

BY-LAWS

GULFSTREAM SAILING CLUB

(REVISED October 2018)

ARTICLE I NAME

The name of this organization shall be the Gulfstream Sailing Club.

ARTICLE II OBJECT

The object of the Gulfstream Sailing Club shall be to develop, encourage and stimulate interest in sailing in the Fort Lauderdale area to promote fellowship and camaraderie among the sailors of this area, and visiting sailors, and by all possible means to promote the interest and pleasures of the members.

ARTICLE III MEMBERS

Section 1 There shall be two classes of membership in this Club, Regular and Honorary. The memberships shall consist of men and women who shall qualify for membership.

Section 2 Regular Membership: These candidates must be proposed by two members of this club and elected by the Governing Board acting upon the recommendations of the Membership Committee.

(a) Single Membership: Unmarried persons over 18 or a married person joining as an individual. One vote per membership.

(b) Family Membership: Shall consist of two adults living as a family at the same address. Each adult is entitled to one vote. Children, to age 21, residing with these adult members shall have all Club privileges, except that he or she shall not vote nor hold elective office.

(c) Junior Membership: Any person between the ages of 16 and 18 years may apply to this club for membership. The parent or legal guardian of the junior must sign the junior application. A junior member will have all the privileges of membership, except he or she may not vote or hold elective office.

Section 3 Honorary Membership: The Governing Board from time to time may recommend a person or persons for Honorary Membership. Honorary Members will be elected annually by the membership for a period of one year. Honorary Members shall not be subject to the payment of entrance fees nor dues. They shall not be entitled to vote or to hold office.

ARTICLE IV OFFICERS AND COMMITTEES

Section 1 Elective Officers: The elective officers of this Club shall be the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and Lake Operations Director. The three commodores shall also be known as the Flag Officers. No one person may hold more than one of the offices at the same time. Term of office shall be for one year. Officers may serve for more than one term, but may not hold the same

office for more than two terms in succession, with the exception of the Lake Operations Director.

Section 2 **Governing Board:** There shall be a Governing Board consisting of the incumbents of all elective offices, the past Commodore and three general members. The general members shall serve one or two year terms, as selected at the annual election. Said additional members shall be especially familiar with and well versed in the activities of the club. Any member of the Governing Board holding more than one title shall be eligible to one vote only. Any or all vacancies on the Governing Board shall be filled in accordance with Article XI, Section 5, of these by-laws.

Section 3 **Nominating Committee:** A Nominating Committee of six members shall be elected on a revolving basis with two members retiring and two new members being elected annually at the November meeting. The Commodore will appoint the chairman from the two senior members of the Nominating Committee. No member of the Governing Board may serve on the nominating committee. Nominations shall be made from the floor at the October Meeting and nominations closed at that time.

Section 4 **Auditing Committee:** An Auditing Committee of one or more members shall be elected annually at the November meeting. Members serving should be familiar with accounting procedures. The Treasurer shall not be a member of the Auditing Committee. Nominations may be made from the floor at the October meeting and the nominations closed at that time.

Section 5 **Appointed Committees:**

- (a) The incoming Commodore shall appoint from the membership the following committees and /or Chairmen who shall perform such duties as the Commodore shall direct and in accordance with these by-laws and serve for the period of one year, subject to the approval of the Governing Board.
 - (1) Ocean Race Committee
 - (2) Crew Pool
 - (3) Small Boat Committee
 - (4) Cruise Committee
 - (5) Social Committee
 - (6) Legislative Committee
 - (7) Program Committee
 - (8) Tiller Tales Committee
 - (9) Publicity Committee
 - (10) Membership Committee
 - (11) Trophy Committee
- (b) Additional Committees: The Commodore may appoint additional Chairmen and/or Committees as the Commodore may require, who shall perform such duties as designated and serve at the pleasure of the Commodore, subject to the approval of the Governing Board.

- (c) All committees and/or Chairmen shall submit a tentative budget subject to the approval of the Board of Governors.
- (d) All Committee Chairmen shall keep records and submit a guideline to the succeeding Chairmen.
- (e) The Commodore shall have the discretion to assign supervision to officers and board members.

ARTICLE V DUTIES AND POWERS OF OFFICERS AND COMMITTEES

Section 1 Commodore: The Commodore shall be the Executive Officer, shall preside at All meeting of this club and of the Governing Board, and shall perform such other duties as may be required by the Governing of this Board or the by-laws Club. He shall be ex-officio member of all committees.

