

Sarasota Bay Yachting Association, Inc. Bylaws

ARTICLE I **IDENTIFICATION**

1. The name of this non-profit corporation shall be SARASOTA BAY YACHTING ASSOCIATION, INC. (Hereinafter referred to as "SBYA").

ARTICLE II **PURPOSE**

1. The purpose of the SBYA shall be as described in the Article of Incorporation.

ARTICLE III **BOARD OF DIRECTORS**

1. The affairs of the SBYA shall be managed by the Board of Directors composed of one representative from each member in good standing. Said Board shall be presided over by the Chairperson who will be an active Board member and who shall only vote in the case of a tie vote.
2. The Board of Directors elects officers from its ranks. Directors, Officers and Committee Members serve without compensation.
3. The immediate past Chairperson shall automatically become an advisor to the Board of Directors for one (1) year.
4. There shall be a regular meeting of the Board once each quarter, the date, time, and location of said meeting to be announced in advance. Special meetings of the Board may be convened upon the request of the Chairperson or any three (3) members of the Board. Notification, means of notice, date, time, and location and shall be determined at the discretion of the Chairperson.
5. A majority of members of the Board shall constitute a quorum to do business. Once a quorum is attained, the departure of members necessary to maintain the quorum will not affect the validity of the meeting.
6. Each Officer and Director shall hold office until the next Annual Membership Meeting or until he/she is removed or resigns. The Board may fill any vacancies among the Officers or Directors by a vote of a majority of those present at any regular or special meeting of the Board. The replacement will hold office until the following Annual Membership Meeting. Board Members are required to attend all scheduled meetings of the Board. Any Officer or Director, who is absent from two (2) consecutive Board

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Meetings without reasonable cause or excuse, may be removed from his/her position as an Officer or Director by the Board.

ARTICLE IV **OFFICERS**

1. The officers of the SBYA shall be a Chairperson, Secretary, and Treasurer, all of whom shall be representatives of members in good standing.
2. The Chairman shall make a full report of activities to the Board of Directors at all regular meetings of the Board.
3. The term of all Officers shall be for one year or until their successors are elected. The Chairperson shall not be eligible for the same office for more than two (2) consecutive terms.
4. It shall be the duty of the Chairperson to preside at meetings. The Chairperson shall appoint all Committee Chairpersons and shall have the authority to remove or replace any Committee Member. The Chairperson may appoint and dissolve Special Committees at his discretion. He/she shall be an Ex-officio Member of all committees. He/she shall call a meeting of the Board of Directors not less than once each quarter and special meetings of the Board as provided for in these Bylaws. He/she shall make a full report to the membership at the Annual Membership Meeting.
5. The Secretary shall keep written minutes of all Board and Membership Meetings and shall report at each meeting. The Secretary shall keep all SBYA records except those pertaining to the Office of Treasurer. The Secretary shall keep a written record of all votes and decisions made at meetings of the Executive Committee. The Secretary shall preside at meetings when the Chairperson is absent.
6. The Treasurer shall oversee the collection of all funds due the SBYA and all disbursements of funds of SBYA as authorized by the Board. The Board may require the Treasurer to be bonded. The SBYA's funds shall be kept in a bank depository approved by the Board and checks may be drawn on such depository for disbursements approved by the Board. The Board may direct the Treasurer to establish a money market account and/or additional checking accounts for special events or purposes. Checks for any amounts in excess of two hundred dollars require the signature of the Treasurer and another officer. The Treasurer may sign checks for less than two hundred dollars.
7. The Treasurer shall report as to the condition of all demand deposit and money market accounts maintained by the SBYA at each regular meeting of the Board and at the membership meetings. The Treasurer shall ensure that an accurate record of the membership of the SBYA is maintained and that a written list of members in good

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standing is kept up to date. Additionally, the Treasurer shall be responsible for the following:

- a. Establishing guidelines for proper office accounting procedures and practices in accordance with generally accepted accounting policy and procedure except books may be kept on a cash basis.
- b. Establishing guidelines for investment of excess funds.
- c. Establishing guidelines for the preparation and presentation of the monthly Treasurer's report.
- d. Filing the Annual Corporate Business Report with the Secretary of State.
- e. Filing all necessary tax returns.

ARTICLE V **MEMBERSHIP**

1. Membership in the SBYA is open to all not for profit sailing and yachting organizations on and adjacent to Sarasota Bay (from Charlotte Harbor on the South to the Manatee River on the North). The Board of Directors shall have the authority to refuse membership to any applicant at its sole discretion, without explanation.
2. Each member is entitled to appoint up to three representatives. The member is responsible to designate which one of such representatives is to vote.
3. SBYA membership is not transferable and no member has any right to any specific property or rights of the SBYA. Membership privileges shall be determined by the Board of Directors from time to time and may be changed at any time without notice. No Member has any vested right or interest to any specific privilege, use, right or other interest, which may have existed prior to a change of the membership privileges by the Board.
4. There shall be one class of membership. Each membership will have one (1) vote, which may be exercised in person or by proxy at duly called meetings of the membership. Each membership will pay annual dues pursuant to the current rate schedule determined by the Board.
5. The Board shall take disciplinary action against a member including reprimand, suspension or revocation of membership for violation of the Articles of Incorporation, the Bylaws, the Rules and Regulations, or for other conduct by member or member representative which is deemed by the Board to be detrimental to the best interests or welfare of SBYA. The affirmative vote of at least two-thirds (2/3) of the Board of Directors shall be required for suspension of a member or revocation of membership. The Chairperson shall inform the member in writing of the suspension. The member involved shall be entitled to a hearing upon the member's written request at a time and place scheduled by the Board. If the member is exonerated, the suspension will be rescinded and the member reinstated immediately. The Board may on its own motion lift the suspension at any time or may schedule a hearing. During the term of suspension or independently of suspension, the Board may initiate proceedings to

