

ARTICLES OF INCORPORATION OF THE EAST COAST SAILING ASSOCIATION

We the undersigned members of the East Coast Sailing Association, hereby form ourselves and our successors into a corporation not for profit under the name of EAST COAST SAILING ASSOCIATION, INC., and hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be EAST COAST SAILING ASSOCIATION, INC.

ARTICLE II

The general nature of the objects and purposes of this corporation shall be:

- To organize and coordinate sailing activities of its members for their mutual benefit.
- To assist and complement established yacht clubs by actively encouraging and coordinating sailing participation in open yacht club events, and by organizing distance cruises for sailing craft.
- To encourage the sport of yacht sailing.
- To promote the science of seamanship and navigation.
- To foster and encourage social fellowship appertaining to all things nautical between members and similar associations.

Further delineation of the objects not conflicting with the above may be made by the by-laws.

ARTICLE III

The membership of this corporation shall constitute all persons herein after named as subscribers and other persons presently qualified as members in accordance with the provisions of the bylaws. The manner of admission of members as well as their removal shall be as stated in the bylaws.

ARTICLE IV

The term for which this corporation shall exist shall be perpetual.

ARTICLE V

The names of residences of the subscribers of these articles are:

William F. Heisler,
East Coast Cruising Association
5 Eleuthera Lane
Indian Harbour Beach, FL 32937

Robert X. Perry,
East Coast Cruising Association
177 Bahama Boulevard
Cocoa Beach, FL 32931

Edwin R. Kolb,
East Coast Cruising Association
512 Bahama Drive
Indian Harbour Beach, FL 32937

ARTICLE VI

The affairs of the corporation are to be managed by the following officers: commodore, vice commodore, rear commodore, secretary, treasurer, and such other officers as may be provided for in the bylaws. The officers shall be elected annually in the manner prescribed in the bylaws. The bylaws shall set forth the manner in which officers may be replaced in the case of death, resignation, or removal. The officers of the corporation shall seek and consider the advice and counsel of the board of governors, which board shall be constituted and elected as specified in the bylaws and whose terms of offices shall be specified in said bylaws.

ARTICLE VII

The names of the officers who are to manage the affairs of this corporation until the first election under this charter are herein designated as follows:

Williams F. Heisler, Commodore
Robert X. Perry, Vice Commodore
Edwin R. Kolb, Rear Commodore
Nils P. Parro, Secretary
James E. Conner, Treasurer

ARTICLE VIII

The board of governors of this corporation shall consist of a total of seven members. The governor will serve for a period of three years. The first board of governors who will serve until their successors are elected and qualified in accordance with the provisions of the bylaws, shall be as follows:

William F. Heisler
5 Eleuthera Lane
Indian Harbour Beach, FL 32937

Robert X. Perry
177 Bahama Boulevard
Cocoa Beach, FL 32931

Edwin R. Kolb
512 Bahama Drive
Indian Harbour Beach, FL 32937

Nils P. Parro
40-B North Pine Drive
Satellite Beach, FL 32937

James E. Conner
337 S. Point Court
Satellite Beach, FL 32937

Ray V. Godfrey
736 West Espanola Way
Melbourne, FL 32901

Roy Berry, Jr
P.O. Box 85
Merritt Island, FL 32952

William F. Campbell

518 Andros Lane
Indian Harbour Beach, FL 39237

Warren G. Green
326 Eutau Court
Indian Harbour Beach, FL 32937

ARTICLE IX

The bylaws of the corporation are to be made, altered, or rescinded on the affirmative vote of not less than two-thirds of the members in good standing in attendance at a regular or special meeting. Proposed amendments will be issued to the membership in writing at least 30 days prior to consideration by vote. Place and date of voting will be included in the notice.

ARTICLE X

These Articles of Incorporation may be amended in a like manner as provided above for the amendment of bylaws, provided that any such amendment to these articles must be forwarded to the secretary of state of Florida for filing and approved before the same shall become effective.

BYLAWS

ARTICLE I: BURGEE

Section 1: The association burgee is a navy blue, swallow-tailed pennant with six irregularly sized stars in the form of the constellation Cassiopeia. The burgee is flown with the largest star, Schedar, at the top. All regular members in good standing shall be privileged to fly the association burgee.

ARTICLE II: MEMBERSHIP

Section 1: Voting membership in the ECSA shall be owners of sailboats. There shall be no other restriction to initial acceptance as a voting member. The spouse of the boat owner is included in the membership; two co-owners of one boat can be included in the membership. However, only one vote is allowed. A prospective voting member must be sponsored by one voting member in good standing and approved for membership by the board of governors. Any voting member who ceases to own a sailboat for any reason may elect to remain a voting member in good standing by continuing to renew their membership and pay the appropriate annual dues. Upon written request, a voting member who ceases to own a sailboat may elect to have their membership category changed to associate member.

