

# NORTH FLORIDA CRUISING CLUB, INC. BY-LAWS

## ARTICLE I — NAME

Section-1 The name of the corporation shall be THE NORTH FLORIDA CRUISING CLUB, INC.

## ARTICLE II — LOCATION

Section-1 The location of the club shall be in the County of Duval and the State of Florida.

## ARTICLE III — MEMBERSHIP

Section-1 Membership of the Club shall be divided into three classes: (1) Active (2) Special and (3) Honorary.

Section-2 Active members shall be limited to persons over 18 years of age who own a sailing vessel which has cruising accommodations and more than twenty feet (20') in length. There shall be no limit on their number.

Section-3 Special members shall be persons, over 18 years of age, who, in the opinion of the Board of Directors, because of their interest, experience, and participation in sailing will contribute to the purposes and objectives of the Club. There shall be no limit on their number. Special members shall be approved by two-thirds vote of the Directors of the Corporation present and voting at any meeting of the Board.

Section-4 Honorary members shall be those persons appointed at any general meeting of the membership by a unanimous vote.

Section-5 Only active and special members may vote or hold office.

## ARTICLE IV — DUES

Section-1 There shall be a \$10.00 initiation fee. Initiation Fee will be waived for any returning member whose membership has lapsed for one year or more and who rejoins during the current year's membership period, January 1 - March 1, which shall be considered a regular membership renewal. After March 1, it will be treated as a new membership and a new initiation fee will be required.

Section-2 Dues shall be \$50.00 per year for all Active and Special Members.

Section-3 Any special or active member who fails to pay dues on their due date shall be automatically dropped from membership thirty (30) days following notice mailed to them by the Treasurer notifying them of their delinquency. Any member so dropped may be reinstated upon payment of the delinquent dues and approval of the Board of Directors.

Section-4 Any person becoming a member after July 1 of any calendar year shall pay one-half of the regular dues for that particular year.

## ARTICLE V — OFFICERS AND BOARD OF DIRECTORS

Section-1 The Officers shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain - Cruise, Fleet Captain - Race, and a Board of Directors consisting of the Officers and three (3) Directors.

Section-2 The Commodore shall not succeed himself in office. This shall not apply, however, when the Commodore has filled a partial term because of a vacancy in the office.

Section-3 The immediate Past Commodore shall be made an ex-officio member of the Board of Directors.

## ARTICLE VI — ELECTION OF OFFICERS

Section-1 The Officers and other members of the Board of Directors shall be elected at the annual meeting of the Club and shall hold office for the period of one year from the first day of January following the election or until their successors are duly elected and qualified.

Section-2 At a regular meeting held at least sixty (60) days prior to the annual membership meeting, a nominating committee consisting of five (5) members, two of whom shall be the two most immediate Past Commodores, if available, not holding office, shall be

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elected by the membership. The immediate Past Commodore shall act as Chairman. If there is no immediate Past Commodore available to serve, the committee, immediately following their election shall meet and select one of their members to serve as Chairman.

The Committee shall meet upon the call of the Chairman. The nominating committee, at the regular meeting to be held at least thirty (30) days prior to the annual membership meeting, shall nominate the candidates for Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain-Race and Fleet Captain-Cruise. Nominations for members of the Board of Directors shall be made from the floor. The names of all candidates shall be placed upon a ballot to be prepared by the Secretary prior to the annual meeting.

At the annual meeting, the first order of business shall be the election of Officers and Directors. The persons receiving the highest number of votes for their respective offices shall be elected. The remaining three (3) members of the Board of Directors shall be elected at one ballot and the three (3) nominees receiving the highest number of votes shall be declared elected.

Section-3 Vacancies occurring in any office or on the Board prior to the annual meeting shall be filled by the Board of Directors.

## ARTICLE VII — DUTIES OF THE COMMODORE

Section-1 The Commodore shall be the senior administrative officer of the Club; he shall preside at all meetings of the Club and Board of Directors; he shall appoint, subject to the approval of the Board of Directors, the committee chairman provided for herein, and such other committees as he deems necessary, and to perform such other duties as normally pertain to the office.

Section-2 The Vice Commodore shall act in the absence of the Commodore. In the event of the death, resignation or inability of the Commodore to continue in office, such vacancy shall be filled by the Vice Commodore.

