

BYLAWS OF SAILING CENTER, INC.
A NOT FOR PROFIT CORPORATION

ARTICLE ONE
INTRODUCTION

Definition of Bylaws

These Bylaws constitute the code of rules adopted by SAILING CENTER, INC., for the regulation and management of its affairs. Purposes and Powers This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as now or may be granted hereafter by law. The primary purpose of this Corporation is to encourage, develop, promote and administer a recreational and educational small boat center to benefit the health and well-being of the public by providing a facility for small boat sailing activities and program designed to teach water safety, sailing instruction, recreational sailing and all allied activities.

ARTICLE TWO
OFFICES AND AGENCY

Principal and Branch Office

The principal place of business of this Corporation in Florida will be located at **15 Fremont Court, Daytona Beach, Florida**. In addition, the Corporation may maintain other offices either within or without the State of Florida, as its business requires.

Location of Registered Office

The location of the initial registered office of this Corporation is 326 S. Beach Street, Daytona Beach, Florida. Such office will be continuously maintained in the State of Florida for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE THREE
MEMBERSHIP

Definition of Membership

The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws. Class of Members This Corporation will have four classes of Members, designated as General, Gold, Silver and Student. Corporation will issue certificates of membership evidencing membership in such class. Qualifications of Members The qualifications and rights of the Members of the membership class of this Corporation are as follows:

- (1) Members must be residents of the community of Volusia County, Florida, either as homeowners in title or as holders of written leases for the term of at least one year.
- (2) General and Gold memberships will be issued to non-residents of Volusia County at the discretion of the Board.
- (3) Gold members will be allowed storage of their boat on club property subject to the regulations of the Gold Membership committee.
- (4) Silver members will be allowed storage of their boat on club property in designated Silver membership area.
- (5) Student members shall be for each semester.

Members' Dues

The annual dues payable to the Corporation by Members will be in such amounts as may be determined from time to time by resolution of the Board of Directors. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on the first day of each fiscal year or as designated by the Membership Committee.

Assessments

Membership will be subject to assessment of special dues on the following basis: The Board of Directors may, from time to time, determine the type of occasions for which fines may be assessed against Members, as well as the amounts thereof. The Board will have full authority to assess such fines on the occasions specified. The amount of dues fixed by the Board of Directors shall become, on and after notice, an indebtedness to the Corporation collectible by due course of law. The failure to pay any dues or fines assessed shall render the Member liable to expulsion. The Board of Directors may, from time to time, choose to recommend assessments for special needs (i.e. construction / building improvements). Such assessments would require the approval of a 2/3 majority of members in attendance at a General Membership meeting with at least 10 days notice to members of this agenda item.

Place of Members' Meetings

Meetings of Members will be held at The Sailing Center, Inc. premises or at any other place within or without the state as provided.

Annual Members' Meeting

The annual meeting of the Members will be held at Sailing Center, Inc. premises on or before the first Thursday of December each year. Election of officers will occur at this time. Special Members' Meeting Special meetings of the Members may be called by any of the following:

- (1) The Board of Directors
- (2) The Commodore
- (3) Any other officer or key personnel
- (4) Members having at least ten percent of the votes which all members are entitled to cast at such meeting.

Notice of Members' Meeting

Written or printed notice, stating the place, day, the meeting and in case of a special meeting the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than forty (40) days before the date of the members' meeting, either personally or by certified first class or electronic mail by or at the direction of the Commodore, the Secretary, or other officers or

there officers or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid. If electronically mailed, the notice will be deemed to be delivered when sent addressed to the Member according to the records of the Corporation.

Voting Rights of Members

Each membership will be entitled to one vote on each matter submitted to a vote of Members. Members' Proxy Voting A Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy. If a written proxy is not proffered, all absent members' voting proxies will vest in the Commodore.

Quorum of Members

The number or percentage of Members entitled to vote represented in person or by proxy, which constitutes a quorum at a meeting of Members will be 30%. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Transferability of Membership

Membership in this Corporation is nontransferable and non-assignable outside the family members listed on the Membership application.

