

Effective as of 01/01/2007 (amended 7/23/2006)

**TEXAS OFFSHORE PERFORMANCE POWERBOAT SQUADRON  
OF LAKE CONROE, INC.  
CONSTITUTION AND BYLAWS**

**ARTICLE I**

**NAME AND PURPOSE**

- Section 1           The name of this organization shall be the Texas Offshore Performance Powerboat Squadron of Lake Conroe, Inc. (TOPPS). The organization shall be a non-profit Corporation.
- Section 2           The purpose of this squadron shall be as follows:
1.           To promote high performance offshore powerboating in the Texas Gulf Coast Waters and Lakes.
  2.           To associate persons interested in high performance offshore boating for their mutual improvement and fellowship.
  3.           To promote the public awareness of high performance offshore boating safety and to advance the cause of safe boating in all phases of the sport.

**ARTICLE II**

**MEMBERSHIP**

- Section 1           Membership in this squadron shall be opened to any qualified individual who subscribes to the principles and requirements of these by-laws and who is sponsored by a current member in good standing. The applicant and his sponsor (or the sponsors representative) must attend the meeting at which he is nominated for membership. The membership will be voted upon. New members will be approved by a majority vote with a quorum in attendance.

All individual members shall be at least 21 years of age.

All members shall be in good standing with the annual dues (Article VIII) and attendance at meetings (Article IV, Section 6).

- Section 2           There shall be three classes of membership:
1.           Full membership: This entitles the individual the right to:
    - (a)           Occupy any office of the club including President or Vice President.
    - (b)           Vote on topics brought to the membership for vote as long as they are in attendance at that meeting.
    - (c)           No provisions shall be made for absentee voting.

Full membership-shall consist of a member who meets the following qualifications:

- (a)           Owner of a high performance offshore boat that meets the following specifications:
  - (1)           No less than 24 feet length overall.
  - (2)           Boat is able to maintain a cruising speed in excess of 50 mph.

- (b) Liability Insurance - proof of a minimum amount of \$300,000 must be on file with the club Secretary. Members must have TOPPS of Lake Conroe listed as an "additional insured" on their individual insurance policies and have their insurance carrier provide a "certificate of insurance" to that effect. (amended 7/23/2006)
  - (c) All Full Members will be required to show proof of having attended and passed a boating safety class, approved by the Texas Parks and Wildlife Dept. or the U. S. Coast Guard.
2. Associate Membership - shall consist of any individual who meets the following qualifications:
    - a. Associate membership shall be limited to no more than 20% of the total voting membership and Associate Member Applications must be approved by the Executive Committee.
    - b. An Associate Member shall subscribe to the purposes and principles of TOPPS as stated in the organization by-laws.
    - c. Associate members are required to attend and pass a boating safety class approved by the Texas Parks & Wildlife or the U. S. Coast Guard.
    - d. Associate Members shall not have the right to vote at any meeting unless elected to the executive committee as herein stated in Article II, Section 3.
  3. Corporate Membership - shall consist of any company or corporation who meets the following qualifications:
    - a. A group of individuals who subscribe to the purposes and principles of TOPPS as stated in the organization by-laws.
    - b. Corporate Members shall not have the right to vote at any meeting unless elected to the executive committee as herein stated in Article II, Section 3.

Section 3      Membership Status

1. A Full Member shall revert to Associate Member status if they fail to meet any of the requirements of full membership as stated in Article II, Section 2.1 of the Squadron by-laws. This shall occur at the time of renewal of the annual dues or, after six months of non-compliance with the full membership requirements, whichever comes first.
2. An Associate Member shall become a full member at the next general meeting upon showing compliance with all the requirements of Full Membership as stated in Article II, Section 2.1.
3. An Associate Member must have completed the safe boating course or have that membership revoked by the executive committee and forfeit all dues paid to date.
4. A full voting member who has been in good standing with TOPPS. for the prior five consecutive years or has served on the executive committee for two consecutive years may petition the Executive Committee to waive the Boating Performance and Length Requirements as set forth in Article II, Section 2 in order to maintain a full voting membership with TOPPS. if said member elects to change his or her boat preference. A full voting member who has served as an officer of TOPPS for two consecutive years shall automatically qualify for this boating performance and length requirement waiver and be entitled to a full voting membership. (Amendment effective as of 12/3/99)

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

Section 4            Membership Events

1. A Full Membership entitles the individual the right to participate in all events.
2. An Associate Member that qualifies and applies for Full Membership may participate in all events.
3. An individual with a Corporate Membership may participate in all events if they meet the following qualifications:
  - (a) Owner of a high performance offshore boat that meets the following requirements:
    1. No less than 24 feet in length overall.
    2. Boat is able to maintain a cruising speed in excess of 50 mph.
  - (b) Liability Insurance - proof of a minimum \$300,000 on file with the club Secretary which would include a "certificate of insurance" issued by the individuals insurance carrier.
  - (c) All Corporate Members will be required to show proof of having attended and passed a boating safety class, approved by the Texas Parks and Wildlife Dept. or the U. S. Coast Guard.
4. Members of TOPPS - CLEAR LAKE, who are in good standing as "Full Members" of the TOPPS - CLEAR LAKE Club and who also meet the participation requirements of the TOPPS - LAKE CONROE By-laws may participate in all events.

