

CAPE ROYALE
BOATING ASSOCIATION

BY-LAWS

ARTICLE I

PURPOSE

The purpose of the Cape Royale Boating Association (hereinafter referred to as "Association") is to:

1. Support and encourage the sports of power boating and sailing.
2. Promote good fellowship within our boating community.
3. Introduce youth to the sports of power boating and sailing.

ARTICLE II

BURGEE

The Association's Burgee shall be triangular in shape with the Cape Royale logo in red and white, and the letters C R B A in white overlaying a teal field as more completely set out in Appendix "A".

ARTICLE III

MEMBERSHIP

SECTION 1. ELIGIBILITY

All property owners in the Cape Royale Subdivision and adult members of their immediate families, as well as non-property owners who have been recommended by an Association Member in good standing, are eligible to hold a membership in the Association, subject to the qualifications of these By-Laws. The phrase "in good standing" shall mean a membership with respect to which there is no obligation owing to the Association more than thirty days past due.

SECTION 2. ADMITTANCE

All applications for membership shall be made on forms provided by the Membership Committee, accompanied by the application fee for such membership. New members shall receive one of the Association's Burgees, and shall have all pertinent membership data entered in the Association's records.

ARTICLE IV
ORGANIZATION

The Association shall consist of two Divisions, as set out below, each of which shall be represented by a Rear Commodore.

1. Power Boat Division
2. Sailing Division

Members are encouraged to participate in the activities of any or all of the Divisions.

ARTICLE V
INITIATION FEES, DUES AND ASSESSMENTS

SECTION 1. FEES AND DUES

Renewal of annual membership shall be in May of each year, and Membership Committee shall mail renewal notices to each member not less than 30 days in advance (April 1st). The first year's dues of a Member shall be considered an Initiation Fee, and the new Member shall be entitled to a Burgee without additional charge.

SECTION 2. ASSESSMENTS

Assessments may not be levied without a two-thirds affirmative vote of Members present and voting at any membership meeting called for that purpose.

SECTION 3. SCHEDULE OF DUES

The Annual Dues shall be Twenty-five Dollars per membership. Dues may be adjusted from time to time on a vote of at least two-thirds of the Members attending an Annual Meeting or a Special Meeting of the Association the agenda of which includes an item addressing Annual Dues.

ARTICLE VI
ASSOCIATION MEETINGS

SECTION 1. REGULATIONS

A. HEARING RIGHTS

All members shall be entitled to attend and to be heard.

B. VOTING RIGHTS

Only Members in good standing shall have the right to vote.

C. PROXIES

Proxies for the election of Officers and Governors and votes upon questions under consideration may be presented and counted at Annual or Special Meetings provided that the proxy:

- (1) Is in writing, and
- (2) Specifies the candidates and questions and the vote to be made, and
- (3) Is signed by a Member in good standing.

D. QUORUM

The number of Members necessary to constitute a quorum for the transaction of business at any Annual or Special Meeting of the Association shall not be less than five percent (5%) of the Members of the Association whether present in person or by proxy.

E. RULES OF ORDER

Robert's Rules of Order Revised (latest edition), where not inconsistent with these By-Laws, shall govern at all meetings of the membership and the Board of Governors. Except as otherwise provided herein, all questions shall be determined by a majority of the votes cast exclusive of that of the Chair. In case of a tie, the Chair shall cast the deciding vote.

SECTION 2. ANNUAL MEETING

A. PURPOSE

The Annual Meeting of the membership shall be held for the purpose of electing Officers and Governors and transacting such other business as may properly come before such meeting.

B. PLACE

Such meeting shall be held at the Community Room at Cape Royale unless called by the Board of Governors at another place.

C. DATE

Such meeting shall be held during the month of November of each year.

D. NOTICE

A notice stating the time, place and business to be transacted, including election of Officers and Governors and any proposed By-Laws changes, shall be mailed to all Members in good standing at least fifteen days in advance of such meeting, and shall be deemed to be given when mailed either in the U. S. Mails or by electronic mail to an address provided by the Member.

