

The
United States
Power
Squadrons



dedicated to
making boating
safer and more fun

UNITED STATES POWER SQUADRONS®

Sail and Power Boating — America's Boating Club®

BYLAWS
of
SANIBEL CAPTIVA SAIL
and
POWER SQUADRON, INC

A Unit of United States
Power Squadrons®

2 June 2021

Prepared by the Squadron Rules Committee

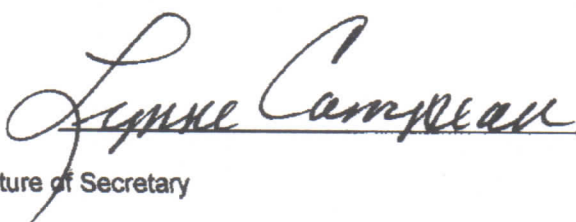
Stf/C James Strothers, SN-IN
PC William Hay, SN
Lt Roger Heider, P

CERTIFICATION

Sanibel Captiva Sail and Power Squadron, Inc

The accompanying bylaws (or amendments thereto) were adopted by the membership of this squadron on (date): APRIL 20, 2021

I certify that a quorum was present and that at least two-thirds of those voting voted in favor of all amendments reflected in these bylaws.

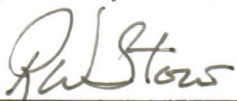

Signature of Secretary

Date signed:
4/20/2021

LT/C LYNNE CAMPAN, S
Rank, name and grade of secretary

APPROVAL

Approved by the National USPS Committee on Rules on 2 June 2021
(This is the effective date.)


For the National USPS Committee on Rules

P/S/C RANDOLPH W. STOW AP
Rank, Name & Grade of National USPS Committee on Rules, Approving Member

BYLAWS

SANIBEL CAPTIVA SAIL AND POWER SQUADRON, INC.

A Unit of United States Power Squadrons®

Sail and Power Boating — America's Boating Club®

As amended through 2 June 2021

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These bylaws adapted from Model Bylaws for Squadrons edition of February 2020.

ARTICLE 1

Name

Section 1.1 The name of this organization shall be Sanibel Captiva Sail and Power Squadron Inc.. After notice in accordance with these bylaws, by vote of the voting members of the squadron at any regular or special meeting, and in accordance with the requirements of the Bylaws of the United States Power Squadrons, the Squadron may adopt a d/b/a name for doing business, provided that any state requirements for registration of a d/b/a are met.

Nonprofit Organization

Section 1.2 This is a nonprofit organization organized under the laws of the State of Florida. The bylaws of United States Power Squadrons and any rules and regulations made pursuant thereto, not inconsistent with federal, state or local laws, shall take precedence over those of this squadron, and all provisions thereof affecting the conduct of the affairs of this squadron shall prevail.

Human Rights Laws

Section 1.3 The squadron and its members shall at all times observe all federal, state and local human rights laws, regulations and ordinances applicable to any squadron activity, procedure or practice. No person may be refused membership, denied office, or be prevented from participating in any activity because of any fact or circumstance which would identify that person as one of a protected class of individuals under the human rights laws, regulations or ordinances of any governmental jurisdiction where the person resides or in which the squadron conducts business.

ARTICLE 2

Objectives

Section 2.1 The objectives of this squadron shall be:

2.1.1 To selectively associate congenial persons of good character having a common love and appreciation of boating as a nationwide fraternity of boaters;

2.1.2 To encourage and promote boating, power and sail, and to provide through local squadrons and otherwise a practical means to foster fraternal and social relationships among persons interested in boating;

2.1.3 To encourage and promote a high amateur standard of skill in the handling and navigation of boats, power and sail; to encourage and promote the study of the science and art of navigation, seamanship and small boat handling; to develop and promote instructional programs for the benefit of members; and to stimulate members to increase their knowledge of and skill in boating through instruction, self-education, and participation in marine sports activities and competitions;

2.1.4 To encourage its members to abide by recognized boating traditions, customs and etiquette; and

2.1.5 To render, and encourage its members to render, such altruistic, patriotic or other civic service as it may from time to time determine or elect.

Definitions

Section 2.2 As used herein, unless the context clearly indicates otherwise, the term:

2.2.1 *USPS* means United States Power Squadrons®.

2.2.2 *District* means a district of USPS.

2.2.3 *Squadron* means this squadron.

2.2.4 *Members, officers, committees, delegates* and subjects treated generally refer to and mean those of this squadron.

2.2.5 *USPS policy* refers to and means the bylaws of USPS; the policies adopted by either the USPS Governing Board or the Board of Directors. The current USPS Operations Manual often includes or refers to these bylaws and policies for ease of member reference. If there is a difference between the National bylaws or USPS policy and the Operations Manual, the national bylaws and policy always take precedence..

2.2.6 *Office* means any position of responsibility, whether elected, appointed or voluntarily accepted.

2.2.7 *Electronic Meeting* means meeting held over media such as tele-conference, audio, video, or computer-based communication.

Section 2.3 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

ARTICLE 3

Membership

Section 3.1 Membership in USPS and in this squadron is a privilege, not a right, and shall be by application and contingent upon meeting eligibility requirements as set forth in the bylaws of USPS. Admission to membership in USPS is a function of the USPS Governing Board and is delegated to the squadron Executive Committee subject to USPS policy. No membership shall be valid unless the member meets and continues to meet the factual requirements of membership in USPS according to the policies of USPS and this squadron.

Section 3.2 There shall be four classes of membership: active members, apprentice members, associate members and honorary members.

Section 3.3 Active members of this squadron shall consist of persons who are able and willing to promote and advance the objectives of USPS or this squadron, meet the qualifications for active membership set by USPS Policy and who are admitted to membership as herein provided.

Section 3.4 Any member who has been awarded 25 merit marks shall become a life member.

3.4.1 An individual who has been awarded at least five merit marks shall be deemed a senior member.

Section 3.5 Individuals who reside with an active member (considered a *primary active member* for billing purposes) may be admitted as members in the same manner as any other such member. They shall have all the rights and privileges of their membership class except they shall not be entitled to receive separate copies of *The Ensign* or other publications and their dues shall be billed to the primary active member.

