

FLORIDA SPORT PADDLING CLUB BYLAWS INDEX

March 21, 2007

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BYLAWS OF FLORIDA SPORT PADDLING CLUB, INC.

Restated March 21, 2007

ARTICLE I – NAME

- A. The name of this organization shall be “Florida Sport Paddling Club, Inc.”, incorporated in the State of Florida in accordance with the Florida Not for Profit Corporation Act (State of Florida Statutes, Chapter 617), and in these bylaws, shall be referred to as “FSPC” or “the corporation.”

ARTICLE II – DESIGNATION

- A. The corporation is formed primarily for the benefit of its members, under the provisions of the Florida Not for Profit Corporation Act. As a Florida Not for Profit Corporation, no financial profit shall inure to any officer or member of the corporation.
- B. The corporation shall function and operate under the provisions of the Internal Revenue Service Code, section 501(c)(7), organizations formed for recreational and social purposes, or any future corresponding section (or sections) of applicable IRS code.

ARTICLE III – PURPOSES

- A. The corporation is formed for recreational and social purposes, as follows:
- (1) To provide canoeing, kayaking, hiking, camping, and other outdoor recreational activities for its members and guests, and interested members of the public.
 - (2) To introduce new members and members of the public to these activities.
 - (3) To provide social opportunities in conjunction with these activities.

ARTICLE IV – TERM

- A. The term of the corporation shall be perpetual.

ARTICLE V – FISCAL YEAR

- A. The fiscal year of the corporation shall be from the first day of January to the last day of December.

ARTICLE VI – HEADQUARTERS AND REGISTERED AGENT

- A. The headquarters of the corporation shall be located at the address of the Registered Agent, or at a location determined by the Board, if that is impractical.
- B. A Registered Agent, as required by the Florida Not for Profit Corporation Act, shall be appointed by the Commodore, and shall serve until such time as he/she resigns, or until he/she is replaced by a vote of the Board. His/her resignation should coincide with the filing of the State of Florida Annual Report whenever possible.
- C. The Registered Agent is the legal liaison between the corporation and the State of Florida. As such, it is the responsibility of the Registered Agent to review and forward to the Board, in a timely manner, important mail, notices, and official documents that he/she may receive from time to time, and to expedite and oversee an appropriate response to such notifications.
- D. Should the Registered Agent receive a formal notice of any kind, or should he/she be confronted with circumstances with which

he/she is unfamiliar, he/she shall immediately attempt to notify the officers and discuss the matter with them. It is the responsibility of the Registered Agent to ensure that the Board promptly attends to the matter, according to the situation at hand. The Registered Agent must:

- (1) immediately inform the Board of such a notice, and if there is a liability insurance policy in force, ensure that FSPC's insurance agent is properly notified as well, as circumstances dictate.
- (2) review Chapter 617.0501 through 617.0504 of the Florida Not for Profit Corporation Act for guidance regarding the legal obligations of the Registered Agent, if it is a legal matter.
- (3) encourage the Board to handle the matter in a timely and appropriate manner.

E. To comply with the Florida Not For Profit corporation Act, the Registered Agent shall ensure that the Treasurer files the Annual Report form with the State, or by agreement with the Treasurer, he/she may file the form himself/herself.

ARTICLE VII – PARLIAMENTARY AUTHORITY

- A. FSPC is an informal organization, and the management of the corporation's affairs shall be kept that way whenever possible.
- B. Robert's Rules of Order, revised, shall be the parliamentary authority of the corporation if needed, but shall be used only as a guide to assist the corporation in the conduct of its affairs, and only as a reference where the Board may need help to resolve any unspecified procedural disagreement that might arise.
- C. These bylaws, and Robert's Rules, shall not be used in such a manner as to complicate or obstruct the informal conduct of the affairs of the corporation.

