

BY-LAWS
OF
HILLSBORO INLET SAILING CLUB

Article I - Name

The name of this organization shall be HILLSBORO INLET SAILING CLUB.

Article II - Object

The object of the HILLSBORO INLET SAILING CLUB shall be to develop, encourage and stimulate interest in sailing in the Hillsboro Inlet area, to promote fellowship and camaraderie among the sailors of this area and visiting sailors, and by all possible means to promote the interest and pleasures of the members.

Article III - Members

Section 1. There shall be four (4) classes of membership in this Club: Single, Household, Honorary, and Honored Commodores Lifetime Membership. The membership shall consist of men and women who shall qualify for membership as hereinafter provided.

Section 2. A candidate for membership must be proposed by two (2) members of this Club and elected by the Governing Board acting upon the recommendations of the Membership Committee and interviewing separate Board Member.

(a) Single Membership: Every single member shall have one (1) vote.

(b) Household Membership: Shall consist of one (1) registered adult with dependents residing in the same household or two (2) registered adults residing in the same household and all of their household who are dependents. Each adult is entitled to one (1) vote (a maximum of two (2) votes per Household Membership). Household Membership eligibility is subject to verification at time of interview by interviewing Board Member. Acceptable forms of verification are driver's licenses, voter registration cards, state-issued photo ID, or passports.

Section 3. Special Membership:

(a) Honorary Membership: The Governing Board from time to time may recommend a person or persons for Honorary Membership. Honorary Members shall be elected by the membership. Honorary Members shall not be subject to the payment of initiation fees nor dues. They shall not be entitled to vote nor to hold office and shall be carried in the roster as "*Honorary Member*".

(b) Honored Commodore's Lifetime Membership: Shall be awarded to any past Commodore with 25 years of paid membership. Commodores and spouses so honored shall not be subject to the payment of dues. The Commodore and spouse shall have full voting rights (maximum of two (2) votes). In the event that a Commodore so honored predeceases his/her spouse, the spouse shall retain the special membership. The Commodore and spouse shall be carried in the roster as "Honored Commodore – Lifetime Member".

Section 4. Membership Cards: Membership cards shall be issued annually reflecting the period for which said card is valid, provided that no person shall be issued a membership card unless his/her dues are paid.

Said cards shall bear the signature of the Commodore and shall be accepted as prima facie evidence of membership at any club function or activity.

Section 5. Nonmembers may be placed on the mailing list upon application of a member (subject to review by the Board) and payment of a subscription fee determined by the board.

Article IV - Officers and Commodore

Section 1. Elective Officers: The elective officers of this Club shall be the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer. No one person may hold more than one of these offices at the same time, nor may they be a general member of the Governing Board at the same time. These officers shall also be known as the Flag Officers. Term of office shall be for one (1) year. Officers may serve for more than one (1) term, but may not hold the same office for more than two (2) consecutive terms; provided, however, an officer may hold an office for a partial term and two (2) full terms.

Section 2. Governing Board: There shall be a Governing Board consisting of the incumbents of all elective offices, the past Commodore, four (4) general members and the Staff Commodore duly elected from the Staff Commodore's Advisory Committee. Two (2) of the four (4) general members shall be elected each year and will serve for two (2) years. Said additional members shall be especially familiar with and well versed in the activities of the Club. All members of the Governing Board shall have been active members for at least three (3) years. Any or all vacancies on the Governing Board shall be filled in accordance with Article V, Section 6(d) of these Bylaws.

Section 3. Nominating Committee: A Nominating Committee of three (3) members shall be elected on a revolving basis, with one (1) member retiring and a new member being elected annually at the NOVEMBER meeting. No member of the Governing Board may serve on the Nominating Committee. The incoming member shall have been an active member for at least five (5) prior consecutive years.

Section 4. Auditing Committee: An Auditing Committee of three (3) members shall be elected on a revolving basis, with one (1) member retiring and a new member being elected annually at the NOVEMBER meeting. Members serving should be familiar with accounting procedures. The Treasurer shall not be a member of the Auditing Committee. The Audit Committee shall meet no more than sixty days after the Change of Command.

Section 5. Appointed Committees: The incoming Commodore shall appoint committees and chairmen who shall perform such duties as the Commodore shall direct, and they shall serve for the period of one (1) year at the pleasure of the Commodore.