E. AGENDA

The agenda of the Annual Membership Meeting shall be as follows:

- (1) Call to order
- (2) Reading of the minutes of the previous meeting
- (3) Election of Officers and Governors
- (4) Amendment of By-Laws
- (5) Reading of Communications
- (6) Reports of Officers
- (7) Report of Board of Governors
- (8) Reports of Standing Committees
- (9) Reports of Special Committees
- (10) Unfinished Business
- (11) New Business
- (12) Adjournment

F. ELECTION TO OFFICE

- (1) Nomination of Candidates

Nomination of any Member in good standing as a candidate to any elective office of the Association may occur by:

- (a) Nomination by the Nominating Committee with the name of the Nominee to appear on ballot.
- (b) A write-in vote on the ballot,. such write-in to be counted as one (1) vote for such person for such elective office.
- (c) Nomination from the floor by a Member in good standing.

(2) Election

A Nominee receiving a plurality of the eligible votes cast for any office shall be elected to such office.

(3) Effective Date of Office

Newly elected Officers and Governors shall assume the functions and responsibilities of their offices immediately following their election.

SECTION 3. SPECIAL: MEETINGS

A. BOARD ACTION

Special Meetings of the membership may be called by the Board when in its judgement such action is deemed necessary.

B. MEMBERSHIP REQUEST

The Board shall call a Special Meeting to be held within sixty days of a written request made to the Board and signed by at least twenty percent (20%) of Members in good standing.

C. NOTICE

A notice stating the time, place and business to be transacted shall be mailed to all Members in good standing at least fifteen days in advance of such meeting and shall be deemed to be given when mailed either in the U. S. Mails or by electronic mail to an address provided by the Member.

D. BUSINESS

Only business as published in the notice shall be considered or transacted.

ARTICLE VII

BOARD OF GOVERNORS

SECTION 1. MEMBERS

There shall be a Board of Governors which shall consist of the Immediate Past Commodore, Commodore, Vice Commodore, Rear Commodores, Secretary, Treasurer, and three Governors who are not Officers, all of whom shall be Members in good standing. At least one Non-Officer Governor shall be elected at each Annual Meeting (two in odd-numbered years) in the same manner as Officers, for a two-year term, or until their successors are elected and qualified.

SECTION 2. AUTHORITY

- A. Except as herein provided, the Board shall have entire authority in the management of the Association's affairs, its finances and general control of all Association property. All rights and powers connected therewith shall be vested in the Board.
- B. The Board shall supervise the Association's finances and regularly examine reports of the Treasurer and of the various Committees.
- C. The incurring of obligations and indebtedness other than those of a routine nature, shall be approved by the Board, and resolutions covering authorization of such obligations shall be entered in the minutes of the Board.
- D. The Board shall make rules for its procedures and for supervision of the various Committees and such rules as it deems proper respecting the use of the Association's property, and shall fix any penalties for offenses against these rules..

SECTION 3. MEETINGS

The Board shall hold Regular Meetings at a location in Cape Royale. Special Meetings of the Board may be called by the Commodore, or a majority of the members of the Board, and may be held only after notification by U. S. Mail or electronic mail has been given at least three days in advance of such meeting by the Secretary to all members of the Board. Six members of the Board shall constitute a quorum at any Regular or Special Meeting.

SECTION 4. VACANCIES

The death of any Officer or Governor, or the action of any such person in neglecting to perform or discharge the duties pertaining to his or her position, or the absence of any such person from meetings without reasonable excuse may be accepted by the Commodore as a resignation from office. Any vacancy in an elective office shall, within thirty days, be filled by the Board until the next Annual Meeting.

ARTICLE VIII

OFFICERS

SECTION 1. REGULATIONS

A. ELECTION

All Officers shall be elected by ballot at the Annual Meeting.

B. TERM

All Officers shall hold office for a term of one year or until their successors are elected or are otherwise selected in accordance with the By-Laws.

