

THE OCALA BOAT CLUB

A FLORIDA NOT FOR PROFIT CORPORATION

BY-LAWS

January 2020

By-Laws
Ocala Boat Club, Inc.
A Not-For-Profit Corporation

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ARTICLE I - PURPOSE AND NAME

Section I

The general purpose for the Ocala Boat Club, Inc., is to promote and foster interest in boating and angling, and to provide suitable means and opportunities for the enjoyment thereof by the members of this club and to this end, to acquire, operate and conduct in Marion County, Florida, a social home and clubhouse, all not for profit, for mutual benefit, welfare and interest of the members of the corporation; to prescribe the qualifications and character of membership in the corporation and the manner of their admission or expulsion to promulgate and advance the welfare and interests of its members; to purchase, buy, own, rent, let, lease hold, mortgage, pledge, sell, or otherwise dispose of such real and personal property as the purposes of the corporation may require; to adopt rules, regulations and by-laws for the government of said club, its members and its property; and to do all other lawful acts and business as the purposes, either expressed or implied, of the corporation may require.

ARTICLE II – MEMBERSHIP

A person 21 year of age or older of good moral standing shall be eligible for membership in the corporation. All memberships shall be granted and held and be subject to these articles, and to all of the rules, regulations, and by-laws hereafter adopted by the corporation or hereafter adopted by the board of directors. Voting privileges may be exercised by all members exclusive of honorary and non-dues paying family members.

Members who, for one year, do not participate in at least a minimum of four (4) non-cruise functions, as approved by the Board of Directors, can be considered for termination from the club.

Functions are described as Club Officer or Director, Committee Chairman, Kitchen duty (Kitchen Manager, or assisting Kitchen Manager in preparation and laying out food or drinks as necessary). Helping to keep Clubhouse in good repair, both inside and out, Cruise Captain, On-Call availability for weekend rentals and setting up for, or tear-down of furniture for meetings. Functions are accessed as One Point per incident.

Section 1:

The name address, email, and phone numbers of any new member shall be published in the monthly club bulletin/newsletter following their induction into the Ocala Boat Club, Inc. as a member. The current Roster of the Club is for the exclusive use of members and shall not be used for any form of solicitation.

ARTICLE II – MEMBERSHIP (continued)**Section 2:**

A prospective member shall attend three (3) regular Ocala Boat Club, Inc. meetings, or two (2) regular Ocala Boat Club, Inc. meetings and one (1) Club function before application for membership. A prospective member must be sponsored by an Ocala Boat Club member in good standing.

The membership applicant is to abide by the regulations set forth by the Board of Directors.

An application for membership shall be referred to the Board of Directors for consideration. If the application is approved, the applicant shall then become a member of the Ocala Boat Club, Inc., and shall be presented with a copy of the Club By-laws.

Section 3

A member may resign from the Ocala Boat Club, Inc. at any time upon notice in writing addressed to the secretary.

Section 4

Classification - There will be the following three (3) classes of memberships: active, honorary and Commodore Emeritus:

Class-1, Active - Any member who has paid current dues.

Class-2, Honorary - A member [who is no longer able to be considered an active member] may be granted honorary status following a lengthy productive, distinguished, active membership, and upon approval of the existing board. Such a member would be exempt from paying annual dues.

Class-3, Commodore Emeritus - In recognition of long and faithful service and unremitting interest of Judge Fred R. Hocker in boating affairs in Marion County, including his charter membership in the voluntary association of the Ocala Boat Club, Inc. and his aid and assistance in procuring the construction and establishment of the Ocala Boat Basin, Judge Fred R. Hocker is hereby declared to be Commodore Emeritus of this Corporation in perpetuity.

Section 5

Termination of Members - The Corporation may, by its By-laws, delegate to its board of directors' discretionary power of admitting or expelling (for just cause) a member or members, provided that before membership shall cease, members in question shall be given an opportunity to be heard.

Membership in the Club may be terminated for non-payment of dues. Termination will be determined by majority vote of the sitting Board of Directors.