Termination of Membership

Membership will terminate in this Corporation on any of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact.
- (2) The death of a Member.
- (3) The failure of a Member to pay dues, fines or assessments on or before their due date.
- (4) For cause, inconsistent with membership, after notice and due process. Before a membership terminates for any reason other than the resignation or death of the Member, the Member will be given an opportunity to be heard before the Membership Committee of the Board of Directors, unless he is absent from the county in which the Corporation is located. A member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Membership Committee of the Board of Directors of a resolution acknowledging such termination.

ARTICLE FOUR OFFICERS

Definition of Board of Directors

The Board of Directors is that group of officers vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws. Structure of Board The Board of Directors of this Corporation will constitute a single class, both appointed and elected.

Qualifications of Officers

The qualifications for becoming and remaining an Officer of this Corporation are as follows:

- (1) Officers must be residents of Volusia County or the surrounding area.

(2) Officers must be Members of the Corporation in good standing.

Number of Officers

The number of Officers of this Corporation will not be less than three at any time.

Terms of Officers

(1) The Officers constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the first annual election of Officers. Thereafter, Officers will be elected for a term of one year. Each Officer will hold office for the term for which elected and until a successor has been selected and qualified.

(2) An Officer may be removed from office when such action will serve the best interest of this Corporation as follows: by simple majority vote of the remaining Officers. Such removal will be without prejudice to any contract rights of the Officer so removed.

Vacancies on the Board

Resignation of Officers will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies occurring in the Board of Directors, and any officership to be filled by reason of an increase in the number of Officers, will be filled by election by the Members at a special meeting to be called by the Board of Directors. The new Officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Officers' Meetings

Meetings of the Board of Directors, regular or special, will be held at Sailing Center, Inc. or at any other place within or without the state of Florida as the Board of Directors designates by resolution duly adopted.

Regular Officers' Meeting

Regular meetings of the Board of Directors will be held no less than quarterly. This provision of the Bylaws constitutes notice to all Officers of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

Notice of Special Officers' Meetings

Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Officer not less than two nor more than five days before the date of the meeting, either personally or by first class or electronic mail, by or at the direction of the Commodore, or the Secretary, or the Officers calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Officer at his address as it appears on the records of this Corporation, with postage prepaid. If electronically mailed, the notice will be deemed to be delivered when sent addressed to the Member according to the records of the Corporation. Such notice need not state the business to be transacted at or the purpose of, such meeting.

Call of Special Board Meetings

A special meeting of the Board of Directors may be called by either:

- (1) The Commodore
- (2) Any officer or Committee
- (3) A number constituting a quorum of the Board of Directors.

Waiver of Notice

Attendance of an Officer at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Officer attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or conveyed.

Quorum of Officers

A quorum of the Board of Directors will consist of 50% + 1 of all Board members. The act of a majority of the Officers present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE FIVE OFFICERS

Roster of Officers

The Officers of this Corporation will consist of the following personnel:

- (1) Commodore
- (2) First Vice Commodore
- (3) Secretary
- (4) Treasurer
- (5) Fleet Vice Commodore
- (6) Membership Vice Commodore
- (7) Events Vice Commodore
- (8) At-Large Representatives
- (9) Immediate Past Commodore

* No board member shall have more than one vote.

Selection of Officers

Each of the non At-Large Officers of this Corporation will be elected annually by the general membership at the December meeting. At-Large members from affiliated local organizations such as Halifax River Yacht Club, Fleet 80 (Hobie), Halifax Youth Sailing, and Embry Riddle Sailing Club will be appointed by the organization they represent and approved by the Sailing Center, Inc. Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified.

Commodore

The Commodore will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The Commodore will perform all duties incidental to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

First Vice Commodore

The First Vice Commodore will perform all duties and exercise all powers of the Commodore when the Commodore is absent or is otherwise unable to act. The First Vice Commodore will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be assigned from time to time by the Board of Directors.

