

CONSTITUTION OF THE SHELL POINT SAILBOARD CLUB

(Adopted August 9, 1994 at the SPSC General Meeting)

ARTICLE I - NAME

The name of this not-for-profit corporation shall be the SHELL POINT SAILBOARD CLUB, hereinafter referred to as the Club.

ARTICLE II - PURPOSE

The purpose of this Club is to form an association of persons who are interested in the sport of windsurfing or boardsailing, in the racing of sailboards, in the exchange of ideas about windsurfing, in the development of better sailing techniques, and in the promotion of camaraderie in boardsailing. Further, the Club shall sponsor activities that will perpetuate the ideals and traditions of windsurfing. The Club shall be a not-for-profit corporation governed by a constitution. The membership shall be composed of persons who are interested in windsurfing, with at least seventy-five percent (75%) of the voting membership owning one or more sailboards. The Club shall not discriminate against candidates for membership on the basis of race, creed, national origin, sex or sexual orientation, age, or disability.

ARTICLE III - MEMBERSHIP AND DUES

A. Membership

As provided for in the By-Laws, there shall be the following types of memberships:

1. Regular Individual

2. Regular Household

3. Non-Resident

4. Honorary

B. Dues

The dues structure is explained in the By-Laws. All dues paying members must pay dues according to the By-laws of the Club within three (3) months of the anniversary date. Dues are paid on an annual basis.

C. Anniversary Date

The anniversary date of the Club shall be August 1 each year. The August monthly Club meeting is designated the annual business meeting.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

A. Officers

The officers of this Club shall be regular members and shall be as follows:

1. A Commodore

2. A Vice Commodore

3. A Scribe

4. A Purser

5. The Past Commodore

B. Board of Directors

The Board of Directors (also referred to as the Board) shall consist of all five (5) of the Officers plus four (4) Board Members-at-Large, for a total of nine (9) members.

C. Eligibility for the Board of Directors

All members of the Board of Directors, except the Past Commodore, shall be elected by secret ballot at the August business meeting of the Club. They shall serve for one (1) calendar year. The Commodore and Vice Commodore shall not serve for more than one (1) consecutive term in their respective positions. The Board positions of Scribe, Purser, and Board Members-at-Large shall have no term limitations. The Commodore shall, in the year following his/her tenure as Commodore, assume the office of Past Commodore. If the Past Commodore's position becomes vacant, it shall not be filled for the rest of that term.

D. Nominations

Sixty (60) days prior to the August election meeting, the Commodore and the other eight (8) sitting members of the Board of Directors shall convene as the Nominating Committee and shall draw up a recommended slate of Officers. The Nominating Committee shall submit at the July Club meeting one (1) name for each of the four (4) elected Officer positions (the Past Commodore is not elected). In order to be nominated for an Officer position by the Nominating Committee, an individual must have been a Club member for one calendar year. Additional nominations for the Officer positions and the four (4) Board Member-at-Large positions may be made from the floor at the July meeting. Any Club member may be nominated for any Officer or Board Member-at-Large position from the floor. No further nominations may be made after the close of nominations at the July Club meeting. Only one (1) individual from each member household may sit on the Board of Directors.

ARTICLE V - MEETINGS

A. Club Meetings

There shall be regular meetings of the Club membership at large. The annual business meeting shall be held in August of each year and shall include the election of the Officers and Board Members for the following calendar year, the reports of the Officers, and other necessary business.

B. Quorum at Club Meetings

At the annual elections meeting (August Club meeting), twenty-five percent (25%) of the total voting membership shall constitute a quorum. At any other general Club meeting, twenty percent (20%) of the voting membership shall constitute a quorum. A simple majority of the quorum of members present at a Club meeting renders a decision.

C. Board Meetings

The Board of Directors shall meet monthly. The meetings of the Board of Directors shall precede any annual or general Club meetings required by the Club. The Commodore shall set the time and place of all Board of Directors meetings. A two-thirds majority (6/9 Board members) shall constitute a quorum at the Board of Directors' meetings.

