

PGI CRUISING CLUB BY-LAWS

(AS OF 10/26/06)

Article 1: Name & Purpose

Section 1: The name of this organization is PGI Cruising Club (Club), a boating club operating within the sanction and authority of the Punta Gorda Isles Civic Association (PGICA).

Section 2: The purpose of this Club is to create good fellowship among our members through extended cruises, day cruises, boating education, social activities and other related activities.

Article 2: Membership & Dues

Section 1: Members must be current adult members of the Punta Gorda Isles Civic Association (PGICA).

Section 2:

- A. Membership dues, fees and special assessments shall be recommended from time to time by the board of Directors. Such recommendations are subject to the approval of the general membership. Dues shall be specified as an amount to be paid annually by each individual member and shall be due and payable by December 31st of each year to cover the membership year beginning January 1st of the following year. Members joining after June 30th of any year shall pay one half of the annual dues (plus charges for a name tag and burgee) for the balance of the year.
- B. Membership shall be terminated as of January 31st for any member whose dues remain unpaid. Any member so terminated may apply to the Board of Directors for reinstatement for good cause shown.

Section 3: Simultaneous membership in the Club and any other PGICA sponsored boating club is not permitted.

Section 4: Application for membership will be submitted to the Membership Director on established forms. Applications for membership renewal must be submitted annually on established forms and on a timely basis. The Board of Directors may terminate the membership of any member at any time, for good cause. Written notice of intent to consider termination shall be given by the Board to such member at least ten days before the Board meeting at which such termination is to be considered and such member shall have the right to attend and speak at such meeting.

Section 5: Club membership information is to be used solely for Club purposes and is not for general distribution.

Article 3: Meetings

Section 1: General Membership meetings will be held on the fourth Thursday of each month, at 7 p.m. at the PGICA building, unless from time to time another meeting date, time or location is set by the President. In such event, notice shall be give to the members in a timely manner.

Section 2: Board of Directors meetings shall be held when deemed necessary by the President.

Section 3: Club members may attend but not vote at meetings of the Board of Directors.

Section 4: The President or a designated alternate will preside at all general meetings and meetings of the Board of Directors.

Section 5: The November General Membership meeting shall be the Annual Membership Meeting unless changed for cause by the Board of Directors. The primary purpose of this meeting is the election of the Board of Directors for the ensuing term.

Section 6: Nominations for Board of Directors positions may be made from the floor only at the October General Meeting each year, provided that each nominee has agreed to serve if elected.

Section 7: Those elected at the Annual Membership Meeting shall take office on January 1 of the following year.

Section 8: Special meetings of the membership may be called by the President, a designated alternate or by the Board of Directors.

Section 9: A quorum to conduct Club business of the general membership shall be 20% of the members entitled to vote (each member having one vote). A quorum to conduct business of the Board of Directors shall be five members of the Board of Directors. A simple majority of the voting members present at any meeting shall be required to carry the question on any issue except changing the by-laws. To change the by-laws, a 60% majority of the voting members present is required. Voting may be by voice, show of hands or ballot as deemed appropriate by the presiding officer.

Article 4: Organization

Section 1: The activities of the Club shall be managed by a Board of Directors consisting of the four principal officers (President, Vice President, Secretary and Treasurer) and directors. There shall be six other directors, with responsibility for Membership, Program, Cruising, Social, Newsletter and Website. The immediate past President shall also be a director. Two or more persons may share an office or directorship, but each office or directorship shall have only one vote.

Section 2: It shall be the duty of the Board of Directors to carry out the purpose of the Club as stated in Article 1 in accordance with these By-laws and the Operating Policies as adopted from time to time.

Section 3: The general duties of each officer and director are:

- A. The President is the chief executive office of the Club. The President, when present, shall preside at all meetings of the membership and the Board of Directors, and he/she shall have all powers ordinarily exercised by the president of an organization subject to the limitations imposed by the Board of Directors.
- B. The Vice President shall, in the absence of the President, perform all duties of the President, and when so acting, shall have the powers of the President as authorized by the Board of Directors. In addition, the Vice President shall be responsible for community relations and coordination with the Database Manager.
- C. The Secretary shall keep the minutes of Board of Directors meetings and those other meetings or activities required to be documented by these By-laws. The Secretary shall see that all notices are duly given in accordance with the By-laws or as required by law, shall be the custodian of all Club official records and perform all duties incident to the office of a Club secretary. The secretary shall keep a separate register of all rules and Operating Policies adopted and see that the current By-laws and Operating Policies are posted on the Club's website.
- D. The Treasurer shall have charge of all funds, securities, receipts and disbursements of the Club and shall deposit the same in banks or other depositories selected by the Board of Directors. The Treasurer is responsible for preparing and shall render an account of the financial condition of the Club at all Board of Directors and membership meetings, shall prepare and submit financial reports as required by the PGI Civic Association and, in general, shall perform all duties incident to the office of a club Treasurer.
- E. The Directors shall be accountable for the efficient and effective operation of those functional responsibilities under their jurisdiction. They sit and are entitled to vote at all Board of Directors meetings and shall have such powers and duties as may be assigned by the Board of Directors or President.
 - a) The Membership Director shall have the responsibility to recruit new members and for coordination with the Nametag Coordinator and Treasurer, plus any other membership matters prescribed by the Board of Directors.

