

Ocean Springs Sailing Squadron, Inc.

Bylaws

PREAMBLE

The following Bylaws shall be subject to, and governed by, the 2019 Mississippi Non-Profit Corporation Act and the Articles of Incorporation of the Ocean Springs Sailing Squadron, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the 2019 Mississippi Non-Profit Act (Title 79, Chapter 11, § 79-11-101) said Mississippi Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of Ocean Springs Sailing Squadron, Inc, it shall then be these Bylaws which shall be controlling.

ARTICLE 1. Name

The Legal name of the Non-Profit Corporation/Organization shall be known as **Ocean Springs Sailing Squadron, Inc** and, and shall be here in known as "Corporation".

ARTICLE 2. PURPOSE

- A. This corporation is formed as a Mississippi Non-Profit Corporation Act, for the following purposes:
- I. To develop and train sailors to compete nationally and internationally in amateur sailing, and to teach water and maritime safety, sportsmanship and environmental stewardship.
 - II. To develop a nationally recognized sailing program, to encourage and support safe and responsible seamanship, to promote leadership, teamwork, and healthy competition.
 - III. To preserve the history and tradition of amateur sailing and racing in the United States and along the coast of the Gulf of Mexico.
 - IV. To engage in fundraising projects for the exclusive purpose of furthering the objectives and purposes set forth herein.

Article 3. Membership

This Corporation shall have no members.

Article 4. Board of Directors

A. Directors. The Board of Directors shall consist of eight regular and (1) Special Director (if not already a regular director) for a total of nine (10) persons. The initial Board of Directors shall decide among themselves which of them shall serve initial terms of one, two and three years, such that initial terms expire on a staggered basis annually. Thereafter, each Regular replacement Director shall be elected by the Board of Directors to a term of three (3) years each up to two consecutive terms and each Special Director shall be elected by the Board of Directors to a term of (2) years.

- i. Special Director-**Annually, one of the 10 board positions will be dedicated and offered each year to the Ocean Springs Yacht Club's (OSYC) elected Fleet Captain if they are not already a member of the Corporation Board of Directors. This position is to assure continuity and cohesion in the operations of the Corporation as it relates to the OSYC and to provide a conduit of communication between the two organizations to fulfill their respective goals. If the incoming OSYC Fleet Captain is already a Regular Director of the Corporation, the Special Director position will be offered to an individual with a bona fide interest in the charitable principles of the Corporation including, but not limited to; sailing, racing, fundraising and community involvement.
- ii. Regular Directors-**The 9 remaining board positions will be offered to individuals with a bona fide interest in the charitable principles of the Corporation including but not limited to: sailing, racing, fundraising and community involvement.

B. Nominations. At least 30 days prior to the expiration of a Director's term or at the final quarterly meeting of the year, the President shall appoint the head of the nominating committee that shall be responsible for recommending candidates for election to the Board of Directors. The Board of Directors shall then appoint an additional two members of the nominating committee. The committee members need not be members of the Board of Directors. The committee shall make recommendations to the Board of Directors who ultimately will individually vote on the proposed candidates for the Board of Directors.

C. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors. Any director who resigns shall be deemed to have resigned from his or her office with the Corporation.

D. Regular meetings. The Board of Directors shall meet at least four (4) times each year or more often as noticed by the President. Email or written notice shall be required for regular meetings for which the time and place have been fixed at least five days in advance.

E. Notice of Special Meetings. Notice of all special meetings of the Board of Directors shall be given a reasonable time prior to the meeting by email, telephone or other means conducive to actual notice.

F. Virtual Meetings

The Corporation may conduct any regular, special, or emergency meeting using virtual platforms, including but not limited to teleconferencing, videoconferencing, or other electronic communication methods, provided that all participating members can simultaneously hear each other and participate in discussions. Notice of virtual meetings shall be given to all members in accordance with the notice requirements outlined in Article 4, Section D of these bylaws. The notice shall include detailed instructions for accessing the virtual meeting platform and any necessary technical support information.

G. Quorum. At all meetings of the Board of Directors, a simple majority of all Directors are necessary to constitute a quorum for the transaction of business. The act of a simple majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by law or by these bylaws. Given the small size of the Corporation, the President shall be deemed a voting member on all matters. Proxies shall not be allowed. Once a Quorum is present at a duly organized meeting, the Board may continue to transact business at that meeting until adjournment, notwithstanding the withdrawal of a number of members so as to leave less than a quorum present.

H. Action taken without a meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent to authorize such action in writing or by email. Any routine matter may be voted on by email or online based group voting as well, provided that a majority of the Directors approve and the Director who requested the vote reports the results of the vote at the next regularly scheduled meeting.

I. Attendance at Board meetings. Any director who misses two (2) consecutive board meetings without a valid excuse (as determined by the remaining members of the board) shall be dismissed from the Board of Directors and shall forfeit his or her office.

J. Parliamentary procedure. Except as amended by these bylaws, parliamentary procedure for meetings of the Board of Directors shall be governed by the latest edition of Robert's Rules of Order.

K. Removal. Any Director may be removed, with cause, by affirmative vote of a 2/3 majority of the other Directors at a properly constituted meeting.

L. Vacancies. Any vacancy other than normal expiration of term (whether caused by death, resignation or removal of a Director occurring in the Board of Directors may be filled for the remainder of the term by the affirmative vote of a majority of the other Directors.

M. Compensation and Loans. No salary, compensation, or fees shall be payable to the Directors for their services as Directors or in connection with their attendance at meetings of Directors. No loan shall be made by the Corporation to any Director. If any Director is found in breach of this part, they (by majority vote of the remaining Directors) shall forfeit their position and not be allowed to serve in any position within the Corporation.