3.5.1 Upon the resignation, termination or death of a primary active member, any memberships that had been billed to the primary active member shall continue with one such member, 18 years of age or older, automatically becoming the new primary active member. If no such member exists, or the only qualifying member refuses the change, all remaining members 12 to 17 years of age will be offered the opportunity of becoming apprentice members.

3.5.2 Members less than 18 years of age shall be entered as active members, may enroll in courses and may receive merit marks. They shall also be entitled to wear the uniform, fly the ensign, and attend any business meeting of USPS or any district or squadron, but may not serve in an elected position, chair a committee or vote.

Section 3.6 Apprentice members of this squadron shall be persons who have reached the age of twelve. Apprentice members shall have the same privileges as are available to active members except they may not serve in an elected position, chair a committee or vote.

3.6.1 On becoming 18 years of age, an apprentice member shall automatically become an active member unless electing to remain an apprentice member. At any time between the ages of 18 and 23 an apprentice member can irrevocably elect to become an active member. Apprentice membership shall automatically be converted to active membership at the end of the dues year in which the apprentice becomes 23 years of age.

Section 3.7 Associate members of this squadron shall consist of members in good standing of other squadrons of USPS or of the Canadian Power and Sail Squadrons, who have been granted associate membership by the Executive Committee. Associate members shall have all of the privileges of active members except that they may not hold elective office in this squadron, have representation by delegates of this squadron, be entitled to represent this squadron at any USPS or district meeting, or be entitled to vote at any meeting of this squadron.

Section 3.8 Honorary memberships may be conferred by the Executive Committee, for not more than one year at a time, upon any persons not members of USPS and who have made a significant contribution to safe boating or to the work of this squadron. Honorary members shall have none of the privileges extended to other classes of members except to wear the USPS lapel pin. Honorary members shall pay no national or local entrance fees, assessments or annual dues.

Section 3.9 [*Reserved*]

Section 3.10 Admission to membership shall be by such form as prescribed by USPS. An application for active, apprentice, or associate membership in this squadron must have been endorsed by one or more active members before being reported to the Executive Committee.

Section 3.11 *[Reserved]*

Section 3.12 The classification of members and the educational grade of members attaining advanced grades shall be in accordance with USPS policy.

Section 3.13 All voluntary resignations must be made in writing to the commander or the secretary of the member's squadron with a copy to the national secretary. No resignation of a member indebted to USPS or to a squadron shall be accepted until such indebtedness has been paid. If dues of any member are in arrears later than two weeks after the beginning of the member's dues year, membership, including any additional memberships in connection therewith, will be terminated automatically and without further notice. Membership may be terminated as provided in Article 15 of USPS bylaws.

ARTICLE 4

[Reserved]

ARTICLE 5

Officers and Committees Generally

Section 5.1 Officers and committee members, whether elected or appointed, shall be subject to the following general provisions:

5.1.1 All elected officers and elected committee members shall be active members of this squadron, at least 18 years of age.

5.1.2 All bridge officers shall have been awarded at least one advanced grade and at least one merit mark. This requirement may be waived by the district commander for good cause in accordance with USPS bylaws Section 7.9.

5.1.3 Except as otherwise provided in these bylaws, all officers, committee chairmen and committee members shall be elected or appointed annually and serve for one year or until their successors are appointed or installed and shall begin their terms of office when they are elected or appointed, or if applicable, installed.

5.1.4 No active member shall be nominated for or hold more than one elective flag office, as defined by USPS bylaws Section 4.3, in this squadron simultaneously, except as provided in 5.2 herein or for a short period due to overlapping terms of office. More than one elective position other than flag office may be held if there does not appear to be a conflict of interest.

5.1.5 *[Reserved]*

5.1.6 Elected committees whose members have staggered terms shall have members elected originally for terms to meet such distribution. Appointed committees whose members have terms of more than one year shall be appointed by the Executive Committee to meet a staggered distribution. One of the members whose term next expires shall be considered for nomination and election, or appointment as chairman, as appropriate.

5.1.7 A vacancy occurring in any elective office shall be filled by the Executive Committee until the next annual meeting of this squadron, and a vacancy occurring in any appointive office shall be filled by appointment by the appointing authority. Persons selected to fill vacancies in the offices of educational officer and assistant educational officer must have their qualifications approved as provided in 11.2 herein.

5.1.8 In all instances relating to rank, grade, appointment, duties and procedures, USPS policy shall prevail.

5.1.9 Upon leaving office, elected and appointed officers and committee chairmen shall surrender to their successors all significant records, reports, communications, documents and property in their possession pertaining to the affairs of their position.

5.1.10 In the event the commander, the executive officer, or the administrative officer is determined, by self-declaration or by two-thirds vote of the Executive Committee, to be incapable of performing the duties of office because of illness or otherwise, the Executive Committee may temporarily assign the duties and powers of such

office to a past commander agreeable to serve. Such assumption of duties by a past commander shall last only until the earliest of: (1) the next annual meeting of this squadron; (2) the officer rescinds the self-declaration of incapability; (3) the Executive Committee rescinds its declaration of incapability; or (4) the next squadron meeting at least 50 days after the declaration of incapability, at which meeting the Executive Committee shall recommend to the membership whether the period of incapability should be extended or the office declared vacant.

5.1.11 All appointed officers of this squadron shall be active, associate or apprentice members, at least 18 years of age, and in good standing. Every appointed officer and committee member shall hold office at the pleasure of the appointing authority but not beyond the term of office of that person or body except to complete an assignment with the approval of the Executive Committee.

Elected Officers

Section 5.2 The **bridge officers** of this squadron shall be the commander, who shall be the ranking officer, the executive officer, the educational officer, the administrative officer, the secretary and the treasurer, which officers shall be elected by the members qualified to vote and present at the annual meeting each year. The offices of secretary and treasurer may be held by the same person if so authorized by the Executive Committee.