ARTICLE VI - COMMITTEES

The permanent committees shall be defined in the By-Laws.

ARTICLE VII - AMENDMENTS TO THE CONSTITUTION

Any member desiring a change in the Constitution shall secure the signature of twenty-five percent (25%) of the regular voting membership for the proposed change(s), and shall submit the petition to the Board of Directors. The Board of Directors shall cause the proposed amendments(s) to the Constitution to be published in the Club's newsletter in June, July, and August, and thus transmitted to the membership sixty (60) days prior to action at the annual business meeting in August. The proposed change(s) shall be read at the July and August meetings, and voted upon during the August meeting. A two-thirds (2/3rds) majority of the regular voting membership present at the August business meeting shall be required to sustain an amendment. Absentee and/or mailed ballots shall be honored.

ARTICLE VIII - AMENDMENTS TO THE BY-LAWS

Any member may propose amendment(s) to the By-Laws and such action shall be initiated by submitting the proposed amendment(s) to the Board of Directors. The Board of Directors shall cause such proposed amendment(s) to the By-Laws to be (1) published in the next edition of the newsletter; (2) read at the next general meeting of the membership immediately following newsletter publication; and, (3) voted upon by the membership at the next general meeting following the first reading. A majority of members present and voting, provided a quorum of twenty percent (20%) is present, shall be required for the adoption of proposed By-Law changes.

BY-LAWS OF THE SHELL POINT SAILBOARD CLUB

(Adopted August 9, 1994 at the SPSC General Meeting)

SECTION I - PURPOSE

The purpose of this Club is to form an association of persons who are interested in the sport of windsurfing or boardsailing, in the racing of sailboards, in the exchange of ideas about windsurfing, in the development of better sailing techniques, and in the promotion of camaraderie in boardsailing. Further, the Club shall promote activities that will perpetuate the ideals and traditions of windsurfing. The Club shall be a not-for-profit corporation governed by a constitution. The membership shall be composed of persons who are interested in windsurfing, with at least sixty percent (75%) of the voting membership owning sailboards.

SECTION 2 - MEMBERSHIP

A. Types

1. Regular Individual: A regular individual member shall be one (1) person. A regular member is entitled to a total of one (1) vote per paid membership.

2. Regular Household: A regular household member shall be a person or group of persons residing at one address who wish(es) to be affiliated with the Club. A regular household member is entitled to a total of two (2) votes per paid membership.

3. Non-resident: A non-resident member is a person or group of persons at one address who wish(es) to maintain affiliation with the Club but who has moved permanent residence outside the participating area (North Florida and South Georgia) and who is not active in Club functions, or is a member in good standing of another boardsailing club who is visiting the Shell Point area and wishes to utilize Club facilities during their

visit. A non-resident member shall have no voting privileges.

4. Honorary: An honorary member is a person or group of persons at one address who shall neither have voting privileges nor pay any dues.

B. Definition

For the purpose of this section, a household is one or two adults living at the same domicile. If any children are to be members by virtue of a familial relationship, the children must be under 21 years of age.

C. Qualification

Any regular member may submit to the Board of Directors the name of a person proposed for membership. If the Board of Directors acts favorably upon the applicant, then the applicant will be accepted into membership upon payment of appropriate annual dues to the Purser.

In order for a person to become an honorary member, five (5) voting members of the Club must propose that person's name to the Board of Directors; then the Board of Directors must make a recommendation to the membership at large. Acceptance must be an affirmative majority secret vote at the next general meeting.

A person may become a temporary non-resident member upon presentation and acceptance of membership in good standing in a recognized boardsailing club. Temporary non-resident membership shall be for a period not to exceed seven (7) days. The Board of Directors will authorize the issuance of a temporary membership to a non-resident member.

