

## **BYLAWS PUNTA GORDA SAILING CLUB, INC.**

### **Article I - NAME**

The name of this organization is PUNTA GORDA SAILING CLUB, INC.

### **Article II - DEFINITIONS**

Common terms found in these bylaws are defined as follows:

Board - The Board of Governors.

Club - The Punta Gorda Sailing Club, Inc.

Fiscal Year - The Club's Fiscal Year shall be the calendar year.

Member - An individual or family whose application has been processed by the Board and who has paid the current Club dues.

Membership - The aggregate body of Members.

Jib Sheet - The Club's official newsletter, published monthly and mailed to the Membership in a timely manner prior to each Regular Meeting, the Annual Meeting and the Change of Watch ceremonial meeting.

plurality - A candidate has a plurality when he has a larger vote than any other candidate.

majority vote - A majority vote when used in these Bylaws means a majority of the votes cast, ignoring blanks, at a legal meeting, a quorum being present.

two-thirds vote - A two-thirds vote when used in these Bylaws means at least two-thirds of the votes cast, ignoring blanks, at a legal meeting, a quorum being present.

ex-officio member - member by virtue of his office; permitting but not requiring him to act as a committee member.

pro-tem - for the time being; adjournment puts an end to the appointment.

Whenever the context hereof shall so require, the singular shall include the plural, the male gender shall include the female gender and the neuter, and vice versa.

### **Article III - OBJECTIVE**

The Objective of the club is to:

- A. Foster the spirit, art and science of sailboat racing;
- B. Promote and support sailboat racing events and regattas within the Club and in cooperation with other area clubs and organizations in the Peace River and Charlotte Harbor area;
- C. Provide sailboat cruising events and regattas, that may also include sailboat racing events; and
- D. Support programs that foster youth sailing involvement.

### **Article IV - BURGEE**

The designating burgee of the Club shall be a single pointed blue burgee, twelve inches in width and eighteen inches long. Three inches back from the luff and centered vertically it shall have a one-fourth inch wide white circle five inches in diameter within which is the silhouette of a sloop-rigged sailboat in white. Beginning three-fourths of an inch behind the white circle with one-fourth inch spacing and two-inch letters, PGSC, shall appear.

**Article V - MEMBERSHIP**

**A.** Any individual or family willing to support the Club's objectives may apply for membership by submitting to the Board an application and full payment of the annual dues, one-half the annual dues if application is filed after June 30<sup>th</sup>.

**B.** Members wishing to continue their membership for the ensuing Fiscal Year shall pay the approved annual dues at or after the Annual Meeting but not later than December 31<sup>st</sup> after which the Treasurer shall deliver a list of delinquencies to the Board for its action.

**Article VI - FLAG OFFICERS**

The Flag Officers of the club are Commodore, Vice Commodore, Rear Commodore, Fleet Captain - Racing, Fleet Captain - Cruising, Secretary, and Treasurer.

**A.** It shall be the duty of the Commodore to:

1. Command the fleet, and preside at meetings of Members and the Board;
2. Call Special Meetings of the Membership as provided in Article IX, Paragraph E;
3. Appoint a Nominating Committee at or before the September Regular Meeting which shall be composed of three Members not currently serving as Flag Officers, at least one of which shall be a Past Commodore. The Nominating Committee shall be charged with the duty and responsibility to:
  - a. Nominate a slate of Flag Officer candidates. It shall be specifically authorized to have two Members, if so nominated, to serve in a co-capacity for each Flag Officer position with the exception of Commodore, which shall be limited to one individual. Any reference in these Bylaws to any Flag Officer shall also include the plural or Co-Officer, if appropriate. In the case where any vote on an issue is required each Flag Officer position shall be entitled to one vote. In the case where two Co-Flag Officers are both present and they can not agree on the vote then there shall be no vote counted; and,
  - b. Report its slate of candidates to the Commodore in sufficient time to be published in the October issue of the Jib Sheet;
4. Appoint such Special Committees as may be necessary to manage the Club's business and activities, and be ex-officio member thereof except the Nominating Committee; and
5. For the year following immediately after he is succeeded as Commodore, serve as a non-voting member of the Board with no direct duties and responsibilities.

