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TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Ray Sailors, Inc.  
(Proposed corporate name - must include suffix)

700001677037  
-01/03/96--01031--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FROM: Carolyn T. Borders  
Name (Printed or typed)

2602 Clark Road  
Address

Tampa, Florida 33618  
City, State & Zip

(813) 974-9834  
Daytime Telephone number

*PK  
1/11/96*

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

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**ARTICLE I: NAME**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the non-profit corporation (herein called the corporation) is Bay Sailors, Incorporated, which is incorporated under the laws of the State of Florida.

**ARTICLE II: PRINCIPAL OFFICE**

The address of the principal office is 4119 Muriel Place, Tampa, Florida, 33614. The mailing address is P. O. Box 25101, Tampa, Florida 33622-5101.

**ARTICLE III: PURPOSE**

The purpose of the corporation is to bring together adults who sail, or wish to do so, in order that members can meet others with similar interest, participate in sailing activities, share information about sailing, and learn more about sailing.

**ARTICLE IV: ORGANIZATION**

**Section 1:** The authority for the administration of the corporation rests with the general membership. The general membership elects the Board of Directors (herein called the Board) and approves the Bylaws and amendments thereto.

**Section 2:** The responsibility and accompanying authority for the development and implementation of policies and procedures pertaining to the operation of the corporation rests with the Board as prescribed in the Bylaws. The Board shall publish such policies and procedures as appropriate.

**Section 3:** The Board, through the various committees, as specified in the Bylaws, shall schedule sailing/cruising activities, safety and education programs, and membership meetings. The Board shall coordinate all functions as appropriate to the purpose of the corporation.

**ARTICLE V: MEMBERSHIP**

**Section 1: General Membership**

- A. Membership is open to single persons twenty-one years (21) of age or older, regardless of race, creed, sex or national origin, who have an interest in sailing. Single is defined as having no legal impediment(s) to immediate marriage.
- B. Full members are those who have paid the initiation fee and, for non-boat owners, annual dues.

- C. Interim membership is a one-time initial introductory membership for three months. Interim members may become full members by payment of remaining dues/initiation fee at any time prior to the end of the 3/month introductory period. Interim members cannot renew as interim members.
- D. An associate member is a member who subsequently marries. Associate members cannot vote, hold office, or be on the Board of Directors, but can participate in sailing activities and serve on committees.
- E. Life membership is bestowed upon any member over sixty (60) years of age who has been a regular and/or associate member for over five (5) consecutive years.

**Section 2: Honorary Membership.** This membership may be awarded by a two-thirds vote of the Board to any person within or without the corporation, who makes significant contribution(s) to sailing or to the corporation.

**Section 3: Size Limit of Membership.** By majority vote of the full membership, new memberships may be limited when deemed to be in the best interest of the corporation.

**Section 4: Membership Year.** The membership year shall be based on the anniversary date of the application for initial membership.

#### **ARTICLE VI: AGENT**

The corporation's registered agent is Carolyn T. Borders, 2602 Clark Road, Tampa, Florida, 33618.

#### **ARTICLE VII: INCORPORATORS**

The corporation's President and Commodore is Bill Butler, 4119 Muriel Place, Tampa, Florida, 33614; Treasurer is Vida Straley, 103 1st Street, E. #101, Tierra Verde, Florida, 33715.

#### **ARTICLE VIII: SAFETY AND PERSONAL RESPONSIBILITY**

**Section 1:** Safe boating is the primary consideration in all corporate sailing activities. All members and guests shall recognize that their participation in corporate activities is voluntary and that their personal safety is their own responsibility. For sailing activities, members are guests of the boat owner/skipper and should govern themselves accordingly.

**Section 2:** Cruising boat owners shall meet all Federal and State safety and registration requirements. If documented, the sailboat will meet all documentation requirements. All cruising boat owners must have insurance (at a minimum, liability coverage) to participate in cruising activities. All boat owners will furnish the Commodore evidence of insurance.

**Section 3:** Boat owners shall be urged to obtain the United States Coast Guard Auxiliary Courtesy Marine Examination Certificate.

