BY-LAWS

OF SOUTHPORT SAILING, INC.

(Revised April 2022)

ARTICLE I - TITLE

Section 1: The name of the corporation shall be "Southport Sailing, Incorporated," also known as "St. James Boat Club" (DBA), hereafter referred to as the "Club." The Club shall operate using the name "Southport Sailing & Boat Club."

ARTICLE II - PURPOSE

Section 1: The Club is formed to foster, promote, and encourage boating, friendship, social events, and enhance the memberships' enjoyment of boating activities.

ARTICLE III – CLUB MEMBERSHIP & DUES

Section 1: The Club shall be comprised of the following membership classes and numbers:

Household Membership	100 maximum
Honorary Membership	5 maximum
Membership Wait List	20 maximum

HOUSEHOLD MEMBERSHIP

Section 2: Household Members shall be those persons elected to the Club. An applicant for Household Membership shall pay the annual dues upon election to the Club; and, thereafter, shall have the right to vote, hold office, and participate in all Club functions.

Section 3: Household Membership shall constitute husband and wife, or adult domestic partner, and unmarried children under 21 years of age, residing in the same household. Each spouse or domestic partner is limited to one (1) vote each totaling a maximum of two (2) votes. Each must cast his or her vote individually. Those members delinquent in monies due or suspended by the Board shall be considered "not in good standing", and, therefore, not eligible to vote on any Club business or election.

Section 4: The club shall maintain its Household Membership in two categories: Boat owners and non-boat owners.

a) The makeup of the Household Memberships shall be managed to maintain a minimum of 67% boat owners.
b) During a given year, notations to the Club roster shall be made when members buy or sell a boat. These changes may affect the order in which new members are chosen off of the Membership Waiting List (MWL) when an opening is presented.
c) Members with "ownership rights" to a boat throughout the year will be considered boat owners (e.g., annual rentals / Freedom Boat Club / Equity or Part Ownership, etc.).
d) The Board of Directors will have the final decision on classifying which applicant is or is not a boat owner based on the above.
e) In order to maintain the boat owner minimum membership level of 67%, priority will be given to boat owner applicants at the beginning of each membership cycle and throughout the year for those on the Membership Wait List (MWL).

HONORARY MEMBERSHIP

Section 5: The Governing Board may elect persons who have rendered distinguished public service to the community or to the Club for Honorary Membership. Persons elected to Honorary Membership shall pay no dues, shall not vote, or hold elected office, and are elected for the term stated by the Board at time of such election.

MEMBERSHIP WAIT LIST

Section 6: Should the Club reach its maximum number of memberships, as stated in Section 1 above, prospective members can be placed on to a Membership Wait List (MWL). Position on the MWL shall be determined by the Board of Directors based on when the completed application was received and the status of boat ownership of each prospective member.

ANNUAL DUES

Section 7: The Club dues, or other fees shall be fixed annually by majority vote of the Board.

ARTICLE IV - MEMBERSHIP APPLICATION

Section 1: Candidates for membership must be proposed in writing by one member in good standing and endorsed by one additional member in good standing. The persons proposing a candidate must do so with a written letter setting forth their knowledge of the personal background of the applicant and forward it to the Membership Director or Secretary. The nomination should be complete in detail providing the Board sufficient information on which to consider the applicant. Full name, mailing address, e-mail address, home and mobile phone numbers, residence history, family members, boating experience, vessel owned with details, specific interests in the Club, and willingness to participate in specific areas of Club activities should be outlined. Each nominee must have participated in at least one Club event or activity as a guest; and details should be indicated within the application letter.

ARTICLE V - MEMBER RESPONSIBLITIES

Section 1: All Members and unmarried children under the age of 21 shall be entitled to full privileges of the Club. However, all will adhere to the guidelines of each event.

Section 2: Each voting member of the Club shall be placed on an "Event Committee." Each Event Committee shall select event co-leaders. The purpose of "Event Committees" is to promote involvement by all members in the activities of the Club, to foster friendships and promote social relationships. The function of these "Event Committees" will be to plan, organize, and follow through on Club events as directed by the Board.

Section 3: Guests of a member shall be extended the privileges of the Club at the request of the Member. Members may invite guests subject to space availability and the specific event provisions regarding guests.

Section 4: All Members are required to participate in Club activities. The Club's Membership Director will monitor members' attendance at Club arranged events to ensure that everyone attends events. To ensure fairness to potential Club members that are on the "waiting list,"

All members shall attend at least two (2) events per year.

Members unable to meet this commitment will be subject to Board review and may be required to relinquish their membership due to non-participation. Extenuating circumstances will be considered.

