



## Bylaws

### ARTICLE I

#### Purpose

The Florida Vintage Raceboat Club, LLC (aka - FVRC) is organized exclusively as a Club of the American Powerboat Association (aka - APBA) to provide APBA Vintage and Historic (V&H) services and events in Region 5 and/or the South Eastern Region, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

#### Office / Location

The principal office of the Florida Vintage Raceboat Club shall be located at 4660 Lipscomb St. NE, Palm Bay, FL. 32905. The Board of Directors may designate other FVRC offices, either within or outside the state of incorporation (Florida), or as the business of the FVRC may require from time to time.

#### Mission

The Mission of the Florida Vintage Raceboat Club is to provide and promote APBA Vintage & Historic events and functions as defined by the APBA and the V&H Bylaws.

### ARTICLE II

#### Membership

**Section 1. Application** - Applications for membership shall be made on such form as approved by the Board of Directors. Application, with the appropriate dues amount, shall be forwarded to the FVRC Treasurer. Any information collected / provided at the time of application, written or electronic, will be used for the sole purpose of the FVRC, and will not be released without the consent of the applicant. Membership is open to boating enthusiasts who support the FVRC Mission.

Membership shall consist of a regular membership (member) who may, or may not, be a participant. The membership also includes the member's spouse, as a non-participant & non-voting. In this context, "participant" is a member who participates in any V&H in-water events. If the husband and wife are both participants and/or want to vote on Club matters, they must each purchase a regular membership to vote and to participate in V&H in-water events.

The dues amount will be set by the Board of Directors. The dues amount, or change in amount, will be announced at the Annual Membership Meeting, and will take effect at the beginning of the next fiscal year. If new and/or renewing Memberships are processed three or less months prior to the start of the new fiscal year, the Memberships will be considered as members in good standing through the current and following fiscal year. Dues must have been paid for a member to be in good standing.

**Section 2. Meetings** - Meetings of the Board of Directors shall be held at a time and place mutually agreed to by the Board of Directors. Special meetings of the Board of Directors and/or the Membership may be called as required. The notice of such meetings, its time and place, and the purposes, shall be sent to the last known email address of the Directors and/or Membership, not less than ten (10) days prior to the meeting. Use of the USPS is not recommended for notification. At all meetings of the Directors, and of the Florida Vintage Raceboat Club Membership, the latest edition of Robert's Rules of Order shall be followed in all questions of

parliamentary procedure. The Commodore, or Vice Commodore, shall appoint the parliamentarian, if required. Meetings may be held face to face and/or via teleconferencing with a Dial-in Number provided to Directors and/or Membership. The Board should attempt to meet monthly unless there is a consensus of the board a monthly meeting is not necessary. There shall be at least one annual membership meeting, defined in Section 3.

**Section 3. Annual Meeting** - The Annual Meeting of the Membership shall be called in the months of November or December. The annual meeting may incorporate a conference call service along with a face-to-face meeting. The Annual Meeting minutes are to be emailed to the Membership within three weeks after the meeting is held.

The order of business at the Annual Meeting shall be:

1. Proof of due notice of the meeting, where notice is required,
2. Reading and disposal of any unapproved minutes,
3. Reports of Officers and Committees.
4. Unfinished business,
5. Listing of Sponsors and Affiliate Organizations
6. New business
7. Open Discussion
8. Adjournment.

**Section 4. Voting** - Each Member, in good standing, shall be entitled to one vote for all FVRC actions requiring a vote. The voting process will largely be conducted by email.

Due to the vast geographic location of the FVRC Membership, it is unlikely that a total Membership quorum will be present at the Annual Meeting. The Annual Meeting may be a combination of a physical gathering of Members and / or a dial-in conference call service with the Membership.

If a physical Annual Meeting is held and there is a motion(s) from the floor, discussion(s) on the motion(s) will be heard from the floor. Following discussion(s), the Commodore will defer a vote on the carried motion(s). To ensure all members are afforded the opportunity to vote, the Secretary will, within three days following the meeting, send an email to all members detailing the motion(s), discussion(s) from the floor, and request the Members to respond with their vote(s). Members then have seven days to email their vote(s) with the Secretary. The Secretary will then advise all members of the voting results for each motion.

Any motion(s) that may occur throughout the year, requiring a Membership vote, shall be administered in the same manner as described for the Annual Meeting. Motions may also be administered using email.

**Section 5. Quorum** - The members present at the Annual Meeting shall constitute a quorum to conduct business. Voting at the annual meeting, that requires a majority vote by the Membership, is described in Section 4. The quorum shall never be less than one-tenth of the Membership. Directors are counted as members.

## ARTICLE III

### Board of Directors

**Section 1. General Powers** - The business and affairs of the FVRC shall be managed by its Board of Directors.

**Section 2. Numbers and Tenure** - The number of Directors of the FVRC shall be no less than five (5) and a maximum of nine (9), with each Director having one seat on the Board. The Officers of the FVRC consist of the Commodore, Vice Commodore, Secretary, and Treasurer, as set forth in Article IV, Section 1. Each member of the Board of Directors shall serve a two-year term with 2 to 5 members to be elected in even numbered years, and 2 to 5 members to be elected in odd-numbered years. The Directors ballot shall detail the number of open Director positions and the nominations for those positions. The first year's election will elect a minimum of five (5) and a maximum of nine (9) Directors. To start the term cycle, there shall be a larger number of two year term positions than one year term positions. All the expired one year term positions will be replaced with two year terms at the next election.