ARTICLE VIII – LIABILITY AND INDEMNIFICATION

- A. Certain risks are inherent in paddling, hiking, and some other FSPC activities. Participants in FSPC activities shall understand that these activities can at times be dangerous, and can incur an element of personal risk. The Corporation cannot ensure the safety of any participant in its activities, nor shall it accept responsibility for risks inherent to FSPC activities, or for the safety, well-being, or comfort of any participant.
- B. Each member shall evaluate his/her condition, skills, and abilities relative to the conditions found at the site of FSPC activities, and shall evaluate and accept the risks that those activities may entail.
- C. Each participant shall make his/her own decision regarding when, where and how he/she participates in FSPC activities, or shall decide not to participate in FSPC activities, based on his/her own comfort level, skill level, and level of risk tolerance.
- D. Each participant in FSPC activities agrees to accept personal responsibility for all elements of risk incurred by FSPC activities, and for his/her own health, safety, comfort, well-being, and equipment, and for the safety of minors accompanying him/her while participating in FSPC activities.
- E. No officer, Trip Coordinator, representative, member, or guest has the authority to order about or tell another member what to do, and shall assume no responsibility for any participant other than himself/herself.
- F. No person serving as an officer, director, employee, volunteer, or representative of the corporation shall be responsible or liable for any other person while acting in behalf of the corporation, unless his/her conduct is illegal, malicious, or reckless, or willful misconduct, as defined in Chapter 617.0834 and in Chapter 607.0850, of the Florida Not for Profit Corporation Act.
- G. Regarding indemnification, the corporation shall indemnify every member, officer, director, employee, volunteer, or representative, while acting in any capacity in behalf of the corporation or its members, to the fullest extent permissible under

The Florida Not for Profit Corporation Act, except in the event of illegal or malicious actions, willful misconduct, or recklessness, as defined in Chapter 617.0834 and in Chapter 607.0850, of the Florida Statutes. Such indemnification shall not be deemed exclusive of any other rights to which such member, officer, director, employee, representative or volunteer may be entitled, under any bylaw, agreement, vote of the Board, or otherwise.

ARTICLE IX – THE OFFICERS AND THE BOARD

- A. The Board is composed of the seven titled officers, who are also the legal directors of the corporation. These officers are the Commodore, the Secretary, the Treasurer, the Membership Chair, the Newsletter Editor, the Cruise Director, and the Property Manager.
- B. The Board shall have the power and the responsibility to conduct the affairs of the corporation, and to direct the efforts of its volunteers, subject to limitations to these powers as set forth in the articles of incorporation and in these bylaws, as amended. However, the Board may permit the membership to consider and vote upon issues that would otherwise be considered Board issues.
- C. Each officer shall act in a manner that he/she considers to be in the best interests of the corporation, and is expected to subordinate his/her personal interests to those of the corporation in the conduct of the affairs of the corporation. No officer shall act in conflict with a vote of the corporation or its rules.
- D. The officers shall be elected from among the members of FSPC, or otherwise appointed by the Board. Each officer shall have one vote at all meetings.
- E. The responsibilities of the officers shall include the following:
 - (1) The Commodore is the leader of FSPC. He/she shall perform the traditional duties of an organization's chairperson. He/she shall represent the corporation, conduct FSPC meetings, or designate another to do so as necessary. He/she shall take whatever actions he/she sees as prudent and beneficial to properly oversee and direct the management of FSPC throughout the year. He shall ensure that the work of the corporation is performed in a satisfactory and timely manner. He/she shall be responsive and attuned to the wishes of the Board and the members alike. He shall deal with contingencies, unusual circumstances, and other matters appropriately, with the advice and consent of the Board and the membership, as applicable, and shall ensure that FSPC functions effectively and efficiently on an ongoing basis. He/she shall determine the time and location of the next Annual Meeting. The outgoing Commodore shall advise incoming officers that they are responsible for familiarity with the bylaws, according to Paragraph K, below.
 - (2) The Secretary shall perform the traditional duties of secretary, which includes the archival of all of the records of the corporation. He/she shall perform these duties in keeping with Paragraph H, below, and with Article XVII.
 - (3) The Treasurer shall perform the traditional duties of a treasurer. He/she shall provide a proposed budget for the coming year at the Annual Meeting. His/her responsibilities shall include closing the books for the fiscal year of his/her term of office, and insuring a smooth transition of the finances and financial records of the corporation to the incoming Treasurer. He/she shall perform these duties in keeping with Paragraph I, below.
 - (4) The Membership Chair shall, during his/her term of office, keep complete and accurate membership records, including the addresses, telephone numbers, and the e-mail addresses of the members, and the renewal dates of each member, and shall submit a copy of the membership records to the Secretary for archival at each Annual Meeting. Nothing contained herein shall prevent, in the future, the conversion of every member's renewal date to occur in the same month of the year.