Section 2: Associate membership shall consist of persons other than participating owners of sailboats. Associate members may attend the annual meeting and all general meetings. They may enter discussions on the floor at the discretion of the commodore and or the board of governors. They may also vote on assessments to which they are subject. A prospective associate member must be sponsored by one voting member in good standing and approved for membership by the board of governors. Associate members who acquire a sailboat shall become voting members upon written request and differential dues payment, but no later than the next regular membership renewal period.

Section 3: Lifetime membership may be granted to any person the board of governors so approves, given many years of exemplary service to the organization by such individual.

Section 4: Membership shall not be limited to a predetermined number of persons.

Section 5: A member is in good standing if no disciplinary action has been taken against him by the ECSA and if all dues and assessments to which he is subject have been paid in full.

Section 6: Any member or associate member may be suspended or expelled from the ECSA for intentional or repeated violations of these bylaws or other rules established by this association. Such disciplinary action shall be determined by a two-thirds vote of the board of governors.

ARTICLE III: DUES AND ASSESSMENTS

Section 1: The entrance fee and dues for Associate and Full Voting memberships for each calendar year shall be recommended by the board of governors in October of the preceding year and changes must be approved by two-thirds of the general membership present and voting at the following November meeting.

Section 2: Memberships are valid for 12 consecutive months from the initial payment date or Renewal Date.

Section 3: The entrance fee and first 12 month's dues for new voting and associate memberships are payable with the submission of the membership application. Memberships may be renewed at each 12-month anniversary of the initial membership payment date (the Renewal Date), at the membership rate in effect on the Renewal Date. Membership rights are cancelled for dues un-paid 60 days after Renewal Date but can be reinstated upon payment for up to 12 months after the Renewal Date. After 12 months the member must re-apply for ECSA Club membership.

ARTICLE IV: OFFICERS

Section 1: The officers of this association shall be as prescribed in Article VI of the Articles of Incorporation of this association.

Section 2: Officers shall officially take office at the January meeting.

Section 3: The commodore shall guide and coordinate the various activities of the association. He shall preside at all general meetings and enforce the bylaws of the association.

Section 4: The Vice Commodore shall assist the commodore and shall officiate in his absence. He shall be responsible for the function of the association's operations: meeting arrangements, programs, membership, newsletter, hospitality, webmaster, and activities. He shall coordinate the activities of the operating committees and shall process all applications for membership. He shall maintain the official membership roster.

Section 5: The rear commodore shall assist the commodore and officiate in the absence of the commodore and the vice commodore. He shall be responsible for cruising, ships store, advertising, publicity and awards. He shall coordinate the activities of the chairmen of the sailing committees. He shall be responsible for establishing safety, courtesy and conduct rule and requirements covering all sailing activities.

Section 6: The secretary shall keep the minutes of all general meetings and conduct the association's correspondence. He shall be custodian of the bylaws.

Section 7: The treasurer shall be responsible for the monetary accounts of the Association, receive all dues, make disbursements of funds, and bill all established and new members. Budget and financial statements shall be approved by the board of governors and published as soon as possible. He and a property custodian, appointed by the treasurer, are responsible for all the club property, assets, and saleable and issue items.

ARTICLE V: BOARD OF GOVERNORS

Section 1: There shall be a board of governors which shall consist of the currently elected officers

of the association, the immediate past commodore, and an elected governor who shall be members-at-large elected from the general membership. The currently elected commodore shall serve as the chair of the board of governors.

Section 2: The elected governor must be a member in good standing and shall be elected to serve a term of three years. The elected governor may not serve more than two consecutive terms. In the event the elected governor is unable to serve out his entire term, the commodore shall appoint a replacement to serve until the next regular election, at which time a replacement shall be elected. (The short term shall be counted as a full term for the consecutive term limitation.)

Section 3: The board of governors shall oversee the conduct of the activities and business of the association. Such oversight shall include, but not be limited to:

- a. Keeping the membership informed of the activities of the board,
- b. Approving applications for new members,
- c. Approving and reviewing all expenditure of funds for the operation of the association, except that any final approval for expenditure of funds in excess of \$500.00 shall be reviewed and recommended by the board of governors and presented for approval at a general or special membership meeting, with the exception of reoccurring annual insurance expenses necessary for the club, its officers and members. Approval by the majority of members in attendance at the meeting shall constitute final approval. If approval for expenditures is to be included on the agenda of a special meeting, the membership shall be notified by prior publication in the association newsletter,
- d. Reviewing the bylaws including drafting proposed changes and amendments thereto and presenting such proposed changes to the general membership for approval in accordance with Article IX of the Articles of Incorporation,
- e. Acting, at the direction of the commodore, as the investigative and/or interpretative body of the association to resolve conflicts,
- f. Other such association management activities as may become appropriate from time to time.