Section-3 The Rear Commodore shall act in the absence of the Commodore and Vice Commodore. In the event of the death, resignation or inability of the Commodore to continue in office, such vacancy shall be filled by the Vice Commodore. The Rear Commodore shall coordinate the activities of the Fleet Captain-Race and the Fleet Captain-Cruise.

## ARTICLE VIII — DUTIES OF THE SECRETARY

Section-1 The Secretary shall keep the minutes of the Board of Directors and of all Meetings of the Club. He shall post all candidates for membership.

## ARTICLE IX — DUTIES OF THE TREASURER

Section-1 The Treasurer shall keep the financial records of the Club, collect all dues, make a financial report to the membership at each monthly meeting, and perform such other duties as pertain to the office.

## ARTICLE X — DUTIES OF THE BOARD OF DIRECTORS

Section-1 The Board of Directors shall be responsible for the management of the Club. It shall make such rules and regulations as it sees fit. It shall have the power to propose, elect, invite and suspend members of the Club as herein provided. It shall have the control of all standing committees. The Board of Directors shall meet upon the call of the Commodore, or upon the call of the other members of the Board. Four (4) members shall constitute a quorum for the transaction of business.

Section-2 The Board of Directors shall meet no less than nine (9) times each year. The elimination of any month for a Board meeting shall be left to the discretion of the Commodore.

## ARTICLE XI — MEETING OF THE MEMBERSHIP

Section-1 Unless a different day shall, from time to time, be designated by the Board of Directors, the regular membership meeting shall be held on the third Thursday of each month at a place and time designated by the Board of Directors.

Section-2 The annual meeting of the membership shall be held at the monthly membership meeting as scheduled in November.

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Section-3 Special meetings may be held upon the call of the Commodore, or Vice Commodore acting in the absence of the Commodore. Notice of all special meetings shall be by mail at least three (3) days prior to the meetings.

Section-4 Ten (10) voting members shall constitute a quorum for the transaction of business.

## ARTICLE XII — ORDER OF BUSINESS

Section-1 The order of business shall be at the discretion of the Commodore. The minutes of the preceding meetings shall be made available by the Secretary for inspection by the membership at least ten (10) minutes prior to any meeting. Said minutes shall be read during a meeting only upon a motion duly made and seconded and carried. Emphasis shall be placed by the Commodore on keeping the business portions of all meetings brief and concise.

## ARTICLE XIII — STANDING COMMITTEES

Section-1 At the first meeting of the Board of Directors, the Commodore shall, with the advice of the Board of Directors, appoint chairmen of the following committees from the Board of Directors. The chairmen so selected may appoint two or more members who are not necessarily members of the Board of Directors to serve on said committees, subject to approval of the Commodore.

Section-2 The finance committee shall establish and review the financial procedures of the Club. It shall counsel and advise the Board of Directors on financial matters. It shall supervise the preparation of an annual budget if deemed necessary by the Board of Directors. It shall audit the accounts of the Treasurer. It shall recommend the amount of annual dues.

Section-3 The cruise committee shall plan the cruise activities of the Club and shall be responsible for the selection and scheduling of cruises.

Section-4 The membership and disciplinary committee shall advise and assist the Board of Directors on all pending applications for membership. The members of the committee shall be appointed by the Commodore. The committee shall be comprised of no less than five (5) active or special members. Deliberations of the committee shall be confidential, and the committee shall report only to the Board of Directors. The Committee shall be responsible for the general conduct of the membership. The committee shall upon its own motion or the complaint of any active or special member, investigate an infraction of the general objects and purposes of the Club. If the Committee deems the infraction of said member warrants, a report and recommendation shall be forwarded to the Board of Directors which shall advise the offending member of the report and recommendation and give said member an opportunity to appear before the Board. The Board of Directors may discipline the member as it deems appropriate, including expulsion from membership.

## ARTICLE XIV — CLUB BURGEE

The club burgee shall be a red pennant with a white three-pointed crown.

## ARTICLE XV — BY-LAWS CHANGES

Section-1 The By-Laws of the corporations shall be made, altered or rescinded by a majority of the Board of Directors and acceptance by two thirds of the members present and entitled to vote at any duly called membership meeting, with at least seven (7) days notice of the change having been given.

## ARTICLE XVI — NOTICE

All notices required herein may be given by regular mail at the members' address as designated by the member on the corporate record. It shall be the responsibility of the member to notify the Secretary of any change of address.