- (5) The Newsletter Editor shall publish and ensure distribution of the FSPC newsletter. He/she shall submit a hard copy of each newsletter to the Secretary at his/her leisure, which shall become a permanent part of the corporation's records.
 - (6) The Cruise Director shall schedule, coordinate and manage the year's trip scheduling. Each month, he/she shall provide that month's trip schedule changes and additions to the Newsletter Editor in time for publication in the newsletter.
 - (7) The Property Manager shall maintain and arrange for the storage and sale of FSPC merchandise, facilitate the replacement of merchandise, and account to the corporation for the revenue from the sale of merchandise.
 - (8) The Secretary shall function as Commodore in the Commodore's absence. The Treasurer shall function as Commodore and/or Secretary in the absence of the Commodore and/or the Secretary. Any officer or appointee may perform the duties of another officer on a temporary basis, either at the request of the Commodore, at the request of an absent officer, or at the request of the Board. An appointee serves at the pleasure of the Board.
- F. The officers shall perform the duties prescribed by the Florida Not for Profit Corporation Act, by these bylaws, by the standing rules of the corporation, and by the parliamentary authority prescribed in these bylaws. Each officer shall become familiar with the requirements of the bylaws, and with the operation of the corporation.
- G. To comply with the Florida Not For Profit Corporation Act, the corporation shall hold an Annual Meeting during the third or fourth month of the calendar year, where the Treasurer shall present the corporation's financial condition to the membership.
- H. To comply with the Florida Not For Profit Corporation Act, the Secretary shall maintain the following records:
- (1) The minutes of all meetings where minutes are required, or where corporation business is transacted, for a minimum period of three years.
 - (2) A list of the names and addresses of all members, in alphabetical order, for a minimum period of three years.
 - (3) Written communications to the members, including the required annual financial statement presented to the members at the Annual Meeting, and copies of the newsletter, for a minimum period of three years.
 - (4) A list of the names and addresses of the officers and registered agent, along with their titles and terms of service, for five years.
 - (5) The Articles of Incorporation and all amendments to these articles.
 - (6) These bylaws and all amendments to these bylaws, and any standing rules that may be adopted by the corporation.
 - (7) The most recent annual report filed with Florida Department of State, and
 - (8) For the benefit of the corporation and its officers, he/she shall keep a current copy of the Florida Not For Profit Corporation Act, Chapter 617. This document can be obtained free of charge by calling 850-487-4130. The website for this document is: <http://www.flsenate.gov/statutes/index>
- I. To comply with the Florida Not For Profit Corporation Act, the Treasurer shall:
- (1) maintain accurate accounting records of the funds of the corporation, and disburse funds as necessary for the operation of FSPC, in accordance with the budget, at the direction of the Board, and, as applicable, the membership.
 - (2) cause to be filed, or file, the required annual reporting with the Florida Department of State, in cooperation with the Registered Agent.
 - (3) present a statement of the corporation's financial condition to the membership at the Annual Meeting.
 - (4) file a Federal tax return (Form 990 EZ) when the gross revenues of the corporation exceed \$25,000 in any fiscal year, or as required by current and applicable IRS tax code.
- J. The officers (or members) shall not use the bylaws in such a manner as to cause disruption to any meeting or process that has

been established by tradition over time within FSPC, or in any obstructionist or technical manner that is not befitting and beneficial to the circumstances at hand. It shall be considered more important to see to the orderly and traditional conduct of business, than to conduct such business in a technically correct manner.

- K. Each outgoing officer shall insure a smooth transition and transfer of the responsibilities of his/her office to his/her incoming replacement.

