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Article I. Identification

A. Name

The name of this not-for-profit corporation shall be SARASOTA SAILING SQUADRON, INC. (hereinafter referred to as "Squadron").

B. Burgee

The Squadron burgee shall be a pointed flag; the fly one and one half (1.5) times the hoist. The colors shall be, from truck to tip, red, white and blue; the red to measure one-quarter (1/4), the white one-quarter (1/4), and the blue one-half (1/2) the length of the fly, measured through the center of the flag. The white will take the form of a stylized "S".

Article II. Purpose / Mission

The Sarasota Sailing Squadron is a not-for-profit sailing club open to anyone interested in the sport of sailing and other non-motorized water sports. The Squadron encourages the sport of sailing and other water sports, promotes the science of seamanship and navigation, environmental awareness and instruction for adults and children. The Squadron hosts regattas and races, sponsors cruises and recreational events and fosters a spirit of good fellowship, courtesy and sportsmanship. The Squadron provides social venues for members and their guests and serves as a community asset to the City of Sarasota and the surrounding area.

Article III. Officers, Directors, Executive Committee

A. Officers

1. Five Officers

The Officers of the Squadron shall be a Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer as defined in Table I - Officers, all of whom shall be Members in Good Standing and shall be the only members of the Executive Committee.

2. Flag Officers

The Commodore, Vice Commodore and Rear Commodore shall be known as Flag Officers.

B. Executive Committee

1. Chair

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The Commodore shall be the Chair of the Executive Committee.

The Chair of the Executive committee shall make a full report of the Executive Committee activities to the Board of Directors at the next meeting of the Board.

2. Quorum

Three members of the committee shall constitute a quorum. Once a quorum is attained, the departure of members necessary to maintain the quorum will not affect the validity of the meeting.

3. Meetings of the Executive Committee shall be called at the Commodore's discretion.

4. Active Management

The Executive Committee shall have active management of the Squadron, its grounds, docks, anchorages, and activities, and shall manage the club's finances as defined in the Standing Rules. Multiple Bids are required for all expenditures in excess of \$5,000, unless the Board finds by a two-thirds (2/3) vote of the total membership of the Board that Multiple Bids are not required. The responsible Committee shall develop a Request for Proposal (RFP) as specified in the Standing Rules.

5. Squadron Manager

a. Reporting

With the approval of the Board of Directors, the Executive Committee shall have the authority to hire and discharge a manager who shall be an employee of the Squadron and be paid such compensation as the Executive Committee shall determine.

b. Duties

The Manager shall carry out such duties and responsibilities regarding the care and maintenance of the Squadron property as the Board/Executive Committee shall designate. The Manager shall cooperate with and report on his/her activities at regular meetings of the Executive Committee. The Manager shall assist the standing committees of the Squadron in the performance of their duties and obligations.

c. Bond

The Manager may be required to post such bond as the Executive Committee shall determine. The Squadron will pay for bonding of the Manager if required.

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6. Bank Account

The Executive Committee shall establish a bank account for the use of the Squadron Manager through which the Manager can pay day-to-day bills.

C. Directors

1. Director

The directors of the Squadron shall be Members in Good Standing as defined in Table II - Board Members.

2. Compensation

Directors, Officers and committee members serve without compensation.

3. Conflict of Interest

- a. A Squadron Board member cannot serve on the Board of any Affiliated Organization at the same time. An Affiliated Organization throughout the Bylaws shall refer to the following organizations: Sarasota Youth Sailing Program and Luffing Lassies.
- b. A Board Member having a financial interest in any matter before the Board shall abstain from voting on that matter.

D. Board of Directors

1. Board Members

The affairs of the Squadron shall be managed by a Board consisting of ten directors who shall be Members in Good Standing as defined in Table II - Board Members.

2. Advisors

The immediate past Commodore shall automatically become an advisor to the Board of Directors for one year.

3. Chair

Said board shall be presided over by the Commodore, who will be an active Board member.

4. Meetings

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There shall be a regular meeting of the Board once each month, the date, time and location of said meeting to be announced in advance in the Squadron communication media. Special meetings of the Board may be convened upon the request of the Commodore or any three members of the Board. Notification, means of notice, date, time and location shall be determined at the discretion of the Commodore.