D. Expulsion

The expulsion of any Club member begins with the Board of Directors' requiring the Scribe to send the member written notice thirty (30) days prior to a hearing to be held before the Board of Directors concerning the expulsion of the member. The member to be expelled has the right to attend the hearing before the Board of Directors and to present any evidence or to call any other member on his/her behalf to discuss the matter. Immediately after the hearing, the Board of Directors, by secret ballot, shall make a recommendation to the membership. A majority vote, by secret ballot, of the voting membership present at the meeting is required in order to expel a member. If the membership votes for expulsion, then the Scribe shall be directed by the Board of Directors to notify the member in writing within five (5) days from the date of the vote of the member's expulsion. An expelled member shall not be entitled to any reimbursement of any dues or fees paid to the Club.

SECTION 3 - DUES AND FEES

All members, except honorary members, must pay dues in the amount listed for their respective membership.

TYPE ANNUAL AMOUNT

Regular Individual \$ 30.00

Regular Household \$ 45.00

Non-Resident \$ 15.00

Periodic fees or charges for items purchased from or charges incurred through the Club are billed on a periodic basis by the Purser. Any member who is 30 days in arrears on the payment of such periodic fees or charges shall neither vote nor enjoy the privileges of the Club. Any monies received by the Purser shall be applied first to any outstanding balance owed by the member for periodic fees or charges, then to the payment of dues. The Scribe shall notify the member in writing upon notification of the Purser, when a member is two (2) months in arrears of payment of his/her periodic fees and charges, and shall also notify the member when he/she is dropped from the Club for failure to pay the periodic fees or charges, provided appropriate arrangements have not been made with the Board of Directors.

Any member who is three (3) months in arrears on annual dues shall neither vote nor enjoy the privileges of the Club. A member who is more than three (3) months in arrears on annual dues shall automatically be dropped from membership in the Club. The Scribe shall notify the member in writing, upon notification from the Purser, when a member is two (2) months in arrears on his annual dues, and shall also notify the member in writing when he is dropped from the Club for failure to pay the dues provided appropriate arrangements have not been made with the Board of Directors.

SECTION 4 - BANK ACCOUNT AND EXPENDITURES

The Club shall create a bank account bearing the name of the Shell Point Sailboard Club. Monies from dues and other Club receipts shall be deposited regularly by the Purser into this account. Withdrawals or expenditures from this account shall normally be carried out by the Purser as authorized by the Board of Directors at the monthly Board Meetings. No expenditure by the Club (on either one item or several related items) exceeding two-hundred fifty dollars (\$250.00) shall be made by the Board of Directors prior to the

affirmative verbal consent of the membership at the next regularly scheduled monthly Club meeting. Every Club financial account shall permit withdraws or expenditures of less than \$250.00 per item on the signature of either the Purser or the Commodore alone. Withdraws from any Club account of more than \$250.00 shall be permitted only on the signature of *two* SPSC officers as follows: 1) the Purser or the Commodore (mandatory), and 2) one of the other Officers (Commodore, Vice Commodore, Purser, or Scribe).

Receipts from sailing regattas and other events approved by the Club shall be deposited into the Club bank account. Expenses for regattas and other Club events shall be submitted in writing by the event chairperson to the Board of Directors at least one (1) month prior to the event. Event budgets shall be approved by the Board, and appropriate disbursements for the event shall be made by the Purser.

SECTION 5 - OFFICERS AND DIRECTORS

A. Duties

The Commodore shall be the chief executive officer of the Club and shall preside at all meetings of the general membership and the Board of Directors. The Commodore shall be an ex-officio member of all committees, and shall be responsible for the general management of the business of the Club, and shall see that all orders and decisions of the Board of Directors are carried into effect. The Commodore shall appoint the Chairmen of all permanent and temporary committees with the approval of the Board of Directors except as established otherwise by these By-Laws. The Commodore shall keep a record of the minutes of all meetings of the membership and the Board of Directors, and shall transcribe these minutes into permanent record. The Commodore shall also be the Chairman of the Membership Committee.

The Vice Commodore shall act in the capacity of the Commodore when the Commodore is absent and shall accede to that office if it should become vacant. The Vice Commodore shall also be the Chairman of the Property Committee.

The Scribe shall have custody of all Club records except financial records and shall handle all correspondence, including responsibility for the monthly newsletter. The Scribe shall keep the membership list of the Club, and shall periodically produce and distribute a directory of the membership.