ARTICLE X – NOMINATION, ELECTION, AND APPOINTMENT OF OFFICERS

- A. The intent of the this article is to facilitate a simplified and informal nomination and election process when possible, in keeping with FSPC tradition, but to allow a more formal balloting process where circumstance may dictate.
- B. The Board shall appoint a Nominating and Elections Committee of one or more members in good standing, several months before each Annual Meeting. The Nominating and Elections Committee shall serve at the pleasure of the Board. Traditionally, the Past Commodore chairs this Committee. The current Commodore shall appoint a Nominating and Elections Committee chair when the Past Commodore does not wish to serve in this capacity. Officers shall be elected at the Annual Meeting.
- C. The Nominating and Elections Committee shall select and solicit prospective candidates for each office, present these individuals to the membership in the newsletter and at the Annual Meeting, and manage the election process in a manner that ensures a fair election, as circumstances dictate.
- D. Any FSPC member who has been a member since the last Annual Meeting, and is known to the officers, shall be eligible for elective office. A candidate should be generally familiar with the substance and operation of the corporation, should be a currently active participant in FSPC activities, and should otherwise be generally qualified for that office.
- E. No member shall be nominated for office without first having given his/her consent to be a candidate for that office.
- F. Any qualified member may submit his/her name to the Nominating and Elections Committee for consideration for any office.
- G. Any qualified member who has not been nominated for office by the Nominating and Elections Committee may be nominated from the floor at the Annual Meeting, if he/she is present, or if he/she has previously consented to be a candidate, if he/she is not present.
- H. Any unopposed candidate may be voted into office by acclamation or by a show of hands, if there are no objections to this procedure, or by written and confidential ballot if requested by any member present. Voting for two or more candidates for the same office shall be by written and confidential ballot.
- I. Each member present at the Annual Meeting may cast one vote for each office. If no candidate receives a majority of the votes cast, the candidate with the least votes for that office shall be eliminated, and a runoff ballot shall be held immediately. Balloting shall continue in this manner, until each office is filled.
- J. Proxy or absentee voting is not permitted.
- K. Each officer shall serve for a term of one year. Each officer may serve for successive terms, except the Commodore, who is limited to two consecutive terms of service in that office. A term of office shall begin at the close of the Annual Meeting at which an officer is elected, or when he/she is appointed. An officer shall continue in office until his/her successor is determined at the following Annual Meeting, or until he/she resigns, or he/she is otherwise terminated or unable to serve. A Commodore may serve no more than two consecutive terms as Commodore, but no other restrictions shall apply to tenure in office.
- L. In the event that any position remains unfilled at the Annual Meeting, the Board may fill that position at any time, without the approval of the membership.

M. No member shall hold more than one voting office at a time, or exercise more than one vote on the Board.

ARTICLE XI – COMMITTEES AND THEIR CHAIRS

- A. An ad hoc committee (a committee formed for a specific and temporary purpose) may be created or dissolved by the Board, or by the Commodore, with the implied consent of the Board.
- B. Members of a committee may be appointed by the Commodore, or by the Committee Chair, or may volunteer to be on a committee, and shall serve at the pleasure of the Board. The Commodore or the Board may remove a non-performing committee member, subject to the review of the Board, as deemed necessary.
- C. The Commodore, with the implied consent of the Board, shall appoint the chair of an ad hoc committee. The chair of an ad hoc committee shall not have a vote on the Board.
- D. If an ad hoc committee becomes more or less permanent (a standing committee), consideration should be given to amending the bylaws to make that committee permanent, and to make the chair of that committee a voting member of the Board.
- E. The Commodore shall be, ex officio, a member of all committees except the Nominating and Elections Committee.

