

BY-LAWS FOR THE SARASOTA OUTBOARD CLUB, INC.

ARTICLE I. PURPOSE AND NAME

Section 1: The purpose of the SARASOTA OUTBOARD CLUB, INC., is to serve the interest of boat owners, to defend such owners against discriminatory legislation and burdensome taxation, to prevent the pollution of neighboring waters, to stimulate a greater interest in safe boating among all the citizens in the area served by the Club, to develop a fraternal spirit among local outdoor enthusiasts and to provide a medium for exchange of boating information; to own or lease property for the Club uses, to develop more adequate boat storage and dock facilities, and to do all other things which directly or indirectly tend to serve owners of boating equipment, to promote boating safety and to further interest in safe boating in general.

Section 2: The name of this club shall be SARASOTA OUTBOARD CLUB, INC. and shall be located in Sarasota, Florida.

ARTICLE II. MEMBERSHIP

Section 1: Membership in the SARASOTA OUTBOARD CLUB, INC., shall be open to all married couples who are boat owners. Member's minor children shall enjoy privileges upon the following terms and conditions:

- (a) Minor children shall not be entitled to vote.
- (b) Minor children may use the club with the knowledge and consent of the parents subject to these By-Laws and any rules and regulations adopted by the membership.
- (c) Parents shall be responsible for all acts or actions of their minor children.
- (d) For purposes of these By-Laws, minor child or children shall be defined as follows: said minor shall reside at the home of the member [parents] and be a full-time student. Privileges shall automatically be terminated upon vacating the premises of the parent member, marriage or attaining the age of 18 and no longer attending school. In any event, said child shall no longer be considered a minor after the age of 23 years.

Section 2: Application for membership:

- (a) Must be accompanied by required initiation fee.
- (b) Must be signed by two sponsoring Sarasota Outboard Club, Inc. members in good standing.
- (c) The applicants, husband and wife, shall be presented to the Board at least by one of the sponsoring members.
- (d) The applicants must be investigated by the Board of Directors who shall make the final determination of approval or rejection of the applicants.
- (e) New temporary members shall appear at a general meeting and shall be introduced by the sponsoring member to the general membership.

- (f) The applicants shall be temporary members for a 60 day probationary period. The 60 day probationary period shall commence from the introduction of the applicant by the sponsors at a general membership meeting. The sponsor must present the applicants to the general membership at the first or second general meeting after application is submitted. Failure of the sponsor to present the applicants (husband and wife) at the first or second general meeting after application, may be deemed as an automatic rejection by the Board of Directors.
- (g) After the 60 day probationary period, if accepted by the Board of Directors, the applicants shall then become permanent members and be presented to the membership as permanent members. Upon approval by the Board of Directors for permanent membership, the Purser shall bill the member for the balance of the annual dues. Membership shall become delinquent 30 days after billing.

Section 3: If application for membership is rejected by the Board of Directors, the sponsoring members can override the Board of Directors by a two-third vote of the members present at any regular meeting.

Section 4: A member may resign from the Club at any time upon notice in writing addressed to the Secretary. Dues are not refundable.

Section 5:

- (a) Membership in the Club shall be terminated for nonpayment of dues by action of the Board of Directors sixty days after the beginning of the fiscal year. Termination of the membership of any member shall not release the said member from the obligation to pay all dues owing to the end of the period membership.
- (b) Membership may be terminated with cause or for violation of the corporate By-Laws or club rules. The member shall be given at least a 10 day written notice prior to the meeting to determine whether or not the membership should be terminated for cause violation of the corporate By-Laws or club rules. Charges against the member shall be included in the written notice together with the time and date that a meeting will be held to determine whether or not the charges are valid and then the member should be expelled. Termination with cause shall be by a vote of a majority of the Board of Directors or two-thirds of a duly called special meeting.
- (c) Membership shall be terminated, if after 30 days, a member has failed to pay monies due from a club function that said member has made a reservation to attend and said termination to be determined by the Board of Directors.

Section 6:

- (a) Honorary membership may be granted by the Board of Directors to a surviving spouse of a deceased member or other deserving members as the Board shall determine.

In the event that a surviving spouse may choose to pay dues and maintain his/her individual membership and then remarries, he/she and the new spouse will have full membership providing dues are current.

- (b) Divorced couples may maintain their individual membership upon continuing payment of dues.

If either one remarries, they and their spouse will have full and continued membership providing dues are current.

- (c) Honorary membership shall not be entitled to vote or hold office unless they continue to pay dues.