ARTICLE VI: ELECTIONS

Section 1: Election of officers and the vacant elected governor shall be conducted in December of each year. The commodore shall appoint a nominating committee prior to the September general meeting and announce its membership at the September general meeting. The nominating committee shall consist of no more than five members in good standing. The nominating committee recommendations shall be reported to the membership at the November general meeting and posted in the December newsletter. If for some reason the schedule prescribed herein is not followed, the function or functions in question shall be rescheduled as soon thereafter as practical.

Section 2: All voting members are eligible for nomination for officer positions.

Section 3: The newly elected officers and governor shall be inducted during the January business meeting following their election. Immediately after elections in December, the incoming commodore and the other officers shall hold (a) transition, policy and calendar meeting(s).

Section 4: An officer or elected governor may be relieved of his official position for just cause by a four-fifths vote of the membership present at a duly called meeting.

Section 5: In the event of vacancy of an office, the board of governors shall appoint a replacement to fill the remaining term of office.

ARTICLE VII: COMMITTEE

Section 1: Committees shall consist of members in good standing only.

Section 2: The vice commodore shall appoint the operating committees, which are as follows: membership, newsletter, programs, webmaster, club activities and hospitality. The rear commodore

shall appoint the sailing committees which are as follows: cruising, ships store, advertising, publicity, and awards. The commodore shall appoint such other committees and offices as the activities of the association warrant. The secretary will be the custodian of the bylaws and historical files.

Section 3: Where appropriate, committees shall establish rules, regulations and policies, which shall be approved by the board of governors.

ARTICLE VIII: MEETINGS

Section 1: No fewer than six general meetings of the membership shall be held each year, one of which shall be the annual meeting in January for the installation of officers.

Section 2: The commodore shall call all meetings. Meetings are usually held the second Wednesday of each month at a predesignated facility as announced in the annual calendar and in the monthly newsletter.

Section 3: Meetings will be conducted to Robert's Rules of Order. The commodore may relax or enforce these rules of order at his discretion so that orderly and productive meetings will result.

Section 4: Simple majorities, with a quorum, shall rule, except that four-fifths approval is required for removal from office and two-thirds approval is required for bylaw amendments. A quorum shall consist of 10 percent of current active members.

ARTICLE IX: AWARDS

Section 1: Any committee or member may recommend establishment of awards.

ARTICLE X: RIGHT OF PETITION

Section 1: Any question, without restriction, may be placed before the general membership upon written petition to the commodore signed by no less than 25 percent of the full membership in good standing.

ARTICLE XI: ACCEPTANCE AND AMENDMENT

Section 1: These bylaws shall be accepted by approval of two-thirds of the members in good standing in attendance at a regular or special meeting. Amendments shall be approved in like manner. Proposed amendments will be issued to the membership in writing at least 30 days prior to consideration by vote. Place and date of voting will be included in the notice.

ARTICLE XII: RESPONSIBILITY OF MEMBERS

Section 1: Each member boat participating in a ECSA sponsored cruise shall, if required by the event chairman, demonstrate compliance with the safety requirements for the specific event to the safety committee prior to the start of the event.

Section 2: Each member participating in events sponsored by the association shall assume all risks and liabilities in connection with the operation of his boat.

ARTICLE XIII: CONSTRUCTION

Section 1: Words of any gender used in these Bylaws shall be held to include the other gender. Words in the singular shall be held to include the plural when the tense requires. Headings to the various sections of these Bylaws have been inserted for convenience only and shall not modify, define, limit, or expand express provisions of these Bylaws.

Updated on April 15, 2019:

Article IV, Section 4

Article IV, Section 5

Article VII, Section 2

Updated on February 1, 2021

Article VIII, Section 4

Changed from: A quorum shall consist of 15 voting members.

Changed to: A quorum shall consist of 10% of the current active members.

Updated on May 2, 2023

Article VIII: Changed the number of board members from 9 to 7.

Article IV, Section 3: Removed hyphen in "as-sociation".

Article IV, Section 4: Removed hyphen in "member-ship".

Article V, Section 1: Change the number of elected governors from three to one.

Article V, Section 2: Removed text for scheduling election of governors.

Updated on June 22, 2023

Updates to remove unneeded hyphens that were introduced over time by various word editing programs. There are no text or content changes so a vote by the general membership to approve the changes was not needed.

ARTICLES OF INCORPORATION

First line: Removed hyphen in "our-selves"

Article III: Removed hyphen in "herein-after"

Article VI: Removed hyphen in "pre-scribed"

BYLAWS

Article III, Section 1: Removed hyphen in "member-ship"

Article V, Section 3: Removed hyphen in "recommend-ed"