Section 2 (a) Vice Commodore: Shall assist the Commodore in the discharge of his duties and shall act in his absence with full power.

(b) Rear Commodore: Shall assist the Commodore and Vice Commodore in the discharge of their duties and act in their absence with full power.

Section 3 Secretary: The Secretary shall:

- (a) Keep a record of all proceedings of this Club and of the Governing Board and of all matters of which a record may be deemed advisable, in books belonging to this Club.
- (b) Keep records, minutes and books available at all reasonable times open to inspection by any member.
- (c) Keep a list of names, addresses, telephone numbers, ranks and boats of all members.
- (d) File and preserve all documents records, reports and communications connected with the business of this Club.
- (e) See that the required notices of all meetings of the Club or of the Governing Board are mailed out, when required to do so.
- (f) Perform such other appropriate duties as may be assigned by the Commodore or the Governing Board.

Section 4 Treasurer: The Treasurer shall:

- (a) Collect and hold in the name of this Club all moneys receivable by and belonging to this Club.
- (b) Pay all bills contracted by this Club which shall be certified correct by the Governing Board, or by the Chairman of any Committee which has contracted for any such bill by virtue of any appropriation by the Governing Board
- (c) Keep a true and complete record of all moneys and property of this Club and of all dispositions made of said moneys and property.
- (d) Give bond in such amount and with such sureties, as the Governing Board shall direct, the cost of such bond to be paid by this Club.

- (e) Make a report at the general meeting held each month of all receipts and disbursements and at such other times as the Governing Board or the Commodore may direct.
- (f) Make a financial statement at the end of the fiscal year, or close of this term of office, at least once every twelve months. Statement to be read to the membership by the Auditing Committee at the February meeting.
- (g) See that notice is mailed to the last known address of each member before November 1st on dues for the ensuring year. He shall notify every member who is in arrears by the 31st of December.
- (h) Perform such other appropriated duties as may be assigned to him by the Governing Board or the Commodore.

Section 5

Lake Operations Director: The Lake Operations Director shall:

- (a) Manage Club operations at Sailor's Point.
- (b) Lead the Small Boat Committee.

Section 6

Governing Board: Any member of the Governing Board who fails to attend three consecutive meeting of the Governing Board without good and sufficient reason, in writing, shall be automatically dropped from the Governing Board before next Board meeting. The Board shall:

- (a) Keep separate written records of Club policy and management and shall enact such resolutions, as they deem necessary for the proper administration and management of this club.
- (b) Have general charge of the policy, management and finances of this Club; be vested with and have custody of all the property of this Club; shall appropriate such sums as may be deemed advisable within its current resources, for the interests of this Club.
- (c) Carry on all interim business for the Club with all actions of the Board being subject to review by the general membership: Specifically, the minutes of the Governing Board shall be kept open to inspection at all reasonable times to the general membership. A two-thirds vote of those members present at the general meeting shall be required to reverse any action taken by the Board. The Commodore shall not vote except in the event of a tie.
- (d) Elect new members as provided in the by-laws.
- (e) Designate depositories in which this Club's fund shall be kept.
- (f) Fix the amount of the Treasurer's bond.
- (g) Have jurisdiction of all disciplinary matters.
- (h) Enforce the authority given to it under these by-laws.
- (i) Take action necessary to conserve the best interests of this Club.

Section 7

Nominating Committee: The Nominating Committee shall:

- (a) Select one candidate for each elective office, and one candidate to replace the retiring member of the Governing Board and the Auditing Committee.
- (b) Notify the Commodore of its first meeting and invite him to be present in his capacity of ex-officio member of all committees and shall hear his

recommendations for future officers. The Commodore shall not be present at the time the committee votes upon the names of members to be presented for candidacy.

- (c) Make its written report to the Club at the October meeting. The report shall be part of the permanent records of this Club and shall be published in Tiller Tales one week in advance of the October meeting.
- (d) Recommend members to fill vacancies in elective offices.

Section 8

Auditing Committee: The Auditing Committee shall:

- (a) Examine the accounts of the Treasurer.
- (b) Certify and verify the Financial Statement as submitted by the Treasurer at the close of each fiscal year.
- (c) Require a Financial Statement with balanced books upon the Treasurer's termination, should the Treasurer not serve a full term.
- (d) Check the financial Statement and make sure that it is complete, including all assets, liabilities, inventories and any and all other properties of this Club.
- (e) Read the Financial Statement and report to the general meeting at the February meeting, Such statement and report to be approved by the general membership.

