

**BY LAWS OF THE
GULF COAST SAILING CLUB, INC.**

ARTICLE I. ORGANIZATION

Section 1 – Name

The name of this organization shall be the Gulf Coast Sailing Club, Inc., a not-for-profit corporation.

Section 2 – Address

The Club shall be located within the City of Naples.

Section 3 – Purpose

The purpose of the Club shall be to engage in, promote and develop skills in sailing and to engage in related yachting and social activities.

ARTICLE II. MEMBERSHIP

Section 1 – Class of Membership

There shall be two classifications of membership: Honorary Membership and Regular Membership.

Section 2 – Eligibility

Any individual is eligible for membership in the Club upon payment of the established initiation fee and dues for the current year.

Section 3 – Family

One membership shall include all of the family who are residents of the same household and who are not individually members in their own right, each such family being considered one Regular Member.

Section 4 – Good Standing

Subject to Article V, Section 7, a Regular Member shall be considered a member in good standing if his dues have been paid for the current year.

Section 5 – Resignation

A member may resign his membership by delivering written notice thereof to the Commodore or Membership Chairperson.

Section 6 – Dues

The amount of dues and the scheduling of dues payments shall be established at a joint meeting of the elected officers and the Board of Directors. A minimum of three officers and three board members must be present, or represented by proxy, and a majority vote of these will be necessary to enact changes. General members may be present at this meeting and may make recommendations or participate in discussion but will not vote.

ARTICLE III. ADMINISTRATION

Section 1 – Board of Directors

The governing body of the Club shall be the Board of Directors composed of at least six members of the Club, at least four of whom shall be active local sailors, plus the elected officers of the Club as set forth in Section 3 below.

Section 2 – Directors Terms of Office

The term of office for each director shall be 3 years. Terms of office shall be staggered so that two directors' terms will expire each year. The limit of service for a director shall be two consecutive terms, whether the terms are a full three years or a lesser time.

Section 3 – Officers' Voting Rights

The officers of the Club shall be ex officio members of the Board of Directors with equal voting rights.

Section 4 – Election of Directors

The members of the Club shall elect the Board of Directors as specified in Article IV.

Section 5 – Quorum

Five directors and at least one of whom must be commodore, shall constitute a quorum to transact business. A majority vote of those present or by proxy, shall be necessary to affirm or reject action proposed to be taken by the Board.

Section 6 – Board Meetings

At least one Board meeting shall be held each year. Additional Board meetings may be called by the Commodore or by any other elected Club officer upon reasonable notification being given in advance to each Board Member.

Section 7 – Officers

The officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer. They shall be elected by the general membership at the meeting specified in Article IV to serve for a term of one year.

Section 8 – Duties of the Officers

- (A) Commodore – The Commodore shall be the senior officer of the Club. The Commodore shall preside at all meetings of the Club membership and of the Board of Directors. The Commodore will designate committees and their chairpersons as required, and shall be an ex officio member of all standing committees.
- (B) Vice Commodore – The Vice Commodore shall assist the Commodore in the discharge of his duties and serve in the absence of the Commodore.
- (C) Rear Commodore – The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties and serve in their absence. The rear commodore shall be in charge of all racing, cruising and related yachting and social activities, with full authority to delegate these responsibilities as he deems proper.

(D) Secretary – The Secretary shall keep the minutes of all Board and general and special membership meetings, issue meeting notices, and handle Club correspondence and records as required by the Board and the officers.

(E) Treasurer – The Treasurer shall keep the accounts of the Club, collect all amounts due the Club and disburse funds within the limits of the approved budget, following accounting procedures established by the Board. He shall report the financial condition of the Club at each Board and membership meeting. He shall be present the club accounts and records for audit as requested by the Commodore or the Board of Directors.

Section 9 – Officer Vacancy

Upon resignation of any officer, the Commodore shall appoint a member to serve out the current term of office.

Section 10 – Finances

The Club officers and the Board of Directors shall control and manage all finances of the Club and will establish a budget at the beginning of the Club's fiscal year. Expenditures of more than \$500.00 of the Club's funds not previously budgeted will require approval at a scheduled meeting of the officers and Board of Directors.

ARTICLE IV. MEETINGS AND PROCEDURES

Section 1 – Nomination Committee

A committee consisting of the current elected officers and the Board of Directors shall nominate a slate of candidates for the officer and vacant Director positions for the coming year. At least three Directors and three officers must be present to form the Nomination Committee.

Section 2 – Election Process

At the October regular meeting the Secretary shall read the slate of nominees for office and ask for additional nominations from the regular membership.

The slate of officers and directors for election, plus any additional nominees, shall be published along with an absentee ballot form, in the Club's monthly newsletter before the November regular meeting.

At the November regular member meeting the membership of the Club shall vote on the nominees for office. The successful candidates shall take office in December after being sworn in at an installation ceremony.

Section 3 – Special Membership Meetings

The Board may call a special meeting of the membership at its discretion or shall call one upon the written request of 20% of the members in good standing. Notice of a special meeting shall be mailed to each member at least 10 days before the date of the meeting, stating the purpose thereof. The business transacted at the special meeting shall be restricted to the purpose for which the meeting was called.

Section 4 – Committees

The Commodore or one of the officers to whom he/she delegates this authority shall appoint the Chairman and members of the various committees of the Club.

Section 5 – Removal from Office

By a majority vote, the Board of Directors may remove from office any director, officer or committee member when in the Board's judgment the best interests of the Club will be served thereby.

Section 6 – Membership Suspension

By a 2/3 vote of those present, the Board may suspend any member for violation of the By-laws, rules of the Club or for conduct which it considers improper or prejudicial to the interest of the Club.

Section 7 – Membership Expulsion

The Board shall have the power by a majority vote to expel or drop from membership any member for delinquency in payment of dues.

Section 8 – Dues Notices

The Membership Chairperson shall mail to all members by December 15th, a notice of annual dues payable by January 1st of the next calendar year. Dues will be considered delinquent if not paid by the January Club meeting.

Section 9 – Membership Directory

Every member in good standing shall receive a membership directory containing the names, addresses and telephone numbers of the Club members.

ARTICLE V. AMENDMENT OF BYLAWS

Amendments to the Bylaws shall first be endorsed at a meeting of the Board of Directors, and shall require a vote of at least 3 directors and 3 officers in the affirmative for the endorsement. After such endorsement, the proposed amendments shall be presented for a majority vote at a general membership meeting. The membership shall be provided an advance written notice of the proposed changes and the time and place of the meeting.