ARTICLE XII – MEMBERS, MEMBERSHIP AND FEES

- A. Any adult, or a minor with the written and knowing consent of his/her parents or guardian, who has an interest in the purposes of FSPC, shall be eligible for membership in FSPC.
- B. An individual membership enrolls one member only. A joint membership enrolls one or two adults and their dependents. Each individual or adult member enjoys one vote. Dependents may not vote.
- C. The annual membership fee shall be payable for the coming year in the month that a membership expires. The Board may change the due date of annual membership fee, so that all memberships become due in the same month of the year.
- D. The amount of the membership fee shall be changed only by a majority of members participating in the vote, preferably at an Annual Meeting. Should the membership fee need to be changed during the year, the members shall be given the opportunity to vote on the change by e-mail or by other means.
- E. The Board is empowered to collect an insurance fee from each member to cover the apportioned cost of liability insurance. The insurance fee may be added to the annual membership fee in a single combined payment, or the Board may choose to collect the fee at any other time, separately from the annual membership fee. The inclusion of this procedure in the bylaws shall not be construed to mean that FSPC has an obligation to purchase liability insurance in the future.
- F. The Membership Chair shall advise each member when his/her membership is about to expire, so he/she may renew without a lapse in his/her membership. Members are responsible for paying their membership fees promptly.
- G. Members may vote on issues as specified in these bylaws, and as the Board may decide, on other matters.
- H. Members may be held accountable for their own and their guests' actions, and adherence to the rules of the corporation.
- I. The FSPC Directory (membership roster) contains the names and addresses of FSPC members. It is a confidential document provided solely for the convenience and benefit of the corporation and its members, and shall not be circulated outside the membership or used for any purpose other than its intended purpose.
- J. Memberships are not transferable.

ARTICLE XIII – MEETINGS

- A. Board meetings may be held in conjunction with the Annual Meeting, or as required by the needs of the corporation, and shall be open to the members. Interim Board meetings may be held as determined by the Commodore, or the Board, for the purpose of conducting corporation business throughout the year, as needed. A Board meeting should not be considered closed or confidential. Any member may attend or otherwise ask to be included in the Board's communication process. Because it may be impractical to publicize an interim Board meeting to the membership, member notification is desirable but not mandatory. The perceived importance of an issue to the membership should be considered when making this decision.
- B. A reasonable attempt shall be made to include all of the officers in a Board meeting. The Board may conduct a board meeting by any reasonable agreed-upon means – in person, by e-mail, etc. This takes into consideration that the geographical area of FSPC includes the State of Florida, and that a physical gathering for the purpose of conducting an interim meeting may result in considerable inconvenience and expense for FSPC's officers. This is an informal organization, and its business may be conducted informally where tradition and circumstance warrant.
- C. A record of the business conducted at any Board meeting, interim Board meeting, or Annual Meeting, shall be kept by the Secretary or by his/her designee and provided to all of the officers by e-mail or by other means. This record shall become a part of FSPC's records.
- D. Should a Board decision be made informally and outside of a designated meeting, the substance of that transaction shall be recorded according to paragraph C., above.
- E. Members present at any membership meeting shall constitute a quorum.
- F. All Board members shall be notified of a Board meeting by e-mail or US mail. All members shall be notified of a membership meeting by means of a notice in the newsletter, or should circumstances dictate, by e-mail, or by US mail, if a member has no e-mail address.
- G. Four officers shall constitute a quorum at Board meetings or at interim Board meetings, with the exception of a disciplinary meeting, per Article XVI

ARTICLE XIV – TRIPS AND TRIP COORDINATORS

A. Trip Origination:

- (1) A Trip Coordinator is a member who organizes, publishes, and coordinates a trip for FSPC.
- (2) A member serves as a volunteer Trip Coordinator by planning and organizing a trip on his/her own initiative.

B. Trip Coordinator Responsibility:

- (1) A Trip Coordinator shall have no authority or power over trip participants to tell or otherwise compel any participant what to do on a trip, or to otherwise cause a trip participant to obey him/her, in regard to any matter.
- (2) A Trip Coordinator assumes no responsibility for the safety, comfort, or well-being of any member or guest. It is the responsibility of each trip participant to provide for his/her own safety, comfort, and well-being on any FSPC activity.
- (3) A Trip Coordinator shall not profit financially from his/her position as a Trip Coordinator.
- (4) A Trip Coordinator is an unpaid volunteer. He/she is not obligated to entertain the participation of any individual on his/her trip if he/she is uncomfortable with the situation at hand, for any reason. In this manner, he/she shall have the ability to protect himself/herself from uncomfortable situations.

C. Member Responsibility:

- (1) To participate in a trip, members shall sign up or otherwise contact that trip's coordinator.

