

BY LAWS
STUART SAILFISH CLUB, INC.

(Rev. October, 2010)

ARTICLE I: MEMBERSHIP DUES

Section 1. Membership shall be open to any person or organization vouched for by a majority of the Membership Committee, provided they comply with the admission requirements of the Club.

Section 2. The annual dues shall be payable on the yearly anniversary of joining the club. Current members who are paid up will be billed on November 1st and have 90 days to make their payment. New members who joined in 1997 and later will have their renewal dues statement mailed 12 months after initial acceptance.

Section 3. Members shall be designated as:

- a. Junior (applicant must be 15 years or younger)
- b. Individual
- c. Private boat/family (family to consist of immediate family members under 21 years of age)
- d. Charter boat
- e. Business, contributing
- f. Lifetime member (Individual)
- g. Honorary member

Section 4. Membership Classifications:

Junior	Non-voting member; receives membership certificate and card
Individual	Voting member, one vote; receives membership certificate and card
Private Boat	Voting member, one vote; receives membership family certificate and card. Boat's guest will be eligible for participation in Summer/Winter tournaments.
Charter Boat	Voting member, one vote; receives membership Small Business card. Boat's guest will be eligible for participation in Summer/Winter tournaments. Two free Business ads in newsletter or on the SSC Website.
Business	Voting member, one vote; receives membership Contributing certificate and card. Entitled to a one-third (1/3) page ad in the annual yearbook.
Lifetime	Voting member, one vote. Special membership certificate and membership card, plaque, signifying lifetime membership.
Honorary	Non-voting, non-dues paying, non-office-holding member recommended by an officer and receiving unanimous approval of the Board of Directors. Recognized as having made major contributions of personal time and service to the Club, directly or indirectly, over a long period of time. Membership shall be reviewed/renewed annually in October. Receives membership certificate and card.

NOTE: Membership certificates will be issued upon initial application acceptance. Any necessary replacements will be upon request only.

Section 5. All members of whatever class whose dues are paid and are in good standing shall be deemed active members.

Section 6. All active members shall be eligible to hold office, vote at annual or regular meetings or otherwise enjoy the privileges of the Club.

Section 7. Any member who, by his/her conduct, violates the ethics or any of the rules of this Club may be expelled from membership by a two-thirds vote of the Board of Directors at a regular meeting of the Board, providing the accused has been given at least forty-eight hours notice of the proposed action and is given opportunity to be heard before the Board. All charges must be supported by Affidavit.

Section 8. Any member whose connection with the Club shall be severed by resignation, death, expulsion or otherwise, shall forfeit all interest in any funds or property belonging to the Club.

ARTICLE II: MEETINGS

Section 1. General meetings of the Stuart Sailfish Club shall be held at 6:00 PM, October, November, February, March, and April, at such place as designated on the first Wednesday of each month, unless the Board of Directors designates another day and/or time. Written notice of all general meetings shall be posted on the SSC Website and mailed/Emailed to each active member at least five (5) days before each meeting.

Section 2. Special meetings of the Club may be called at any time by the President or a majority of The Board of Directors, or by not less than one-fifth (1/5) of the active members, by posting on SSC Website and mailing/Emailing a written or printed notice stating the time and place of such meeting at least five (5) days before the time of such meeting.

Section 3. Fifty members or 15%, whichever is smaller, of the membership shall constitute a quorum at a duly called meeting.

Section 4. The report of the nominating committee with a list of previously submitted nominees for Officers and Board of Directors shall be made at the annual meeting in February of each year when such Officers and Directors as prescribed by the Constitution and the By-Laws shall be voted on and elected by a majority vote.

Section 5. The annual meeting of the Club for the installation of Officers and the Board of Directors and the transaction of other business that may properly come before the meeting, shall be held at such time and place as designated by the Board of Directors in February of each year, when such Officers and Directors as prescribed by the Constitution and by these By-Laws, be installed in their respective offices.

Section 6. The Officers and Board of Directors shall meet monthly on the third Wednesday of each month, at such time and place as designated by the Board of Directors, unless a meeting is suspended by a majority vote of the Directors. Such suspension shall be limited to not more than two (2) successive months with a minimum of nine (9) meetings to be held per year.

Section 7. Fifty-one (51%) percent of the Officers and Board of Directors shall constitute a quorum for the transaction of business at a Board meeting.

Section 8. A special meeting of the Officers and Board of Directors may be called by the President or any five (5) members of the Board of Directors, on forty-eight (48) hours written notice unless notice is waived by a majority of the Directors.

Section 9. The order of business at all regular meetings or special business meetings of the Club shall be as determined by the governing Board of Directors. The latest edition of Robert's Manual of Rules of Order shall govern all proceedings of the Club and at all meetings of its Board and committees.

ARTICLE III: OFFICERS AND BOARD OF DIRECTORS

Section 1. The affairs of the Stuart Sailfish Club, Inc. shall be managed by its Board of Directors. Only active members shall be eligible to be Directors.

