



By-Laws
Of The
Flagler Beach Yacht Club

Effective October 15, 2009

ARTICLE ONE

NAME

- 1.01 The name of this not-for-profit organization is the ***Flagler Beach Yacht Club***, hereinafter referred to as the “*the club*”. Incorporation document No. 49463, dated June 19, 1992 applies.

DEFINITION OF BYLAWS

- 1.02 These bylaws constitute the rules and guidelines adopted by the club for the management and conduct of its activities.

PURPOSE OF THE CLUB

- 1.03 The Flagler Beach Yacht Club is a social club of boating enthusiasts. The club exists to conduct social and marine activities and promote recreational boating, safety and education. The club also promotes the conservation of natural resources and supports local civic activities. The club does not engage in politics of any nature.

ARTICLE TWO

LOCATION

- 2.01 The location of the club is Flagler Beach, Flagler County, Florida. The club will be continuously maintained in Flagler Beach for the duration of the existence of the club. The Board of Directors may change the address of the club by duly adopted resolution only within the Flagler Beach city limits.
- 2.02 Any vote to change the location of the club would require eighty percent (80%) of the Flagler Beach resident voting members in good standing. The vote will not be considered complete until all resident voting members have been represented. No other quorums stated in these articles apply.
- 2.03 Any vote to amend any part of Article Two of these bylaws would require eighty percent (80%) of the Flagler Beach resident members in good standing. The vote will not be considered complete until all resident voting members have been represented. No other quorums stated in these articles apply.

ARTICLE THREE

FBYC MEMBERSHIP

- 3.01 An “*FBYC Membership*” may consist of one of the following:
- (a) Full Voting Membership; or
 - (b) Honorary (Non-Voting) Membership

- 3.02 An FBYC Membership, as above, may include:
- (a) One individual member;
 - (b) Two married spouses (two members); or
 - (c) An individual and his/her “significant other” (two members).
- 3.03 FBYC Membership, as above, is bestowed by the club upon approval of a majority of the Board of Directors and payment of the entrance fee and appropriate dues. *FBYC Membership* entitles each included member (as above) to the full rights, benefits and responsibilities of the club.
- 3.04 Full Voting Members of the club are those individual members (as above) in good standing with their FBYC Membership dues paid in full.
- (a) Each included member is entitled to a vote on all club issues, elections, etc.
 - (b) Full voting members may hold office in the club.
- 3.05 An *Honorary Member* is a member appointed the title by the Commodore with the approval by majority vote of the Board of Directors. An honorary member enjoys all the benefits of *FBYC Membership* except the right to vote or hold office. An honorary member does not pay dues.
- 3.06 A maximum of 25% of the club’s voting members may consist of non-boat owners, calculated as a ratio of boat owners to non-boat owners. (Note: A boat is defined as a vessel capable of safely participating in the club’s boating activities.)
- 3.07 Family members and friends may participate in authorized club activities as guests after paying any applicable fees.
- 3.08 FBYC Membership is not transferable.

MEMBERSHIP DUES

- 3.09 Annual dues payable to the club for an FBYC membership will be in such amounts as may be determined by resolution of the Board of Directors and with approval by a majority vote of the club’s full voting members. The annual renewal date shall be June 30th of each year. Failure to pay dues after proper notice shall render any member liable for suspension or removal.

GENERAL MEETINGS

- 3.10 General meetings are scheduled each month, generally on the third (3rd) Thursday. Location is determined by the Board of Directors. Notice of General Meetings shall be posted on the FBYC web site and in the monthly newsletter. Meeting schedule changes require a verbal, electronic or written notice within six days of the meeting.

SPECIAL MEETINGS

- 3.11 Special meetings of the club's members may be called by one of the following.
- (a) Majority of the Board of Directors;
 - (b) The Commodore; or
 - (c) A petition by 10 percent of the club's voting members.
- 3.12 Notice of the day, hour, place and the purpose for which the special meeting is to be called must be given. Notice must be delivered not less than six (6) days before the date of such meetings. The notification of special meetings shall be the responsibility of the Commodore.

MEMBER QUORUM

- 3.13 For voting purposes, one-fourth (25%) of the club's voting members constitute a quorum at any general meeting of the members (except for a vote to change bylaws – see Article Five). The Secretary shall determine whether a quorum is present. Once a quorum is achieved, the vote of a majority of the club's voting members present at the meeting is necessary to validate a vote.