Section 5: Neither a person whose application for membership in the Club has been denied, nor any person whose membership has been terminated by the Board, shall be entitled to guest privileges of the Club, unless such privileges are extended by a two-thirds (2/3) vote of the Governing Board.

Section 6: A member who has invited a guest(s) to a Club event shall be responsible for all indebtedness incurred by his or her guests and for inappropriate conduct of such guest at any club event.

Section 7: Any member failing to pay dues, assessments, or other monies due the Club within 30 days after notice of the same shall be considered delinquent. A notice shall be mailed by the Secretary notifying any delinquent member, that if such indebtedness is not paid within 30 days the membership may be terminated by action of the Board. Members listed as delinquent by the Club may be suspended from privileges by action of the Board until such dues, or assessments are fully paid.

Section 8: No action will be taken until the delinquent member has been given opportunity upon written notice, to appear before the Board to show cause, if any, why such indebtedness has not been paid. Determination of the cause shall be the exclusive prerogative of the Board.

ARTICLE VI - GOVERNMENT

Section 1: The management authority of all affairs of the Club shall be placed in the Governing Board. The Governing Board shall approve all membership applicants, and all other business of the Club as directed by these By- Laws. The Board shall approve all committees and chairpersons of all committees.

ARTICLE VII – GOVERNING BOARD

Section 1: The Governing Board (hereafter referred to as the "Board") shall consist of a maximum of nine (9) members. They shall be elected by vote held between October 1st and December 31st, with voting by e-mail of the membership in good standing. Each elected Board Member shall have one (1) vote. In the absence of the elected Board Member, his/her vote may be cast by their alternate "Household Member."

Section 2: In order to ensure continuity of the Board and the experience gained by being on the Board, the term of office for Board Members shall be changed to three (3) years. To accomplish the transition from a 2-year to 3-year term, the Board has agreed to stagger some of the existing Board Members terms. In 2022, there are five (5) Board members scheduled to roll off the Board. For the election of 2022, the Board will extend two (2) of those five (5) positions for an additional year, thus ending in 2023. Of the four Board members scheduled to roll off in 2023, the Board of Directors will extend three (3) of those positions for an additional year, thus ending in 2024. Thereafter, all Board Member elections shall be for a term of three (3) years. As in the past, any Board member scheduled to roll off the Board shall be given the opportunity to be re-elected for another full three (3) year term.

Section 3: The Board shall meet regularly at time and place designated by the Board. A Special Meeting of the Board may be called at any time by the Commodore or at the written request of any three (3) members of the Board. A majority of the elected members of the Board shall constitute a quorum at any regular or special meeting.

Section 4: Any vacancy on the Board shall be filled by vote of the remaining duly elected members of the Board held at a regular meeting of the Board. The replacement Board Member shall serve until the end of the vacating Board member's term.

Section 5: Any member of the Board may be removed by two-thirds (2/3) vote of the elected Board members if in its judgment, said removal is in the best interests of the Club. This is to be done at a special meeting called for that purpose, upon ten (10) days' written notice presented to all Board Members.

Section 6: The business of the Club shall be conducted in accordance with Roberts Rules of Order. All NOTICE requirements set forth in these By-Laws shall be satisfied either by: Delivery in person of written document; or by Depositing a written notice, in a properly addressed mailer with postage prepaid into an official US MAIL facility; or Via EMAIL sent to the Member's digital address.

Section 7: A majority of the number of the Board Members in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8: In keeping with the goal of maintaining 67% of its membership as boat owners, so too shall the Board. Of the nine (9) elected Board members, it shall be required that a minimum of six (6) elected Board members (67%) be boat owners.

ARTICLE VIII - OFFICERS

Section 1: The officers of the Board shall consist of: a Commodore, a Vice-Commodore, a Secretary, a Treasurer, and a Membership Director, each of whom shall be elected annually by a majority of the duly elected members of the Board immediately after the annual election. The Board may combine officers or may elect any other officer deemed necessary. Officers shall only act pursuant to direction and approval of the Board.

ARTICLE IX - DUTIES OF THE OFFICERS

COMMODORE

Section 1: The Commodore shall preside at all meetings of the Board, shall be the Commodore and Chief Executive Officer of the Club, shall exercise general supervision over the affairs of the Club and serve as ex-officio member of all committees. The signature of the Commodore and the Treasurer are required on all written contracts and obligations that bind the Club.

VICE COMMODORE

Section 2: During the absence or disability of the Commodore, the Vice-Commodore shall perform the duties of the Commodore and exercise the authority of the Commodore. During the absence of the Commodore and Vice Commodore, a member of the Board, selected by a majority of the Board, shall perform these duties.