#### **ARTICLE IX: DUES AND FEES**

**Section 1:** All dues and fees shall be set by the Board by a two-thirds vote. Life members and honorary members shall pay no dues. Full members whose dues are in arrears more than forty-five(45) days shall be dropped from membership. Interim members in arrears will be dropped.

**Section 2:** Boat owners shall not receive compensation in any form for the voluntary use of their boat in club sailing activities.

**Section 3:** Member participation in a club sailing event is voluntary. Non-boat owning members pay a fee to the Club for the sailing event. Such fees are approved by the Board and used as Club operating funds.

**Section 4:** Cruise coordinators do not assign crew. They make recommendations to the boat owner, who chooses crew for the sailing event. Skippers/boat owners have the prerogative to request that certain individuals not be offered to them for crew. Crew may request not being offered as crew to a specified skipper.

#### **ARTICLE X: BOARD'S COMPOSITION AND RESPONSIBILITIES**

**Section 1:** The Board shall consist of nine full members elected by the full membership as specified in Article XII. The term of office shall be two years. Five Board members shall be elected in odd years; four shall be elected in even years. Each Board member shall have been a member for one consecutive year prior to standing for

**Section 2:** A Board member shall not serve more than two consecutive terms, at which time she/he shall become ineligible for one term.

**Section 3:** The Board shall conduct and manage the affairs of the corporation, plan and promote its development, be responsible for the expenditures of corporate funds, and establish specific policies and operating procedures consistent with the Bylaws.

**Section 4:** The Board shall approve a preliminary budget at the May Board meeting for the next fiscal year (July 1 through June 30). The incoming Board shall amend and approve a final budget at its July meeting.

**Section 5:** The Board shall meet monthly at a time and place agreed upon by the Board. Meetings of the Board are open to the membership. Emergency or special meetings of the Board may be called by the Commodore or quorum of the Board, with every effort made to ensure that all the Board can attend.

**Section 6:** A quorum of the Board shall be two-thirds of its members. In the absence of a quorum, no business will be conducted.

#### **ARTICLE XI: OFFICERS AND RESPONSIBILITIES**

**Section 1:** All officers shall be elected by a simple majority of the Board at its June meeting each year and shall serve until their successors are duly elected. Vacancies created by resignation or removal of officers shall be filled by majority vote of the Board.

**Section 2:** A member of the Board shall be elected as Commodore and presiding officer of the Board. The Commodore shall preside at all meetings of the Board and all meetings of the general membership. The Commodore shall appoint a chair for each standing and ad hoc committee with the approval of a majority of the Board present at the meeting.

**Section 3:** A member of the Board shall be elected as Vice Commodore. The Vice Commodore shall function as a special assistant to the Commodore and in his/her absence shall perform the duties of the Commodore.

**Section 4:** A member of the Board shall be elected as Secretary. The Secretary shall keep and publish minutes of all Board meetings, publish a synopsis of all Board meetings in the newsletter, maintain all permanent records of the corporation and maintain charter requirements pursuant to the laws of the State of Florida.

**Section 5:** A member of the Board shall be elected as Treasurer. The Treasurer shall keep and issue monthly financial reports, prepare and file the annual tax forms as required by State of Florida and Federal laws, prepare the annual financial statement of the corporation, ensure the independent review of the club's financial status, and manage all funds, receipts and disbursements of the corporation, as specified in Article XV.

## **ARTICLE XII: ELECTORAL PROCESS**

### **A. GENERAL ELECTIONS**

**Section 1:** The general election of the Board shall be held annually. A ballot shall be mailed by April 15 to each full member in good standing as of 1 March, who has been a member prior to February 1. To be valid, ballots must be returned to the Election Committee postmarked no later than May 1.

**Section 2:** The appointment of a chair and two members of a Nominating Committee shall be made by the Commodore no later than at the January Board meeting, with the approval of a majority of the Board. The Commodore shall notify the Committee of its selection. The Nominating Committee shall solicit from the full membership nominations for vacancies on the Board for the coming term, and contact each nominee to obtain his/her consent to be a candidate. The names of all candidates shall then be placed in nomination to membership during the April business meeting. Additional nominations shall be accepted from the floor.