Elected Assistants

Section 5.3 The **Executive Committee** may authorize election of an assistant educational officer, an assistant administrative officer, an assistant secretary, and/or an assistant treasurer. If authorized, these assistants shall be elected, and serve with the rank of first lieutenant. Any such officers shall assist their principals and, in the absence or incapacity of their principals, act in the principals' stead.

Elected Committees

Section 5.4 There shall be an **Executive Committee**, also known as Board of Directors, consisting of the elected bridge officers, the most recent Past Commander or Lt. Commander willing and able to serve and three members qualified to vote from the general membership of this squadron. Members-at-large and the past commander or Lt. commander shall be elected to this committee in accordance with the provisions of Article 11. Meetings of the Executive Committee, except when processing membership applications, are open to any squadron member who wishes to attend, and who, when recognized by the presiding officer, may address the committee, but may not vote.

Section 5.5 There shall be a **Nominating Committee**, consisting of a chairman and at least three with a maximum of five other members, one of whom shall be elected by the members, qualified to vote and present at the annual meeting, each year for a term of three years. At least one member of the **Nominating Committee** shall be a Past Commander or Lt Commander.

Section 5.6 There shall be a **Rules Committee**, consisting of a chairman and two other members, one of whom shall be elected by the members, qualified to vote and present at the annual meeting, each year for a term of three years.

Section 5.7 There shall be an **Auditing Committee**, consisting of a chairman and two other members, one of whom shall be elected by the members, qualified to vote and present at the annual meeting, each year for a term of three years.

Appointed Committees

Section 5.8 Certain **standing committees** shall report to the Executive Committee:

5.8.1 The **Planning Committee** shall be composed of three members (preferably senior members), one of whom shall be appointed annually by the Executive Committee for a term of three years. It shall study matters concerning the general welfare of this squadron and make recommendations thereon to the Executive Committee. Items for study may be referred to it by the commander, the Executive Committee or the membership, or may arise within the Planning Committee itself. It shall file an annual report with the Executive Committee at its meeting preceding the annual meeting.

5.8.2 The **Budget and Finance Committee** shall be composed of three members, one of whom shall be appointed annually by the Executive Committee for a term of three years. It shall work in close cooperation with the treasurer, prepare the budget and, in general, plan the overall financial affairs of this squadron. It is the responsibility of this committee to present a budget annually to the Executive Committee for approval prior to its being presented to the voting members for adoption.

Section 5.9 Certain other **appointed committees** shall report to the commander or their respective department heads as required or directed.

5.9.1 The **Membership Committee** shall be composed of three members appointed annually by the commander. It shall be familiar with the policies and procedures outlined in the current edition of the USPS Membership Manual. It shall process all new membership applications.

5.9.2 The **Member Involvement Committee** shall be composed of two members appointed annually by the commander. It shall ensure that all members are kept aware of the educational, service, and social activities of this squadron and shall work closely with the Membership Committee to ensure that new members become quickly involved in squadron activities.

5.9.3 [*Reserved*]

5.9.4 [*Reserved*]

5.9.5 The **Merit Mark Committee** may be composed of three members appointed annually by the commander. It shall compile and correlate data to assist the commander with merit mark recommendations.

5.9.6 [*Reserved*]

5.9.7 [*Reserved*]

5.9.8 Other committees consisting of those customarily assigned to the various departments of this squadron by USPS policy, shall perform such duties as are usual for their particular operation and as may be directed by their department heads, and shall make such reports as are required by their operations.

Other Appointed Officers

Section 5.10 The commander may appoint a **law officer** who should be an attorney at law, authorized to practice as such. The law officer shall perform such legal duties as may be assigned by the commander or by the Executive Committee and which concern the affairs of this squadron and its district and USPS affiliations.

Section 5.11 The commander may appoint a **supply officer** who shall have charge of the procurement and sale to qualified members of ensigns, insignia and other paraphernalia approved by USPS. The supply officer shall be responsible to the treasurer for all funds received from the sale of supplies.

Section 5.12 The commander may appoint a **property officer** who shall have responsibility for all squadron property which is not procured for resale to members and who shall maintain a current listing of such property showing location, date procured, and condition. A copy of the listing shall be supplied to the treasurer upon request.

Section 5.13 The commander may appoint a **chaplain**, a **flag lieutenant**, and such **other aides or lieutenants** as are deemed necessary, to perform such duties as the commander or the Executive Committee may assign.

ARTICLE 6

Duties and Powers of Officers and Committees

Section 6.1 The **commander** shall:

6.1.1 Preside at all meetings of this squadron and its Executive Committee.

6.1.2 Execute all written instruments in the name of this squadron when directed by the Executive Committee or by the membership.

6.1.3 Have command of the fleet when the vessels of this squadron are formally assembled.

6.1.4 Appoint, with the concurrence of the Executive Committee, appointive officers and the chairmen and members of the appointive committees.

6.1.5 Be, *ex officio*, a member of all committees and boards of this squadron except the Nominating, Rules, and Auditing Committees.

6.1.6 Make recommendations for members to serve as national and district officers, and to serve on national and district committees, and make reports to national and district officers as required by USPS policy and the district.

6.1.7 Appoint, with the advice and approval of the Executive Committee, delegates to the conferences of the district and to the Governing Board and special meetings of USPS.

Section 6.2 The **executive officer** shall: (1) assist the commander; (2) have general supervision of the Executive Department as directed by the membership, the commander, or the Executive Committee; (3) be, *ex officio*, a member of all committees of the Executive Department; and (4) in the temporary absence or incapacity of the commander, perform the duties and exercise the powers of the commander.

Section 6.3 The **educational officer** shall: (1) assist the commander; (2) have general supervision of the Educational Department as directed by the membership, the commander, or the Executive Committee; and (3) be, *ex officio*, a member of all committees of the Educational Department.

Section 6.4 The **administrative officer** shall: (1) assist the commander; (2) have general supervision of the Administrative Department as directed by the membership, the commander, or the Executive Committee; (3) be, *ex officio*, a member of all committees of the Administrative Department; and (4) in the temporary absence or incapacity of the executive officer, perform the duties and exercise the powers of the executive officer.