**ARTICLE III**

**ORGANIZATION**

Section 1            Officers

1. The Squadron officers shall consist of a President, a Vice-President, a Treasurer and a Secretary.
2. The officers shall be elected at the annual meeting.

Section 2            Duties of Officers

1. The President shall be the principal executive officer of the squadron and shall preside at all meetings of the membership as well as the Executive Committee. The President shall be an ex-officio member of all committees and will carry out all other duties assigned in these by-laws. The president must be a Full member as defined in Article II, Section 2.1.

2. The Vice-President shall preside at all meetings of the membership in the absence of the President. In case of a permanent vacancy for any cause, in the office of the President, the Vice-President shall assume the office of the President for the remainder of the term of office. The Vice-President must be a Full Member as defined in Article II, Section 2.1.
3. The Secretary shall be responsible for keeping minutes of all meetings of the membership and the Executive Committee. The Secretary shall perform all duties required by incorporation. The Secretary shall be responsible for all correspondence and notices of Squadron affairs. The Secretary shall also cooperate with the membership committee in maintaining an up-to-date membership roster. The Secretary shall preside at membership meetings in the absence of the President and the Vice-President. The Secretary can be either a Full or an Associate Member.
4. The Treasurer shall be responsible for the collection of dues and shall receive all moneys due the Association from whatever source and shall keep accurate accounting of these moneys. The Treasurer shall prepare a financial statement and, at each general meeting, shall present it to the membership for approval. The Treasurer shall disburse funds in excess of \$100.00 only as allowed by the Executive Committee. The Treasurer can be either a Full or an Associate Member.

Section 3 Executive Committee

1. The Executive Committee shall consist of the Four Elected Squadron Officers, five at-large members, and the immediate past president of TOPPS as defined in Article III, Section 3.3. This committee shall be responsible for the performance of the day-to-day squadron activities, call general membership meetings, present recommendations for action by the general membership and control the finances of the squadron (Amended 12/3/99)
2. The five at-large members of the Executive Committee will be appointed by the four elected officers and their appointment will be announced at the general meeting following election of officers. (Amended 12/3/99)
3. An outgoing president shall become an at-large member of the Executive Committee for a period of one (1) year, following election and installation of a new president.
4. The Executive Committee shall meet no less than six (6) times a year and shall meet once a month during the months of April through September.
5. An Executive Committee quorum shall consist of five or more members of the committee. (Amended 12/3/99)
6. The Executive Committee has the right to make emergency exceptions to the rules as they deem necessary.

Section 4 Standing Committees

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

**ARTICLE IV**

**MEETINGS**

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

**ARTICLE V**

**ELECTIONS**

- Section 1        All candidates for office shall be members in good standing.
- Section 2        Candidates for President or Vice-President shall be limited to Full Membership squadron members.
- Section 3        Candidates for Secretary and Treasurer shall be open to all squadron members.
- Section 4        Nominations for the Squadron Officers shall be accepted from the floor at the Annual Meeting. Voting shall be accomplished by secret ballot at the next monthly meeting, with the current Secretary responsible for the count. The outcome will be determined by a majority vote.
- Section 5        All vacancies on the Executive Committee shall be appointed by the President. The appointee shall serve out the unexpired term of the predecessor.

**ARTICLE VI**

**VOTING**

- Section 1        Only Squadron members with Full Membership and members of the Executive Committee shall have the right to vote.
- Section 2        Voting shall be done in person at general membership meetings. Absentee ballots are unacceptable.
- Section 3        All votes shall be decided on a majority basis unless otherwise stated.

**ARTICLE VII**

**AMENDMENTS**

This constitution and by-laws may be amended at any regular business meeting. The amendment shall be submitted in writing to the Executive Committee at least 72 hours prior to the next scheduled Executive Committee meeting. This amendment shall be presented for vote at the next following regular business meeting. Amendment approval will require two-thirds (2/3) vote of the voting members present.

**ARTICLE VIII**

**DUES**

- Section 1 Annual dues are \$200.00 for a full and associate membership. Annual dues for corporate (non-voting) membership are \$200.00. (Amended 12/6/03)
- Section 2 All membership dues for renewing members are payable on or before the first general meeting each year. Failure to comply will result in being barred from participation in any squadron events for that year and deletion from the TOPPS newsletter. This amendment will not apply to new members who join the club during the boating year. New members who join the club after September 1<sup>st</sup> will pay but once for annual dues for the current calendar year and the next calendar year with reassessment. (Amended 12/1/2000)
- Section 3 The annual dues can only be changed by amendment to the Squadron by-laws (see Article VII).

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