**B.** It shall be the duty of the Vice Commodore to:

1. Serve as a Board member;
2. Assist the Commodore in the discharge of his duties;
3. Be the Chairman pro tem at meetings of Members or the Board in the event the Commodore shall be absent;
4. Present the Program Segment at Regular Meetings and the Annual Meeting;

5. Appoint a Member as Protest Committee Chairman who shall form a protest hearing panel for each race protest registered; and, upon reaching a final decision, deliver an official protest report to the Fleet Captain - Racing and when appropriate to US Sailing authority; and,

6. Organize an Activities Committee which shall have the following duties and responsibilities:

a. Procure refreshments for each Regular Meeting and the Annual Meeting;

b. Organize the Change of Watch ceremony and Club picnics, dinners, parties, and such other events as the Board may approve; and,

c. Designate the place and time for the after-race social gatherings of participants, Members and guests.

**C.** It shall be the duty of the Rear Commodore to:

1. Serve as a Board member;

2. Assist the Commodore in the discharge of his duties;

3. Be Chairman pro tem at meetings of Members or the Board in the event the Commodore and Vice Commodore shall both be absent;

4. Obtain all awards and trophies; and,

5. Organize a Communications Committee which shall have the following duties and responsibilities:

a. Assign a committee member as Managing Editor of the Jib Sheet, who shall be responsible for its publication and mailing;

b. Inform the media of newsworthy Member accomplishments, Club race results and Club activities and meeting dates;

c. Publish the Club Bylaws and annual Roster of Members for distribution to the Membership; and,

d. Assign a member to create and maintain the membership list, provide such communications, forms and documents as the Board shall require.

**D.** It shall be the duty of the Fleet Captain - Racing to:

1. Serve as a Board member;

2. Assist the Commodore in the discharge of his duties;

3. Be the Chairman pro tem at meetings of the Members or Board in the event the Commodore, Vice Commodore and Rear Commodore shall all be absent;

4. Coordinate and conduct the overall racing program for the Club. Responsibilities include:

- a. Provide race scratch sheet and race results showing all participants their finishing positions and any protests registered. Provide copy of results for posting on Club web site.
- b. Provide entry form for each racing series, regatta, or specialty race. Ensure each skipper has completed an entry and signed the waiver. Maintain file of entries for fiscal year.
- c. Arrange for committee boats, mark set boats, operators, and crew for racing events.
- d. Designate the place and time for the after-race social gatherings of participants, Members and guests.
- e. Organize and Chair a Race Management Committee, which shall have the following duties and responsibilities:
  - 1) Assign a member as the PGSC Coordinator for all Florida West Coast racing which has an interaction with PGSC. The PGSC Coordinator shall attend meeting with other clubs and organizations as required and represent PGSC and it's interests.
  - 2) Organize and train a Race Committee to conduct race events.
  - 3) Produce a PGSC racing schedule for the following year and coordinate the schedule with other PGSC functions as well as other racing organizations as appropriate.
  - 4) Appoint one or more representatives to the governing handicapping organization and maintain records of fleet handicaps. Provide provisional handicaps for competitors as required.
  - 5) Coordinate PGSC racing events with local government officials as required.
  - 6) Monitor and maintain any fixed or movable racing marks and coordinate with government officials as required.

**E. It shall be the duty of the Fleet Captain - Cruising to:**

1. Serve as a Board member;
2. Submit for Board approval a schedule of Club cruising events for the Fiscal Year; and,
3. Organize, promote and conduct Club cruising events approved by the Board.