Section 9

Committees appointed by the Commodore:

- (a) **Ocean Race Committee:** Shall consist of the Ocean Race Chairman and other chairmen as deemed necessary by the racing schedule. Shall concern itself with racing schedules, protests, boat ratings and any and all matters relative to ocean racing. Committee shall hold a meeting during November of boat owners and skippers to hear their desires regarding racing. Committee may call other meetings as deemed necessary.
- (b) **Crew Pool:** Shall work with the Race Committee on boat crews for races, cruises, and related matters.
- (c) **Small Boat Committee:** Shall manage the small boat program, schedule races, instructions, maintain and store Club-owned boats and small boat equipment and racing paraphernalia, and all related matters.
- (d) **Cruise Committee:** Shall arrange and schedule cruises for the Club. Shall advise and/or plan such cruises and related matters.
- (e) **Social Committee:** Shall concern itself with after-race parties, picnics, suppers and similar matters. After-race parties to be coordinated with the Race Committee. Shall submit recommendations to the Board of Governors.
- (f) **Legislative Committee:** Shall advise on amendments to the by-laws, on matters of parliamentary procedure, etc. Shall use the latest revised edition of **Robert's Rules of Order, Revised** for any procedure not specifically set forth in these by-laws.
- (g) **Program Committee:** Shall arrange a program to be presented at monthly meetings when the Commodore requests such program or programs. Program to be related to boating activities.

- (h) **Tiller Tales Editor:** Shall be the editor of the Club monthly newsletter. Newsletter to be called TILLER TALES. Shall see that information concerning the club is forwarded to the members in the form of Tiller Tales. Shall publish such information in Tiller Tales as requested by the Flag officers, Governing Board and/or Committees.
- (i) **Publicity Committee:** Shall be News Chairman and act as Liaison Officer for press, Radio and Television. Shall be responsible for getting the name of the club in print. Shall coordinate all information to the public.
- (j) **Membership Committee:** Membership Committee shall consist of two members in good standing, especially familiar with the purposes of the club. Membership Committee shall:
 - (1) Examine the membership application of candidates and meet with the prospective new members and their sponsors prior to their acceptance.
 - (2) Report to the Governing Board on the candidates
 - (3) Announce at the next general meeting all those who have been accepted for membership in this Club.
 - (4) Notify newly accepted members of their acceptance and prepare new member packets.
- (k) **Trophy Committee**
 - (1) All trophies shall be purchases either by or under the direction of the Trophy Committee.
 - (2) Trophies shall be engraved and made available for awarding at the appropriate time.
 - (3) Shall keep records of all Club trophies.

ARTICLE VI DUES

Section 1 There are three types of dues payable to the Club. Annual dues are owed to the Club by all members (excluding Honorary Members) on a yearly basis. An initiation Fee is a once in a lifetime payment for a member to join the Club; A Late fee is penalty assessed to a member for not paying Annual dues in a timely manner.

Section 2 The Board of Governors shall determine the amount of all three dues and announce at the October general meeting. If there is a change in dues from the year prior, a simple majority vote of the members present shall be taken. If there has been no change in any of the dues since the year prior, an announcement will suffice, and no vote needs to be taken.

Section 3 A Member is responsible for paying their Annual Dues by December 31, for membership in the following year. The Treasurer shall audit paid memberships after that date, and notify members in arrears that they have until January 31 to pay their Annual dues without penalty. If a member has not paid by January 31, there membership shall be deemed to be inactive. An inactive member shall be given no club membership rights. Inactive members should not be included in the membership roster.

- Section 4** An inactive member may change to active membership by paying Annual dues plus any applicable late fees. If a member becomes inactive in one year may return to active state the following year or later by paying normal Annual dues with no late fee.
- Section 5** Late Fee: After January 31st cutoff a renewing member shall pay the Late Fee.
- Section 6** Applicants for new membership shall pay the annual dues and initiation Fee. Should the applicant not be elected to membership, these dues and fees shall be promptly refunded.
- Section 7** A new member who is accepted to the club after October 1st shall receive the next year's membership as part of their membership dues. The board of directors may also vote to office a pro-rating schedule for new members joining before October 1st.
- Section 8** Any person covered by a family membership, may elect to become a member on their own by paying appropriate annual dues, but no initiation fee should be charged.
- Section 9** If an application for membership is made by a full time student, the Initiation Fee shall be waived.
- Section 10** When an inactive member pays to become an active member, if there is any question regarding former membership, the inactive member shall be obligated to provide proof of former membership.