ARTICLE III. MANAGEMENT

Section 1:

- (a) The management of the Club shall be vested in the Board of Directors.
- (b) The Board of Directors shall the option to make expenditures up to five hundred dollars (\$500.00) dollars without membership approval. Any expenditure over five hundred (\$500.00) dollars for any one project must be submitted to the membership for approval.
- (c) The Commodore shall be allowed to spend up to \$200.00 at any time without board approval. Expenditures in any monthly period shall be considered cumulative and therefore the expenditure shall not exceed \$200.00 in any monthly period.
- (d) The Board of Directors shall manage all monies collected from the Lease of the facilities to outside non-members. All monies collected shall be used for Leasehold Improvements and the management of the facilities as per our Lease Agreement with the City of Sarasota. The Board may spend these monies without General Membership approval in any amount as required to maintain the facility. In the event that an assessment is required to complete a maintenance project, a majority vote by the General Membership is required. General Membership approval of a project is required for new construction improvements, even if funding is from the Lease Account. This article does not apply to General Funds and all Lease monies collected will be accounted for separately from General Funds.
- (e) The Board of Directors shall have the authority to enter into contracts, incur debt, borrow money or other transactions that it deems necessary for the maintenance and improvements of the property, subject to the approval of the membership as set forth herein.

Each membership of the Sarasota Outboard Club, Inc. may be assessed by the Board of Directors according to the By-Laws, as amended, for maintenance of the property, taxes, operations, loan payments, if any, insurance, and any other obligations incurred by said corporation.

The assessments paid by the membership shall be utilized by the corporation to pay the obligations of the corporation as authorized by the Board of Directors. Said annual membership assessment shall not exceed the sum of Five Hundred Dollars (\$500.00) in any fiscal year. No prorating of the assessment shall be granted to new members joining during the fiscal year and no refunds shall be returned to any member terminating their membership during the fiscal year.

Any excess of monies received from assessments paid by any membership and held by the corporation at the conclusion of its taxable year, whether calendar or fiscal, may be used by the corporation for future expenditures, or may be returned to the members in proportion to the percentage of assessment paid by each member.

Notice of any assessment shall be given to the membership by publication at least once, shall be read aloud at two (2) general membership meetings prior to the vote, which shall be taken at the general membership meeting following the second reading. Approval of the assessment shall be by vote of at least Fifty-One percent (51%) of those eligible members present at the meeting. All voting shall be by secret written ballot.

Any assessment so approved by the membership may be paid annually, semi-annually or quarterly.

ARTICLE IV. BOARD OF DIRECTORS

Section 1:

- (a) The Board of Directors shall consist of the Commodore, Vice Commodore, Rear Commodore, Scribe, Purser, Publicity-Newsletter, Director, four elected Board members, and the Immediate Past Commodore.
- (b) In the event that any of the aforesaid members cannot serve on the Board of Directors, an additional Board member shall be appointed by the Commodore subject to the approval of the Board of Directors and shall serve until the next annual meeting.
- (c) If any member of the Board of Directors cannot attend four (4) consecutive meetings, either general or board, then he/she shall resign in absentia, and the vacancy shall be filled by the Commodore, subject to the approval of the Board until the next annual election.

Section 2:

- (a) All members of the Board of Directors shall hold office for one year or until their successors are duly elected and qualified.
- (b) Six members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 3: Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Commodore.

Section 4: Special meetings of the Board of Directors may be called by the Commodore, notice of which shall be given in writing or verbally at least 24 hours prior to such meeting.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS

Section 1: The Commodore shall appoint a nominating committee chairman who shall select and appoint up to 4 additional members to serve on the nominating committee. The appointment of

the chairman of the nominating committee shall be made by the Commodore at the August General Membership Meeting.

Section 2: The nominating committee shall report their recommendations at their earliest possible convenience but in any event no later than the September Board meeting.

Section 3: The nominations of the nominating committee shall be published in the October monthly newsletter (Scuttlebutt). At the General Meeting in October nominations may be made and accepted from the floor. Nominations shall be closed at the termination of the October General Meeting and no further nominations shall be made.

Section 4: The annual election of officers will be at the General Meeting of the membership in November of each year.

ARTICLE VI. OFFICERS

Section 1: The elective officers of the Club shall be: Commodore, Vice Commodore, Rear Commodore, Scribe, Purser, Publicity-Newsletter Director and four elected Board members. Said officers shall correspond respectively to President, First Vice President, Second Vice President, Scribe, Purser and Publicity Director as called for by the Charter.

Section 2: The officers elected in November shall be installed at a dinner to be held at a date and time determined by the Commodore. The officers elected in November shall attend a joint Board Meeting in December of each year and shall officially assume their duties during and at the end of said meeting. The officers shall hold office for a term of one year or until their successors shall have been elected and qualified. No elected officer, except the Scribe and/or the Purser shall serve more than two consecutive terms in the same office.