Section 6.5 The **secretary** shall:

6.5.1 Have custody of all corporate records, bylaws, and the corporate seal of this squadron.

6.5.2 Attest to and affix the corporate seal, if any, to written instruments when so directed by the Executive Committee.

6.5.3 Keep a record of all proceedings of this squadron and of the Executive Committee, of the attendance at Executive Committee meetings and of all matters of which a record may be deemed advisable, in books belonging to this squadron, which records shall be open to inspection, at all reasonable times, by any active member of this squadron. No detailed records shall be kept relating to votes on applications for membership.

6.5.4 Keep an up-to-date record of all members of this squadron, including for each member: name, address, telephone number, certificate date and number, type of membership, rank, grade, merit marks, senior membership date, vessel data and other pertinent information.

6.5.5 Keep and preserve all documents, records, reports and official correspondence connected with the business of this squadron.

6.5.6 Report to USPS Headquarters the names and addresses of persons admitted to membership in this squadron, any transfers to this squadron, any changes in membership or addresses of members, and the election of officers. Report to the national secretary any transfers from this squadron to unattached member status.

6.5.7 Send the required notices of all squadron and Executive Committee meetings and all lists of candidates for office to be voted upon at any election.

6.5.8 Make a report at the annual meeting and at such other times as the commander or the Executive Committee may request.

6.5.9 Perform such other appropriate duties as may be assigned by the commander or the Executive Committee or as may be required by USPS policy.

6.5.10 Be, *ex officio*, a member of all committees under the Secretary's Department.

Section 6.6 The **treasurer** shall:

6.6.1 Collect and hold, in the name of this squadron, all funds belonging to this squadron.

6.6.2 Pay all bills contracted by this squadron which have been approved by the Executive Committee or by the head of a department or the chairman of a committee which has contracted the same by virtue of appropriations made by the Executive Committee or by the adopted budget.

6.6.3 (a) Make interim reports, including statements of receipts, disbursements and financial condition, at such times as the commander or the Executive Committee may direct;

(b) prepare an annual report as of the last day of the squadron's fiscal year; and

(c) make all financial records available for the Auditing Committee inspection required by Section 6.10.

6.6.4 Keep and preserve an accurate record of all funds received and disbursed and of all squadron property.

6.6.5 [*Reserved*]

6.6.6 [Reserved]

6.6.7 Promptly send funds due USPS received from new members to headquarters.

6.6.8 Pay to the district to which this squadron is assigned any annual assessment, at such time and in such manner as directed by the district.

6.6.9 Prepare and file in a timely manner all required federal, state and local tax and information returns.

6.6.10 Perform such other appropriate duties incident to the office as are required by USPS policy or as the commander or the Executive Committee may direct.

6.6.11 Be, *ex officio*, a member of all committees in the Treasurer's Department.

Executive Committee

Section 6.7 The **Executive Committee**, also known as the Board of Directors, shall:

6.7.1 Meet monthly or when convened by the commander, have general charge of the policy, management and finances of this squadron, be vested with and have legal custody of all squadron property, and appropriate such sums as may be deemed advisable, within the limits of squadron resources, for the normal and usual operation of this squadron, including squadron, district and USPS functions.

6.7.2 [Reserved]

6.7.3 Carry on the normal business of this squadron between meetings of the membership.

6.7.4 Establish committees and appoint members thereto as may seem advisable and in the best interests of this squadron.

6.7.5 Consult with and advise the commander regarding appointments to squadron offices and committees.

6.7.6 All squadron operating funds shall be kept in depositories insured by an agency of the U.S. government. The depository institute(s) are to be chosen with the advice of the squadron's treasurer. For planning purposes, operating funds shall approximate 150% of the squadron's annual operating budget. For investment funds, the squadron may seek out higher yield investments which have been recommended by a qualified professional. Finally, the Executive Committee shall approve the budget, including any investment decisions, for submission to the members.

6.7.7 Enforce the authority given it under these bylaws and take any necessary action consistent with USPS policy to advance the best interests of this squadron.

6.7.8 With the assistance and cooperation of the Educational Department, determine which courses and programs are to be offered during the squadron teaching year, and the times and locations thereof.

6.7.9 Invite the law officer to its meetings when legal expertise is desirable. The law officer shall be entitled to speak at such meetings but shall not be entitled to vote.

6.7.10 Annually appoint one member to the Planning Committee and one member to the Budget/Finance Committee to replace the members completing their final year on each committee.

General Committees

Section 6.8 The **Nominating Committee** shall select a candidate for each elective office and for the chairman and members of each elective committee provided for herein and shall submit its written report to the secretary for distribution to the membership at least 30 days prior to the annual meeting.

6.8.1 Other than interviews with potential nominees, no member of this committee shall comment upon or discuss committee business with any non-member of this committee and, other than the nominations report, no non-member of this committee shall be entitled to receive any information concerning the committee's deliberations.

6.8.2 No member of this committee may also serve on the bridge; nor may a member be nominated by this committee for assumption of any bridge office commencing less than one year after the member's service on this committee ends; nor may any members serve again on this committee for at least one year after their service on this committee ends. For the purposes of this section a year shall be deemed to be the normal watch of bridge officers.

Section 6.9 The **Rules Committee** shall be the guardian of adherence to the USPS bylaws, USPS policy and squadron bylaws. The committee members shall remain familiar with the current edition of *Model Bylaws for Squadrons of USPS* and

prepare recommendations as necessary to keep this squadron's bylaws consistent with USPS policy. It shall prepare the wording of proposed amendments as may be directed by the Executive Committee, the membership or proposed on its own initiative.

Section 6.10 The **Auditing Committee** shall examine all records of the treasurer as of the last day of the squadron fiscal year and submit a report of its findings for action by a membership meeting not more than 60 days after the end of the fiscal year. An additional audit shall be performed and reported to the membership within 60 days should a different individual assume the office of treasurer prior to the end of the fiscal year.

ARTICLE 7

Dues and Entrance Fees

Section 7.1 The entrance fees and annual dues of dues-paying classes of membership shall be reviewed each year by the Executive Committee, and its recommendations for the following year shall be presented to and voted upon by the voting members no later than the last regular squadron meeting prior to 1 February. Such fees and dues shall be as so determined provided, however, that in the event no such fees or dues are so fixed for any USPS dues year, fees and dues shall be the same as for the preceding year.