Candidates will be announced in the April newsletter and will be provided an opportunity to speak to the membership during the April business meeting.

**Section 3:** The appointment of a chair and two members of an Election Committee (none to be incumbent Board members or a candidate in the election), shall be made by the Commodore no later than the February Board meeting, with the approval of a majority of the Board. The Commodore shall notify the Committee of its selection. The Election Committee shall be responsible for managing the election of the Board for the coming term, printing of ballots, sending the ballots to the general membership, receiving completed ballots, counting the votes, and reporting election results to the Board. Ballots will be sent to full members by 15 April and returned to the Election Committee no later than 1 May.

**Section 4:** In the case of a tie in the election for the Board, a runoff election shall be conducted by the Election Committee. The ballot mailing date and the return date shall be established by the Board to ensure the expeditious seating of the new Board members.

**Section 5:** New members of the Board shall be automatically seated at the July Board meeting each year unless filling an unexpired term.

### **B. VACANCIES ON THE BOARD**

**Section 1:** The Board by a two-thirds vote shall select a member to fill the unexpired term of a Board member who either resigns or is removed for cause.

**Section 2:** The new Board member shall complete the term of office created by the vacancy and such term of office shall not be considered a full term for the purposes of Article X.

### **ARTICLE XIII: COMMITTEES AND RESPONSIBILITIES**

**Section 1:** There shall be standing committees to plan, coordinate, and manage the activities of the corporation. Ad hoc committees shall be formed as necessary to perform specific responsibilities.

**Section 2:** Each standing or ad hoc committee chair shall be selected by the Commodore and approved by a majority of the Board of Directors. This chair shall report to the Board when requested and to the general membership at March general meeting. Committee members are selected by the chair, with the number of committee members varying according to the needs of each committee. The chair shall conduct committee business.

### **ARTICLE XIV: MEMBERSHIP MEETINGS**

**Section 1:** There shall be one membership business meeting in April of each year.

**Section 2:** A quorum shall consist of 10 percent of the full membership.

**Section 3:** Special membership meetings may be called as needed by the Board or by written petition to the Board by 10 percent of the full membership stating the purpose of the special meeting. Only the topic(s) of the referenda shall be discussed at such meeting(s).

### **ARTICLE XV: MONETARY POLICY**

**Section 1:** The corporation shall be operated as a non-profit corporation. All monies raised shall become a part of the treasury of the corporation and shall be used for the benefit of the members.

**Section 2:** No Board member nor business operated by a Board member shall receive personal compensation for performance of duties, but such Board member or business may be reimbursed for out-of-pocket expenses upon approval by the Board.

**Section 3:** All activities sponsored by the corporation shall be in the name of the corporation. All expenditures made from corporate funds shall be in the name of the corporation.

**Section 4:** The Board shall have the exclusive right to commit funds for activities and operating expenses.

**Section 5:** The authority to sign checks shall be vested in the Treasurer and one other Board member as approved by the Board.

**Section 6:** The Board may require an independent review of the financial records of the corporation. This may occur annually or when there is a removal or resignation of the Treasurer.

#### **ARTICLE XVI: CRUISING**

**Section 1:** The Bay Sailors Cruise Committee will make every effort to conduct cruising activities without using charters. The Treasurer and Cruise Committee Coordinator are authorized to charter boats if necessary to get registered Bay Sailors crew on a cruise, within financial and administrative constraints. Only Bay Sailors members will be invited as crew on a charter boat (no guests will be allowed).

**Section 2:** Only currently licensed captains or Club recognized First Mates will be used as skippers on Bay Sailors charters.

**Section 3:** Boat owners who use their boats in a Bay Sailors event may bring one guest one time. Guests will pay the fee and are responsible for a share of the provisioning. Skippers/boat owners do not pay the fee.

**Section 4:** With the approval of the Cruise Coordinator, and when sponsored by a Bay Sailors member, a non-member may be allowed to participate.

**Section 5:** When the crew is set, each person is responsible for her/his share of provisioning even if she/he cancels.

**Section 6:** There shall be no payment of money by crew to skipper for charges incurred on Bay Sailors sponsored cruises.

