

CONSTITUTION OF THE
SHELL POINT SAILBOARD CLUB, Inc.
(A Not-For-Profit Florida Corporation)

(Adopted August 9, 1994 at the SPSC General Meeting)
(Revised version adopted at the August 9, 2005 SPSC Annual Business Meeting)

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The purpose of this Club is to form an association of persons who are interested in the sport of windsurfing, 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 windsurfing. 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 date of the Annual Business Meeting. Dues are paid on an annual basis.

C. Anniversary Date

The anniversary date of the Club shall be January 1 each year. The September monthly Club meeting is designated the Annual Business Meeting. Elections for the Board of Directors will take place at the September Club Meeting, with newly elected officers taking office on January 1 following the election in September.

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 Past Commodore, shall be elected by secret ballot at the Annual Business Meeting of the Club. They shall take office on January 1 following their election at the Annual Business Meeting in September and 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 Annual Business Meeting in September, 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 August Club meeting one month prior to the Annual Business Meeting in September one (1) name for each of the four (4) elected Officer positions (the Past Commodore is not elected). 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 August 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 closing of nominations at the August 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 September 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 and Majority at Club Meetings

At the Annual Business Meeting (September 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 or e-mailed affirmative endorsement 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 September. The proposed change(s) shall be read at the August and September meetings and voted upon during the September meeting. A two-thirds (2/3rds) majority of the regular voting membership present at the Annual Business Meeting in September shall be required to sustain an amendment. Absentee and/or mailed and/or e-mailed ballots shall be honored.

ARTICLE VIII - AMENDMENTS TO THE BY-LAWS

Any member may propose amendments to the By-Laws and such action shall be initiated by submitting the proposed amendments to the Board of Directors. The Board of Directors shall cause such proposed amendment 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.