SUSPENSION OR TERMINATION OF MEMBERS

- 3.14 Members will be suspended and/or their FBYC Membership rights terminated upon any of the following circumstances and for no other reasons:
- (a) Receipt by the Board of Directors of the written resignation of the member, executed by such member or his/her duly authorized representative.
 - (b) The death of a member.
 - (c) Failure to pay dues on or before the due date, or at a date approved by the Board of Directors.
 - (d) For cause inconsistent with FBYC Membership, i.e., conduct detrimental to the club or violation of standing rules, after notice, review and Board of Director's recommendation and approval by majority vote of the club's voting members in attendance at the meeting at which the issue is reviewed and a vote scheduled.
- 3.15 In the event there are charges of misconduct or violations of the standing rules of the club brought against a member, the Board shall meet with the charged member and thoroughly investigate such allegations. After careful and deliberate consideration of allegations and the defense, the Board shall be charged with making a determination of any action to be taken. If after investigation the board determines that evidence does not support the allegations, no further action will be taken. The Board reserves the right to reopen the investigation if new evidence is found. Minutes of the entire proceeding are to be taken and made available to any member upon request. In the event that a Board member is charged with allegations of misconduct, the Board member will be excused from Board activities pending the final outcome of the review.

ARTICLE FOUR

BOARD OF DIRECTORS

- 4.01 The following constitutes the Board of Directors:
- Commodore
 - Vice Commodore
 - Rear Commodore
 - Fleet Captain (or captains, as appropriate: Note, one combined vote)
 - Secretary
 - Treasurer
 - Past Commodore (1 year term)
 - Duly Elected Director (2 year term)
 - Duly Elected Director (2 year term)
- 4.02 The Commodore may only hold the office of Commodore for two consecutive years.
- 4.03 The two Duly Elected Directors shall have terms such that only one Director need be elected each year.
- 4.04 In the event that both Directors' seats are vacant in the same year, one Director shall be elected to serve a one-year term and the second Director shall be elected for a two-year term. This shall be clearly noted on voting ballots.

ELECTION OF OFFICERS AND DIRECTORS

- 4.05 The Board of Directors shall appoint an *Election Committee*, consisting of at least three (3) and no more than five (5) of the club's members in good standing. A Committee Chairperson shall be elected by a majority vote of the new Committee.
- 4.06 The duties of the Election Committee are the responsibility of the Chairperson and are as follows:
- (a) The Committee's task is to solicit and nominate candidates for officers and board members for all vacant positions.
 - (b) The Committee will commence its search on July 1st of each year.
 - (c) The Committee shall nominate a slate of candidates and publish this slate in the September issue of *Relative Bearings* and via e-mail to members.
 - (d) The Committee shall verbally report to the members at the club's September meeting confirming the slate of candidates.
 - (e) The Committee shall chair a portion of the club's October meeting for the purpose of accepting nominations from the floor by full voting members present. No further nominations shall be accepted after the Chairperson returns the floor to the Commodore.

- (f) The Committee shall determine the eligibility of the candidates nominated from the floor.
- (g) In the event of nominations from the floor at the October meeting, or other changes in the announced slate, the Committee shall publish via e-mail and newsletter to the club's members by November 1st the revised slate of candidates for office.
- (h) The Committee shall prepare written ballots prior to November 1st and have them available to full voting members who need to request absentee ballots. These ballots are to identify the persons running for each office. Members are responsible for delivering their absentee ballots to the Committee at least one week prior to the November meeting at which elections will be conducted.
- (i) The election of officers and directors shall be held at the club's regular November meeting. The Election Committee shall conduct the election.
 - Full voting members will sign in at the meeting and the Secretary shall confirm that a quorum (25%) of the club's full voting members is present.
 - Should there be only a single candidate for any or all positions, the Committee will present these candidates to the current Secretary who will cast his/her vote to confirm their election. In the event the Secretary is not in attendance, the current Rear Commodore will cast the confirming vote.
 - Should there be more than one candidate for a position, written ballots for the position shall be handed out for anonymous vote by the club's full voting members. The Committee shall count and verify the vote and report the results to the club's members.
 - If there is a tie vote for any position, full voting members of the current Board of Directors, who themselves are not party to or included in the tie, shall vote to break the tie in accordance with the above procedure. The floor will then be returned to the Commodore.
- (j) Full voting members that do not attend the meeting and do not request an absentee ballot shall not be considered in the quorum count as a full voting member in good standing.

4.07 All elected officers and directors shall assume their full official duties on January 1st. They will be formally sworn in at the regularly scheduled January meeting.