Section 6. No member shall be elected to the Flag Office of Commodore, Vice Commodore, or Rear Commodore unless said member or spouse owns a sailing yacht at the time of election. The Treasurer and Secretary are exempt from boat ownership. Such Flag Offices shall be open to both men and women.

Article V - Duties and Powers of Officers and Committees

Section 1. Commodore: The Commodore shall be the Executive Officer, shall preside at all meetings of this Club and of the Governing Board, and shall perform such other duties as may be required by the Governing Board or the Bylaws of this Club. The Commodore shall be an ex-officio member of all committees.

Section 2. Vice Commodore: Shall assist the Commodore in the discharge of his/her duties and shall act in his/her absence with full power.

Section 3. Rear Commodore: Shall assist the Commodore and Vice Commodore in the discharge of their duties and act in their absence with full power. The Rear Commodore shall be responsible for supervision and oversight of the HISC Race Program, Race Chairman and Committees.

Section 4. Secretary: The Secretary shall:

- (a) Keep a record of all proceedings of Club and of the Governing Board, and of all matters of which a record may be deemed advisable, in books belonging to the Club.
- (b) Keep records, minutes and books at all reasonable times open to inspection by any member.
- (c) File and preserve all documents, records reports, and communications connected with the business of this Club. Board Minutes shall be posted on the HISC website for review within one week of said meeting.
- (d) Perform such other appropriate duties may be assigned by the Commodore or the Governing Board.

Section 5. Treasurer: The Treasurer shall:

- (a) Collect and hold in the name of this all monies receivable by and belonging to this Club.
- (b) Pay all bills contracted by this Club which shall be certified correct by the Governing Board or by the chairman of any committee which has contracted for any such bill by virtue of any appropriation by the Governing Board.
- (c) Keep a true and complete record of monies and property of this Club received by him/her and all dispositions made by him/her of said monies and property.
- (d) Club funds are to be divided between two accounts. The first account will be designated the operating account. It will contain sufficient funds to cover the short-term financial obligations of the club and represent no more than ten percent of the total HISC funds. Disbursements from this account will require only the Treasurer as sole signatory. The second account will be termed the reserve account and will contain the balance of said funds. Transfers or disbursements from this account will require both the Treasurer and Commodore as signatories.
- (e) Make a report at the general meeting each month of all his/her receipts and disbursements, at such other times as the Governing Board or the Commodore may direct.
- (f) Prepare a Balance Sheet and Income Statement at the end the fiscal year or close of his/her term of office, at least once each twelve (12) months. Statement to be read to the membership at the APRIL meeting.
- (g) See that a notice on dues for the year is included in the NOVEMBER issue of Outlet
- (h) Responsible to make sure assets lists are maintained by the person(s) in possession of Club assets and present to the Audit Committee.
- (i) Responsible to make sure appropriate State and Federal Tax-Exempt returns are filed on a timely basis.
- (j) Perform such other appropriate duties as may be assigned to him/her by the Governing Board or the Commodore.

Section 6. Governing Board: Any member of the Governing Board who fails to attend two (2) consecutive meetings of the Governing Board without good and sufficient reason being given to the Commodore shall be automatically dropped from office and/or Governing Board. The Governing Board shall:

- (a) Have general charge of the policy and management and finances of this Club; be vested with and have custody of all the property of this Club; appropriate such sums as may be deemed advisable within its current resources for the interests of this Club.
- (b) Carry on all interim business for the Club with all actions of the Board being subject to review by the general membership. Specifically, the minutes of the Governing Board shall be kept open to inspection at reasonable times to the general membership. A majority vote at the general meeting shall be required to reverse any action taken by the Board. The Commodore shall not vote at a general meeting except in the event of a tie.
- (c) Elect new members as provided in these Bylaws.
- (d) Fill any vacancy in an elective office of the Club or on the Governing Board, by a majority vote of those members present at any meeting of the Board. A person so elected shall hold office until the next regular or special meeting of the Club, at which time the general membership shall vote on the matter. Additional nominations for this post may be made from the floor. If the general membership does not duly elect a successor, the person elected by the Board shall hold office until his/her successor is duly elected.
- (e) Designate depositories in which this Club's funds shall be kept.
- (f) Can determine the quarterly balance of the operating account based on the projected income and expenses.
- (g) Have jurisdiction of all disciplinary matters.
- (h) Enforce the authority given to it under these Bylaws.
- (i) Take action necessary to conserve the best interests of this Club.