- (2) Members and guests shall accept personal responsibility for their own comfort, safety and well-being while attending or participating in any FSPC function or trip, and for any accompanying minors. Under all circumstances, trip participants are expected to make their own decisions, and accept responsibility for those decisions, regarding the advisability of their participation in or their continuation with a trip, and how they conduct themselves while on that trip.
- (3) No Trip Coordinator or member has the authority to tell another member (or guest) what to do on a trip. Every trip participant is responsible for his/her own safety and well-being. Nevertheless, it is advisable for a trip participant to consider the collective experience and input of other trip participants when making safety-related decisions.
- (4) It is a member's responsibility to obtain permission from the trip coordinator to bring a pet on a trip.

ARTICLE XV – INTERIM VACANCIES

- A. An affirmative vote of four officers shall be required to fill a mid-term vacancy in any elected office. Time served in the office of Commodore, as a result of a mid-term appointment to office, shall not be considered a term of office for the purpose of determining a member's future eligibility to be a candidate for the office of Commodore.
- B. An officer appointed by the Board to replace another officer shall serve for the original term of office.

ARTICLE XVI – DISCIPLINARY ACTIONS

A. Action Against an Officer

- (1) Any officer may be removed from office, with or without cause, by written and confidential ballot, by an affirmative vote of the majority of members participating in the vote. Such an action may be initiated by the Board, or by the written complaint of five members. A vote by e-mail or US mail shall fulfill the requirements of this Paragraph
- (2) An officer shall be appropriately and promptly notified of a pending attempt to remove him/her from office, and shall have an opportunity to explain himself/herself to the Board or its designee(s) prior to the execution of a formal removal process. He/she may designate another member as his/her alternate to represent him/her, should he/she choose not to participate personally.
- (3) A pending removal action against an Officer shall be terminated immediately if that Officer chooses to resign from his office.

B. Action Against a Member

- (1) The corporation may revoke the membership of, or otherwise discipline a member, whose behavior or other actions are deemed by the Board to be detrimental to, or may otherwise be considered contrary to the purposes of the corporation, or to its rules, or to the well-being of any of its members.
- (2) Upon receipt of a written complaint from a member or members against another member, the Board is obligated to promptly investigate allegations of wrongdoing, and to take appropriate action to safeguard the best interests of the corporation and its members, as circumstances dictate. Investigating a member is a sensitive matter, and the Board shall consider the effects upon others when investigating a complaint. The Board shall attempt to ascertain the validity of such allegations before formally investigating or charging a potential offender, or taking formal action against him/her.
- (3) A member shall be appropriately notified of a pending disciplinary action against him/her, and shall have an opportunity to explain himself/herself to the Board or its designee(s). He/she may designate another person as his/her alternate to represent him/her, should he/she choose not to participate personally in the process.
- (4). Upon finding that a member has violated paragraph B, section (1), above, considering the best interests and well-being

of the members and the corporation, the Board shall impose a suitable penalty upon the offender.

- (5) The maximum disciplinary action shall be a permanent revocation of membership in the corporation. The Board shall not impose a fine upon a member.

ARTICLE XVII – FISCAL RESPONSIBILITY

- A. The Board, or the Treasurer, with the consent of the Board, shall select the banking institution where FSPC's checking and/or savings accounts will be maintained. Funds shall be kept in federally insured accounts.
- B. Expenditures shall be made in accordance with an annual budget. The Board may revise the budget as necessary. It is recommended that the Board keep a minimum balance in the treasury during the year of approximately \$2000.00, to cover contingencies and other unusual expenses, and to provide financial stability for FSPC's operations. Accumulating excess funds in the treasury is to be discouraged and dealt with through a reduction in membership fees, or by other reasonable means.
- C. Any Board-approved signatory member may sign a check for the corporation in lieu of the Treasurer, in the event of his/her absence.
- D. Nothing in these bylaws shall prevent the corporation from obtaining a bond for any of its officers.
- E. The corporation shall not borrow money, nor shall it otherwise financially obligate itself beyond its available liquid assets.
- F. The corporation is not obligated to reimburse individuals who spend money on behalf of FSPC without authorization from the Board, although the Board, at its discretion and after considering the circumstances, may reimburse any reasonable expenditure.