Section 2. The Board of Directors shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, the immediate Past President and not less than nine (9) directors all of whom shall be elected at the annual meeting of the members of the Corporation, and a majority of whom shall be residents of Martin County, Florida.

Section 3. All Officers and Directors of the Club shall be elected by a majority vote at the February annual meeting, installed immediately, and shall hold office for one year or until their successors are duly elected and qualified. Officers may hold no more than one office.

- a. An Officer or Director who, by his/her conduct violates the ethics or any of the Rules of this Club may be removed from office by a majority of the members of this Club present at any regular or special meeting following ten (10) days written notice of cause delivered to all members, providing the accused has been given opportunity to be heard by the members.
- b. An Officer or Director will automatically be removed from office upon non-attendance of three (3) unexcused Board meetings.

Section 4. In case of a vacancy of office by any Officer, a temporary successor shall be elected at the next meeting of the Board of Directors by a majority vote to serve until the next February annual meeting of the Club. His/her successor shall be duly elected and qualified at the annual meeting..

In case of a vacancy of a Director, other than an officer, resulting in less than fifteen (15) Directors, a temporary successor shall be elected at the next meeting of the Board of Directors by a majority vote to serve until the next February annual meeting of the Club. His/her successor shall be fully elected and qualified at the annual meeting.

ARTICLE IV: DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall preside at all meetings of the Club and Board of Directors; perform such duties and services as the Board of Directors shall prescribe, and preserve harmony and decorum at all meetings. The officers shall be responsible for hiring the Club's Administrative Assistant and coordinating his/her duties, subject to approval by the Board of Directors.

Section 2. The Vice-Presidents shall perform such duties as shall be assigned to them from time to time by the Board of Directors and in the absence of the President, shall perform the duties of the President.

- a. The First Vice-President shall also be chairperson of the Membership Committee.
- b. The Second Vice-President shall also be chairperson of the Nominating Committee.

Section 3. The Secretary shall attend all Club and Directors meetings, keeping minutes therefore; provide access to meeting places and coordinate certain duties assigned to the Club's Administrative Assistant.

Section 4. The duties of the Treasurer shall be to receive and be custodian of all monies of the Club. He/she shall be the Treasurer of all committees of the Club and shall coordinate all funds of all the committees and Board of Directors; keep an accurate account, under their proper dates, of the amounts and sources of receipts and the amounts and purposes of disbursements, taking proper vouchers for the various items thereof. He/she shall, at such times as the Board of Directors may direct, present for examination all books, papers, vouchers, etc., that may be necessary to do a proper auditing of his/her accounts. The Treasurer shall also coordinate certain duties assigned to the Club's Administrative Assistant.

Section 5. Each Director shall actively serve on at least one committee each year and any other committees they are appointed to by the President.

Section 6. All Officers and Directors are expected to attend the Directors meetings and the general membership meetings and to take an active part in Club functions.

Section 7. The Officers, Directors and Committeemen shall serve without compensation.

ARTICLE V: FINANCES

Section 1. The fiscal year of the Club shall begin the first of January and end on the 31st of December at 12:00 AM.

Section 2. All funds of the Club shall be deposited by the Treasurer or upon his/her order in the name of the Stuart Sailfish Club, Inc., in such bank (s) or financial institution(s) as may be designated by the Board of Directors.

Section 3. All disbursements shall be made according to the Fiscal Policy of the Club.

Section 4. A thorough audit shall be made after the Annual meeting of each year when the books are closed for the fiscal year. The audit shall be made by an outside auditing firm. The report is to be on file in the office and made available to any member upon request.

Section 5. The Board of Directors may hire an Administrative Assistant at a salary to be determined by the Board of Directors.

Section 6. The monies received from lifetime members are to be placed in a separate "Lifetime" account and only the interest income therefore may be used for club expenses.

ARTICLE VI: COMMITTEES

Section 1. The President shall appoint such special and standing committees as he/she and/or the Board of Directors deem necessary, including the following and he/she shall be ex-officio member of all committees without vote:

- a. Tournament
- b. Membership
- c. Nominating
- d. Finance
- e. Rules
- f. Special committees as appointed by the President and as prescribed in the Rules and Regulations

Section 2. Standing and special committees shall perform such duties and may be vested with such authority as may be assigned them by the Board of Directors.

Section 3. All members of the committees, after notice of their appointment, shall give patient and diligent attention to the business entrusted to them and report to the Board of Directors at the next stated session subsequent to their appointment unless otherwise instructed by the Board of Directors.

Section 4. All committees must consist of at least three (3) members, unless specified in the Rules and Regulations.

ARTICLE VII: AMENDMENTS

Amendments to these By-Laws may be proposed and adopted by the members of the Stuart Sailfish Club, Inc. at any general or special meeting called for that purpose upon a two-thirds vote of the members present at said meeting, provided that written notice setting forth the proposed amendments and the time and place of meeting has been mailed/Emailed to each member entitled to vote at least ten (10) days before such meeting.

Adopted by a majority vote at General Meeting October 8, 2010.