ARTICLE II – MEMBERSHIP (continued)

Members who, for one year, do not participate in at least a minimum of four (4) non-cruise functions, as approved by the Board of Directors, can be considered for termination from the club.

Functions are described as Club Officer or Director, Committee Chairman, Kitchen duty (Kitchen Manager, or assisting Kitchen Manager in preparation and laying out food or drinks as necessary). Helping to keep Clubhouse in good repair, both inside and out, Cruise Captain, On-Call availability for weekend rentals and setting up for, or tear-down of furniture for meetings. Functions are assessed as One Point per incident.

ARTICLE III - MANAGEMENT

The management and general business of the Ocala Boat Club, Inc. shall be under the direction of the Board of Directors. On vital matters concerning the well-being of the club, the item shall be presented to the general membership at a regular meeting. Pursuant to discussion, the members shall vote, and results accepted by the Board.

Section 1

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is six (6). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of the Voting Members.

Section 2

The duration of the Corporation, Ocala Boat Club, Inc., is perpetual.

Section 3

Upon the dissolution of the affairs of this Corporation, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to a non-profit and tax-exempt organization or organizations. Said organization is to be operated exclusively for charitable, educational, religious, or scientific purposes which, at the time, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as determined by the governing Board of Directors at the time of dissolution of the Ocala Boat Club, Inc.

ARTICLE III – MANAGEMENT (Continued)**Section 4**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article I of this document.

Section 5

Amendments to these Bylaws and to the Articles of Incorporation shall require approval by the majority of all the Members of the Board of Directors and shall require acceptance by a majority of the members in attendance at a regular or specially called meeting of members, with notice of the proposed amendment(s).

Section 6

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing any ownership or proprietary interest in the Corporation.

ARTICLE IV - BOARD OF DIRECTORS

As indicated in ARTICLE III, the management and general business of the Ocala Boat Club, Inc. shall be under the direction of the Board of Directors. To be an officer or director, a nominee must be a member in good standing.

Section 1

The Board of Directors shall consist of the officers (i.e. commodore, vice-commodore, cruise master, purser, and secretary), plus six (6) members (Directors) elected by the club, and the immediate past commodore who shall serve as an ex-officio member (with voting privileges).

Section 2

The six (6) elective Directors shall hold office for the term of two (2) years, with three (3) members being elected each year. Officers shall be elected for a one-year term of office.

The Board of Directors shall be elected at the November meeting and take office beginning with the January Board meeting.

A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

4.

ARTICLE IV - BOARD OF DIRECTORS (Continued)

Section 3

The Board of Directors may employ whatever personnel they deem necessary, and for which funds are available, to aid in the management of the club.

When contracting for services, the Board shall define job requirements and descriptions.

Section 4

A Regular meeting of the Board of Directors shall be held on the first Monday of the month at the time and place designated by the commodore. Any member in good standing is welcome to attend a board meeting as a non-voting guest.

Substitutes: Board members anticipating being absent from board meetings for an extended period shall ask the Board to appoint a substitute. Whoever substitutes for a Board member must obtain written authorization from that absent Board member (unless deemed incapacitated) and present it to the Board for approval. That alternate Board member shall vote at his/her discretion.

As indicated in ARTICLE-III, the management and general business of the Ocala Boat Club, Inc. shall be under the direction of the Board of Directors. To be an officer or director, a nominee must be a member in good standing.

Section 5

Special meetings of the Board of Directors may be called by the commodore. Notice is to be given in sufficient time to permit all members to be present. A special meeting may also be called by (a) a committee of three (3) members of the Board of Directors, (b) telephone (with written reply), (c) internet polling of the Board members by the Commodore or designee, or (d) stand-up meeting at conclusion of general meeting.

Section 6

The Board of Directors of the Ocala Boat Club, Inc. is charged with maintaining the Incorporation status of the Ocala Boat Club, Inc. This includes paying the required incorporation fees each year, conducting an annual "corporation meeting" in January, and submitting the required annual report by May 1st each year to the State of Florida. The report is to include the Federal Employer Identification (FEI/EIN). All report filings and fees are to be handled by the Purser and a report given to the Board of Directors by the Purser.