Section 7.2 The dues of this squadron shall be due and payable, in advance, at the same time as USPS dues are due and payable.

7.2.1 Associate member dues and fees, if any, shall be billed by and paid directly to this squadron.

Section 7.3 An entrance fee, in an amount recommended by the Executive Committee and approved by the voting members, may be required as a prerequisite to any class of membership except honorary membership. Such entrance fee shall be paid at the time of acceptance of the individual into membership.

Section 7.4 Dues for new members are payable with their membership application. The member's anniversary date becomes the first day of the month that the membership application form is accepted. Dues for all subsequent years shall be payable annually on or before the member's anniversary date.

Section 7.5 Non-payment of squadron dues may be excused by the Executive Committee, but nothing herein shall authorize the waiver of dues to USPS or of any amount intended to defray a per capita assessment of the squadron by its district.

Section 7.6 Members of all classes of USPS membership otherwise eligible to receive instruction or examination in any course may not do so unless in good standing and not in arrears for dues or other indebtedness to this squadron or USPS.

ARTICLE 8

Resignations, Transfers and Reinstatements

Section 8.1 Resignations, transfers and reinstatements shall be accomplished in accordance with USPS policy.

Section 8.2 Reinstatement requests from former members who have voluntarily terminated membership in this squadron shall be treated as follows:

8.2.1 Those who apply for reinstatement within two years of termination of membership shall be reinstated upon the payment of annual dues for the current year and squadron indebtedness (if any).

8.2.2 Reinstatement requests received two or more years after termination of membership shall be reviewed as follows:

(a) Upon receipt of a request for reinstatement, the Executive Committee shall, in closed session, determine whether any committee member is against reinstatement. If there are no such members, the applicant shall be reinstated as in 8.2.1 herein.

(b) If any Executive Committee member expresses intent to vote against reinstatement, the specific grounds for such vote shall be recorded in the minutes of the closed session (but not divulged to non-members of the Executive Committee). At its next meeting, the Executive Committee shall, in closed session, vote on the question, "Shall (name) be refused reinstatement?" A two-thirds vote shall be required to refuse reinstatement; otherwise, the applicant shall be reinstated as in 8.2.1 herein.

(c) If reinstatement is refused, the squadron secretary shall, within five days, notify the national secretary of such refusal and the specific grounds, therefore. In such case the former member shall be eligible for reinstatement in USPS as an unattached member.

ARTICLE 9

Meetings, Notices and Quorums

Section 9.1 Regular squadron business meetings shall be held at the times, dates, locations and or electronic links as scheduled by the squadron membership. Regular squadron business meetings shall be held on the third Tuesday of each month, from October to May of the ensuing year, inclusive, at a regular meeting place. The Executive Committee may change the location of any meeting, provided that at least 7 days notice is given to the members. The Executive Committee may designate other times and places for such regular business meetings upon proper notice.

Section 9.2 If a holiday or other circumstance makes it impractical to hold any meeting as provided herein, the Executive Committee may waive such meeting or set another meeting date. The membership shall be notified accordingly.

Section 9.3 The annual meeting shall be held in the month of January at such time and place as the Executive Committee may designate, at which time an election of officers and members of elective committees, including the chairmen thereof, shall be held. Written notice of the annual meeting, containing a list of all active members nominated by the Nominating Committee for election to positions within this squadron, shall be sent to each voting member by the secretary, in such manner as determined by the Executive Committee, at least 30 days prior to such meeting.

Section 9.4 The secretary shall provide a list of all nominees by petition as provided by 11.1 herein and shall give notice thereof to all voting members in such manner that it will reach them at least seven days prior to the date of the election.

Section 9.5 At the discretion of the commander or the Executive Committee, special membership meetings may be called at any reasonable time and shall be called by the secretary upon written request of at least 10 percent, but not less than six, voting members. Special meetings of the Executive Committee may be called by the commander or upon written request by five or more members of the Executive Committee.

Section 9.6 Except as provided in 9.3 herein, notices of all regular and special meetings of this squadron and of the Executive Committee shall be mailed to the last known address of each member entitled to receive such notice at least 20 days prior to regular meetings, and at least 10 days prior to special meetings. The inclusion of a Notice of Meeting in an official squadron publication mailed the required time before such meeting will be deemed to comply with the foregoing provisions.

9.6.1 Electronic communication may be used for notices provided the recipient has agreed to accept electronic messages in lieu of physical mail and the message is transmitted to the member's facsimile machine or last e-mail address of record on or before the applicable deadline for dispatching notice. Providing an e-mail address or fax number shall constitute an agreement to receive notices electronically. Electronic transmission of an official squadron publication containing such notice shall be deemed to comply with this requirement provided it is transmitted in its entirety.

9.6.2 Meetings of the Executive Committee may, when necessary, be conducted by electronic means, as defined by the currently available technology, provided that all other applicable sections of Article 9 are adhered to. Such meetings must be announced to all involved members and provision shall be provided for any member who wishes to monitor the proceedings and comment to the meeting any questions or concerns as if they were meeting in person.

Section 9.7 At any regular or special meeting, 10 per cent of the membership qualified to vote, as determined by the records of this squadron, shall constitute a quorum.

Section 9.8 A quorum for any committee of more than two persons shall be a majority of its members.

Section 9.9 Voting at regular and special meetings shall be as follows:

9.9.1 Each voting member qualified and present in this squadron shall have one vote on each question.

9.9.2 Voting shall be by voice unless a poll is demanded by a member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least one-fifth of the voting members present a roll call vote shall be held. The presiding officer may require that voting be by secret ballot if circumstances warrant.

