

## BY-LAWS

### ARTICLE I

#### Name and Location

- Section 1** The name of this corporation shall be LOWER KEYS GUIDES ASSOCIATION.
- Section 2** Its principal office shall be at PO Box 420951, Summerland Key, FL 33042.
- Section 3** Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

### ARTICLE II

#### Membership

- Section 1** Guide Membership. Any male or female over the age of 18 years may be eligible for membership provided that he or she shall have conformed with all the rules and regulations as set forth by the United States Coast Guard as to safety and operation of the craft he or she shall operate while a member of this corporation. Valid Coast Guard license number and appropriate Monroe County business occupation license must be shown upon application, Credentials must be shown upon request. Those not meeting conditions will have membership moved to associate pool.
- Section 2** Associate Membership. Any Member of the general public. They do not receive voting privileges, but a one Board position may be filled by an Associate member who will represent the interests of the Associate membership.

### ARTICLE III

#### Candidates for Membership

The proposer of a candidate for membership shall send application, seconded by another member, to the Board of Directors, giving full name, place of residence, and such statements of his or her qualifications as they may deem proper; annual dues must accompany the registration form.

### ARTICLE III

#### Annual Dues

- Section 1** The dues for membership shall be \$50.00, payable by the date of the General Membership meeting.
- Section 2** Associate members who join after October first will have membership extend to the end of the following year.

### ARTICLE IV

#### Officers

- Section 1** The officers of the Corporation shall be five (5) in number and elected annually President; a Vice President; an Outreach Coordinator; a Treasurer; and a Secretary.
- Section 2** The President shall preside at all meetings of the Corporation and the Board of Directors, to cast the deciding vote

whenever there may be a tie. The President and the Treasurer, or, at times when the President cannot be present, Vice President and the Treasurer shall sign all contracts and obligations of the Corporation after they have been passed by the Board.

**Section 3** In the absence or disability of the President, the Vice President, or in his or her absence or disability, the Secretary shall perform the duties of the President. Any officer may execute the duties of the Treasurer, in his or her absence or disability.

**Section 4** The Treasurer shall receive the funds of the Corporation and shall deposit and disburse them as may be directed by the Board of Directors. He or she shall keep a regular, itemized account of the funds of the Corporation and shall present a report at each regular meeting of the Board of Directors, general meeting, and an annual report at the annual meeting of the Corporation.

**Section 5** The Secretary shall conduct the correspondence of the Corporation and of the Board of Directors. He or she shall keep the records of all meetings of the Corporation and the Board of Directors and shall give notice of and make arrangements for such meetings. He or she shall notify all members of election and send the names of members elected to the Treasurer. The Secretary is also to notify delinquent members. He or she shall have custody of the seal of the Corporation.

**Section 6** The Outreach Coordinator shall help promote the Corporation via Social and Print Media.

## ARTICLE V

### Board of Directors

**Section 1** The Board of Directors of this Corporation shall consist of nine (9) members and three (3) alternates, including the officers of the Corporation, all of whom shall be over 21 years of age [and shall have resided in the territory known as Monroe County, FL for a period of not less than one (1) year,] who shall supervise, control, and manage the affairs, funds, and expenditures of the Corporation. The Board shall carry out the purposes of the Corporation and interpret and enforce its By-Laws, and through the President, present an annual report to the Corporation.

**Section 2** In the event that a Board Member cannot attend a Board meeting, he or she may vote by proxy.

**Section 3** Eight (8) Board seats shall be reserved for Guide Members in good standing. The ninth (9<sup>th</sup>) board seat can be filled by an Associate Member. Three (3) alternate Board seats shall be filled by the candidates receiving the most votes after elected Board Members or by Board appointments (majority vote). Alternates cannot vote in Board decisions, unless asked if a quorum is needed.

**Section 4** The Board of Directors shall fill vacancies occurring in its membership, other than on expiration of term, with one of three (3) Alternates.

**Section 5** The Board of Directors may create rules consistent with the By-Laws of the Corporation and prescribe and enforce penalties for their breach.

## ARTICLE VII

### Nominating Committee

At the December meeting, the Board of Directors shall appoint a Nominating Committee of five (5) Members, of whom two (2) shall be members of the Board of Directors and three (3) from the Corporation at large. Their names shall be immediately posted. They shall, after due deliberation and investigation among the membership, select and nominate candidates for the Board of Directors. Their names shall be posted by the Corporation at least thirty (30) days prior to the March elections Any member of the Corporation

may place a name in nomination from the floor prior to the election of any member of the Board of Directors.