Section 7. Nominating Committee: The Nominating Committee shall:

- (a) Select one (1) candidate for each elective office, and one (1) candidate to replace each retiring member of the Governing Board.
- (b) Notify the Commodore of its first meeting and invite him/her to be present in his/her capacity of ex-officio member of all committees and shall hear his/her recommendations for future officers. The Committee may question the Commodore regarding the standing and abilities of any other members under consideration. This Committee shall be in no way obligated to follow the recommendations of the Commodore. The Commodore shall not be present at the time the Committee votes upon the names of members to be presented for candidacy.
- (c) Make its written report to the Club at the OCTOBER meeting and make the report available to the editor of the Inlet Outlet by OCTOBER 15. The report shall be a part of the permanent records of this Club.

Section 8. Auditing Committee: The Auditing Committee shall:

- (a) Examine the accounts of the Treasurer.
- (b) Certify and verify the Financial Statement as submitted by the Treasurer at the close of each fiscal year.

- (c) Require a Financial Statement with balanced books upon his/her termination, should the Treasurer not serve a full term.
- (d) Check the Balance Sheet and Income Statement and make sure that it is complete, including all assets, liabilities, inventories and any and all other properties of this Club.
- (e) Make a general report to the general membership at the APRIL meeting after completion of the audit, such Statement and Report to be approved by the general membership.

Section 9. Duties of committees appointed by the Commodore:

- (a) Ocean Race Committee: Shall concern itself with racing schedules, boat ratings other than PHRF, trophies and any and all matters relative to ocean racing. This Committee shall hold a minimum of one (1) meeting per year of boat owners and skippers to hear their desires regarding racing.
- (b) Protest Committee: Shall hear and rule on all racing protests properly brought before it.
- (c) PHRF Handicap Committee: Shall assign PHRF handicaps to boats requesting such and shall be our representative to the Board of PHRF of SEF.
- (d) Crew Pool: Shall work with the Race Committee on boat crews for races, cruises and related matters.
- (e) Youth Sailing Committee: Shall manage the youth sailing program, schedule races, instructions, trophies and all related matters.
- (f) Cruise Committee: Shall arrange and schedule cruises for the Club. Shall advise and/or plan such cruises and related matters.
- (g) Entertainment Committee: Shall concern itself with after race parties, picnics, suppers and similar matters. After race parties to be coordinated with the Race Committee. Shall submit entertainment recommendations to the general membership for approval.
- (h) Judge Advocate: Shall advise on amendments to the Bylaws, on matters of parliamentary procedure, and otherwise advise on all legal matters. Shall use Robert's Rules of Order (most recent revised edition) for any procedure not specifically set forth in these Bylaws.
- (i) Program Committee: Shall arrange a program to be presented after each monthly meeting when such program or programs are requested by the Commodore. Programs to be related to boating activities.
- (j) Inlet-Outlet Editor: Shall be the editor of the Club's online monthly newsletter to be called the Inlet-Outlet. Shall see that information concerning the Club is posted on the HISC website and forwarded via email to the members as a digital version of this newsletter. Shall publish such information in the Inlet Outlet as requested by the Flag Officers, Governing Board and/or Committees. See that the required notices of all meetings of this Club or of the Governing Board are posted on the website or emailed out, when required to do so.
- (k) Membership Committee: Shall consist of a member in good standing especially familiar with the purposes of the Club. The Membership Committee shall:
 1. Examine the membership application of candidates for membership in this Club.
 2. Report to the Governing Board on the candidates.
 3. Notify each new member of his/her election to this Club.

4. Convey the list of successful candidates for membership to the Inlet Outlet editor and Roster Committee.
5. Shall maintain the proper and current Club mailing list.
- (l) Sportsmanship Committee: The Sportsmanship Committee shall:
 1. Promote sportsmanship and sportsmanlike conduct on and off the race course.
 2. When appropriate, nominate an HISC member as the Sportsman of the Year.
 3. Present the successful candidate for the Sportsmanship Award to the general membership at the annual Change of Command Dinner Dance.
- (m) Roster Committee: Shall keep and publish a roster of the names, addresses, telephone numbers, ranks, and boat names of members, email addresses and any other information requested by the board.
- (n) Webmaster. Maintain and update the Club's website.
- (o) Additional committees as requested by the Commodore with the approval of the Governing Board.