9.9.3 The presiding officer shall vote only to create or decide a tie, or to cast a secret ballot.

9.9.4 Voting at an election shall be as provided in 11.5 herein.

ARTICLE 10

Order of Business and Rules of Order

Section 10.1 Unless otherwise resolved by the active members or proposed by the presiding officer without dissent at the outset of the meeting, the following order of business shall be observed at all meetings of the membership and the Executive Committee:

- Determination of quorum
- Approval of the minutes of the preceding meeting
- Reports of officers
- Reports of committees
- Communications
- Unfinished business
- Elections
- New business

Section 10.2 Orderly parliamentary procedure shall govern at all meetings. All questions of procedure not otherwise covered herein or by USPS policy shall be determined in accordance with the most recent currently available edition of *Robert's Rules of Order Newly Revised* by the chairman of the Rules Committee or his designee. However, if the rules chairman is absent, the presiding officer shall designate the parliamentarian. The person serving as parliamentarian shall be identified at the outset of the meeting.

ARTICLE 11

Nominations, Elections and Voting

Section 11.1 Candidates for elective positions to be voted upon at the annual meeting may be nominated (1) by the Nominating Committee as herein provided or (2) by petition in writing signed by at least five active members in good standing and filed with the secretary at least 15 days before the date of election.

Section 11.2 The educational officer and the assistant educational officer (if any) are members of the USPS Educational Department and shall be nominated and elected only after their qualifications have been approved by the national educational officer's designee.

Section 11.3 If vacancies exist in the properly formulated slate of nominees at the time of the election, they shall be filled by nominations from the floor duly made by voting members.

Section 11.4 No active member shall be eligible for nomination without first signifying willingness and ability to serve if elected.

Section 11.5 At any election, each voting member qualified and present in this squadron shall have one vote for each office to be filled. Voting shall be in the following manner:

11.5.1 Cumulative voting is prohibited.

11.5.2 Election to an uncontested office may be by a supported motion and a ballot cast and recorded by the secretary.

11.5.3 Election to a contested office shall be by secret ballot, unsigned and cast in person. Such elections shall be determined by a judge of election and not less than three tellers, all of whom shall be appointed by the commander. The secret ballots shall be delivered to the judge of election and opened and inspected by the tellers, and the final results shall be tabulated and announced to the members before the close of the meeting.

11.5.4 Polls shall remain open for no more than one hour after the election is initiated as an order of business.

ARTICLE 12

Miscellaneous

Section 12.1 Any person collecting funds for any activity of this squadron shall be prepared at all times to make a full and complete accounting of the same to the commander and to the Executive Committee.

Section 12.2 No member shall contract any bills in the name of this squadron unless previously authorized by the Executive Committee or by the adopted budget.

Section 12.3 When any account authorized by the Executive Committee or by the adopted budget is closed, any excess funds therein and a complete accounting shall be promptly turned over to the treasurer.

Section 12.4 No person shall take advantage of USPS membership status in order to achieve personal gain or remuneration.

Section 12.5 The squadron's fiscal year shall be for twelve consecutive months beginning on the first day of January each year.

Section 12.6 All publications or notices of any nature issued by this squadron shall have the prior approval of the commander or the Executive Committee before being sent to members or to the public.

ARTICLE 13

Discipline

Section 13.1 Matters of discipline shall be considered and handled in accordance with USPS policy.

ARTICLE 14

Flags, Uniforms, Insignia and Etiquette

Section 14.1 Flags, uniforms, insignia and matters of etiquette shall conform to USPS policy.

ARTICLE 15

Squadron Publication

Section 15.1 The official squadron publication shall be known as "SOUNDINGS".

ARTICLE 16

Distribution of Assets after Termination

Section 16.1 No member of this squadron shall have, as an individual, any interest in or title to the assets of USPS or of any district or squadron, and such assets shall be devoted exclusively to the purposes of USPS, the district or this squadron.

Section 16.2 In the event of dissolution and voluntary surrender, or of revocation of this squadron's charter, all assets then belonging to this squadron shall be assigned to USPS or to another organization which qualifies for tax exemption (under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and any rules and regulations promulgated thereunder, or such other section of the code (by which USPS is exempt) or of the State the squadron may be incorporated in, as selected by the Executive Committee and approved by a quorum of the membership of the squadron. If no such body exists or no selection is made, the assets of this squadron shall be assigned to USPS. If such assets include or have been bequests, gifts over \$10,000 or endowments, the distribution of these assets will be subject to the review of the District Law Officer and approved by the District Council.

ARTICLE 17

Amendments

Section 17.1 These bylaws may be amended, subject to the approval of the USPS Committee on Rules, by a two-thirds vote of the voting members qualified and present at any regular or special squadron meeting, provided that a quorum is present at the time the vote is taken and (1) the proposed amendments are stated in full in the notice of the meeting at which action is to be taken thereon, or (2) an announcement of the proposed amendments was given to each member and multiple copies of the old and the proposed bylaws are made available to the members at two or more consecutive general membership meetings at least 20 days apart (the last such meeting may be the meeting at which the vote is taken).

Section 17.2 When any proposed amendments are properly placed before any meeting for consideration, they may, before final action is taken thereon, be changed by a majority vote, provided the change is germane to the subject of the amendment under consideration.

Section 17.3 Amendments to these bylaws shall not become effective until approved by the USPS Committee on Rules. Notice of such approval is to be provided by the squadron secretary to each active member. Notice of approval in the squadron publication, duly issued and circulated, shall fulfill the above requirement.

ARTICLE 18

Corporate Seal

Section 18.1 The Corporate Seal of this squadron shall have inscribed thereon the squadron's name the year of its incorporation, and the words.

“Corporate Seal Sanibel Captiva Sail & Power Squadron”

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The
United States
Power
Squadrons



dedicated to
making boating
safer and more fun

UNITED STATES POWER SQUADRONS®

Sail and Power Boating — America's Boating Club®

**STANDING RULES
and
PROCEDURES
of
SANIBEL CAPTIVA
SAIL & POWER
SQUADRON**

A Unit of United States Power
Squadrons®

Sail and Power Boating – America's Boating Club®

Prepared by the Squadron Rules Committee

Stf/C James Strothers, SN-IN
PC William Hay, SN
Lt Roger Heider, P

STANDING RULES and PROCEDURES

SANIBEL CAPTIVA SAIL AND POWER SQUADRON, INC.