SECRETARY

Section 3: The Secretary shall give timely notice pursuant to the requirements set out in these By-Laws of all meetings to the membership and to the Governing Board and shall keep the minutes of such meetings and have custody of all Club records, not otherwise provided for, together with the correspondence of the office, which shall at all times be open to inspection by the Board Members, but only to members with the Board's approval to do so. The Secretary shall be the custodian of the seal of the corporation.

TREASURER

Section 4: The Treasurer, under the direction of the Board, shall collect all fees, dues, and all monies due to the Club; attend to all disbursements and have general charge of the funds of the Club. The Treasurer, together with the Commodore shall, to the extent authorized by the Board, sign on behalf of the Club all promissory notes, checks and other negotiable instruments.

Section 5: The Treasurer shall also keep the records of fiscal matters and accounts, together with all the correspondence of the office which shall, at all times, be open to inspection by the Members of the Board, but to members only with the Board's approval to do so. The Treasurer shall submit to the Board, at each monthly meeting, a statement of accounts, which shall show the receipts and expenditures of money under the different categories, the balance of funds on hand and where deposited, and insofar as possible, the outstanding obligations of the Club.

MEMBERSHIP DIRECTOR

Section 6: The Membership Director shall: Provide Application Forms to all applicants for Membership; accept all applications for membership on behalf of the Club, ensuring the accuracy and completeness of same; and distributing all completed applications to the Board for its review and determination. Further, the Membership Director shall maintain a current Membership Roster, and shall provide a true copy of same to the Secretary for inclusion in the corporate records.

Section 7: Membership Director shall maintain records of all member's length of time as members and may, from time to time, choose to recognize those members that have maintained their long-standing relationship with the Club.

ARTICLE X - STANDING COMMITTEES

Section 1: At its discretion, the Board shall annually appoint the Chairpersons of the following standing committees: Boating Committee; Club Advisors; and Membership Committee.
Section 2: All expenses to be incurred by any of the several committees, in excess of those particularly authorized, shall be submitted to the Board for approval before being incurred.

BOATING COMMITTEE

Section 3: Boating Committee shall coordinate all boating events and be responsible for the general planning of these events. Event planning shall be discussed with the Board for awareness. The Boating Committee shall offer assistance to all other committees engaged in on-the-water events. The safety and wellbeing of any boating participant resides with the individual member attending the event. The Club bears no liability for any damages occurring during boating events.

CLUB ADVISORS

Section 4: The Club Advisors Committee shall be comprised of up to three (3) members, all having prior Club Board experience. When possible, at least one (1) Advisor will have served previously as Commodore. The incoming Commodore shall appoint that years' Club Advisors. Advisor vacancies may be filled by the seated Board notwithstanding any conflicting provisions made elsewhere in these By-Laws.

The Club Advisors will meet with the Board when requested to do so, and the Board will meet with the Club Advisors when requested by them. The Club Advisors may make written or verbal reports to the Board, when requested, in a timely manner.

The current year's "Schedule of Events" will be developed jointly by the Board and the Club Advisors and this schedule will be approved by majority vote of both bodies, with each member of the Board and Club Advisors having one vote. The voting authority of the Club Advisors is limited solely to voting on the Club Schedule of Events.

MEMBERSHIP COMMITTEE

Section 5: The Membership Director will serve as Chair of the Membership Committee, and will be the primary point of contact for all membership activities. If deemed appropriate, up to three (3) members of the Board may be a part of a "Membership Committee." The Membership Director shall provide a complete list of members to the Secretary and prepare the "Membership Directory." All matters pertaining to the development and promotion of new members shall be the responsibility of the Membership Committee. Individuals attain active membership once their dues are fully paid to the Treasurer.

ARTICLE XI - RESIGNATION, SUSPENSION, TERMINATION

Section 1: Any member or any person in the family of a member, or guest infringing upon the By-Laws or regulations, or exhibiting unbecoming conduct prejudicial to the welfare, interest or character of the Club or its membership may be censured or may be suspended from the Club and privileges of the Club for a period of time to be fixed by the Board. By a vote of two-thirds (2/3) of the duly elected members of the Board, the member may be terminated from membership in the Club. Reinstatement of the Member will be only by an affirmative vote of the Board equal to the number of votes cast for termination.

Section 2: Should action pursuant to Article XI, Section 1, become necessary, the member shall be sent written notice from the Board requesting the member's appearance before the Board. The notice will contain the infraction details, time, and place for review by the Board. At the member's request, this notice will be posted to all members.

Section 3: Any member may resign from membership in the Club at any time by giving written notice to the Board of such resignation. It shall be the sole discretion of the Board to determine whether any fees or dues paid by the departing member will be prorated or reimbursed to such member.