**F. It shall be the duty of the Secretary to:**

1. Serve as a Board member;
2. Keep a true record of all proceedings of the Club and Board;
3. Receive and conduct official correspondence of the Club and Board;
4. Maintain a current copy of the Articles of Incorporation and the Bylaws;
5. Be custodian of the Minutes Book, Club records and documents, and Flag Officer elections according to Article VII;

6. Have the powers and duties customarily incident to the office of Secretary; and,
7. Have the powers and duties as may from time to time be assigned by the Commodore or by action of the Board.

**G.** It shall be the duty of the Treasurer to:

1. Serve as a Board member;
2. Use the cash method to account for Club funds, collect and receive all moneys due the Club, and appropriate Club funds under the guidance of the approved annual budget and shall alert the Board when expenditures approach budget;
3. Maintain accounts such that moneys received during the Fiscal Year which are to be appropriated during the ensuing Fiscal Year are not mingled with current Fiscal Year funds but are placed in escrow until the beginning of the ensuing Fiscal Year;
4. Provide Quarterly Financial Reports and deliver an End of Year Financial Report together with all receipts, vouchers, accounts receivable and accounts payable records to the succeeding Treasurer prior to the January Regular Meeting;
5. Propose for Board consideration prior to the Annual Meeting an annual budget for the ensuing Fiscal Year.

**Article VII - QUALIFICATION, NOMINATION AND ELECTION OF FLAG OFFICERS**

Flag Officers shall be elected at the Annual Meeting.

**A.** Any individual Member or individual of a family Member may be nominated as a candidate for a Flag Officer position; however, not more than one individual within a family membership shall be nominated.

**B.** Candidates shall acknowledge their understanding of and signify their willingness to perform the duties of the office for which they are a candidate, and shall commit to continue their membership for the ensuing Fiscal Year if elected.

**C.** To be eligible for the office of Commodore, candidates shall have served at least one year as a Flag Officer.

**D.** A candidate shall not be nominated for more than one Flag Officer position.

**E.** The Nominating Committee's slate of candidates shall be published in the October issue of the Jib Sheet followed by a notation quoting Paragraph F below.

**F.** Three (3) or more Members may nominate a Flag Officer candidate by written notice delivered to the Commodore or the Chair, as the case may be, with the acknowledged consent of the candidate, before the Close of Nominations during the Business Segment of the October Regular Meeting. Member nominations in any other form shall not be accepted.

4. Official Ballot - The Ballot shall be of sufficient size to be folded once and then sealed in the ballot envelope, imprinted with:

## Bylaws

## Punta Gorda Sailing Club, Inc.

a. Flag Officer positions shall be listed in the following order: Commodore, Vice Commodore, Rear Commodore, Fleet Captain - Racing, Fleet Captain - Cruising, Secretary, Treasurer, each office followed by a list of candidates.

1. If there shall be more than one candidate for an office, the candidates shall be listed alphabetically by last name preceded by a blank box or line; or,

2. If there shall be only one candidate for an office, there shall be a statement, "Shall the unopposed candidate, name, be elected? \_\_\_\_\_ YES \_\_\_\_\_ NO".

b. Voting Instructions: After completing your ballot, fold the ballot in half deliver the sealed return envelope to the Secretary prior to or during the Annual Meeting prior to the closing of the polls.

**H.** The Secretary shall maintain an accurate record of the Members who have properly returned their ballot, retaining the return envelope and depositing the sealed ballot envelope in the ballot box until the Chair has declared the polls closed at the Annual Meeting; whereupon the Secretary shall organize tellers to tally the votes and shall deliver a certified voting report to the Chair prior to adjournment.

**I.** For each Flag Officer position, the candidates receiving a plurality of votes shall be elected and, prior to adjournment, the chair shall announce the names of elected Flag Officers who shall hold office for the ensuing Fiscal Year.

**J.** The Secretary shall retain all envelopes and all ballots cast until the end of the Fiscal Year, whereupon, the ballots may be destroyed if a recount has not previously been ordered.