ARTICLE V - OFFICERS

Section 1

The elective officers of the club shall be Commodore, Vice-Commodore, Cruise Master, Purser, and Secretary. The immediate Past Commodore shall serve in an ex-officio capacity to the Board (with voting privileges).

Section 2

Officers shall be elected by the membership at the November meeting and shall hold office for a minimum of one (1) year or until their successors shall have been qualified.

Section 3

Officers Duties:

(a) **Commodore** - The Commodore shall preside at all meetings of the club and the Board of Directors. The Commodore shall appoint all committee chairs (except cruise committee) and be ex-officio and shall carry out such other responsibilities as are assigned to him in these by-laws.

The Commodore shall receive a copy of the purser's report and a copy of the secretary's minutes each month.

(b) **Vice-Commodore** - During the absence or temporary incapacity of the commodore, the Vice-Commodore shall perform the duties and have the powers of the Commodore. In the absence or incapacity of the Commodore and Vice-Commodore, the Cruise Master shall perform the duties of the Commodore.

The Vice-Commodore shall be the purchasing agent for the club. The Vice Commodore may designate members to aid the purchasing process.

All purchases over \$500.00 must have prior approval of the Purser and the Board of Directors. Purchases over \$100.00 must have prior approval of the Purser.

(c) **Cruise Master** - In the absence of or temporary incapacity of the commodore and the vice-commodore, the cruise master shall perform the duties of the commodore.

The Cruise Master shall be responsible for compiling and scheduling a list of cruise events (land and/or water) for the year and recruiting a Cruise Captain to oversee each individual event. The Cruise Master shall also request the Cruise Captain to be responsible for making all Cruise arrangements.

(d) **Purser** - The Purser shall have charge of all funds and shall submit an annual audit to the Board, shall have financial reports prepared for approval at monthly Board meetings, and available for

review at regular meetings of the club. A copy of the purser's report shall be given to the commodore and the secretary each month. Purser's complete yearly records shall be presented for audit on or before the

6.

Officers Duties: (Continued)

January Board meeting to an auditor selected by the Board. Report of such audit shall be made available to the Membership by publication in the "Helmsman." The Purser is responsible for filing all the necessary reports and fees for maintaining the incorporation status of the Ocala Boat Club, Inc. Check signing authority shall be given to the Purser, Commodore or Vice Commodore.

(e) **Secretary** - The Secretary shall be the custodian of the minutes of the Board of Directors and shall maintain the official copy of the by-laws as they may from time to time be amended. The Secretary shall prepare the minutes of the meeting of the Board of Directors and any regular meetings as necessary; handle the correspondence of the club under the direction of the Commodore and the Board of Directors; maintain the "Sunshine" (health) status of members and perform such duties as are usually associated with the position of a Club Secretary.

The Secretary shall provide rulings to the commodore at club meetings and at Board of Director's meetings on Parliamentary law as per Article XI of these By-laws - Parliamentary Authority.

Section 4

Vacancies - Vacancies in any elective office may be filled by the Board at a regular meeting of the Board of Directors of the Club at which a quorum is present or polled by the Commodore. The successor, so chosen, shall serve for the unexpired term of the predecessor.

Section 5

- (1) The Commodore shall appoint a committee to review the by-laws every two Years.
- (2) Members of the Board of Directors and of the building and supply committee shall have a key to the club.
- (3) List of committees and duties:
 - a. **Membership** – conducts member recruitment, retention, and "Sunshine" activities.
 - b. **Historian** – Maintains an annual record of club activities.
 - c. **Buildings & grounds** - monitors and carries out maintenance activities.
 - d. **Newsletter** – Informs members and others about the Club and its activities with current information on a timely basis.

- e. **Programs and entertainment** – Develop and plans special events.

7.