ARTICLE XII – ELECTIONS & APPOINTMENTS

Section 1: Governing Board election results shall be announced at the Annual Meeting. Notice of the annual election shall be provided to each member by E-Mail, US Mail, or personal delivery of written Notice, and addressed in accordance with the contact information provided to the Club by such member, as provided in Article IV, Section 1, of these By-laws.

Governing Board elections shall be held annually, between October 1st and December 1st. The election process, including self-nomination, balloting, and voting shall be conducted by the Commodore (or designee), using E-Mail, who will announce the results of the election at the Annual Meeting.

Any member in good standing is eligible to be elected to the Governing Board. To become a candidate, such member must E-Mail the Commodore a self-nomination request, as notice of candidacy.

Section 2: Each successful candidate shall be deemed elected to serve a term of three (3) years, which term shall commence in January of the following year, at the completion of the January Board Meeting.

Section 3: The Commodore (or designee), not later than September 15th, shall provide all members in good standing, via E-Mail, with Notice of Annual Election, which shall include the number of vacancies on the Governing Board to be filled, and a request for any self-nominations by interested parties to be a candidate to fill a vacancy.

Any member in good standing desiring to become a candidate shall, within 14 days of the Notice of Annual Election, reply by E-Mail, to the Commodore, stating their desire to be a candidate.

Section 4: The Commodore (or designee) shall prepare and, on or about October 15th, distribute to all members a Roster of Candidates, arranged in alphabetical order, for the vacancies on the Governing Board via E-Mail, addressed to each member's contact information as previously provided to the Membership Director by said member. This distribution will initiate the voting procedure.

Section 5: Member voting will be conducted by E-Mail to the Commodore and said voting shall close on October 31st, whereupon the Commodore shall tally the votes cast, and determine the winning candidate(s). Based on the voting responses, the candidate(s) receiving the greatest number of votes for the vacant position(s) on the Governing Board shall be declared the winners. In the event two or more candidates receive the same number of votes, the Governing Board shall determine who is elected by Lot. The Commodore shall announce the election results at the annual meeting and publish the results of the Election via E-Mail not later than December 15th.

ARTICLE XIII - ANNUAL MEETING

Section 1: The annual meeting of the Club shall be held at a date and place to be determined by the Board, such date to be set between November 1st and December 31st of each year for the report by the Commodore of the Annual Election of Board Members, the Annual Report of the Officers, and for transaction of such business as may be brought before it. Those present at the Annual Meeting shall constitute a quorum.

Section 2: Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or via E-Mail to each member entitled to vote at such meeting, by or at the direction of the Board. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the US mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid, or via E-Mail, sent to the members' E-Mail address as provided by each member to the Membership Director.

ARTICLE XIV - SPECIAL MEETING

Section 1: A Special meeting of the Club may be called at any time by the Commodore or when requested in writing by twenty percent (20%) of the voting membership stating the purpose of such meeting. At any Special Meeting, no action shall be taken on matters not specified in the notice. Special meetings shall be held within thirty (30) days of receipt by the Board of such request. Any written response to special meeting matters shall be completed and sent to the membership within 30 days.

Section 2: Notice of the time and place of holding a Special Meeting of the Club shall be communicated to the members not less than fifteen (15) days before the meeting.

Section 3: Written or printed notice stating the place, day, hour, and the purpose(s) for which the Special Meeting is called shall be stated in the notice and shall be delivered, either personally, by mail, or E-Mail to each member entitled to vote at such meeting, by, or at the direction of the Board of Directors. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the US mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Likewise, digital notice via E-Mail, shall be deemed delivered when sent to the digital address provided by said member for inclusion in the corporate records.

ARTICLE XV - BY-LAW AMENDMENTS

Section 1: The By-Laws of the Club may be amended only upon an affirmative vote of a majority of the Members who cast a vote. A proposed amendment to the By-Laws shall be submitted to the membership for a vote upon either 1) the submission of a proposed amendment to the board in writing signed by twenty (20%) per cent of the membership, or 2) a proposed amendment approved by a majority of the Governing Board.

In either case, a vote notification, containing a copy of the proposed amendment, shall be delivered in a timely manner via E-Mail to each voting member of the Club, providing at least fifteen (15) days' allowance in order to send in their vote. Members shall vote on the proposed amendment by return E-Mail as instructed in the vote notification email.

ARTICLE XVI - CLUB ASSETS

Section 1: Prior to the sale of all or substantially all of the Club's assets, the action must be approved by a majority of the Club membership.

Section 2: The Board may not encumber the Club in matters relating to property leases, property purchase, or mortgages without an affirmative vote of the majority of the Board and then ratified by an affirmative vote of the majority of the membership.

ARTICLE XVII - FISCAL YEAR

Section 1: The fiscal year of the Corporation shall be as fixed by the Governing Board, but generally, it shall be the calendar year.