

BY-LAWS OF THE MARCO SPORTFISHING CLUB, INC.

ARTICLE I : MEMBERSHIP

- A. Membership is open to any person living in Collier County, Florida, who subscribes to the purposes of the organization and complies with its By-Laws and rules. The benefits of membership shall extend to the spouse, significant other and dependent children of members, but there shall be only one voting interest per family, as such term may be defined by the Board from time to time.
- B. The Board of Directors may approve honorary memberships.
- C. All members in good standing shall be entitled to one vote on any issue at all meetings and elections, and shall be eligible to serve as an officer and on the Board of Directors. Good standing is defined as having paid all dues for the current year and having complied with all rules of the organization.
- D. Any membership may be terminated for failure to promptly pay dues.

ARTICLE II : DUES

The amount of annual dues shall be established by the board of directors. All dues shall be payable in advance of the membership year, which will run from January 1 to December 31. The dues for a new member shall be due upon submission of the application for membership.

ARTICLE III : MEETINGS

- A. General membership meetings of the organization shall be held monthly at the time and place designated by the President with the approval of the Board of Directors. The Board of Directors may cancel any meeting other than the annual meeting.
- B. Special Meetings
 - 1. Special meetings may be called by (a) the President; (b) a majority of the Board of Directors; or ten members in good standing.
 - 2. Notice shall be verbal or written of any special meeting and if by mail, shall be five (5) days in advance, or if by e:mail or telephone, three (3) days before the meeting and shall indicate date, place, time and purpose. Notice to members who have given notice to the club that he or she does not have e:mail capability shall be given by phone or mail.
- C. Annual Meeting

The annual meeting shall be held in conjunction with the regular January membership meeting.
- D. Quorum of Members

The number or percentage of members entitled to vote, represented in person or by written proxy, which constitutes a quorum at a General Membership meeting will be twenty percent (20%) of the Active Membership, and a majority vote of that percentage will be sufficient to approve a proposal except as otherwise stated.

ARTICLE IV : BOARD OF DIRECTORS

- A. The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) members. Directors will be elected by a majority of members represented in person or by written proxy at the annual membership meeting. The immediate Past President shall serve as an ex-officio member of the Board of Directors.

B. Term of Office

The term of office of a director is 2 years.

C. Filling of Vacancies

Vacancies on the Board shall be filled by appointment of the President and a majority of the remaining Directors confirming the appointment. Such appointment shall be for the balance of that particular Director's term.

D. Duties and Powers

The business and affairs of the corporation and all corporate authority and powers shall be exercised by and under authority of the Board of Directors, subject to limitations by law, the Articles of Incorporation, these By-Laws, or as to actions which require authorization or approval by the members.

E. Directors Meetings

The Board shall meet monthly for regular Board meeting unless otherwise agreed by the Board.

F. Special Directors Meetings

1. Special Directors Meetings may be called by any three (3) Board Members or by the President.
2. Notice for such meeting shall be by mail five (5) days in advance or by telephone or e:mail three (3) days before the meeting.. If mailed, mail addressed to the Director at his last address as it appears on the corporate records shall be deemed delivered when deposited in the U.S. Mail.

G. Quorum of the Board

A majority of the Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be sufficient to conduct business.

H. Recall of Directors

Any member of the Board may be recalled by a majority vote of the general membership providing that any member wishing to express the cause for recall notify the entire general membership in advance of a general membership meeting. If notice is written, it shall be sent five (5) days prior to the meeting, and if notice is verbal, three (3) days prior to the meeting.

ARTICLE V : OFFICERS

A. Election of Officers

Each of the officers of this corporation will be elected annually by the Board. Such election will take place at the meeting of the Board taking place immediately following the Annual General Membership Meeting.

B. Vacancies

In the event of any vacancies of any office, the Board shall elect a successor to serve out the remaining term of office.

C. Condition of Elections

In any election of officers, the Board may elect a single person to any two or more offices simultaneously, except that the offices of President and Treasurer must be held by separate individuals.

D. President

The President will be the Chief Executive Officer of the corporation and subject to the direction of the Board, will supervise the affairs of the corporation. The President will perform all duties incident to such office and such other duties as may be prescribed from time to time by the Board.