5. Remote Participation

Board meetings (regularly scheduled and specially convened meetings) may include meetings in which one or more members participate remotely through electronic means such as phone or computer. Such meetings and all participants are governed by the same rules and procedures in place for non-remote meetings. All participants must be able to hear each other at the same time and all voting must be done concurrently so as not to advantage or disadvantage the remote participant(s).

6. Quorum

Five 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. A majority of Board members present is required to approve a motion.

7. Executive Committee oversight

The Board of Directors shall have the authority to review and overrule the decisions made by the Executive Committee.

8. Committee Oversight

It is the intent of these Bylaws that every standing committee shall report to a member of the Board of Directors who shall in turn report the activities of the committees at each regular monthly meeting of the board.

Article IV. Elections and Term of Office

A. Term

All board members must be a Member in Good Standing to run for office and shall be elected to serve per the table below.

ELECTION CYCLE		
Position	Term (Yrs.)	Election Cycle
Commodore	3 rd of 3	SUCCEEDS to Commodore in their third year
Vice Commodore	2 nd of 3	SUCCEEDS to Vice Commodore in their second year
Rear Commodore	1 st of 3	ELECTED EVERY YEAR

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		Serves as Rear Commodore in the first year
Secretary	2	ELECTED EVEN YEAR
Treasurer	2	ELECTED ODD YEAR
Education Director	2	ELECTED ODD YEAR
Race Captain	2	ELECTED EVEN YEAR
Regatta Director	2	ELECTED ODD YEAR
Fleet Captain*	2	ELECTED EVEN YEAR
Social Director*	2	ELECTED ODD YEAR

* Position removed, current holder completes term.

1. Consecutive Terms

All board members shall serve until their successors are elected, but no person shall serve on the board for more than eight (8) consecutive years. The Commodore shall not be eligible for the same office for more than two (2) consecutive terms.

2. Duration of Term

Each Officer and Director, who must be in Good Standing, shall hold office from the date of their election or appointment until their term expires or until the Officer or Director is removed or resigns.

3. Running for another Office

Board members seeking to run for another office before the completion of their term must resign from their current position before running for another office. The effective resignation date would coincide with the start of the newly elected board member's term of office. Such situations require board members to declare their intentions to run for another office to the Nominating Committee within a specified timetable established by the Nominating Committee.

4. Good Standing

Each Officer and Director, who must be in Good Standing, shall hold office from the date of their election or appointment until their term expires or until the Officer or Director is removed or resigns. No person shall serve on the Board for more than (8) consecutive years.

5. Vacancies

The Board may fill any vacancies among the Officers or Directors by a vote of a majority of those present at the next scheduled meeting of the Board. The replacement will hold office until the expiration of the term of that office. If the vacancy is for a Commodore position, the Rear Commodore shall be appointed and all other commodore positions required shall be filled by immediate succession.

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6. Excessive Absence

Board members are required to attend all scheduled meetings of the Board. Any Officer or Director who is absent from two consecutive Board meetings without reasonable cause or excuse may be removed from the position as an Officer or Director by the Board according to Florida State Statutes.

7. Removal

Any Officer or Director elected by the membership may be removed from their position as an Officer or Director only by the procedure defined in Florida State Statutes.

B. Elections

1. Election

The election of Officers and board members whose term expires will be held annually at the November general membership meeting. Nominations may be made by any of the following methods:

- a. A Nominating Committee, appointed by the Commodore and approved by the Board shall operate according to Table III of these Bylaws which includes a description of the Nominating Committee's duties and responsibilities.
- b. Before nominations are closed, write-in nominations may be made by a single letter of nomination which must be signed by ten adult Members in Good Standing of the Squadron and delivered to the Nominating Committee chair by the date specified by the Nominating Committee.

2. Election Oversight

An election judge and committee who will be responsible for the ballot and the election process shall be appointed by the Commodore and approved by the Board by August 15. The judge shall report to the Board on the accuracy and validity of the election process.

3. Election Eligibility

To be eligible for election/re-election, an Officer/Director shall declare their intention to run for office to the Nominating Committee in accordance with the timetable established by the Nominating Committee.