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revoke the membership of the member. The member shall be given at least twenty (20) days notice by certified mail of the commencement of the proceedings for revocation, and of the time and place for a hearing by the Board on the alleged violations or prejudicial conduct. At the hearing the member shall have the opportunity to be heard in their own behalf. If the member does not appear at the scheduled hearing or if he does not satisfy the Board that the conduct complained of was not detrimental to the best interests of the SBYA, the Board may revoke the membership, whereupon all rights and privileges of membership granted to the member shall terminate.

6. Any past member wishing to rejoin the SBYA must enter as new member, be approved as a new member and pay the same dues and other initiation charges as is required of a new member.

ARTICLE VI **DUES and FEES**

1. Dues and fees shall be set by the Board as well as the time and manner of their payment.
2. Dues are nonrefundable and non-portable in the event a membership is voluntarily or involuntarily terminated.
3. Any member who shall neglect to pay dues or other indebtedness to the SBYA for a period of sixty (60) days after they become due shall forfeit all privileges and if said dues or other indebtedness is not paid within ninety (90) days after they become due, said member shall automatically forfeit membership in the SBYA and shall be dropped from the rolls.
4. Any past member wishing to rejoin the SBYA must do so as provided in Article V.6 of these Bylaws.

ARTICLE VII **GENERAL MEMBERSHIP MEETINGS**

1. The Annual Membership Meeting of SBYA membership shall be held each year in October. At the Annual Membership Meeting members shall elect the Officers and Directors and they shall assume their duties immediately.
2. Special meetings of SBYA General Membership may be called at any time by a majority vote of a quorum of the Board of Directors or by the Chairperson with the approval of two (2) members of the Board or by consensus of the majority of the members.
3. Notice of the date, time and location of the Annual Membership Meeting and other special membership meeting shall be made by announcement via mail or email as

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specified by the member to all members in good standing at least fourteen (14) days prior to the meeting.

4. A majority of the voting membership present in person or by proxy shall constitute a quorum to conduct an Annual Membership Meeting or to conduct a Special Membership Meeting. Once a quorum is attained, the departure of members necessary to maintain the quorum will not affect the validity of the meeting.
5. At the Annual Membership Meeting, nominations for Officers and Directors may also be made from the floor.
6. All meetings shall be conducted according to Roberts Rules of Order.

ARTICLE VIII **COMMITTEES**

1. Notice, waiver of notice, time and location, quorum and voting requirements of all committees shall be determined by each Committee Chairman.
2. The Nominating Committee shall be appointed by the Chairperson to select qualified nominees for positions on the Board of Directors prior to the October elections. The Nominating Committee shall consist of the representatives of three (3) members in good standing with the chairperson to be a retiring or former Board Member. The committee shall be selected in September and announced immediately by mail to the membership. No member of the Nominating Committee shall be nominated for Board positions. However a Nominating Committee member may be nominated from the floor by a non-Committee member at the annual membership meeting. The Nominating Committee shall nominate one (1) candidate of each Board position. The Nominating Committee then presents their nomination to the Board for approval and distribution to the membership with a description of each nominee's credentials.

ARTICLE IX **NON-LIABILITY**

1. The SBYA shall not be liable for injury to a representative of any member or other person resulting from negligence of the injured person or from the acts of persons not authorized by the SBYA or performed in the interest of the SBYA.
2. The SBYA shall have the right to assess a member for damage caused by that member's representative's individual act or omission (i.e. negligent driving of vehicles or watercraft, etc.). Each member agrees to be responsible for any damage to SBYA property or to other persons or boats at an SBYA event caused by that member's

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representative. Each member will indemnify SBYA against loss by reason of negligence of the member's representative.

ARTICLE X INDEMNIFICATION

1. Officers and Directors shall be indemnified against liabilities incurred as a result of acting in such capacity by the SBYA to the fullest extent permitted by Florida law.

ARTICLE XI CORPORATE DATA

1. This is a non-profit corporation organized under the laws of the State of Florida, with its principal place of business in the City and County of Sarasota, State of Florida. The fiscal year of the corporation shall begin on the first day of May and terminate on the thirtieth (30th) day of the following April.

ARTICLE XII AMENDMENTS, ALTERATIONS or RECESSON of the BYLAWS

1. These Bylaws may be amended, altered or rescinded in whole or in part by the Board subject to approval of a 2/3 majority of the members at a duly called meeting constituting a quorum as described in Article VII.4.

Approved: October 30, 2001 at a duly called meeting of the founding member clubs of the SBYA.