Section 10. Staff Commodore's Advisory Committee: The Staff Commodore's Advisory Committee shall:

- (a) Consist of the Past Commodores.
- (b) Meet once a year during the month of JANUARY.
- (c) Elect one of its members (other than the immediate past Commodore) to be a voting member of the Governing Board. Such office to be held for one (1) year, and not more than two (2) consecutive years.
- (d) Give advice and recommendations to the Commodore and Governing Board on matters of interest to the Club.

Article VI - Dues

Section 1. The annual dues of all members shall be for a calendar year and shall be determined by the Governing Board and be submitted to the general membership for approval at the OCTOBER meeting.

Section 2. The Governing Board shall determine whether or not an initiation fee is to be charged to new applicants for membership. Governing Board to determine the amount of such fee.

Section 3. The annual dues and initiation fee, if required, of each applicant for membership shall be paid at the time of filing application. Should the applicant not be elected to membership, these dues and fees shall be promptly refunded. Household Memberships shall pay only one (1) initiation fee.

Section 4. Dues paid by a member elected after NOVEMBER 1 in any year shall include a period of one (1) year from JANUARY 1 next ensuing. The Governing Board shall decide on any question of pro rata dues.

Section 5. Any member in arrears for dues on FEBRUARY 1 shall be removed from membership.

Section 6. In the event that a member who is a member by virtue of Household Membership should leave the immediate household or no longer be a dependent, such member may continue membership until the year's end, and may continue membership for the following year and thereafter by payment of the annual dues when they become due. No new initiation fee will be required under this section. In the event of dissolution of

marriage, membership shall continue for both members until the current year's end, and then each may continue membership by payment of the annual dues thereafter. No new initiation fee will be required.

Article VII - Termination of Membership

Section 1. Termination of membership shall operate as a release of any right, title to or interest in the assets of this Club. Any elective or appointive office held by said member shall also terminate with membership in this Club.

Section 2. During the first sixty (60) days after termination, reinstatement may be granted by the Governing Board upon payment of the annual dues. After the above sixty (60) day period, a new application and initiation fee are required.

Article VIII – Meetings and Notices

Section 1. Notices published in the Inlet Outlet shall be considered official written and mailed notices.

Section 2. General Meetings:

- (a) A general meeting of the Club shall be held once each month throughout the year. The Governing Board will determine the time and location of said meetings. If circumstances preclude a physical meeting, then an online web meeting may be substituted at the discretion of the Governing Board.
- (b) Notices of general meetings shall be emailed to the last known email address of each member before such meeting.

Section 3. Governing Board Meetings: A regular meeting of the Governing Board shall be held each and every month.

- (a) The Commodore shall designate the time and place of the Governing Board meeting, if circumstances preclude a physical meeting, then an online web meeting may be substituted at his/her discretion.
- (b) Notices of Governing Board meetings shall be given to each Board member via email at least one (1) week before such meeting.

All Staff Commodores may attend Board meetings but not vote, unless they are also an elected member of the Board.

Section 4. Special Meetings.

- (a) Special meetings of this Club or the Governing Board may be called by the Commodore or a majority of the Governing Board, in their discretion, or shall be called by the Secretary upon written request of five (5) or more members.
- (b) Notices of special meetings of the Club shall be mailed to the last known address of each member at least ten (10) days before such meeting.
- (c) The notice of any special meeting shall state the subjects to be brought up for action at such meeting. No other matter shall be acted upon.
- (d) Notices of special meetings of the Governing Board shall be contacted via phone, email or other available methodology mailed to the last known address of each member of the Governing Board at least two (2) days before such meeting. Notice may be waived by Board members.
- (e) Attendance at special meetings of the Governing Board shall be restricted to members of the Governing Board except when members are invited by a majority of the Board.

Article IX - Quorum

Section 1. Twenty-five (25) members, including at least one (1) elective officer, shall constitute a quorum at any called general or special meeting of this Club.

Section 2. Six (6) members shall constitute a quorum at any called meeting of the Governing Board.

