or electronic notices shall indicate when and to whom the notices were sent.

Was not clear who should receive notice.

6.1.1 Each Standing Committee shall consist of one or more voting Members of the Association. The Chairpersons of all committees other than Standing Committees shall be appointed by the President, ~~subject to approval by the Board of Directors.~~

Conflicts with 6.7, which directs the President to appoint ad hoc committees. As written, the President would appoint an ad hoc committee and then have to seek BOD approval of its chairperson.

5.1 The CAPCA Board of Directors (BOD) consists of the elected Officers named in Sections 4.4 - 4.9 and the following ~~six (6)~~ Members, elected at the November Annual General Meeting (Section 5.3): the Directors of Programs, Jobs Program, Continuing Education, Communication, Membership, the Webmaster, and three (3) elected Members at Large.

Adds three Members at Large to the Board of Directors.

Intervening paragraphs 5.1.1 – 5.1.3 are unchanged.

5.1.4: Members at Large are voting members of the Board of Directors whose duties and responsibilities are not fixed but instead vary according to the needs of the Association and as directed by the President.

Describes Members at Large duties and responsibilities.

Intervening paragraphs 5.2 – 5.2.3 are unchanged.

5.3 Election and Term of Office. The Directors of Programs, Jobs Program, Continuing Education, Communication, Webmaster, and Membership shall serve for two (2) years or until a successor has been duly elected or temporarily appointed. No Director shall serve more than three (3) consecutive terms in that office unless a specific extension has been approved by the Membership. Members at Large shall serve for one (1) year or until a successor has been duly

elected or temporarily appointed. No Member at Large shall serve more than three (3) consecutive terms in that office unless a specific extension has been approved by the Membership. Directors may be re-elected to their former office after a one (1) year absence from that office. These members of the Board of Directors shall be nominated and elected using the same procedures prescribed for Officers in Section 4.2. Only Elected members of the CAPCA Board of Directors may vote upon Board of Directors actions.

Sets term of office for Members at Large.

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Appendix E

ARTICLE 3: MEETINGS

3.1 ~~General-Business and Program~~ Meetings

3.1. ~~General-Business and Program~~ Meetings. ~~The generalBusiness or program~~ meetings of CAPCA Membership shall be held on the fourth Monday of the month, except when holidays interfere, in which case meetings may be held on an alternate Monday. There shall be no meetings in August or December. The schedule may be altered if deemed necessary at the discretion of the Board.

3.1.1 The Annual ~~General-Business~~ Meeting of the Members for the election of Officers and Directors and such other business as may come before the meeting shall be held each year on the fourth Monday of November at the principal office of the Association or at such other time or location as may be selected by the Board. Such meeting shall be held upon not less than ten (10) nor more than sixty (60) days' written notice of the time, place, and purpose of the meeting.

3.1.2 Notice of ~~General-Business or Program~~ Meetings: Notice of ~~general-business~~ meetings of the Association shall be given to each Active and Emeritus Member by any means, including, but not limited to, in-person, or by telephone, or by any written or electronic means, or by posting the information on the CAPCA website not less than five (5) days before the date designated for the meeting, specifying the day, time and place of the meeting.

3.5 Order of Business. The order of business for CAPCA ~~generalbusiness~~ meetings and the November Annual ~~GeneralBusiness~~ Meeting shall follow the guidelines of Robert's Rules of Order, Newly Revised, newest edition. As a general rule, this shall consist of the following order:

1. Call to order
2. Reading and approval of minutes of previous meeting.

3. Treasurer's report
4. Reports of Standing Committees
5. Reports of Special Committees
6. Old business
7. New business
8. Items for the Good of the Order
9. Adjournment

3.5.1 Minutes. The Secretary shall record and keep the minutes of all ~~general~~business and special meetings, as directed by these Bylaws.

3.6 Quorum. The quorum for CAPCA ~~general~~business meetings and special meetings, shall be ten percent (10%) of the Members in good standing. Association business requiring a vote may be conducted only if the authorized quorum is in attendance. The quorum may be constituted in person and by electronic means. The requirements for electronic comment and voting (if executable) shall be specified in the Member section of the CAPCA website.

Subsequent references to "general meeting" were changed to "business meeting."

References to "general Membership" were changed to "Membership."

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Appendix F

4.8.8 The budget shall be made available to the Membership, ~~either in the November issue of The LOG or~~ on the Member's Only section of the website, no less than 10 days before the November Annual Business Meeting. Notice shall be given to the Membership at the time of posting.

Appendix G

2.1.2 Any Member whose valid Master or OUPV license has expired, but which is still within the ~~one-year~~ "grace period" as prescribed by the Coast Guard, remains eligible for Active Membership as defined in Section 2.1.1 of these Bylaws.

3.1.1 The Annual Business Meeting of the Members for the election of Officers and Directors and such other business as may come before the meeting shall be held each year on the fourth Monday of November at the principal office of the Association or at such other time or location as may be selected by the Board. If the fourth Monday occurs during the week of Thanksgiving, the meeting shall be held on the Monday following Thanksgiving. Such meeting shall be held

upon not less than ten (10) nor more than sixty (60) days written notice of the time, place, and purpose of the meeting.

References to “November” Annual Business Meeting were changed to “Fall.” The amended language above can result in the meeting being held in December.

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Appendix H

4.2.1 Nomination and election procedures at the November Annual General Meeting shall be held in accordance with Robert’s Rules of Order, Newly Revised, newest edition. A quorum of 10% of the eligible Members being present, in person or electronically, the candidate receiving a plurality of the votes cast shall be elected to his/her respective office. When there is only a single candidate or slate of candidates for elected position(s) at the Fall Annual Business Meeting, that candidate or slate of candidates shall be considered to be duly elected if, by a show of hands, Members express their approval.

Appendix I

2.7.5 Review Board hearing: All Members of the Review Board must be present at the hearing. The Review Board shall interview the accused, the accuser(s) and witnesses (if any) and examine the facts and evidence surrounding the allegations. If the accuser(s) and or witnesses (if any) are not members of CAPCA, the Review Board may accept a written complaint in lieu of participating in a hearing by the Review Board. The accused, the accuser(s) and witnesses (if any) may be present at the hearing at the same time. The Review Board Chairperson shall determine and maintain the order of the hearing.