ARTICLE XVIII – STANDING RULES

- A. Standing rules are those actions taken from time to time by the Board that affect the operation of the corporation or the conduct of its affairs, or requirements placed upon the corporation, or any or all of its members. These are actions or rules that may be passed or revoked by a simple majority vote of the Board, and that apply to the corporation and to its members.
- B. Standing rules shall supplement these bylaws as operational needs dictate, but shall not circumvent or abridge these bylaws, the intent of the bylaws, or the authority contained therein.
- C. Standing rules shall be appended to the bylaws, maintained by the Secretary, and shall be available for inspection by the members on request.
- D. Standing rules should be occasionally reviewed by the Board and altered as deemed advisable by the Board.

ARTICLE XIX – ELECTRONIC DOCUMENTATION

- A. We now live in an electronic age, and the corporate records, such as the newsletter and the bylaws, may eventually be maintained or archived electronically. Should this practice evolve, some means of backing up these electronic records should be devised. Records and documents maintained electronically should be backed up, and passed on to incoming officers.

ARTICLE XX – PROPERTY RIGHTS

- A. Documents, rosters, newsletters, records, and other intellectual, electronic, or physical property created or obtained in behalf of the corporation are the property of the corporation. Any failure to share or return club documents, records or other FSPC property, upon request and in a timely manner, shall be considered a violation of these bylaws.

ARTICLE XXI – AMENDMENTS

- A. The Board, or five members, by petition to the Board, may propose an amendment to these bylaws in writing well in advance of the next Annual Meeting, or at any time, for consideration at a future Annual Meeting.
- B. A proposed amendment to these bylaws shall be published in at least one issue of the FSPC newsletter in advance of a meeting where an amendment is to be considered, at least 90 days prior to the date of the meeting.
- C. A two-thirds majority of the votes cast shall be required to approve an amendment.
- D. An amendment shall be considered by the membership at an Annual Meeting whenever possible. Because the corporation holds only one membership meeting per year, circumstances may arise which require a bylaw change prior to an Annual Meeting. These bylaws may be amended at a time and place other than at the Annual Meeting, by e-mail vote, or by any other equitable and viable procedure. It is the intent of this paragraph to permit such an amendment process as necessary, but to strongly discourage the practice. If the vote is conducted by e-mail, it shall require a two-thirds majority of the votes cast in an e-mail ballot. Whatever procedures are established must be equitable to and considerate of the membership, the officers, and the corporation, and shall be included in the minutes of the special meeting held for this purpose.
- E. The Secretary shall enter into the minutes each copy of an amendment properly submitted for consideration, whether approved or rejected. Each amendment approved by a vote of the members shall be attached to the archived copy of the current bylaws. The current copy of the bylaws, and all approved, appended amendments, shall be posted on the FSPC website.

ARTICLE XXII – DISSOLUTION

- A. The dissolution of the corporation shall be initiated by the Board and shall be accomplished by a two-thirds majority vote of the membership present at an Annual Meeting, or at a meeting held for this purpose. Upon dissolution of the corporation, after making provisions for the payment of the corporation's liabilities, the Board shall distribute the corporate assets to an organization or to organizations similar in purpose to the corporation, as the Board sees fit. Upon dissolution, no part of the corporate assets shall inure to the benefit of any of its members.

ARTICLE XXIII – INTERIM OPERATIONS

- A. This article shall remain in effect for an interim period that will end when the bylaws are approved at an Annual Meeting, by a simple majority of the members voting to approve these bylaws.
- B. When the bylaws are approved by the membership, this article shall be removed from the bylaws.
- C. When FSPC completes the incorporation process, its incorporators shall turn over the operation of FSPC to the officers elected by the members of the unincorporated association prior to the filing of the incorporation documents, and the Board shall then conduct the affairs of the corporation according to these bylaws.
- D. These bylaws may be amended at any time by an affirmative vote of four officers, until the bylaws are approved by the membership as specified in paragraph A. above. Discussion of proposed amendment(s) to these bylaws, and the vote to accept any proposed amendment(s) to these bylaws, may be conducted at any time throughout the interim period by any reasonable means that may include in-person meetings, telephone conversations, or e-mail communications. Any amendments will be recorded by the Secretary and shall become a permanent part of FSPC's recordkeeping. The amendments shall also be attached to these bylaws, in order of the date of adoption.