C. Special Transition

1. Explanation of how the transition will work:

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After the adoption of this Bylaw change, in 2018 the term for the Treasurer and the Education Director will be one year. Thereafter the Treasurer and Education Director will be elected in odd years.

2. 2019 Election

Effective with the 2019 election, the Commodore will be elected for a one year term, the Vice Commodore will be elected to a 2 year term who shall succeed to Commodore in 2020. This will be the first year of routine Commodore Succession; the Rear Commodore will be elected to a 3 year term serving the first year as Rear Commodore, the second year as Vice Commodore and the third year as Commodore.

Article V. Committees

A. Board Oversight

It is the intent of these Bylaws that every standing committee shall report to a member of the Board of Directors who shall in turn report the activities of the committees at each regular monthly meeting of the board.

B. Special and Standing Committees

Committees shall be as defined in the Standing Rules.

C. Quorum

Notice, waiver of notice, time and location, quorum and voting requirements of all committees shall be determined by each committee chair.

Article VI. General Membership Meetings

A. Annual Membership Meeting

The Annual Membership meeting of the Squadron membership shall be held each year in November. At the Annual Membership Meeting members shall elect the Officers and Directors.

B. Special Meetings

Special meetings of the Squadron general membership may be called at any time by a majority vote of a quorum of the Board of Directors or by the Commodore with the approval of two members of the Board or by consensus of 10 percent (10%) or more of the members.

C. Notice

Notice of the date, time and location of the Annual Membership Meeting and other special membership meetings shall be made by announcement in the Squadron's

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communication media to all Members in Good Standing at least fourteen (14) days prior to the meeting.

D. Quorum

A minimum of 10 percent (10%) of the voting membership must be present in person or by ballot to constitute a quorum to conduct an Annual Membership meeting. A minimum of five percent (5%) of the voting membership must be present in person or by proxy to constitute a quorum 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.

E. Roberts Rules of Order

All membership meetings shall be conducted according to Robert's Rules of Order.

Article VII. Standing Rules

By the authority granted in these Bylaws, the Standing Rules shall be used to regulate the day-to-day operations of the club and the conduct of its members in the best interests of all members and of the Squadron. The Standing Rules shall constitute enforceable rules of the Squadron, prescribing expected conduct and discipline, enforced by the authority of the Board through its authorized representatives and which shall be reviewed and updated periodically by the By Laws / Standing Rules Committee.

Article VIII. Corporation Requirements

A. Liability

SSS facilities are to be used at Member's own risk. Member acknowledges that participating in any SSS activity involves certain risks, and that injuries, death, property damage, or other harm could occur to the Member or others. Members, for themselves and their guests, invitees, and agents, agree to release, indemnify, defend, and hold harmless SSS, the City of Sarasota, the SSS Board of Directors, the SSS Membership and its affiliates, employees, volunteers, officers, agents, insurers, successors and assigns (the "Released Parties") from: (I) any and all liability for loss or damage to Member's vessel(s), her gear, equipment and contents for any reason, including SSS equipment failure or negligence; (II) any and all loss, damage, liability, legal action or claim, of any nature, including attorney's fees and other litigation costs or expenses, arising from the use of vessel(s); and (III) any and all loss, damage, liability, legal action or claim of any nature, including attorney's fees and other litigation costs or expenses, arising out of; use of SSS facilities, engaging in SSS activities, the presence of Member's vessel(s), vehicle(s) or personal property at the SSS facilities, or the moving of vessel(s) except to the extent that such loss is the result of SSS's gross negligence, willful or wanton misconduct. SSS disclaims all implied warranties, and Members, for themselves and their heirs, successors, and assignees hereby release the

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Released Parties from any and all liability arising out of any claimed implied warranty. In the event of any damage or injury to SSS arising from the active or passive acts, omissions, or negligence of Member or Member's guests, invitees, agents, or other persons not authorized by the SSS board, Member shall pay all expenses incurred by SSS, on SSS's demand.