A Unit of United States Power Squadrons®

Sail and Power Boating — America’s Boating Club

Adopted February 12, 2014

As amended, February 4, 2021

Amendment History

February 4, 2021: Revised Section 1.8, Revised Section 2.1, Revised Section 4.1, Revised Section 5.2, added Meeting Section, and Revised Appendix A.

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Definition

Standing rules and procedures relate to administrative operating procedures not warranting inclusion in, but in accordance with, the bylaws of the squadron. They represent motions passed by the Executive Committee or general membership and provide specific procedures for the conduct of normal day-to-day SCSPS business.

Financial

Section 1.1 Educational Fund Contribution: Upon death of an active member, twenty-five dollars shall be presented to the USPS Educational Fund in memory of a deceased member. A memorial honoring a deceased member shall be published in the *Soundings* and/or email.

Section 1.2 Outgoing Commander's Award: The incoming Commander is given a budget of \$75 to purchase an appreciation gift for the outgoing Commander, to be awarded at the annual Change of Watch ceremony.

Section 1.3 Budget and Finance Committee: After approval of the Executive Committee, the Budget and Finance Committee will submit the budget for the coming year in the December newsletter. The budget shall be submitted to members for final approval at the January Annual Meeting.

Section 1.4 Interest Income: Interest income from savings accounts or certificates of deposit may be considered as income for operating expenses in budget planning.

Section 1.5 Payments of deposits for Social Events: The squadron may pay required, reasonable deposits for up-coming social events, such as C & R's, Change of Watch, Charter Party, etc. Any such contracts must include the terms of cancellation and must be submitted to the Executive Committee for prior approval.

Section 1.6 Financial Records: Financial records older than 7 years may be destroyed.

Section 1.7 Treasurer's Report: A copy of the Treasurer's Report is available to any member upon request.

Section 1.8 Commander's Expenses: See Appendix A entitled "Guidelines for Reimbursement of Commander Travel and Related Expenses." These guidelines are to be reviewed every year prior to submittal to the Budget Committee.

Education

Section 2.1 Educational Course Charges: For basic courses, the maximum price will include materials, shipping, the cruise, and any other related costs. The Squadron Educational Officer and Treasurer will determine the amount to be added to the course to cover expenses.

Section 2.2 Instructional Classes: No instructional classes will be held on the regular meeting evening of this squadron.

Section 2.3 Educational Training: Members' personally owned vessels may be used for educational training. (8-Nov-12)

Section 2.4 Social Media: Social media may be used to promote and advertise SCSPS activities and courses upon approval of the Executive Committee.

Membership

Section 3.1 Membership Committee: The chairman of the Membership Committee shall be the principal squadron contact for the acquisition of all categories of new dues paying memberships, to include members new to USPS, reinstatements and change of status. The chairman or delegate will process all new member applications, collect specified dues, and forward applications to USPS.

Section 3.2 Membership Involvement Committee: The Membership Involvement Committee shall work to ensure that new members become quickly involved in squadron activities by providing mentors, informing officers of new member strengths and interests, and organizing new member parties to help acquaint them with existing members and opportunities for involvement.

Section 3.3 Committees: Under certain conditions, the Administrative Officer, with the approval of the Commander, may choose to combine the Membership and Membership Involvement committees.

Awards

Section 4.1 Boating Activities Award: The Squadron may give a Boating Activities Award each year to the captain who has exhibited outstanding boatmanship of the season. The Boating Activities Chair, with the approval of the Commander, will make the selection, have the award engraved, and present it at the Change of Watch.

Section 4.2 Teacher of the Year Award: This award is presented to a member of the squadron instructional staff, having been selected by the Administrative Officer and Commander. It will be presented at the Annual Change of Watch. The winner may be nominated by the Education Officer for the District Chapman Award.

Miscellaneous

Section 5.1 Soundings: All contracts relative to the publication of the *Soundings* and all other publications of the squadron must have prior approval by the Executive Committee

Section 5.2 Squadron Historian: The Secretary shall appoint a member to serve as Squadron Historian for a period of not less than one year. The Secretary or designated alternative shall be custodian of all documents of historical value to the squadron. The Secretary will be responsible for filing the annual historian report, using DB2000 after review and approval of the Commander.

Section 5.3 Chaplain: The squadron chaplain, if appointed, shall be prepared to offer invocations and benedictions at the request of the Commander. The Chaplain shall also contact the family of members who have passed to request the family's permission for dissemination of information to the Squadron, District and National organizations, using the "Last Horizon" notification in the Ensign.

Section 5.4 Retention of flags: At the end of their terms of office, all retiring officers may retain their flags of office.

Meetings

Section 6.1 Electronic Meetings General: Section 9.6.2 of the Bylaws allows the Squadron and Executive Committee to conduct meetings electronically by means as defined by currently available technology provided that all other sections of Article 9 are adhered to. As the normal meetings are for a physical meeting place there are two situations that would require the use of electronics. Situation one would allow an individual member(s) to participate electronically or by telephone who cannot attend the physical meeting. Situation 2 would be for an electronic or telephone meeting without a physical meeting place.

Section 6.1.1 Physical meeting with board member(s) not present.

1. **Login information.** The Secretary shall send by e-mail to every member of the Squadron at least 7 days before each meeting, the time and location of the meeting and the phone number, electronic link, and any access code needed to connect to the meeting. The Secretary shall also include a copy of, or a link to, these rules.
2. **Call-in time.** The Secretary shall schedule an electronic connection or telephone conference call, using equipment provided by the facility or a free service, to begin 15 minutes before the start of each meeting.