Article X - Order of Business and Rules of Order

Section 1. At a regular meeting, the following order of business shall be observed:

- (a) Roll call or count of members for quorum present.
- (b) Introduction of guests and also new members.
- (c) Reading of a summary of the minutes of previous Board meeting.
- (d) Treasurer's Report.
- (e) Reports of other officers.
- (f) Reports of committees and/or chairmen.
- (g) Unfinished business.
- (h) Reading of any communications pertaining or of interest to the Club.
- (i) New business.

Section 2. Except as otherwise provided, all questions shall be determined by a majority vote. The Commodore shall cast the deciding vote in case of a tie, except when the yeas and nays are ordered, in which case he shall vote when his/her name is called. If the result is then a tie, the motion shall be declared lost.

Section 3. Except as provided in Article XI, Section 6(b), if any two (2) members shall request, the yeas and nays shall be called upon any question, whereupon each member present shall vote as his/her name is called, without debate, unless excused from voting by the Commodore and the vote so taken shall be recorded in the minutes.

Section 4. All questions of parliamentary procedure not herein provided for shall be determined in accordance with Robert's Rules of Order (most recent revised edition). The Judge Advocate shall recommend procedure to the Governing Board, who will be the final authority in the matter.

Article XI - Nominations and Elections

Section 1. At the NOVEMBER meeting of the general membership each year, one (1) member of the Auditing Committee and one (1) member of the Nominating Committee shall be elected to replace the retiring member, in accordance with the provisions of Article IV, Sections 3 and 4.

Section 2. The Nominating Committee shall present its slate to the membership as provided in Article V, Section 6, at the OCTOBER meeting. Opposition slates will be accepted at the NOVEMBER meeting from the general membership and then the nominations closed at that time.

Section 3. Elective officers, Governing Board members and Nominating and Auditing committee members shall be elected at the NOVEMBER meeting after nominations are closed.

Section 4. Officers and Board members and committee members elected at the NOVEMBER meeting shall be duly installed at the MARCH meeting and shall hold office until their successors are duly-elected and installed.

Section 5. A vacancy occurring in any elective office, elective committee (Nominating and/or Auditing) or board shall be filled in accordance with the provisions of Article V, Section 6(d).

Section 6. Elections:

(a) All elections to membership in this Club shall be by the Governing Board.

(b) All general elections may be taken by via voice, by show of hands, by ballot or by yeas and nays (on roll call). Method used to be at the option of the Commodore. If majority of members disagree with method suggested by the Commodore, vote on method to be called. Majority vote necessary to pass on the method.

Article XII - Discipline

Charges made against any member for failure to discharge his/her obligations to this Club, or the rules and regulations of the United States relating to the operation and navigation of yachts or for conduct unbecoming to a member shall be made in writing addressed to the Governing Board. The Governing Board, after a hearing or upon review of the findings, shall have the power to dismiss the charges or, in its discretion, to censure, suspend or expel the member accused or to request such member to resign. If the member shall fail to resign within ten (10) days after the mailing of such request to his/her last known address, the Board may expel such member without further notice of proceedings.

Article XIII-Policy

Section 1. It shall be the policy of this Club, if at all possible, to confine the business meeting each month to a maximum duration of one (1) hour.

Section 2. It shall be the policy of this Club, so far as possible, to balance the budget.

Article XIV - Club Burgee and Flags

Section 1. The Club Burgee shall be of such color and design as shall be approved by the general membership at a regular meeting.

Section 2. A member of the Club shall display the Burgee of this Club in the manner in which a yacht club Burgee should be displayed in accordance with local customs. Any questions on this matter to be determined by the Governing Board or in accordance with practices established by USSA.

Section 3. Flag Officers shall fly their proper flag as determined by the Governing Board or in accordance with local practices.

Article XV - Charter Members

Any member whose application for membership and whose initial fee of Ten Dollars (\$10.00) was paid by May 6, 1971 shall be considered a charter member of this Club and shall be entitled to an appropriately inscribed certificate certifying such fact.

Article XVI - Amendments

Section 1. Bylaws may be amended after approval of the Board by a two-thirds (2/3) vote of the membership present at any regular or special meeting of the membership, provided the proposed amendment or new Bylaw be stated in full in the notice of the meeting.

Section 2. After any amendment or new Bylaw shall become effective, a notice of same shall be sent to each member.

APPROVED by the Governing Board unanimously on July 1st, 2021 and by the General Membership on November 11th, 2021