4.08 In the event that a Commodore is unable to complete his or her term in office, the Vice Commodore shall assume the position of Commodore, to include, if not a candidate for office, serving the next year as the "Past Commodore" Director.

4.09 In the event that any other Board position becomes vacant the Board of Directors shall appoint, after majority vote of the Board, a full voting member to complete that year in office.

DUTIES OF OFFICERS AND BOARD MEMBERS

- 4.10 The duties and responsibilities of each officer listed in this section shall be as follows:
- (a) **Commodore:** Shall be the Chief Executive Officer of the club and Chairman of the Board; shall preside at all meetings of the clubs members; shall be an ex-officio member of all Ad-hoc committees (except the election committee); and shall sign, together with the Treasurer or other authorized club official, all contracts, bonds, or other written instruments that commit the club's resources. The Commodore shall only vote on transactions at board meetings and the club's members meetings to break a tie.
 - (b) **Vice Commodore:** Shall assist the Commodore in the discharge of all duties; in the Commodore's absence act in the Commodore's place; chair the Social Committee; serve as an ex-officio member of all standing committees; and perform all other duties as assigned.
 - (c) **Rear Commodore:** Shall act as Commodore in the absence of the Commodore and Vice Commodore; serve as the club's lead on the recruitment and retention of members; manage the club's membership database; lead and coordinate public relations activities; and perform all other duties as assigned.
 - (d) **Fleet Captain(s):** Shall chair the Maritime Committee; conduct all on-water activities; be responsible for promoting maritime education and safety; and perform all other duties as assigned. There may be, upon approval of and vote by the club's members, a co-fleet captain to assist in planning Maritime Committee activities.
 - (e) **Secretary:** Shall keep minutes of all membership and board meetings; keep and preserve all official club records and documents; and perform all other duties as assigned.
 - (f) **Treasurer:** Shall at all times employ accepted standard business practices to maintain an accurate set of financial records; receive all funds due to the club; pay all bills authorized by the board; provide written reports of the total financial position of the club at all board meetings; and report the club's financial position at all the club's members meetings. The Treasurer shall prepare, in January, a draft annual budget for presentation to the Board of Directors. The annual budget must be presented to the club's members at the February general meeting.
 - (g) **Past Commodore:** Shall be a permanent flag officer of the club; assist the Commodore on special committees and projects; and will act as an advisory board for the board and the club's members if the need arises. Past Commodores shall remain members of the board for one (1) year following completion of their term of office as Commodore.
 - (h) **Directors:** Shall represent the club's members at all board meetings. They shall vote and act in the interest of the club's members. Directors shall provide oversight related to the club's managerial and fiscal responsibilities. They have the authority to arbitrate disputes or grievance between the club's members and

club officers. If the directors can not make an arbitration decision, a committee may be created to assist in formulating a decision. They shall perform all other duties as assigned. Oversight by Directors does not imply the usurpation of the Commodore's or other board members' management authority or fiscal responsibility.

MONTHLY BOARD MEETINGS

- 4.11 The Board of Directors shall routinely meet prior to the general meetings at a location agreeable to Board members. The regular meeting place and time can be changed by the Commodore for the duration of his/her office only by a two-thirds vote of the Board. The meeting schedule will be published in *Relative Bearings*.

BOARD VOTING

- 4.12 There are nine votes on the Board of Directors. Two-thirds (6) of the Board's members shall constitute a quorum for a binding vote. NOTE: Co-fleet captains shall share a single vote. The Commodore shall vote only to break a tie.

SPECIAL BOARD MEETINGS

- 4.13 A special board meeting may be called by the Commodore or by a quorum of the Board. Notice of such meetings shall be given as outlined in these bylaws under notice of Special Meetings of the club's members.

MEMBER ATTENDANCE AT BOARD MEETINGS

- 4.14 Board meetings are open to all members with the proviso that interested members notify the Commodore in advance, either personally or via another Board member.

REMOVAL FROM OFFICE

- 4.15 A Director or Officer may be removed from office, when such action will serve the best interest of the club, upon recommendation of the Board of Directors and two-thirds (2/3) vote of the club's full voting members attending a special meeting called for this purpose. Notice of this vote must be presented to the club's full voting members under the provisions of a special meeting outlined in these Bylaws.