**Section 3. Election** - Directors must be members in good standing of the FVRC and the APBA, and must be of legal age. The members of the Board shall be elected by a majority of the votes resulting from the election. No

Director shall be the spouse, significant other, sibling, or parent of another Director. The term of office shall begin upon election. Each Director shall hold office until his/her successor shall have been duly elected, or until his/her death, or until he/she shall resign, or shall have been removed in the manner herein provided. It is the responsibility of the Board of Directors to solicit nominations for open Director positions, and to create a Director's ballot. The election of Directors shall occur prior to the Annual Meeting and will be administered via email.

#### Election Process:

1. The Nominating Committee shall create a proposed slate of Directors and publish via email to the current valid membership. The proposed slate of Directors will solicit additional nominations from members. The request for Director positions will be published 3 months prior to the Annual Meeting.
2. Responses are due from the membership within 30 days. Any responses received after that date may be disregarded. (Annual Meeting minus 90 days, responses required Annual Meeting -60 days.)
3. All candidates nominated in 1. above must attest to their willingness to serve.
4. The Nominating Committee publishes the potential slate of Directors including all the nominations received prior to the due date in 1 above. This will be submitted to the current board within 7 days. (Annual Meeting minus 53 days)
5. The current Board approves the recommended slate of Officers within 7 days from receipt. (Annual Meeting minus 46 days)
6. The approved recommended slate of Officers is emailed to each member in good standing by the Secretary within 7 days. (Annual Meeting minus 39 days)
7. Members in good standing have 15 days to respond with their vote to the Secretary via email. (Annual Meeting minus 26 days)
8. A reminder notice will be sent to all members in good standing 7 days prior to the deadline.
9. At the deadline ( minus 26 days from the Nominating Committees first actions in seeking nominations per 1 above) the nomination and voting process closes.
10. The Secretary and the Nominating Committee will count all ballots and within 7 days announce the election results. (Annual Meeting minus 19 days). Election results will be published by email to all members.
11. The Nominating Committee and Secretary must pay particular diligence to the membership validity of each voting member ensuring that only currently valid members are eligible to cast a vote.
12. The dually elected Directors will take responsibility at the beginning of the fiscal year.

**Section 4. Special Meetings** - Special meetings of the Board of Directors may be called by the Commodore, or at the request of any two (2) Directors. The person or persons convening a special Board meeting may determine the time and place of the meeting. The meeting may also take place using a Teleconference dial-in service. Special Board meetings will provide Notice as described in Section 5.

**Section 5. Notices** - The Commodore shall email all Board meeting Notices to each Director at least ten (10) days prior, as provided for in Article II, Section 2. When the ten (10) day advance notice cannot be complied with, the maximum advance notice shall be provided consistent with the existing time constraints. Assuming no director refutes business of said meeting within fifteen (15) days after a meeting, where ten (10) days notice was not given, the meeting results shall stand. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not rightfully called or convened. Email is the preferred vehicle of communication, followed by phone, as appropriate. Use of the USPS is not recommended for notification.

**Section 6. Quorum and Vote** - A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However, if less than a majority is present at a meeting, the Directors present may adjourn the meeting and schedule it for a future time. The business before the Board requiring a vote, may also be handled by email or teleconference. The vote of a majority of the Directors present at a meeting, teleconference, or email, at which a quorum is present, shall be the act of the Board unless the charter, bylaws, or the laws of the State of incorporation requires otherwise.

**Section 7. Voting** - Each Director in good standing shall be entitled to vote at all Board meetings. Voting using email, or teleconference call is also acceptable.

**Section 8. Manner of Acting** - The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the FVRC. The Board of Directors may choose to meet in person, utilize a conference call, or utilize email for communication and voting. Email and use of a Conference call are generally utilized when conducting urgent business, or when more convenient.

**Section 9. Financial Transactions** - All financial expenditures over \$250 shall require a majority vote by the Directors.

**Section 10. Vacancies** - Any vacancy in the Board of Directors may be filled by affirmative vote of a majority of the remaining Directors, subject to the provisions of Section 2 of this Article. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

**Section 11. Removal of Directors** - Any or all of the Directors may be removed, either with or without cause, by a majority vote of the Membership; and a Director may be removed, with cause, by a majority vote of the entire Board of Directors.

## ARTICLE IV

### Officers

**Section 1. Number** - The Officers of the FVRC shall be: (1) Commodore (who also serves as Chairman of the Board of Directors); (2) Vice Commodore (who also serves as Vice Chairman of the Board of Directors); (3) Secretary; and (4) Treasurer. These Officers shall be elected by the members of the Board of Directors. Such other officers, assistant officers, and committees, as deemed necessary, may be elected or appointed by the Board of Directors. These other elected or appointed positions report to the Board and are not Board members, unless the position(s) is filled by an elected Director.