**Section 7:** A fully paid member may bring a guest (at least 21 years of age) one time on a space available basis. The guest must register for cruise, pay the fee, and share in provisioning of the cruise. In order to participate in subsequent cruises, the guest must join Bay Sailors. Interim members cannot bring guests.

#### **ARTICLE XVII: FIRST MATES**

**Section 1:** Bay Sailors will maintain a First Mate Program. A First Mate must be a good enough sailor that he or she can bring the boat and crew safely to shore, that is, he or she acts competently as a captain when called upon to do so.

**Section 2:** First Mates will pay the fee, and will be responsible for a share of the provisioning.



## **ARTICLE XVIII: REMOVAL FOR CAUSE**

**Section 1:** A member may be removed from membership for just cause after opportunity to be heard by the Board in executive session. Notice of pending removal from membership shall be furnished in writing by the Commodore to the member for comment or rebuttal as appropriate. A member who is judged responsible for action(s) endangering a member or guest or his/her property, for using an illegal substance during a corporate activity, or behaving in a manner contrary to accepted standards of gentlemanly or lady-like behavior, may be barred from corporate activities, temporarily or permanently, by vote of two-thirds of the Board in executive session.

**Section 2:** A Board member may be removed from office for just cause after opportunity to be heard by the Board in executive session. Notice of pending removal from the Board shall be furnished in writing to the Board member for comment or rebuttal as appropriate. Removal from the Board shall be by vote of two-thirds of the Board in executive session. Removal from the Board shall not constitute removal from membership.

**Section 3:** A Committee Chair may be removed from that position for just cause by the Commodore with the approval of a majority of the Board in executive session. Removal as a Committee Chair shall not constitute removal from membership nor from Board if that person is also a member of the Board.

## **ARTICLE XIX: PARLIAMENTARY PROCEDURES**

The rules contained in Roberts' Rules of Order (revised), shall govern the meetings of the corporation in all cases to which they are applicable and in which they are consistent with the Bylaws. The Commodore shall appoint a full member to serve as Parliamentarian to interpret these rules when required.

## **ARTICLE XX: AMENDMENTS TO BYLAWS**

**Section 1:** Amendments to the Bylaws may be proposed by the Board or by written petition of 10 percent of full members.

**Section 2:** All proposed amendments shall be presented to the Board at least 15 days before the February Board meeting before being presented to the February full membership meeting.

**Section 3:** All proposed amendments to the Bylaws shall be sent in writing by the Board to every full member 20 days before the March business meeting at which time they are to be voted upon. Amendments shall be adopted by a two-thirds vote of the members present, providing that a quorum is present.

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**ARTICLE XXI: REFERENDA**

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Section 1: A referendum is the process by which the membership may express its will to the Board regarding corporate policies and operating procedures. Referenda may be brought before the full membership at any regularly-scheduled meeting or special membership meeting.

Section 2: Referenda may be proposed by the Board or by written petition of 10 percent of the full members.

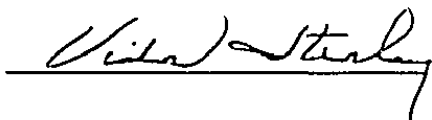
Section 3: All items proposed for Referendum shall be sent in writing by the Board to every full member 30 days before the meeting at which time they are to be acted upon. A referendum shall be passed by a majority of the full members present, providing a quorum is present.

**ARTICLE XXII: DISSOLUTION OF THE CORPORATION**

In the event that a two-thirds vote of the total full membership determines that the dissolution of the corporation is in order, or in the event that the incorporation charter becomes invalid, the assets of the corporation, after full payment of all debts, shall be distributed by a two-thirds majority Board order, to non-profit or charitable organization (as defined by the Internal Revenue Service), that have as their primary objective the environmental integrity of waters of State of Florida.

The undersigned incorporator, also listed in Article VII, has executed these Articles of Incorporation this 6th day of December, 1995.

Signature of Incorporator:



Vida Straley  
Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Bay Sailors, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Carolyn T. Borders

(NAME)

2602 Clark Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, Florida 33618

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Carolyn T. Borders*

(SIGNATURE)

12/27/95

(DATE)