Article 5. Annual Report

The Board of Directors shall not less than annually have prepared a report, verified by the President and Treasurer, or certified by an independent certified public accountant selected by the Board of Directors, showing in appropriate detail the following:

- i. The assets and liabilities of the Corporation as of the end of a twelve (12) month period terminating not more than three (3) months prior to the meeting;
- ii. The principal changes in assets and liabilities during the period;
- iii. The revenue and receipts of the Corporation for the period, and;
- iv. The expenses of disbursements of the Corporation for the period.
- v. The annual accounting period of the Corporation will end on December 31.

The annual report of the Board of Directors shall be filed with wither state, federal or on OSSS databases after the proceedings of the annual meeting of the Board of Directors.

Article 6. Officers

A. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and Communication Director. Officers shall be elected by the Board of Directors and each officer shall be a member of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. Any two or more offices may be held by the same persons, except the offices of President and Secretary.

B. Term of Office. The term of office for each officer shall be up to (3) years no more than two consecutive terms or shall continue until the Board of Directors select a successor.

C. Resignation. Any officer may resign at any time by giving ten (10) days prior written notice to the President or Secretary of the Corporation.

D. Removal. Any officer may be removed, with cause, by a vote of 2/3 of the Board of Directors. Any officer proposed to be removed shall be entitled to at least a 14-day notice, in writing, by first class mail, of the meeting of the Board of Directors at which such removal is to be voted on and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

E. Vacancies. Any vacancy other than normal expiration of term (whether caused by death, resignation, or removal) shall be filled for the remainder of the term by the affirmative vote of a majority of the Directors.

F. President. The President shall have general supervision and control over the business and affairs of the Corporation, subject to the authority of the Board of Directors. With the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, he may sign any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by those bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. President shall see that all resolutions of the Board of Directors are executed.

G. The Vice President. The Vice President shall work closely with the President and shall assist the President in the performance of the President's duties. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

H. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the Corporation records and of the seal of the Corporation; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

I. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. Checks or vouchers shall be signed by the treasurer. The treasurer shall present a financial report at every meeting of the Board and at other times when requested by the Board.

J. Communications Director. The Communications Director shall serve as the official liaison between the Ocean Springs Sailing Squadron (OSSS) and the Board of Directors of Ocean Springs Yacht Club (OSYC) and OSYC management. Working in this capacity, the Communications Director is responsible for maintaining open lines of communication between the two organizations and applicable local and state agencies to facilitating collaboration on joint events, programs, and initiatives, and ensuring that the interests and objectives of both organizations are represented in discussions and decision-making processes.

K. Salaries and Loans. No salaries, fees or compensation shall be paid to the officers. No loan shall be made by the Corporation to any officer.

Article 7. Contracts

A. Contracts. The Board of Directors may authorize any officer or officers to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

C. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and these By-laws.

D. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article 8. Waiver of Notice

Whenever any notice is required to be given to any Director under these bylaws, the Articles of Incorporation, or Mississippi law, a waiver thereof in writing or by email given by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 9. Prohibition Against Sharing Corporate Earnings

No director, officer, employee or any other person otherwise connected with the Corporation or any private individual or Corporation shall receive at any time any of the assets, income or profit by the Corporation, provided, however, that this shall not prevent the payment to any person of such reasonable compensation for unusual or special services rendered to or for the Corporation.

Article 10. Exempt Activities

Notwithstanding any other provision for the By-Laws, no director, officer, employee or representative of the Corporation shall take any action or carry on activity by or on behalf of the corporation not permitted to be taken or carried on by any Corporation exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may later be amended.

Article 11. Indemnification

The Corporation shall indemnify any person made or threatened to be made a party to an action or proceeding by reason of the fact that the person, or his or her testator or intestate, is or was a director or officer of the corporation, and any director or officer of the Corporation be served any other Company in any capacity at the request of the Corporation, in a manner and to the maximum extent permitted by the 2019 Mississippi Non-profit Corporation Act, as may be amended.

Article 12. Charitable and Educational Purposes

The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members or any private individuals. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

Article 13: Amendment of Bylaws

A. Proposal of Amendments

Any member of the Board of Directors may propose an amendment to the bylaws. Amendments must be submitted in writing to the Secretary at least 30 days before the next scheduled meeting of the Board of Directors.

B. Notice of Proposed Amendments

The proposed amendment(s) must be distributed to all members of the Board of Directors, as applicable, at least 15 days prior to the meeting where the amendment(s) will be considered. This notice shall include the full text of the proposed amendment(s) and an explanation of its purpose and impact.

C. Approval of Amendments

Amendments to the bylaws may be adopted by a two-thirds majority vote of the Board of Directors depending on the type of amendment. Voting may occur at a duly called meeting or by another method, such as electronic voting (email, virtual meeting or GroupMe), as specified by these bylaws.

D. Effective Date of Amendments

Unless otherwise specified in the amendment, approved amendments to the bylaws shall take effect immediately upon adoption.

E. Emergency Amendments

In the event of urgent matters, amendments to the bylaws may be expedited by a majority vote of the Board of Directors. Such amendments must still be ratified by Board of Directors at the next meeting or via electronic vote within 30 days.



These By-laws are current and reflect the amendments approved by the Directors in 2009, 2010, 2011, 2018 and 2024.

APPROVED

Signed

Ronald F. Bond, President

Date



11/11/24

Michael McNeir, Vice President

Date



11-11-24

Krista Vind, Secretary

Date



11-11-24

Kenny Boudreaux, Treasurer

Date



11-11-24

Melissa L. Partyka, Director

Date



11-11-24