E. Vice-President

The corporation shall have two (2) vice-presidents. A vice-president will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform such other duties as may be prescribed from time to time by the Board.

F. Secretary

The Secretary of the corporation will keep minutes of all meetings of Members and the Board of Directors, will be custodian of the corporate records, and generally perform all duties incident to the office of Secretary and such other duties as may be required by law, Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board.

G. Treasurer

The Treasurer will have charge of all funds of this corporation, will deposit funds as required by the Board, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accounting to the Directors and to the Members as required by law or by the Board, and will perform, in general, all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or these By-Laws, or which may be assigned from time to time by the Board.

H. Removal of Officers

Any officer elected to office may be removed by the persons authorized under these By-Laws to elect or appoint such officers whenever, in their judgment, the best interests of this corporation will be served.

ARTICLE VI : COMMITTEES

This corporation is authorized to create committees as necessary through action of the President.

Standing Committees

A nominating committee consisting three (3) Members shall be appointed by the President to submit nominations for vacancies on the Board of Directors. The nominating committee shall be chaired by a current Director and the other two members shall not be current Directors. Consent of the nominee(s) must be secured before the placing of such name (s) in nomination. The Committee shall report to the Board at the Board Meeting taking place preceding the Election. Any other nominations must be made from the floor at the Election.

ARTICLE VII : OPERATIONS

All Business Meetings of the corporation and its Board shall be conducted under Robert's Rules of Order.

Section 1. Fiscal Year

The fiscal year of this corporation shall be the calendar year.

Section 2. Required Signatures

Except as otherwise provided by law, the Treasurer is authorized to be the sole signatory on all checks in an amount up to \$1,000.00 for ordinary and incidental business expenses. For all such expenses exceeding \$1,000.00, both President and Treasurer shall be required to sign the checks.

On any contracts, leases, or other documents seeking to bind the corporation, the signatures of both the President and the Secretary shall be required.

Section 3. Required Records

This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, Board of Directors and Committees. The corporation will keep at a place designated by the Board of Directors, a Membership Register giving the names, addresses and showing classes and other details of the membership of each, and the original or a copy of its By-Laws, including Amendments to date certified by the Secretary of the corporation.

Section 4. Access to Records

All books and records of this corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time, on written demand, under oath, stating such purposes.

Section 5. Stock and Payments

This corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its Members, Directors, or Officers. However, the corporation may pay compensation in a reasonable amount to the Members, Officers or Directors for commercial services rendered.

Section 6. Loans

This corporation will make no monetary loans to anyone.

Section 7. Rights and Inheritance

No member or incorporation of this corporation may have any vested rights, interest or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing.

Section 8. Dissolution

Upon Dissolution of the Corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, and all of the remaining assets, property and income owned or held upon condition requiring return, transfer, or conveyance by reason of the dissolution shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, exclusively by transferring and conveying such assets, property and income to one or more corporations or organizations in Collier County engaged in activities substantially similar to those of this corporation (no part of the net earnings of which insures to the benefit of any member or individual, and no substantial part of the activities of which is carrying on propaganda, or

otherwise attempting to influence legislation), in accordance with the laws governing not-for-profit corporations of the State of Florida, and no part of such remaining assets, property or income shall be distributed to members or to any other persons whatsoever.

Section 9. Limitations

Directors of the corporation may not authorize secured transactions, enter into contracts, leases, or other agreements which affect more than \$3,000.00 of the corporate assets without the approval of a majority of the members.

ARTICLE VIII : AMENDMENTS

These By-Laws may be amended or rescinded by the Board of Directors at a regular or special meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE IX : SAVING CLAUSE

If any section, sentence, clause, phrase or word of these By-Laws is for any reason, held or declared to be unconstitutional, inoperative, or void, such holding or invalidity shall not affect the remaining portions of these By-Laws, and it shall be construed to have been the intent to adopt these By-Laws without such unconstitutional, invalid, or inoperative part therein; and the remainder of these By-Laws, after the exclusion of such part or parts, shall be deemed and held to be valid as if such parts had not been included therein.

ARTICLE X : EFFECTIVE DATE

These By-Laws shall take effect immediately upon their ratification. However, every person holding office at the time of adoption of these By-Laws shall continue in office through the remainder of his-or-her term unless removed by resignation or recall.

Effective May 12, 2008