**K.** Whenever a Flag Officer position becomes vacant, notice of such vacancy shall be published in the next issue of the Jib Sheet advising the Membership that the vacancy shall be filled at the next scheduled Regular Meeting of Members by nomination of candidates by Members from the floor followed by balloting. The candidate receiving a plurality vote shall be elected to fill the remaining term of the vacant Flag Officer position.

### **Article VIII - BOARD OF GOVERNORS**

The Flag Officers shall constitute the membership of the Board. It shall be the duty of the Board to:

**A.** Manage the affairs of the Club, and control and maintain Club property;

**B.** Fiducially appropriate budgeted funds;

**C.** Proposes a budget amendment at the next Regular Meeting if cumulative expenditures exceed the approved annual budget or an expenditure is deemed necessary for a purpose not included in the approved annual budget;

**D.** Process membership applications;

**E.** Suspend or expel a Member for violation of these Bylaws and/or Club Rules and Regulations or recall a Flag Officer for dereliction of duty, after notification and due process, by a two-thirds vote; and,

**F.** Submit at the Annual Meeting a proposed annual budget for the ensuing Fiscal Year.

### **Article IX - MEETINGS AND QUORUM**

- A.** Regular Meetings shall be held on the second Wednesday of each month, January through October, at a place and time approved by the Board;
- B.** The Annual Meeting shall be held on the second Wednesday of November at a place and time approved by the Board.
- C.** The agenda for Regular Meetings and the Annual Meeting shall have two segments:
1. A Business Segment for Board report, Flag Officer reports, Committee reports, and such other Club business as shall come before the assembly, i.e., approval of the annual budget and Flag Officers election at the Annual Meeting; and,
  2. A Program Segment presented by the Vice Commodore.
- D.** A Change of Watch ceremonial meeting shall be held on a convenient day in December at a place and time approved by the Board.
- E.** Special Meetings of Members may be called by the Commodore at his pleasure, and shall be called by the Commodore when requested by two or more Flag Officers. Notice of the call of a Special Meeting shall be delivered to the Membership not later than 10 days prior to such meeting stating the place, date, time and purpose of such meeting.
- F.** At any meeting of Members, twenty-five percent (25%) or more of the Membership shall constitute a quorum to conduct Club business. Each member, individual or family, shall have one vote in matters requiring a vote of Members.
- G.** The Commodore shall call Board Meetings as deemed necessary to conduct Board business. At any meetings of the Board, a majority of Board members shall constitute a quorum for the conduct of Board Business.
- H.** Elected Flag Officers shall conduct an Organizational Meeting after the Annual Meeting and prior to the Change of Watch ceremonial meeting to adopt a schedule of Club activities and race and cruise events for the ensuing Fiscal Year and to address such other organizational matters required by these Bylaws; and shall report their actions in the December Jib Sheet.
- I.** Except as provided herein, Robert's Rules of Order, Revised, shall govern the conduct of business at the Annual Meeting, Regular, Special and Board Meetings.

**Article X - BYLAWS AMENDMENT**

Amendment of these Bylaws requires a two-thirds vote.

- A.** Any Member or the Board may introduce a bylaws amendment at any Regular Meeting by a Motion to Commit to a Special Committee the proposed bylaws amendment.
1. If the motion to commit is passed, the Chair shall immediately appoint a Special Committee of not less than three (3) Members to receive and study the proposed bylaws amendment, and to report its findings and its recommendations at the next meeting of Members.
  2. Proposed bylaws amendments committed to committee shall be printed verbatim in the next issue of the Jib Sheet with a notation that the appointed Special Committee will report its findings and recommendation at the next meeting of Members.

3. The report of the Special Committee shall include:

- a. Its finding as to the merit of the proposed bylaws amendment; and,
- b. Its recommendation to either approve, approve with modification, or defeat the proposed bylaws amendment.

**B.** The Special Committee shall be discharged after it has delivered its report; whereupon, a Motion to Amend the Bylaws as originally proposed and sent to committee shall then be in order and, if so, offered, the motion shall specify an effective date.

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