C. ROTATION

Officers shall not be elected to the same office for more than two consecutive years.

SECTION 2. DUTIES

A. COMMODORE

- (1) Take command of the fleet
- (2) Serve as Chairman of the Board in presiding over all meetings of the Association.
- (3) Preserve order.
- (4) Direct that the By-Laws are strictly enforced.
- (5) Appoint all Standing Committee Chairs subject to the approval of the Board.
- (6) Be a member ex-officio of all committees.
- (7) Assign the responsibility to coordinate the activities of committees to the other Officers.

B. VICE COMMODORE

- (1) Assist the Commodore in the duties of his office.
- (2) Officiate during the Commodore's absence, exercising full powers of the office until:
 - (a) The Commodore returns, or
 - (b) Other provision is made by the Board.

C. REAR COMMODORES

Two Rear Commodores shall be elected each year, one each for the two Divisions provided for in Article IV. These Officers shall be responsible, subject to Board approval, for initiating, organizing, and carrying out all activities appropriate to their respective Divisions. In addition they shall:

- (1) Appoint committees to assist in the activities of their Divisions.
- (2) Plan activities sufficiently in advance so that adequate publicity for each event may be given to the membership.
- (3) Assist the Commodore and Vice Commodore in the discharge of their duties.
- (4) Officiate in the absence of such two officers and exercise their full powers until one of them returns or until other provision is made by the Board.

D. SECRETARY

- (1) Keep minutes of Association meetings and Board meetings in books provided for those purposes.

- (2) Prepare meeting agendas for approval by the Commodore for all Membership and Board meetings.
- (3) Have custody of all records and documents of the Association.
- (4) Keep a correct record of the Members, their addresses, and dates of membership, which record shall constitute the Association's official Membership List.
- (5) Prepare and publish a roster of the membership as directed by the Board.
- (6) Conduct the correspondence of the Association.
- (7) Give notice of meetings of the Association and, in case of Special Meetings, state the business intended.
- (8) Notify Members of their election to office.
- (9) Perform such other duties as may be directed by the Association, the Commodore, or the Board.

E. TREASURER

- (1) Ensure collection of all dues and monies owing to the Association.
- (2) Oversee the disbursement of funds to settle Association liabilities.
- (3) Either personally sign all checks drawn on Association accounts, or ensure accounts are drawn upon only by signatories authorized by the Board including but not limited to the Commodore and Vice Commodore.
- (4) See that a correct and comprehensive set of books is kept of the Association's financial affairs including a cash book, general ledger, membership ledger, and any other books and records as dictated by the Board.
- (5) Present at each Regular Meeting of the Board a report and detailed account showing the financial condition of the Association.
- (6) Prepare and distribute with the Notice of Annual Meeting summarized year-to-date financial statements to each Member.
- (7) Distribute to each Member at the beginning of each calendar year a summary of the budget as approved by the Board for the coming year.
- (8) Furnish all necessary financial documents of the Association as may be required by the Board.
- (9) Perform such other services as may be required by the Commodore or by the Board.
- (10) Ensure that all taxes, Federal, State and County, are paid or reported to the Board and supervise the preparation of all reports incident to same.
- (11) Oversee any special charges, restrictions and covenants mandated by the membership of the Association.

F. SECRETARY / TREASURER

The roles of Secretary and Treasurer may be filled by one individual.

ARTICLE IX

COMMITTEES

SECTION 1. GENERAL

A. ORGANIZATION

Committees shall be appointed annually by the Commodore subject to the approval of the Board, except for the Nominating Committee which shall be appointed by the Board. Committee Chairs shall report to and cooperate with the Officer to whom the duty of coordinating their Committee's function is delegated by the Commodore or called for by these By-Laws. Any Member may serve on these Committees.

B. AUTHORITY

Subject to overall control of the Board, the Committees shall have the duties and authority set forth in this article. No Committee may establish any rule without the express approval of the Board. Any authorized single expenditure or contract entered into by a Committee in excess of an amount previously budgeted must be approved by the Board. Any expenditure by a Committee must be approved by its Chair.

