

ARTICLE I

Name

**The name of this Club shall be:
Southwest Florida Yacht Club, Inc.**

Throughout these By-laws, "Club" refers to and shall be considered Corporation.

ARTICLE II

Club Seal

The seal of this Club shall be the SFYC Burgee which consists of a blue background with gold Compass Rose.

ARTICLE III

Objective

The objective and purposes of the Southwest Florida Yacht Club, Inc. is to promote recreational boating and social affairs, to encourage members to become proficient in navigation and all matters pertaining to seamanship, and to advance the cause of boating in its broadest sense.

ARTICLE IV

Officers

Section 1: Flag Officers shall consist of Commodore, Vice Commodore, and Fleet Captain. The Club may have such Officers as set forth in the Articles of Incorporation. They must be boat owners, members in good standing and year round residents.

Section 2: The Officers shall be and rank as follows: Commodore, Vice Commodore, Fleet Captain, Recording Secretary, Corresponding Secretary, Treasurer and Past Commodore.

Section 3: All the elected Officers of the club together with two members elected as Directors shall constitute the Board of Directors. The Chairman shall be the Commodore and shall preside at all meetings of the Board. In his/her absence, the Vice Commodore shall preside. Five Members of the Board of Directors shall constitute a quorum for the transaction of all business. The Chairman shall vote only to break a tie.

ARTICLE V

Quorum

At all meetings of Members, thirty percent (30%) of the voting members in good standing shall constitute a quorum for the transaction of Club Business.

ARTICLE VI

ELECTIONS

Section 1: The Term of Office for each position shall be as follows:

Flag Officers - One year term, maximum one consecutive term in the same position.

Non Flag Officers (excluding Past Commodore) - Two year term, maximum two consecutive terms in the same position.

Directors - Two year term, maximum two consecutive terms.

Past Commodore - One year term

(Amended 6/7/17)

Section 2: The election of Officers and two Directors shall take place at the Regular Meeting held in November, which shall be by closed ballot. The candidates receiving the highest number of votes for each Office shall be declared elected by the members.

Section 3: All Officers and Directors shall hold office until their successors have been installed.

Section 4: Installation of Officers shall be held at the Regular Annual meeting of Members in December of the election year.

Section 5: The December Board of Directors meeting shall consist of incumbents and newly elected Officers and Directors. At this meeting newly elected Officers and Directors will have voice but no vote.

Section 6: In the event of a mid-term vacancy on the Board, the Board of Directors will fill the position for the remainder of the term.

ARTICLE VII

DUTIES OF OFFICERS & DIRECTORS

Section 1: Commodore: It shall be the duty of the Commodore to take command of the fleet and preside at all Regular Meetings of the Club. He/she shall be a member ex-officio of all committees. The Commodore, accompanied by the Past Commodore, will act as the Liaison to the host venue. The Commodore may write a bi-monthly newsletter.

Section 2: Vice Commodore: It shall be the duties of the Vice Commodore to assist the Commodore in the discharge of his/her duties, and in his/her absence, to command and officiate in his/her stead in the order of their rank. Other duties include:

Member of the Finance Committee

Review Insurance Policies

Oversee the Compass Capers and Entertainment Committees.

Member of Membership Committee (Retention, Publicity, Club Branding, & Advertising).

Manage Ship's Store – Volunteers, Staff at Meetings, Order Merchandise

Chair Commodore's Ball Committee

Section 3: Fleet Captain: It shall be the duty of the Fleet Captain to assist the Commodore and act as his/her aid whenever required. In addition:

Chair the Cruise Committee

Develop cruise calendar and solicit cruise leaders.

Plan & host Cruise Leader Appreciation Dinner

Update the Boaters Guide.

Ceremony coordinator for burial at sea.

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Section 4: Recording Secretary: It shall be the duty of the Recording Secretary to record and maintain minutes of all Board Meetings, and to have custody of all reports and documents.

He/she will receive all monies and turn all receipts over to the Treasurer. He/she will also record the dates and amounts of payments of each member's obligation and provide to the Board of Directors a list of members who are delinquent in their financial obligations.

Section 5: Corresponding Secretary: Shall notify the membership the time and place of all Regular and Special Meetings. He/she will maintain member E-Mail addresses.

Create content and emails for SFYC email marketing platforms.