B. Right to Assess Member for Damages

SSS is entitled to assess a member for damage or losses suffered by SSS arising from, caused by, or contributed to by the active or passive acts, omissions, or negligence of a member, or a member's family, guests, invitees, employees, or agents, or other person not authorized by the SSS board, including but not limited to; damage to SSS facilities, personal injury, damage to vessels, storage of hazardous materials, operation of vehicles or vessels, storage of vessels, trailers, materials, or equipment, loss by sinking, collision, fire, or other losses.

C. Relocation of Member Property

It is understood and agreed that SSS reserves the right, in its sole discretion, to relocate vessels, vehicles, trailers, equipment or materials pursuant to these Bylaws, the Standing Rules, or in case of emergency at the owner's sole risk and expense.

Undertaking to relocate shall not be deemed an assumption of responsibility for safety, security or care by SSS. SSS shall not be deemed a Bailee. Owner agrees to reimburse SSS for any and all costs incurred on Owner's behalf in the event of relocation. Owner agrees that SSS shall not be liable for any loss, damage, liability, legal action or claim, of any nature, including attorney's fees and other litigation costs or expenses, arising from relocation.

D. Indemnification

Officers, directors and the Squadron Manager shall be indemnified by the Squadron to the fullest extent permitted by law.

E. Corporate Data

This is a not-for-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 January and terminate on the thirty-first day of the following December.

F. Amendments, Alterations or Rescission of the Bylaws

These Bylaws may be amended, altered or rescinded in whole or in part by the Board subject to approval of a majority of the members at a duly called meeting constituting a quorum as described in these By Laws. The Squadron Board reserves the right at any time, and from time to time, to amend or modify any non-material provision contained in these Bylaws, without prior membership approval, to allow for minor changes to

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punctuation, spelling, or internal references. Any amendment or modification must be in writing and approved by the Squadron Board.

G. Financial Disclosures

Any organization that has its own operating budget and receives direct or indirect support from the Squadron shall supply to the Squadron Treasurer detailed financial statements. Any organization wishing to receive financial assistance or support must make application each year to the Board of Directors prior to the December meeting to enable inclusion in the budget if required. The application must include a Financial Statement, Annual Budget, and a statement of need.

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Appendix I - Table I - Officers

Table I – Officers Roles and Responsibilities	
Officer	Roles and Responsibilities
Commodore	The Commodore shall have command of the Squadron and shall call a meeting of the Board of Directors not less than once each month and special meetings of the Board as provided for in these Bylaws. The Commodore shall appoint an election judge and committee, whom are neither a Squadron Board member nor Board member of any affiliated organization to preside over the election process.
Vice Commodore	It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties and to officiate for and perform the duties of the Commodore in the Commodore's absence.
Rear Commodore	It shall be the duty of the Rear Commodore to assist all other officers in the discharge of their duties and to officiate for and perform the several duties of the Commodore when both the Commodore and the Vice Commodore are absent or unable to perform said duties.
Secretary	The Secretary shall keep written minutes of all board and membership meetings and shall report at each meeting. The Secretary shall keep all Squadron records except those pertaining to the office of Treasurer.
Treasurer	<p>The Treasurer shall oversee the collection of all funds due the Squadron and all disbursements of funds of the Squadron as authorized by the Executive Committee.</p> <p>Additionally, the Treasurer shall be responsible for the following: establish guidelines for proper office accounting procedures and practices in accordance with generally accepted accounting policy and procedure except books that may be kept on a cash basis; establish guidelines for investment of excess funds; establish guidelines for the preparation and presentation of the monthly Treasurer's report.</p>

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Appendix II - Table II – Other Board Members

Board Member	Roles
Sailing Director	The Sailing Director shall have oversight of all Squadron club level scheduled and organized sailing activities, and shall encourage organized sailing activities.
Regatta Director	The Regatta Director shall be responsible for the scheduling, advertising, and coordination of all regattas that are either sponsored or hosted by the Squadron.
Education Director	The Education Director will schedule seminars, lectures, and videos on topics of interest to the membership.
Social Director *	The Social Director is the chair of the Entertainment Committee and shall oversee contacting old and new members to involve them in Squadron activities.
Fleet Captain*	The Fleet Captain shall oversee and encourage the promotion of Squadron cruising activities.

* Position removed; current holder completes term.