Treasurer

The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Officers and to the Members as required by the Board of Directors or Members or by law, and will perform in general all duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Fleet Vice Commodore

The Fleet Vice Commodore will supervise all Boat Captains and coordinate maintenance of the Sailing Center, Inc. vessels, in coordination with the Treasurer and the Board of Directors, as well as coordinating receipt, with a committee of two or more members, of all intended vessel donations and approving or denying all expenditures for fleet maintenance based on priority, Board approval and fund availability.

Membership Vice Commodore

The Membership Vice Commodore will facilitate communication between the Board and the general membership, will oversee hospitality and work in conjunction with the Treasurer to ensure that all members maintain good standing, as well as overseeing the Membership committee.

Events Vice Commodore

The Events Vice Commodore will oversee planning and execution of all events and instructional classes and supervise event captains and class instructors as well as coordinating all marketing and public relations efforts.

At-Large Representatives

At-Large members will be elected annually from affiliated local organizations such as Halifax River Yacht Club, Fleet 80 (Hobie), Halifax Youth Sailing and Embry Riddle Sailing Club. At-Large member dues are due by April 30 to maintain voting rights. An extension may be requested, and if approved by the Board of Directors, the At-Large members may maintain their voting privileges.

Removal of Officers

Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such officers whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX INFORMAL ACTION

Waiver of Notice

Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Action by Consent

Any action required by law or, under the Articles of Incorporation of this Corporation, or these Bylaws, or any action which otherwise may be taken at a meeting of either the members or the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Officers in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN COMMITTEES

Appointment of Committees

The Board of Directors, by resolution duly adopted by a majority of the Officers in office, will designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this corporation. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Officer, of any responsibility imposed on such personnel otherwise bylaw.

Functionary Committees

In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. Such Committees will be chaired by an Officer or member as designated by the Board, which Chairman will proceed to select the remaining members of the Committee up to the number set by the Board or terminate such memberships or appoint successors in such Chairman's discretion. The Board may terminate any such Committee by resolution.

Standing Functionary Committees

The corporation will have the following Standing Functionary Committees, each of which will be chaired by an Officer designated by the Board of Directors, and may consist of any, such Members or personnel of the corporation appointed by such Chairman:

- (1) Membership Committee reviews standing of General, Gold, Silver and Student memberships as well as granting and renewing General, Gold, Silver and Student memberships at their discretion.
- (2) Ways and Means Committee, consisting of at least two members plus a Chairman to determine the financial feasibility of corporate projects, acts, and undertakings referred to it by the Board of Directors and to make recommendations with appropriate documentation back to the Board concerning such matters under consideration. This committee is available as needed and membership on the committee will be determined by the Board.

ARTICLE EIGHT OPERATIONS

Fiscal Year

The fiscal year of this corporation will be the calendar year.

Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by one of the Club's designated Officers. Checks and indebtedness in excess of \$500 will require the signatures of the Treasurer and one other Officer. Contracts, leases, or other instruments executed in the name and on behalf of the corporation will be signed by the Secretary and countersigned by the Commodore, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Books and Records

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Officer Committees. The Corporation will keep at its principal place of business or registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the corporation.

Inspection of Books and Records

All books and records of this corporation may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations - Compensation

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Officers, or officers. However, the Corporation may pay compensation in a reasonable amount to Members or Officers for services rendered.

Loans to Management

This Corporation will make no loans to any of its Officers or to any of its key management or other personnel.

(1) No member or incorporator of this Corporation may have any vested right, interest, or privilege of: in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing.

(2) Expelled members shall have no property rights to assets of the Corporation.

(3) On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar other purposes shall be distributed at the discretion of the Board.

(4) The Officers of this Corporation may authorize secured transactions or other dispositions of corporate assets without approval by the Members.

ARTICLE NINE AMENDMENTS

Amendment to Articles of Incorporation

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors and the Members. Such action must be taken as specified in the Articles of Incorporation or pursuant to a resolution approved by a majority of the Officers and by a majority of the Members.

Modification of Bylaws

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors, except with respect to the following: levying dues or assessment per member per year in an amount greater than \$10,000, the adoption of which amendment to these Bylaws calls for a vote of 50% + one of all Members entitled to vote.