E-Mail bill for dues by October 30th of each year notifying members that their dues are payable by January 1st.

Send welcome email to new members, in the Commodore's name, with a copy to the Membership Committee Chair.

Update the How to Guide

Send special announcements/invitations via email to membership

Section 6: Treasurer: It shall be the duty of the Treasurer to pay all bills by check, and keep an accurate account of all receipts and expenses, and whenever required, make an itemized statement of same to the Board for inspection.

File all tax returns, monthly sales tax, and annual reports to the State.

Maintain the appropriate signers for the Club's bank accounts.

Section 7: Directors may be assigned special projects and responsibilities based on the needs of the club. Examples include managing a special event, assisting committees, or coordinating volunteer recruitment.

Section 8: All Officers must discharge all the duties and obligations specified in the By-Laws and House Rules of the Club.

(Amended 6/7/17)

ARTICLE VIII

Duties of Board of Directors

Section 1: The Board of Directors shall develop and approve overall Club policies and long range planning for the Club.

Section 2: The Board of Directors shall engage a Certified Public Accountant to audit the accounts of The Club whenever the Board deems necessary.

Section 3: The Board of Directors shall retain an attorney licensed to practice in the State of Florida as needed.

Section 4: The Board of Directors shall approve or disapprove all applications for Membership as presented by the Membership Committee.

Section 5: The Board of Directors will determine and set initiation fees and annual dues, and propose any assessments.

Section 6: The Board of Directors will appoint a Nominating Committee of five persons, one of whom shall be the Outgoing Commodore, who shall serve as Chairman, the current Vice Commodore and three of whom shall be appointed from the membership.

Section 7: The Board of Directors may assign a Parliamentarian who shall be proficient with the Club By-Laws, House Rules and Robert's Rules of Order. (Amended 1/5/17)

Section 8: Any Board Member or Officer who is unable to attend a Regular meeting or Board meeting must request in writing or email an excused absence from the Chairperson of the Board prior to that meeting.

Any Officer or Board member absent from any three consecutive meetings (Regular, Board or combination of) without prior approval will forfeit their position as an Officer or Board Member.

ARTICLE IX

Committees

Section 1: The Committees shall be: Cruise, Entertainment, Nominating, Membership, Finance, By-Laws, Webmaster, and Compass Capers.

Section 2: All Committee Chairpersons except Finance and Cruise are to be appointed by the Commodore with the advice and approval of the Board.

Section 3: All committees shall keep minutes, with copies submitted to the Recording Secretary in a timely fashion.

Section 4: All committees must consist of not less than three members. Committee members will be chosen by the Chairman of each Committee.

ARTICLE X

Duties of Committees

Section 1: Cruise Committee: There shall be a Cruise Committee led by the Fleet Captain who shall have the direction and control of all cruise events held under auspices of the club and shall make a report to the Club at the Regular meetings.

Section 2: Entertainment Committee: There shall be an Entertainment Committee who shall have full charge of in house entertainment of the Club.

Section 3: Nominating Committee: There shall be a Nominating Committee who shall solicit candidates to fill expired positions for the Board of Directors and establish the ballot. The Committee, without the Vice Commodore shall count the ballots for all elections.

Section 4: Membership Committee: The Membership Committee manages club membership at the direction of the BOD to meet Club membership objectives. The Duties of the Membership Committee include membership recruitment and retention. Member Recruitment includes marketing, publicity, community outreach and generally managing the club's public image in support of membership. Recruitment also includes managing the new member process including the applications process, evaluation of applicants, making membership recommendations to the board and overseeing the new member onboarding process. Membership Retention includes evaluation of member interests, issues and values and providing recommendations to the BOD related to club actions and priorities in support of membership retention." (Amended 02/03/16)

Section 5: Finance Committee: There shall be a Finance Committee led by the Treasurer whose duties shall be to prepare an annual operating budget, to monitor all expenditures. The Finance Committee will make a quarterly, detailed financial report to the Membership.

Section 6: By-Law Committee: There shall be a By-Law Committee whose duties shall be to maintain current By-Laws and recommend new By-Laws as needed.

Section 7: Webmaster: The SFYC Webmaster is to update and maintain the Website which serves as the primary means of communication with the membership. This includes, but is not limited to, pages containing the Cruising and Social Schedules, Photo Galleries, Member Database and Boater's Guide.