Officers Duties: (Continued)

- f. **Kitchen and Supplies** – Sets standards for Kitchen Duty volunteers including written instructions for setup and clean up all food, beverage, and supplies associated with the Club’s monthly membership meeting. Submits supplies requests to the Vice Commodore for the purchase of supplies.
- g. **Safety** – Devise activities to promote safe boating practices among boat operators and their passengers.
- h. **Website** - “Webmaster” is responsible for maintaining the clubs web site.
- i. **Rental** – Manages the club-house rental program.

ARTICLE VI – NOMINATING COMMITTEE & ELECTIONS

A Nominating Committee of three (3) shall be called for and elected at the April general meeting. The nominating committee may nominate more than one (1) individual for any office and shall make this report to the membership at the October meeting. The nominating committee’s term is three (3) years.

ARTICLE VI – NOMINATING COMMITTEE & ELECTIONS (Continued)

One new member is to be selected each year with the senior member dropping off each year. Members may return after a lay-out-period of one (1) year.

Members of the nominating committee shall not nominate themselves or each other for any office, including director. This does not eliminate a member of the committee from being nominated from the floor.

Nominations shall be closed at the November meeting. Election of officers shall take place at the November meeting.

Duties of the newly elected officers and directors shall be effective as of January first (1st). Formal installation of officers shall take place at the January membership meeting.

Any office with more than one (1) nominee shall be voted on by secret ballot. If there is but one nominee for office, the vote may be by voice.

The annual year of the club shall commence on the first (1st) of January and end the thirty-first (31st) of December.

ARTICLE VII - ANNUAL YEAR AND ACCOUNTING YEAR

The Fiscal year of the Club shall commence on December 1st (first) of each year and end on November 30 (thirtieth) of the following year.

8.

ARTICLE VIII - DUES

Members will be notified of upcoming annual dues in December. Dues become delinquent March 1st of the following year.

Annual membership fees shall become due January 1st and become delinquent March 1st. otherwise, the application or membership becomes null and void. Former members who wish to reinstate membership are required to pay only regular dues, pro-rated according to the by-laws.

The annual dues for individual members of the club shall be as follows:

- a. Dues for members annually participating in club functions to accumulate four (4) points shall be \$50 for the year following qualification as herein described. Participation is defined as helping with or chairing an Ocala Boat Club function. Functions shall be defined as any Ocala Boat Club non-water or land cruise related event with the exception of being a Cruise Captain. Qualifying functions shall be reviewed each January by the Board of Directors.
- b. Dues for members who do not actively participate in Club functions, to accumulate four (4) points as described in paragraph "a" above, shall be \$75 for the year following qualification as herein described.
- c. Dues for new members shall be \$50. Members joining after the first (1st) of July of any year shall pay dues of \$25.00.
- d. Children of current members, aged 21 years and under, shall not be required to pay dues.
- e. Members may share accumulated non-cruise function points with immediate family members only.

ARTICLE IX – Membership Meetings

Section 1

The regular membership meeting in January will be an annual meeting of the Corporation.

Section 2

Regular meetings of the club shall be held once each month upon a prescribed day of a specific week, as determined by the membership at any regular or special meeting of the club.

9.

ARTICLE IX – Membership Meetings (Continued)

Section 3

Notice shall be communicated of place, day and hour of annual, regular and special meetings as prepared and distributed by the secretary.

Section 4

Special meetings of the members of the club may be called by the commodore or any ten (10) members upon giving three (3) days' notice to the membership, which notice shall state place, day, hour and purpose of the meeting.

Section 5

All meetings shall be held at the place, day and hour designated by notice.

Section 6

A quorum shall consist of two-thirds (2/3) of the dues-paying members. Any action taken shall require a majority vote of the members present.

ARTICLE X - AMENDMENTS AND ADDITIONS

No amendment to the by-laws shall take effect until it has been submitted in writing to the membership for review and approval.

ARTICLE XI - PARLIAMENTARY AUTHORITY

A Roberts Rule of Order, Newly Revised Current Edition, shall govern the Ocala Boat Club, Inc.

The Secretary is charged with the responsibility of ensuring that the scheduled business of this Club shall be conducted in an orderly manner and in accord with current parliamentary proceedings and laws.

10.