ARTICLE VII RESIGNATIONS AND TERMINATIONS OF MEMBERSHIP

- Section 1** All resignations must be in writing and addressed to the Board of Governors.
- Section 2** Termination of membership shall operate as a release of all right, title to or interest in the assets of this Club. Any elective or appointive office held by said member shall also terminate with membership in the club.
- Section 3** Application for reinstatement shall be in writing to the Club and may be granted by the Governing Board only to a member who resigned in good standing.

ARTICLE VIII MEETINGS AND NOTICES

- Section 1** (a) General Meetings: A general meeting of this Club shall be held once each month throughout the year.
(b) Notices of general meetings shall be mailed to the last known address of each member at least one week before such meeting.
- Section 2** Governing Board Meeting: A regular meeting of the Governing Board shall be held each and every month prior to the general meeting.
(a) The Commodore shall designate the time and place of the Governing Board meeting.
(b) Notices of Governing Board meetings shall be given to each Board Member at least one week before such meeting. Notice may be given by voice or by mail.
- Section 3** Special Meetings:
(a) Special meetings of this club or the Governing board may be called by the Commodore or the Governing board at their discretion, or shall be called by the

Secretary upon written request of five or more members within days of receipt of such request.

- (b) Notices of special meetings of the General Membership shall be mailed to the last known address of each member at least one week before such meeting.
- (c) The notice of any special meeting shall state the subject to be brought up for action at such meeting. No other matter shall be acted upon.

ARTICLE IX QUORUM

Section 1 The members present, including at least one elective officer shall constitute a quorum at any call general or special meeting of this Club.

Section 2 Five members shall constitute a quorum at any called meeting of the Governing Board.

ARTICLE X ORDER OF BUSINESS AND RULES OF ORDER

Section 1 At a regular meeting the following order of business shall be observed:

- (a) Roll call or count of members for quorum present when necessary.
- (b) Reading of minutes of previous meeting.
- (c) Treasurer's Report.
- (d) Report of other officers.
- (e) Introduction of guests and also new members.
- (f) Reports of Committees and/or Chairmen.
- (g) Unfinished business.
- (h) Reading of any communications pertaining to or of interest to the Club.
- (i) New Business.

Section 2 Except as otherwise provided, all questions shall be determined by a majority vote of those members present. The Chairman shall have the casting vote in case of a tie, except when the yeas and nays are ordered, in which case he shall vote when his name is called. If the result is then a tie, the motion shall be declared lost.

Section 3 If any two members shall request, the yeas and nays shall be called upon any question, whereupon each member present shall vote as his name is called, without debate, unless excused from voting by the meeting and the vote so taken shall be recorded in the minutes.

Section 4 All questions of parliamentary practice not herein provided for shall be determined in accordance with *Robert's Rules of order, Revised*. The Legislative committee shall recommend procedure to the Governing Board who will be the final authority in the matter.

ARTICLE XI NOMINATIONS AND ELECTIONS

Section 1 At the November meeting of the general membership, each year, one member of the Auditing committee and two members of the Nominating committee shall be elected

to replace the retiring members, in accordance with the provisions of Article IV, Sections 3 and 4.

Section 2 The Nominating Committee shall present its slate to the membership as provided in Article V, Section 6, at the October meeting. Opposition slates will be accepted from the general membership and then the nominations closed at that time. Candidates to replace the retiring members of the Nominating committee shall be nominated from the floor at the October meeting and then the nominations shall be closed at that time.

Section 3 Elective Officers, Governing Board members, Auditing Committee and Nominating Committee members shall be elected at the November meeting.

Section 4 Officer and Board Members elected at the November meeting shall be duly installed at the Change of Command and shall hold office until their successors are duly elected and installed.

Section 5 A vacancy in any elective office shall be filled by recommendations from the Nominating Committee and nominations from the floor and election by the General Membership at the next general meeting after the vacancy has occurred.

Section 6 (a) Elections to membership to this Club may be by secret ballot by the Governing Board.

(b) All general elections may be taken by viva voce, by show of hands, by ballot or by yeas and nays (on roll call). Method used to be on the option of the Commodore. If majority of members present disagree with method suggested by Commodore, vote on method to be used. Majority vote is necessary to pass on method.