## **ARTICLE VI**

### **Elections**

**Section 1** There shall be elected annually by a secret ballot by Guide Members in good standing at the general membership meeting or online before the annual general membership meeting. A majority shall decide the results of the election. A President, a Vice President, a Outreach Coordinator, a Treasurer, and a Secretary shall be elected by the Board of Directors at the first meeting of the Board.

**Section 2** Officers from 2014 (and all subsequent years) shall retain Board membership for the year following their term.

**Section 3** From 2015 onward, four (4) Board seats will be open each year (seats of non-officers from the preceding year).

## **ARTICLE VII**

### **Committees**

**Section 1** Committees will be selected by the President or the Board of Directors. The President shall be an ex-officio member of all committees specified.

**Section 2** The members of these committees shall hold offices for one (1) year or until successors are elected. The Chairman of these committees shall be selected by members of the committee.

## **ARTICLE VIII**

### **Meetings**

**Section 1** There shall be quarterly meetings of the Corporation, the day designated by the membership, unless otherwise designated by the Board of Directors.

**Section 1** There shall be an annual meeting of the Corporation, the day designated by the Board membership in the month of December, generally in late February.

**Section 2** Special meetings may be called by the President or upon the request of three (3) members of the Board of Directors, or at the request of ten (10) members of the Corporation.

**Section 3** Fifteen (15) members shall constitute a quorum at any meetings of the Corporation

## **ARTICLE IX**

### **Meetings of Directors**

**Section 1** The Board of Directors shall hold its meetings on the second Wednesday of each month with the exclusion of May.

**Section 2** Special meetings may be called by the President, or by three (3) members of the Board of Directors.

**Section 3** Six (6) members of the Board of Directors constitute a quorum.

**Section 4** Any member of the Board of Directors who shall be absent for three (3) meetings (without being excused by a vote of the Board) shall be deemed to have resigned from the board, and his or her position shall be filled by an Alternate.

## ARTICLE X

### Order of Business

The order of business of all meetings of the Corporation and of the Board of Directors shall be:

1. Reading of minutes
2. Communications and bills
3. Reports of Committees
4. Unfinished Business
5. New Business
6. Elections
7. Adjournment

## ARTICLE XI

### Seal

The Corporation shall adopt a seal (logo) of suitable design to be agreed upon by the Board of Directors.

## ARTICLE XII

### Property

**Section 1** The real estate of the Corporation shall be vested in the Corporation.

**Section 2** No sale or mortgage of real estate or property of the Corporation exceeding ten thousand dollars (\$10,000.00) in value, nor any expenditure of more than ~~one~~ ten thousand dollars (\$10,000.00) shall be made, nor shall any liability in excess of ten thousand dollars (\$10,000.00) be incurred except by resolution adopted by a two-thirds vote at a general meeting or a special meeting of the Corporation, and passed by the Board of Directors.

## ARTICLE XIII

### Resignation, Suspension, and Expulsion of Members

**Section 1** Resignation shall be made to the Secretary over the signature of the member resigning.

**Section 2** The Board of Directors shall have the power to suspend any officer, member or members whose conduct shall have been prejudicial to the welfare of the Corporation. He, she, or they shall immediately be furnished by the Secretary with written charges, and he, she, or they shall be heard in his, her, or their defense. The Corporation, by a majority vote, may reinstate or remove said officer, member, or members, and such decision shall be final.

**Section 3** Dues shall be due and payable by the date of the general membership meeting in February. Any member whose dues remain unpaid by the general membership election meeting may not vote in the election. Members with dues remaining unpaid on the 1<sup>st</sup> day of June shall cease to be a member.

## ARTICLE XIV

### Amendment

The By-Laws of the Corporation shall be made, altered, or rescinded by the members of the Corporation assembled at any regular meeting, or at a special meeting called for that purpose, with written notice having been given to all members at least one week prior to such meeting. To make, alter, or rescind the By-Laws, it shall require a two-thirds majority vote of all members present at such meeting.

## **ARTICLE XV**

### **Rules of Order**

The conduct of the meetings of the Corporation shall be governed by *Robert's rules of Order*, when not in conflict with the Charter and these By-Laws.