**Section 2. Election and Term of Officers** - The Officers of the FVRC shall be elected at the first Board of Directors meeting following the beginning of the fiscal year. If the election of Officers cannot be held at such meeting, the election shall be held as soon thereafter as convenient. Each Officer's term shall begin upon election and continue until a successor shall have been duly elected, or until his/her death, or until he/she shall resign, or shall have been removed in the manner herein provided.

**Section 3. Removal** - Any or all Officers may be removed, either with or without cause, by a majority vote of the Membership, or may be removed with cause by a majority vote of the Board of Directors.

**Section 4. Vacancies** - A vacancy in any Director because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. The Treasurer** - The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the FVRC; receive and give receipts for monies due and payable to the FVRC from any source whatsoever; and deposit all such monies in the name of the FVRC in such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of the Bylaws; and (b) in general perform all of the duties as from time to time may be assigned to him/her by the Board of Directors.

**Section 6. The Secretary** - The Secretary shall be responsible to take minutes for the Annual Membership Meeting, and subsequently email them to all members; take minutes of all Board of Directors meetings, and provide periodic communications to the membership, as specified by the Board. Additionally, each event will be documented to the membership and copied to "The Propeller" for possible publication. In addition, the Secretary shall be responsible for any website and/or social media outlets of the Club. This responsibility may be delegated or subcontracted to an appropriate person(s) or business. Website and/or social media outlet expenses will be authorized and governed by the Directors. The majority vote of Directors shall authorize and/or approve Website and social media outlet content and utilization.

**Section 7. Duties** - All Directors shall have such authority, and perform such duties in the management of the FVRC, as are normally incident to their office and/or as assigned by the Board of Directors.

## ARTICLE V

### Contracts, Loans, Checks, and Deposits

**Section 1. Contracts** - The Board of Directors may authorize any Officer or Officers, Agent or Agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FVRC. Such authority shall be confined to specific instances.

**Section 2. Loans** - No loans shall be contracted on behalf of the FVRC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

**Section 3. Checks, Drafts, Etc.** - All checks, drafts, or other orders for the payment of monies, notes, or other evidence of indebtedness, issued in the name of the FVRC, shall be signed by the Commodore of the FVRC. At the Commodore's discretion, he/she can authorize signature by the Treasurer. This signature process is intended to provide two person awareness between the Commodore and Treasurer for all payments.

**Section 4. Deposits** - All funds of the FVRC not otherwise employed shall be deposited from time to time to the credit of the FVRC in such banks, trust companies, or other depositories as the Board of Directors may approve. A Treasurer's report at each Director's meeting shall be provided showing all outstanding liabilities and current assets.

## ARTICLE VI

### Fiscal Year

The fiscal year of the FVRC shall be the calendar year.

## ARTICLE VII

### Waiver of Notice

Whenever any notice is required to be given to any Director of the FVRC under the provisions of these bylaws, or under the provision of the Articles of Incorporation, and waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice, and such waiver shall be filed with or appended to the minutes of such meeting.

## ARTICLE VIII

### Amendments

These bylaws may be amended, repealed, or altered, in whole or in part by a majority vote of the entire Board of Directors. The bylaws may also be amended, repealed, or altered in whole or in part by a vote of a majority of the entire membership. Such action must be announced in the call or notice of any meeting at which it is intended that these bylaws be amended, repealed, or altered.

## ARTICLE IX

### Dissolution

In the event that the number of Directors is less than five (5) and/or the number of members drops below twenty (20), for longer than one fiscal year, the Board shall initiate dissolution of the Corporation. The Club must meet the requirements of its incorporation and the 501 (c)(3) status to remain functional, or is obliged to initiate dissolution proceedings. The Membership, APBA, and APBA V&H shall be notified, by email, that the Club is proceeding towards dissolution. Dissolution and liquidation of the Corporation shall be completed, or reversed, within sixty (90) days from the time of email notification.

In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the FVRC from any source, after the payment of all debts and obligations of the FVRC, shall be used or distributed exclusively to charitable, religious, scientific, or educational organizations, which qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or to the Federal government, or to a state or local government, for a public purpose, as designated by a majority vote of the Board of Directors, or a majority of the Membership.

**Signatures of Directors** at time of Creation, Alteration, Amendment, or Repeal

**Director - Commodore**

**Signature**

Tom Smyth  
814 Chelsea Ave. NE  
Palm Bay, FL 32905

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**Director - Vice-Commodore**

Len Galeucia  
2692 Lakeshore Road Unit 7  
Gilford, NH 03249

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**Director - Secretary**

Roger Hinsdale  
845 Dreamland Road  
Spring City, TN 37381

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**Director - Treasurer**

Davis Richardson  
265 East River Road  
East Palatka, FL 32131

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**Director**

Jamie Smith  
4200 Davenport Lane  
Mount Dora, FL 32757

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**Director**

Richard Luhrs  
802 N. Main GQ Street  
Granite Quarry, NC 28146

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