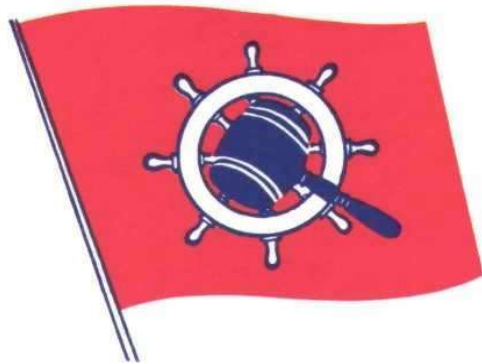


INTERNATIONAL L ORDER of the BLUE GAVEL



BYLAWS

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INTERNATIONAL ORDER
of the BLUE GAVEL

ARTICLE I

Name

The name of this corporation shall be the INTERNATIONAL ORDER OF THE BLUE GAVEL (IOBG). The principal place of business shall be the address of the International Operating Center, as identified on the website.

ARTICLE II

Objects and Purposes

Section 1.

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

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

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

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

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

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

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

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

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

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

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

ARTICLE III

Membership

Section 1.

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

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

(b) From an eligible Yacht Club in accordance with Section (a) above and moved to another District and have been recommended to the Executive Committee by a Chartered IOBG Chapter and/or the District Director.

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

Section 2.

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

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

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

(c) The club must have enough members to sustain itself.

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

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

Section 3.

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

Section 4.

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

Section 5. Code of Conduct

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

and the District Director, with copies to the Area Vice President and the International Executive Committee.

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

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

(c) Expulsion: Any member or Chapter may be expelled from the organization by a 75% vote of the District Board of Directors present or a 75% vote of the International Executive Committee present. Upon written request from any member or Chapter, or acting on its own discretion, the District Board of Directors or the International Executive Committee shall conduct an investigation to gather information pertaining to charges warranting expulsion made against an organization member or Chapter. Such request should be accompanied by signed statements of witnesses, if any, pertaining to the incident.

1. The member or Chapter shall be given at least a fourteen (14) day notice of the time, date and place where he/she may appear and present their defense before final Board action. The District Board of Directors or the International Executive Committee will vote on expulsion of the member or Chapter within fifteen (15) days of the proceeding meeting.

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

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

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

ARTICLE IV

Organization

Section 1.

The organization shall be composed of Members, Chapters, Districts, and shall be governed by a Board of

Directors. The headquarters as required by the amended Articles of Incorporation shall be considered to be the address of the Resident Agent in the State of Incorporation.

Section 2.

(a) Assignment of Chapters to Districts shall be at the discretion of the International Executive Committee.

(b) To form a new District: a minimum of five (5) Chapters, may petition the International Executive Committee for approval for their new District.

(c) To split an existing District or Districts, a minimum of five (5) Chapters may petition the Executive Committee to form a new District, via the District or Districts and, the appropriate Area Vice President(s), with advance copy to the Executive Committee. The District(s) and the Area Vice President(s) shall forward the petition expeditiously, with their comments and recommendations.

Section 3.

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

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

(c) The boundaries of Districts 50 and 51, shall originate at the Mississippi River, go East and West, respectively to the 90 degree East Longitude.

ARTICLE V

Board of Directors

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

Section 2.

The Board of Directors shall be composed of the following:

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

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

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

(d) An Alternate Director can represent only one (1)

District. Section 3.

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

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

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

ARTICLE VI

Officers

Section 1.

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

Section 2.

To advance as an elected Officer for the IOBG, the candidate shall be selected from Members who are serving or have served on the Board of Directors. The exception would be the Treasurer, who, because of the need for special qualifications, may come from the membership.

(a) To be eligible for election to; the office of President, President-Elect, First (1st) Vice President, Second (2nd) Vice President, any one of the Area Vice Presidents positions, or for the Director of 50 and 51, one must be a regular member of an eligible yacht club, and be active with Blue Gavel functions.

Section 3.

The duties of the President shall be to administer the affairs of the organization and ~~preside~~ over all regular meetings thereof and to appoint committees as are necessary for the functioning of the organization. The President shall have the authority to authorize expenditures for amounts exceeding the approved budget for unforeseeable items to an amount not exceeding one thousand five hundred dollars (\$1,500). Any expenditure exceeding the one thousand five hundred dollars (\$1,500) limit must be approved by the Board of Directors, or by the Executive Committee acting in their stead.

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

Section 4.

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

(a) The President Elect shall present a budget for approval at the Annual Meeting ~~for~~ the ensuing year. The budget shall detail as practicable and shall include with other major items, limits for authorized travel expenses.

Section 5.

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

Section 6.

The Treasurer shall receive all monies which may accrue to the organization, and shall be responsible for the disbursement thereof, and shall keep complete financial and membership records of the organization, and prepare any organization documents required for tax purposes. Subject to the approval of the President Elect, the Finance Committee shall present to the Board of Directors, a budget for the ensuing year.

Section 7.

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

Section 8.

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

Section 9.

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

ARTICLE VII

Meetings

Section 1.

An Annual Meeting of the Board of Directors shall be held each year at a time and place so designated by the Board of Directors at their previous Annual Meeting.