ARTICLE XII DISCIPLINE

Section 1 Charges made against any member for failure to discharge his obligations to this club, or the rules and regulations of the United States relating to the operation and navigation of yachts, or for conduct unbecoming to a gentleman and sailor, shall be made in writing addressed to the Governing Board.

(a) The Governing Board after a hearing, or upon review of the findings, shall have the power to dismiss the charges or in its discretion to censure, suspend, or expel the member accused, or to request such to resign. If the member shall fail to resign within ten days after the mailing of such request to his last known address, the Board may expel such member without further notice of proceedings.

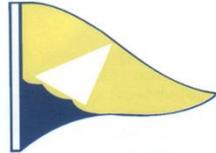
Section 2 A member of this Club shall maintain his good standing in the United States and in the Club, faithfully and fully discharge his obligations to this Country and Club, and any failure to do so shall subject him to disciplinary action as set forth in Section 1 of this article.

ARTICLE XIII POLICY

- Section 1** It shall be the policy of this Club if at all possible, to confine the business meeting each month to one hour in duration.
- Section 2** It shall be the policy of this Club, so far as practicable, to conduct every undertaking, cruise, social affair, etc., on a self-sustaining basis financially.

ARTICLE XIV CLUB BURGEE AND FLAGS

- Section 1** The Club Burgee shall be triangular in shape, with the hoist being two thirds of the fly, white sail against a gold background, symbolic of the Florida sun, on a sea of dark blue symbolizing the Gulfstream, per illustration appended hereto.



- Section 2** A member of the Club shall display the Burgee of this Club in the manner which a yacht club Burgee should be displayed. Any questions on this matter to be determined by the Governing Board in accordance with practices set forth *in Piloting, Seamanship and Small Boat Handling, by Charles F. Chapman, latest edition.*
- Section 3** Flag Officers, shall fly their proper flag as determined by the Governing Board and in accordance with practices set forth in *Piloting, Seamanship, and Small Boat Handling, by Charles F. Chapman, latest edition.*

ARTICLE XV AMENDMENTS

- Section 1** By-laws may be amended by new by-laws made by two-thirds majority of those members present at any regular or special meeting, provided the proposed amendment or new by-law is stated in full in the notice of the meeting.
- Section 2** After an amendment or new by-law shall be effective, a notice of same shall be sent to each member.

ARTICLE XVI INDEMNIFICATION OF MEMBERS

- Section 1** Any person, his heirs, executors or administrators, may be indemnified or reimbursed by the Club for reasonable expenses, including attorney's fees, actually incurred in connection with any action, suite of proceeding, civil or criminal, to which he shall be made a part by reason of his being or having been a member of the Board of Governors, Officer, member of a committee, or employee of the Club, or any firm corporation, or organization which he may have served in any such capacity at the request of the Club, or for any judgments, fines or amounts entered or levied against him on account thereof: provided, however, that no person shall be so indemnified or reimbursed in relations in any matter in such action, suite, or proceeding as to which he shall finally be adjudged to have been guilty or of liable for gross negligence, bad faith, or willful misconduct in the performance of his duties

to the Club; and provided further that no person shall be so indemnified or reimbursed in relation to any matter in any such action, suite, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or with the approval of the vote of a majority of the members of the Club who shall be present in person at a meeting duly called and convened, or with the approval of the vote of the Board of Governors of the Club who were not parties to the same or substantially the same action, suite or proceeding, constituting a majority of the whole number of the board of Governors. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administration, may be entitled as a matter of law.

ARTICLE XVII The Building Fund

Section 1` The “Building Fund” aka the “ Vanguard Account”, is to be used for the building or purchase of a clubhouse on property owned by Gulfstream Sailing Club or leased from a government body, to further the club’s purpose of promoting sailing by teaching and making the sport more accessible to those interested in sailing whether or not they own a boat.

Section 2 In the event that Gulfstream Sailing Club ceases operations as a sailing club, the proceeds of the “Building Fund”, aka the “ Vanguard Account”, shall be donated to an established not-for –profit entity or entities that promote the sport of sailing by teaching and making the sport more accessible to those interested in sailing, with a history of fulfilling those purposes, to be chosen by the majority vote of the Board. Under no circumstances shall the proceeds inure to any individual members of Gulfstream Sailing Club.