ARTICLE FIVE

BYLAW CHANGES

- 5.01 A vote to alter any part of Article Two is not covered by Article Five.
- 5.02 Any change in these bylaws, with the exception of Article Two as noted above, requires a quorum of two-thirds of the club's full voting members to validate the vote.
- 5.03 Changes in the Bylaws can be proposed by one of the following:
- (a) The Commodore;

- (b) Majority vote of the Board of Directors;
- (c) A petition signed by at least ten percent (10%) of the club's members; or
- (d) A committee of members appointed to review the Bylaws.

5.04 Procedures for changing these Bylaws include:

- (a) The proposed change(s), after proper initiation, must be presented electronically or in writing to the club's members. The document must contain the Bylaws as they will read if approved.
- (b) The Board of Directors will be required to review the change(s) and send electronic or written notice of the proposed changes to all members with recommendations from the Board. The notice must be delivered thirty (30) days prior to the meeting when the vote will take place. The notice may be delivered in person, by written mail or by e-mail. The notice must also contain the time and place of the intended vote on the change. This constitutes official notification of a Bylaw change vote.
- (c) Absentee voting will be permitted if requested by a full voting member and communicated to the Board of Directors, in a manner that identifies the member for voting purposes, prior to the Commodore calling the meeting to order at the time and place noted in the official notification of Bylaw change vote.
- (d) The vote shall be conducted by the Board of Directors. The Secretary shall act as a Chairperson during the vote. The Secretary shall determine the eligibility of each member for the vote. The ballots shall be handed out and collected. The Board shall count and verify the vote and report the results to the club's members. The Secretary will give the floor back to the Commodore and the amendment will take immediate effect if approved, or dropped from business if not approved at that time.
- (e) Full voting members that do not attend the meeting, and do not request an absentee ballot, will not be considered in the quorum count as a voting member.

ARTICLE SIX

COMMITTEES

6.01 **Standing Committees:** Standing committees remain in full operation unless dissolved by the Board of Directors or by general agreement of the membership. The FBCY standing committees are:

- (a) **Social Committee**
The social committee is chaired by the Vice Commodore and is responsible for planning and executing all non-boating social events.
- (b) **Maritime (Education and Safety) Committee**

The Maritime Committee is chaired by the Fleet Captain(s) and is responsible for planning and executing all on-water club activities; providing information that helps members become better boaters; and promoting a safe boating environment.

- 6.02 **Ad-Hoc Committees:** Officers of the club and the Board of Directors may establish Ad-Hoc committees for specific purposes with specific timeframes for conducting assigned duties. Chairpersons may be appointed upon formation of the committee or, upon authorization of the lead officer or Board of Directors, as appropriate, committee members may choose their own chair.

Primary examples of key Ad-Hoc Committees are:

(a) **Election Committee:** (See Sections 4.05 and 4.06). *NOTE: The Commodore may not appoint the elections committee and current officers may not participate in or influence committee activities.*

(b) **Finance Committee:** The Finance Committee shall meet at the request of the Board of Directors to perform an audit of the club's financial records. Committee findings will be reported to the Board of Directors at specified Board meetings. Audit reports will contain information regarding the accuracy of the club's financial records and bank account. Any discrepancies in the books will be reported to the club's members. This committee shall provide assistance as required in areas related to the club's fiscal responsibilities. *NOTE: The Treasurer shall not appoint the Finance Committee. The Treasurer shall fully support and cooperate with committee activities, but shall not unduly influence findings and recommendations.*

ARTICLE SEVEN

DISSOLUTION OF THE FBYC

- 7.01 On the dissolution of this club, any assets remaining after payment or discharge of all liabilities of the club are restricted to charitable, benevolent or educational contributions. All contributions must be made to reputable organizations with the approval of the current Board of Directors. The club's members must be notified in writing of these contributions.

The Best Little Boat Club in Flagler

Board of Directors Approval

<u>Care Hauending</u> Commodore	<u>10-15-09</u> Date
<u>DK Caskey</u> Vice Commodore	<u>10-15-09</u> Date
<u>Richard Frances</u> Rear Commodore	<u>10/15/09</u> Date
<u>Michael Cochran</u> Fleet Captain	<u>10-15-09</u> Date
<u>Richard Hauending</u> Secretary	<u>10-15-09</u> Date
<u>Leonard J. ...</u> Treasurer	<u>10-15-09</u> Date
<u>Clairie Towne</u> Director (Past Commodore)	<u>10-15-09</u> Date
<u>Spring F. Cross</u> Director	<u>10/15/09</u> Date
<u>Randy D. Meyer</u> Director	<u>10/15/09</u> Date