

PGISLANDERS BYLAWS

(Adopted June 7, 2001; Revised February 17, 2022)

Article 1: Name & Purpose

Section 1: The name of this organization is PGIslanders Cruising 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 camaraderie among our members through the fun and enjoyment of boating. The Club will sponsor day, overnight and extended cruises, boating education, and social activities.

Article 2: Membership & Dues

Section 1: Members must be current adult members of the PUNTA GORDA ISLES CIVIC ASSOCIATION, (PGICA). New members must own a Qualifying Boat located and operated in Charlotte Harbor, Florida.

A. Qualifying Boats must meet the following minimum guidelines:

1. Boat must be either motor or sail powered. Kayaks, canoes, and other people powered boats do not qualify.
2. Boat cannot be an accessory boat, e.g., dinghy/tender to another boat or a Personal Watercraft (PWC).
3. Boat must be registered or documented.
4. Boat must be reported and listed in the membership roster.
5. Boat must meet a minimum length requirement as set out in the Operating Policies.
6. Boat must be equipped and maintained to permit safe operation and navigation during participation in club events.

Section 2: Simultaneous membership by either spouse in the PGIslanders and any other PGICA sponsored boating club is not permitted.

Section 3: Member Responsibility

Club activities are planned well in advance based upon available local knowledge and cannot take into account weather, sea state, conditions at the proposed destination, or other factors that may affect the actual cruise. You, as captain of your boat, must make the

final decisions as to conditions that affect your vessel. You must also evaluate your boat's capabilities, your own skills and your experience to make the final decision as to whether to go or cancel a trip. You, as captain of your boat have the ultimate responsibility to ensure the safety, suitability, and seamanlike operation of your vessel during any club activity.

Section 4: A membership year shall be defined by the Board of Directors in the Operating Policies.

- A. Membership dues, fees and special assessments shall be recommended by the Board of Directors and approved by the general membership. Dues shall be specified as an amount to be paid annually by each individual member.
- B. Dues are payable as of the date specified in the Operating Policies.
- C. Membership shall be terminated after the grace period specified in the Operating Policies if dues are not paid. Any member so terminated may apply to the Board of Directors for reinstatement for good cause.

Section 5: Membership is targeted not to exceed 250 people so that members may develop the camaraderie inherent in smaller groups. The actual membership limit shall be set by the Board of Directors.

Section 6: Applications for membership will be submitted to the Membership Director on established forms. The Membership Director will recommend, after evaluation, acceptance/rejection of the candidate(s) to the Board of Directors who shall have final authority to approve/reject candidates.

- A. Members joining before their renewal date of the PGICA will pay a prorated amount outlined in the Operation Policies.
- B. New members are expected to meet the participation requirements, if any, as stated in the Operating Policies.
- C. 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 to such member at least ten days before the meeting at which such termination is to be considered and such member shall have the right to attend and speak at such meeting.

Section 7: Members in good standing who no longer own a qualifying boat may remain members of the Club. Members in good standing are those who are current with their dues to the PGICA and PGIslanders and have met all of the Club's participation requirements, if any exist. The member shall notify the Membership Director(s) via email of their status change. The Membership Director(s) shall keep a record of the boaters and non-boaters.

Section 8: The Membership Director shall maintain a waiting list of prospective members who have applied in the proper written format, in dated, sequentially numbered order. Openings in the membership will be filled first from the earliest such date of membership application.

Section 9: In the event that an individual, not otherwise eligible for membership, but directly linked to an active member, wishes to participate in club activities on a regular basis with that active member he/she may pay a participation fee equal to the annual dues. Said individual may also purchase a name tag for wearing during club activities. Participation of this registered guest does not fulfill the participation requirements, if any exist, of the regular member to whom he/she is linked.

Section 10: Members are expected to help with Club activities each year. This may take the form of leading cruises, planning social events, planning educational programs or other function participation.

- A. The Board of Directors may recommend minimum participation requirements from time to time, as a basis for continued membership.
- B. Any such participation requirements shall become effective only upon approval by a majority vote of the general membership.
- C. Any Club member who is unable to comply with participation requirements due to circumstances beyond his/her control may submit a written request asking that the Board of Directors waive said requirements. The Board, at its discretion, will review each situation individually and render a decision.
- D. Members regardless of status who are dropped from the club due to lack of participation must wait at least a year to re-apply for membership.
- E. Reapplications will be taken following the one-year hiatus in membership. Reapplications will be placed on the wait list according to the date received.

Section 11: The Club membership information is to be used solely for Club purposes and is not for general outside distribution or commercial use.

Article 3: Meetings

Section 1: General Membership meetings will be held on the first Thursday of each month, unless from time to time another meeting date is set by the Commodore. In such event, notice shall be given to the members in a timely manner.

Section 2: Board of Directors meetings shall be held on a date defined in the Operating Policies preceding the scheduled General Membership meeting, unless changed at least

two weeks in advance of the meeting by the Commodore upon notice to the Board of Directors.

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

- A. If a member desires to present a topic at the Board of Directors meeting, he/she must notify the Commodore at least 3 business days prior to the meeting so that the topic can be added to the agenda and time allocated for the discussion.

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

Section 5: The February General Membership Meeting is designated our Annual Membership Meeting. The primary purpose of the meeting is election of our Board of Directors positions for the next watch.