Section 8: The Compass Capers: This Committee shall be responsible for the planning and organizing of off-site events.

ARTICLE XI

Membership

Section 1: Any person of good character over the age of twenty-one (21) shall be eligible for membership. The completed application must be accompanied by a photograph and signed by two members as sponsors. Initiation fee and appropriated year's dues shall accompany this application. Membership privileges extend to dependent children living at home and under the age of 21. *(Amended 6/7/17)*

Section 2: All Members in good standing are eligible to attend all events. Guests of Members are limited to a maximum of two (2) club events per year. (Regular meetings are considered Club events.)

Section 3: A member may request a one year leave of absence. The request must be submitted in writing to the Board of Directors for approval no later than January 1st of the year the leave is requested. Upon approval the member will continue to receive emails and remain listed in the club roster. The member will not be obligated for any dues while on leave. *(Amended 1/14/13)*

Section 4: A member in good standing may request a one time, one year in duration, hardship exception during which time the member may pay their dues in six month increments. The request must be submitted in writing to the Board of Directors for approval no later than December 1st of the year prior to the year for which the exception is requested. If approved by the Board of Directors, the member must pay one-half of their dues by December 15th. Should the member intend to remain in the club thereafter, the remaining one-half of dues would be payable by July 1st. If the second payment is not made by July 1st, the member is considered to have resigned unless a Leave of Absence has been requested and approved. *(Added 11/02/16)*

Section 5: In the event of a joint member's death, the membership for the surviving member (same member number) shall be automatically renewed for the following year and all dues shall be waived. *(Added 1/5/17)*

ARTICLE XII

Dues, Fees and Assessments

Section 1: The membership dues and the initiation fee for new members for the next year shall be announced by the Board of Directors at the Regular November Meeting.

Section 2: The Board of Directors can recommend to the Membership an assessment at a Regular or Special Meeting. An assessment requires a majority approval of all votes submitted by members.

ARTICLE XIII

Meetings

Section 1: The Regular Meeting of the Club shall be held monthly at a time and place determined by the Board.

Section 2: All Members will be notified by E-Mail of the date, time and place of all Regular/Special meetings.

Section 3: Board of Directors Meetings shall be held at least once each month prior to the Regular Meeting, at such time and place designated by the Chairman.

Section 4: The conducting of business at all meetings shall follow our By-Laws. If a procedural situation arises that is not covered by these By-Laws, Roberts Rules shall prevail.

ARTICLE XIV

Resignation

Section 1: A Member in good standing may resign if all obligations to the club have been met and the Member submits his resignation in writing to the Recording Secretary. Prepaid dues will not be refunded

Section 2: Any Member who has not paid his/her annual dues by January 1st will be considered resigned.

Section 3: An expelled Member can never again become a member of Southwest Florida Yacht Club, Inc.

ARTICLE XV

Club Continuity

The funds of this Club shall not be used for any other purpose than that for which the Club was organized. No member or members shall have the power to dismantle the Club or dispense with funds or property belonging to the Club, as long as Twenty-Five (25) Members remain in good standing and wish to retain the charter and operate the Club for the purpose for which it was founded.

ARTICLE XVI

Distribution of Assets upon Dissolution

Upon dissolution of this Club, all of its assets remaining, after payment of all costs and expenses, shall be distributed to one or more exempt purposes which have qualified for exemption under Section 501 of the Internal Revenue Code, or shall be distributed to a local government for a public purpose.

ARTICLE XVII

Amendments

Section 1: Amendments to these By-laws will be considered on a yearly basis. Any proposed change will be reviewed by the By-Law Committee and taken to The Board of Directors.

ARTICLE XVIII

Officer Bond

If security for the faithful performance of any duty of an officer is required the amount of the bond or bonds so required shall be determined by the Board of Directors.

ARTICLE XIX

Order of Business for Regular Meetings

1. Call to order, and welcome
2. Pledge of Allegiance
3. Introduction of New Members and Guests
4. Report Of Treasurer
5. Report of Committees
6. Report of Officers
7. Questions and Answers
8. Adjournment

ARTICLE XX

COMPLETION OF BY-LAWS

As of June 7, 2017 the By-Laws are accepted per this Article. All other Articles, Amendments, revisions, etc. pertaining to these By-Laws not contained in these By-Laws are declared null and void.