3. **Meeting-room equipment.** The facility shall provide a speakerphone and or computer at each meeting, which the Secretary shall connect to the electronic meeting at least 5 minutes before the start of the meeting.
4. **Location of chairman.** The chair of the meeting must be present in the meeting room.
5. **Arrival announcements.** Members who participate in the meeting by electronic means shall announce themselves at the first opportunity after joining the meeting but may not interrupt a speaker to do so.
6. **Departure announcements.** Members who leave the meeting or the meeting room before adjournment shall announce their departure but may not interrupt a speaker to do so.
7. **Quorum calls.** The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member or following the taking of any vote for which the announced totals add to less than a quorum.
8. **Obtaining the floor.** To seek recognition by the chair, a member shall address the chair and state his or her own name.
9. **Motions submitted in writing.** Members who participate in the meeting electronically or by phone may not submit motions in writing during the meeting but are entitled to make motions orally. Members may, however, submit motions in writing by sending them at least 7 days before the meeting to the Secretary, who shall send any such pre-submitted motions by e-mail to all members in advance of the meeting and shall provide copies to the members present in person at the meeting.
10. **Voting methods.** All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting (including members participating by phone) shall be entered in the minutes. Business may also be conducted by unanimous consent.
11. **Loss of meeting-room connection.** Any business transacted while the meeting-room from the loss of electronic connection or speakerphone is disconnected from the meeting is null and void, except that the members present in the meeting room at such a time may take those actions that are in order in the absence of a quorum.
12. **Other technical malfunctions and requirements.** Each member is responsible for his or her connection to the meeting no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
13. **Forced disconnections.** The chair may order the Secretary to disconnect or mute a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can

be made by any member, shall be announced during the meeting, and recorded in the minutes.

Section 6.1.2 Electronic meeting without a physical meeting place.

1. **Connection information.** The Secretary shall send by e-mail to every member of the Squadron, at least 7 days before each meeting, the time of the meeting and the phone number, electronic link, and access code needed to connect to the electronic meeting.
2. **Call-in time.** The Secretary shall schedule an electronic connection, using a free service, to begin 15 minutes before the start of each meeting.
3. **Arrival announcements.** Members shall announce themselves at the first opportunity after joining the electronic meeting but may not interrupt a speaker to do so.
4. **Departure announcements.** Members who leave the electronic meeting before adjournment shall announce their departure but may not interrupt a speaker to do so.
5. **Quorum calls.** The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member or following the taking of any vote for which the announced totals add to less than a quorum.
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8. **Voting methods.** All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting shall be entered in the minutes. Business may also be conducted by unanimous consent.
9. **Technical malfunctions and requirements.** Each member is responsible for his or her connection to the electronic meeting; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
10. **Forced disconnections.** The chair may order the Secretary to disconnect or mute a member's connection if it is causing undue interference with the electronic meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting, and recorded in the minutes.

Appendix A

SANIBEL CAPTIVA SAIL AND POWER SQUADRON, INC. A Unit of United States Power Squadrons®

GUIDELINES FOR REIMBURSEMENT OF COMMANDER TRAVEL AND RELATED EXPENSES

It is the intent of these Guidelines to specify the reimbursable expenses by the Commander when attending the USPS Annual meeting, USPS Governing Board meeting and the District 22 Conferences. The intent is also to encourage participation at the designated facilities and sponsored events. *These Guidelines to be reviewed every year by the Treasurer and Budget committee.* The Treasurer and Budget Committee shall use the current USPS Travel Policy as guidelines. The Treasurer shall have a separate budget line for each conference.

General Reimbursement Guidelines

Inter-city Transportation

Air - Lowest advance purchase (35 days prior to travel) coach fares (non-refundable with a Saturday night stay) from and returning to the closest home location. "Senior" coupons should be used if lower. The officer will be reimbursed for any loss on a "non-refundable, no change" ticket should an emergency change travel plans. The maximum reimbursement for baggage is \$40 each way for one checked bag.

Auto - \$0.565 cents per mile (or current IRS business travel rate) plus tolls between member's closest home and meeting site. The mileage reimbursement should not exceed the air cost above.

Personal Plane/Vessel - \$0.565 cents per mile (or current IRS business travel rate) between member's closest home and meeting site plus up to \$12 per day for hangar space/slip fee. The total reimbursement should not exceed the air cost above.

Local Transportation

Free airport shuttle or hotel courtesy cars should be used if available. Ride Services can be used if shuttles or courtesy cars are not available. Expense reimbursement will be at the lowest cost available at each individual meeting. The maximum reimbursement is \$50 per conference for ride service or non-airport or hotel shuttles to and from the meeting site.

Parking

Airport long term lot parking fees or hotel parking fees are refundable if within budget for conference.

Lodging

The Commander is encouraged to stay at the designated hotel to facilitate opportunities for interaction with members of other squadrons and help to meet conference room quotas. Hotel expense will be reimbursed at a maximum of the advertised USPS rate for the conference or less. Number of nights reimbursed is limited to the number of nights authorized by National/ District for reimbursement. No reimbursement will be made for lodging enroute to or from a meeting.

Meals

No reimbursement will be made for cost of meals enroute or for personal charges, e.g. laundry, telephone, hotel services.

Meals at Annual and Governing Board Meetings: No meals are required at these meetings. No meals are reimbursable.

Meals at District Meetings: Meal reimbursement will be limited to \$125 per conference and covers only the District sponsored meal events attended by the Commander.

Submission of Requests for Reimbursement

Requests for reimbursement must be on the form specified by the Squadron Treasurer and submitted for approval within 60 days of travel. The form must be accompanied by original receipts.

Maximum Reimbursement Limit

There is a maximum reimbursement limit for each specific meeting. *Any unused funds shall not roll over for future meetings. Any unused funds shall not be used for any other purpose.*

Commander "A"

Maximum reimbursement for Annual Meeting: \$1050

Hotel - 4 nights or less \$560 maximum

Air or Auto Travel including baggage fees \$440 maximum

Transfers to and from hotel \$50 maximum

Meals – No meals required No reimbursement

Commander "B"

Maximum reimbursement for Governing Board Meeting: \$900

Hotel – 3 nights or less \$420 maximum

Air or Auto Travel including baggage fees \$430 maximum

Transfers to and from hotel \$50 maximum

Meals – No meals required No reimbursement

Maximum reimbursement for Spring or Fall District Meetings: \$500 (per meeting)

Hotel - 2 night only \$280 maximum reimbursable

Car travel - \$90 maximum

Meals – up to 3 sponsored district meals, if attended \$130 maximum