Section 2.

Voting at all meetings of the Board of Directors shall be in person and/or by Zoom or equivalent electronic media. A combination of an in-person and electronic media meeting is acceptable, as authorized by the International Executive Committee.

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

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

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

(b) In case of a mail ballot, before August 1st, the number will be determined by the number of ~~pad~~ members as of the mailing of the ballots.

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

Section 3.

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

(a) Regional Meetings may be held at the discretion of the President, with the approval of a majority of the Executive Committee.

Section 4.

When a quorum is present at any meeting of the Board of Directors, in person or electronically, the act of the majority shall be the act of the Board of Directors. A quorum shall be deemed present if Fifty Five percent (55%) of the total eligible votes of Directors are present.

Section 5.

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

Section 6.

In the event that the Executive Committee requests a vote of the Directors a ballot will be sent electronically by the International Operations Center to each Director at least thirty (30) days prior to the closing of the poll for such vote.

ARTICLE VIII

Elections

Section 1.

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

Section 2.

The Executive Committee shall appoint a Resident Agent who shall reside in the State in which the International association incorporate and shall serve until a successor is appointed.

The primary duty of the Resident Agent is to act as an agent for the service of legal process as provided in State law and shall have such other duties as may from time to time be assigned by the Executive Committee.

The Resident Agent is not a voting member of the Executive Committee.

Section 3.

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

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

(c) The Director for District 50, shall be nominated by the North Central, Northeast and Southeast Area Vice Presidents with their District Directors. The Director for District 51, shall be nominated by the Northwest and Southwest Area Vice Presidents with their Directors; and shall be elected by the International Executive Committee.

(d) In the event there is no candidate for any International Officer, Area Vice President or District Director, that position shall remain vacant until such time that the Executive Committee appoints a Member to fill the vacant position.

(e) If an election should occur while the voting position is vacant, the International President or his/her designee shall vote instead for the vacant position.

Section 4.

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

ARTICLE IX

Committees

Section 1.

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

Section 2.

At each Annual Meeting, the newly installed International President shall present to the Board of Directors, for their approval, the Standing Committees, their Chairs, and their membership, which the President intends to use during the ensuing year. Each Committee so presented and approved shall have a term office until the next Annual Meeting. The President may present additional standing Committees as required to the Executive Committee for approval.

during the time between Annual Meetings, whose terms shall expire at the next Annual Meeting.

Section 3.

The Executive Committee shall be comprised of the Immediate Past International President, the President, who shall act as Chairman, the President Elect, the First Vice President, ~~the~~ Second Vice President, and the Treasurer, whose duties shall include, put not limited to, the following:

- (a) Acting in lieu of the Board of directors between Annual Meetings;
- (b) Making appointments to fill vacancies;
- (c) Approving the Annual Meeting Committee Report and other Committee reports;
- (d) Reviewing and ruling on Chapter Applications not meeting IOBG Requirements;
- (e) Approving expenditures exceeding the budget;
- (f) Reviewing applications for Auxiliary groups;

(g) Researching and preparing subjects to be brought before the Annual Meeting. All actions by the Executive Committee shall be by majority vote either in person and/or electronically. All actions by the Executive Committee are subject to review by the Board of Directors at its next regularly scheduled meeting and must be ratified either in meeting assembled or polled by electronic ballot.

Section 4.

The Nominating Committee shall consist of the President, the two (2) Immediate ~~Past~~ Presidents, One (1) IOBG Member from East of the Mississippi River, and one (1) IOBG Member from West of the Mississippi River.

- (a) The Immediate Past President shall chair the committee;

(b) The two (2) IOBG Members shall be selected by the Area Vice Presidents and Directors from their respective area.

(c) The two (2) IOBG Members shall have a term of two (2) years. The two (2) ~~year~~ terms shall alternate; one (1) year a new Committee Member shall be elected from the West, and the next year a Committee Member shall be elected from the East. Therefore, each ~~year~~ there are two (2) new Committee Members: the new Past President and one (1) IOBG Member.

(d) The Nominating Committee shall select a slate of Officers for the ensuing year. The slate is presented to the IOBG Executive Committee for completion of the Nomination Committee's duties and for the authorized release to the IOBG membership of the committee's results. Publication of the results by the IOBG President shall be completed no later than the 3rd Thursday in the month of August.

(e) Other nominations may be made by petition, signed by members from no less than three (3) different Chapters. Such petition must be filed with the Recording Secretary not more than thirty (30) days from the publication date of the Nomination Committee's results.

(f) The Recording Secretary shall include with the notice of the Annual Meeting, a list of all nominations.

(g) All nominations shall be with the written concurrence of the nominee. Sections 5.

The Finance Committee shall consist of the Executive Committee. The President-Elect shall act as the Chairperson.

(a) The Treasurer shall prepare a preliminary budget for the ensuing year for the Finance Committee.

(b) The Finance Committee shall then finalize the budget for the ensuing year.

ARTICLE X

Dues

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

ARTICLE XI

Emblem

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

ARTICLE XII

Parliamentary Authority

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

ARTICLE XIII

Amendment

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