SECTION 2. STANDING COMMITTEES

A. FINANCE COMMITTEE

- (1) Shall consist of Commodore, Vice Commodore, Treasurer.
- (2) Shall in January of each year submit to the Commodore an Annual Budget with input from each Rear Commodore and Committee for approval by the Board.

B. PROPERTY OWNERS ASSOCIATION COMMITTEE

- (1) Shall consist of at least one Member, who shall serve for one year.
- (2) Advise the Board on all POA matters which may be of interest to Association.
- (3) Advise the POA Board on all Association matters which may be of interest to the POA.

C. SOCIAL AND ENTERTAINMENT COMMITTEE

- (1) Shall consist of at least three Members, each of whom shall serve for a term of one year.
- (2) At the beginning of each year, shall present for Board approval a program of social and entertainment activities for the upcoming year.

- (3) Shall organize and supervise all activities which have been approved (other than those originated and conducted by Rear Commodores within their specific Divisions).
- (4) Within fifteen days following any activity deliver to the Treasurer an accounting of the income and expenses resulting from the activity, together with the funds representing any surplus generated or bills representing any shortfall.

D. MEMBERSHIP COMMITTEE

- (1) Shall consist of at least one Member, and each Committee member shall serve for a term of one year.
- (2) Shall forward monthly to the Secretary all applications for membership received during the preceding month and an updated membership roster.
- (3) Shall within 30 days of receipt of an application for membership, which is accompanied by the required application fee, mail notice of membership acceptance and a CRBA burgee to the new member.
- (4) Shall devise and carry out a program to recruit new Members.
- (5) Shall devise and carry out a program to ensure maximum renewal memberships.
- (6) Shall advise the Board on all matters pertaining to membership.

E. PUBLIC RELATIONS COMMITTEE

- (1) Shall consist of at least one Member, who shall serve for a term of one year.
- (2) Shall publish not less often than quarterly the Association newsletter, to be called the *Foghorn*.
- (3) Shall devise a program for presenting the Association to the public, both within and outside Cape Royale, and implement the program by providing for suitable publicity in all appropriate media in the form of photographic and printed material.
- (4) Provide appropriate copy to the editor of the Cape Royale newsletter covering the progress and activities of the Association for inclusion in every issue of said newsletter.

F. NOMINATING COMMITTEE

- (1) Shall consist of the immediate Past Commodore as Committee Chair and at least two other Members, at least one of whom shall be a Member who is not a member of the Board.
- (2) Shall present to the Commodore no later than October 31st the names of thoroughly qualified Members sufficient to fill all elective positions of the Association. Nominees shall be carefully selected as to their ability and interest. Their willingness to serve is to be determined in advance.

- (3) Following approval of the Board, shall no later than two weeks prior to the Annual Meeting mail to all Members a ballot showing the names of all candidates for election.

ARTICLE X

BY-LAW CHANGES

SECTION 1. RULES

These By-Laws may be amended, altered or repealed at any Annual or Special Meeting of the membership of the Association as follows:

- A. Amendment, alteration, or repeal must be proposed in writing, at least thirty (30) days prior to submission to the Membership, either:
- (1) By the Board, or
 - (2) By at least twenty (20) Members in good standing, who shall forward the proposed change to the Board, along with a statement of purpose.
- B. Notice of any meeting to consider a proposed By-Law change shall be given to the Membership in accordance with Article VI. and shall state the proposed change and whether the Board recommends approval or disapproval.
- C. After proposal and notice as set forth above, such change shall be adopted upon affirmative vote of two-thirds of the Members casting votes.

SECTION 2. EFFECTIVE DATES

The By-Laws as amended, altered or repealed shall supersede all prior By-Laws of the Association and shall:

- A. Be signed and certified as to the date and place of adoption by the Chair and the Secretary acting at the meeting.
- B. Become effective immediately following the adjournment of the membership meeting at which they were adopted.