Section 6: Nominations for Board of Directors positions and other non-board positions may be made from the floor only at the General Membership Meeting preceding the Annual Membership Meeting each year, provided each nominee has agreed to serve if elected.

Section 7: Those elected at the Annual Membership Meeting shall take office on April 1 following the election.

Section 8: Special meetings of the membership may be called by the Commodore, a designated alternate or by the Board of Directors. The dates of General Membership Meetings, including our Annual Membership Meeting, may be changed by the Commodore or designated alternate. Notice of special meetings or change of date for Membership Meetings shall be communicated to membership.

Section 9: A quorum to conduct Club business of the general membership shall be 20% of the membership with each member having one vote. A simple majority of the voting members present at any general membership meeting shall be required to carry the question on any issue except changing the Bylaws which requires two thirds majority vote of the members present. Voting may be by voice, show of hands or ballot as deemed appropriate by the presiding officer. The Commodore or presiding officer shall permit voting by electronic means and not require physical presence. In the case of votes by electronic means, the question(s) to be determined must be transmitted to the membership in advance and must remain unchanged at the vote. Deadlines for response(s) shall be clearly defined.

Section 10: A quorum to conduct business of the Board of Directors shall be five members of the Board of Directors with each office or directorship having one vote.

Article 4: Organization

Section 1: The activities of the Club shall be managed by a Board of Directors consisting of four principal officers (Commodore, Vice Commodore, Secretary and Treasurer) and six directors, one each with responsibility for Membership, Communications, Cruising, Social, Education and Webmaster. Two or more persons may share an office or directorship, but each office or directorship shall have 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 the Bylaws and Operating Policies.

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

- A. The Commodore is the chief executive officer of the Club. The Commodore, 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 Commodore shall, in the absence of the Commodore, perform all duties of the Commodore as authorized by the Board of Directors.
- C. The Secretary shall keep the minutes of Board of Directors meetings and those other meetings or activities required to be documented by these Bylaws. The Secretary shall see that all notices are duly given in accordance with the Bylaws or as required by law, shall be the custodian of all Club official records with the exception of the financial 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 Bylaws 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 shall be the custodian of all Financial Records. The Treasurer shall render an account of the financial condition of the Club at all Board of Directors and membership meetings and in general perform all duties incident to the office of a Club Treasurer. The Treasurer will prepare an annual budget of income and expenditures based on requirements of the various Directors and/or committees. The Treasurer will present a tentative budget plan to the Board of Directors for review at its November meeting. The Board of Directors will

review the plan and present a final budget recommendation to the membership for a vote at the December General Membership meeting.

- E. The six Directors shall be accountable for the efficient and effective operation of the area 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 Commodore.
- a. The Membership Director(s) shall have the responsibility for maintaining membership records of members and for any other membership matters prescribed by the Board of Directors.
 - b. The Cruise Director(s) shall have responsibility for coordinating the boating activities of the Club.
 - c. The Social Director(s) shall have responsibility for coordinating the social activities of the Club.
 - d. The Education Director(s) shall have responsibility for the boating education activities of the Club.
 - e. The Webmaster Director shall be responsible for maintaining the PGIslanders' Website.
 - f. The Communication Director shall be responsible for maintaining an accurate email address list for all current members and distributing it on a regular basis. He/She shall direct emails to all Club members as the situation may require.

Section 4: In the case of a vacancy on the Board of Directors, the Commodore, 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 Bylaws. 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: Club officers, board members, and other non-board positions elected at the Annual Membership Meeting shall serve for one year beginning April 1 following election and continue until end of watch on March 31 of the following year.

Section 7: Voting by the general membership shall be required for approval of (a) Bylaw changes, (b) the annual election of Board of Directors positions, (c) financial budgets, and (d) expenditure of funds for any one unbudgeted item in excess of \$750.00. Each member present is entitled to one vote and a simple majority will prevail, except for a Bylaws

change, which requires a two thirds majority vote of the members present. (See Article 8, Section 1)

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 chaired by the most recent Past Commodore available to serve. The other committee members, not current office holders, shall be appointed by the Commodore with the approval of the Board of Directors no later than November 1st each year. The Committee shall select and place into nomination one Club member in good standing for each Board position. Each nominee must have agreed to serve if elected. At least one week before the January General Membership meeting each year, a report of the Committee will be published detailing the slate of nominees.
- B. There shall be an Audit Committee appointed by the Commodore, with approval of the Board of Directors and, consisting of a Chairperson and two members. 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 Commodore 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 Commodore 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 members and Board of Directors. The presiding officer may appoint a Parliamentarian for interpretation or clarification of any rules should the need arise.

Article 7: Communications

Section 1: Written communications from the club shall be in electronic form via club emails and/or website announcements. It is the club members' responsibility to access this information and to keep their email address current with the Membership Director. Any member interested in receiving the Board Minutes may contact the Commodore or Secretary.

Article 8: Revisions to the Bylaws

Section 1: These Bylaws may be amended by a two-thirds 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: Electronic notice shall be given to the membership of any proposed amendment(s) no later than the general meeting preceding the meeting at which the proposed amendment(s) are to be considered and voted upon.

Article 9: Dissolution

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

ADOPTED: JUNE 7, 2001

REVISED: February 17, 2022