The Purser shall have custody of all financial records, shall be responsible for the collection of all dues and other monies, and shall handle all matters pertaining to the financial operation of the Club. The Purser shall also be responsible for opening and maintaining any and all bank accounts, and for the payment of bills.

The Past Commodore shall have the primary responsibility of chairing the Club's annual

fall regatta, including establishing the necessary committees and preparing a budget for the event.

The Board Members-at-Large shall participate in all meetings and decisions of the Board of Directors, and shall serve in other Club capacities as specified in the By-Laws.

B. Succession

In order to provide for the continuation of qualified and experienced leadership of the Club, the Board of Directors shall normally nominate a candidate for the office of Vice Commodore with the expectation that this Vice Commodore shall normally be nominated by the Board for the office of Commodore the following year (i.e., the normal sequence of succession is expected to be Vice Commodore → Commodore → Past Commodore). This stipulation shall in no way subvert the right of the general Club membership to nominate at the August Club meeting any Club member for candidacy as either the Commodore or Vice Commodore.

C. Removal

In order for any member of the Board of Directors to be removed from office, a majority of the voting membership of the Club, by written petition, shall direct the Commodore to call a meeting in order to discuss and vote upon the removal of said member of the Board of Directors. Any Club member may discuss the removal of said member of the Board, and the Board member may appear at the meeting to defend him/herself. At the conclusion of discussion, the voting membership shall vote by secret ballot to determine whether the member of the Board shall be removed. A two-thirds (2/3rds) vote of the regular membership in favor of removal shall be required to effect removal. In the event that the membership votes to remove said member of the Board, the Board member shall be notified within five (5) days in writing by the Scribe of the decision of the membership. The member of the Board shall turn over all Club property and records, which were entrusted to him/her during his/her term of office.

D. Vacant Position

In the event that a Board position other than the Commodore or Past Commodore becomes vacant, the Commodore, with the approval of the remaining members of the Board, shall appoint a member at large to fill the vacant position for the remainder of the term.

SECTION 6 - COMMITTEES

The following committees shall consist of a chairman and an appropriate number of members to accomplish the respective tasks of each committee. Ad hoc committees may be appointed by the Commodore as needed. No ad hoc committees shall extend beyond the term of the Commodore who appointed them. Unless otherwise stated, members of each committee shall be appointed by the committee's respective chairman.

1. Membership Committee

The members are the Commodore (chairman), and three or more members at large. The primary function is to review applications submitted by the members and to recommend acceptance or denial to the membership. This committee will also serve as a telephone committee to keep the membership informed of coming activities and to provide a membership package to all new members.

2. Property Committee

The members are the Vice Commodore (chairman), the Purser, and two or more members at large. The primary responsibility shall be the acquisition and maintenance of all Club property.

3. Regatta Committee

The members are the Past Commodore (chairman), and a sufficient number of members to carry out its functions. The purpose of this committee is to organize the several regattas sponsored by the Club.

4. Race and Protest Committee

The members are a chairman, appointed by the Commodore, and two members of the racing fleets knowledgeable in US Sailing and USWA Racing Rules. Additional members may be called by the Chairman as necessary. The primary function of this committee is to coordinate the activities of the various fleets. Another purpose of this committee is to hear and rule on all protests resulting from SPSC sponsored races in which the protests are not settled by the individual fleets.

5. Nominations Committee

This committee shall exist as provided for in ARTICLE IV, Paragraph D of the Constitution of the Shell Point Sailboard Club.

SECTION 7 - PARLIMENTARY PROCEDURE

Robert's Rules of Order, Revised, shall be the authority governing all matters of procedure not otherwise specified in the Constitution or these By-laws. A Parliamentarian shall be appointed by the Commodore.

SECTION 8 - MEETINGS

There shall be a general meeting of the Club membership at-large each month, except during the month of December. The time and place of each meeting will be determined by the Board of Directors, announced at the prior meeting, and published in the monthly newsletter thirty (30) days prior to that meeting.