Section 3: The Commodore shall preside at all meetings of the Club and of its Board of Directors; shall appoint all committees; shall be a member ex-officio of all committees; and shall carry on those other responsibilities assigned to him by these By-Laws and by the Board of Directors.

Section 4: During the absence or temporary incapacity of the Commodore, the Vice Commodore shall perform the duties and have the powers of the Commodore.

Section 5: The Purser shall keep all financial records and accounts of the Club and have custody of its funds. He or she shall keep all funds in a bank approved by the Board of Directors and in the name of the Club, subject to withdrawal by checks signed by any two of the following Board of Directors. The Purser shall be a signatory on all accounts together with the Commodore and Past Commodore and any two (2) of the three (3) shall have authority to sign checks. He/she shall disburse the funds of the Club under the direction of the Board of Directors. An annual audit shall be prepared and submitted to a membership.

Section 6: The Scribe shall record the minutes of the Board Meetings, the minutes of the Regular Meeting or any Special Meetings and handle the Club correspondence.

Section 7: The Commodore may appoint one member to act as a Parliamentarian. This Parliamentarian shall not be a member of the Board of Directors.

Section 8: The Commodore shall appoint one member to act as the calling committee chairman who may or may not be a member of the Board of Directors.

Section 9: The Commodore shall appoint one member to act as Dock Master who may or may not be a member of the Board of Directors.

ARTICLE VII. FISCAL YEAR

Section 1: The fiscal year of the Club shall commence on the first day of January and end the thirty-first day of December.

ARTICLE VIII. DUES

Section 1: The dues of each member of the Club and the method of payment thereof for the following fiscal year shall be determined by the Board of Directors on or before their November meeting each year. The initiation fee of each member of the Club and method of payment shall be determined by the Board of Directors on or before their November meeting each year. Dues are due and payable the first day of July.

ARTICLE IX. BLOOD BANK ****DELETED NOVEMBER 12, 2009****

ARTICLE X. MEMBERS

Section 1: The annual meeting of the Club shall be held the second Thursday in November.

Section 2: Regular meeting of the member of the Club shall be held on the second Thursday of each month.

Section 3: Written notices of the place, day and hour of the annual and of all regular meetings of the members shall be prepared and distributed to the membership prior to each meeting in the newsletter.

Section 4: Special meeting of the Club may be called by the Commodore or by any ten (10) members upon giving three (3) days written notice, which notice shall state the place, day, hour and purpose of the meeting.

Section 5: All meetings of members shall be held at the place, day and hour designated in the notice.

Section 6: A quorum shall consist of the general members present at any regular or special meeting duly called and noticed. Action taken shall require approval by a majority of those present, except as otherwise specified herein.

Section 7: All meetings shall be conducted using Roberts Rule of Order as a guide.

ARTICLE XI BY-LAWS

Section 1: These By-Laws may be amended to correct, to make better or to improve at any regular meeting by a majority vote of the members present provided they are read at two previous meetings and written notice of such amendment has been mailed or emailed to each member at least two weeks previously.

Section 2: Any proposal to change the By-Laws shall be submitted to the Board of Directors, for its consideration, in writing, signed by at least three members. Special exceptions may be made by the Board of Directors.

ARTICLE XII. USE OF THE CLUB

Section 1: The use of the clubhouse and its facilities shall be restricted to members and their guests. Special parties or use of the club facilities by members must first get the approval of the Board of Directors.

Section 2: The use of the Sarasota Outboard Club facilities by an outside non-member shall be by written application to the Board of Directors. The application shall include: the date of the event, the approximate number of attendees, and the required use (i.e., kitchen only, clubhouse, cook shack, entire property). At no time shall an outside leasing party have use of the docks, unless the Board approves a special exemption. The leasing party shall meet all insurance coverage's as required by the property owners, said owners being the City of Sarasota. The cost of the rental shall be established by the Board of Directors upon required use. Each Board may adjust the rates as they see fit. Each leasing party shall be responsible to leave a cleaning deposit, and said deposit will be returned after the House Board Member determines the facility was left in the same condition as prior to their event.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

Section 1: No proxies are allowed at any voting procedures.

Section 1 EXCEPTION: The Board, consisting of eleven members, may vote by email on any issue properly defined and understood by all eleven members. All eleven Board Members must cast their vote for the vote to stand. Voting on an issue is validation that the topic is understood. The majority shall rule in all cases, as long as all eleven members have voted. Six Board Members being a quorum does not apply in email voting.

Section 2: No person may hold more than one position on the Board of Directors.

Section 3: A three-fourths vote of the general membership in attendance can remove a person from the Board of Directors, at any general meeting or specially called meeting.