- b) The Cruise Director shall have the responsibility for the overall boating activities of the Club. The Cruise Director may appoint individual Club members to take charge of certain cruise activities.
- c) The Social Director shall have the responsibility for overall social activities of the Club.
- d) The Program Director shall have the responsibility for overall boating education activities, including programs presented at membership meetings.
- e) The Webmaster Director shall be responsible for the updating and maintenance of the PGICC website.
- f) The Newsletter Director shall be responsible for the content and timely publication of the newsletter
- g) The most recent Past President available to serve sits on and is entitled to vote at all Board meetings and shall have other such powers and duties as may be assigned by the Board. He/she shall chair the Nominating Committee. The Nominating Committee shall also have two or more other members not currently serving as office holders, who shall be appointed by the President with approval of the Board.

Section 4: In the case of a vacancy on the Board of Directors, the President, with approval of the remaining Board members, shall appoint an eligible Club member to serve the remaining term of the vacant position.

Section 5: The Board of Directors may make rules and Operating Policies as it may in its discretion deem necessary or advisable provided that no such rules and Operating Policies shall be inconsistent or in conflict with these By-laws. Any such rules and Operating Policies shall be binding on all Club members and will be recorded by the Secretary and on the Club's website.

Section 6: All positions on the Board of Directors will coincide with the calendar year.

Section 7: Voting by the general membership shall be required for approval of: (a) By-law changes; (b) the annual election of Board of Directors positions; and, (c) expenditure of funds for any item in excess of \$500.00. Each member present is entitled to one vote and a simple majority will prevail, except for a By-law change, which requires a 60% majority of the vote. (See Article 3, Section 9)

Article 5: Committees

Section 1: There shall be the following Standing Committees:

- A. There shall be a Nominating Committee consisting of three or more members and will be chaired by the most recent Past President available to serve. The other committee members (not current office holders) shall be appointed by the President with the approval of the Board of Directors no later than August 1st each year. The Nominating Committee shall select and place into nomination Club members in good standing for Board positions. Each nominee must have agreed to serve if elected. At least one week before the October General Membership meeting each year, a report of the Nominating Committee will be published detailing the slate of nominees.

- B. There shall be an Audit Committee appointed by the President, with approval of the Board of Directors, consisting of a Chairperson and two members. No current officer or director shall serve on the Audit Committee. This committee shall have responsibility for reviewing all books of the Secretary and Treasurer, all financial transactions of the Club and any other information necessary to determine the financial well being of the Club. The Audit Committee will become effective on or before January 31st to carry out their inspection for the previous fiscal year and will issue a written report of their findings and recommendations to the Board of Directors by the March Board meeting. A summary report will be made at the March General Membership meeting.

Section 2: The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 3: With the approval of the Board of Directors, special committees may be appointed by the President as deemed necessary for the operation of the Club.

Article 6: Rules of Order

Robert's Rules of Order, latest revision, shall govern the conduct of all meetings of the membership and Board of Directors. The presiding officer may appoint a Parliamentarian for interpretation or clarification of any rules should the need arise.

Article 7: Revisions to the By-laws

Section 1: These By-laws may be amended by a 60% majority vote of the membership attending any general meeting or special meeting called for that purpose. Any such special meeting shall not take place until at least two weeks has elapsed from the giving of notice as provided in **Article 3, Sections 1 & 8**.

Section 2: Notice shall be given to the membership of any proposed amendments(s) at the general meeting preceding the meeting at which the proposed amendments(s) are to be considered and voted upon. Said proposed amendments shall also be posted on the website concurrent with notification directing members to said amendment.

Article 8: Dissolution

In the event of dissolution of the Club, the remaining net assets of the Club shall become the property of the Punta Gorda Isles Civic Association.

ADOPTED: 10/26/06

REVISED: