

BY-LAWS OF THE MARTIN COUNTY ANGLER'S CLUB, INC.
(Proposed Revisions of July 11, 2007)

Article 1. This corporation shall be known as the Martin County Angler's Club, Inc., a non-profit Florida Corporation, herein referred to as the "Club".

Article 2. The purposes of the Club are:

- (i) To promote conservation and improvement of sport fishing in the area;
- (ii) To promote meeting for discussion of fishing problems, methods, and experiences;
- (iii) To present instruction and entertainment related to fishing;
- (iv) To cooperate with other organizations in the general field of conservation of fishing and boating resources.

Article 3. Membership

Section 1. Membership shall be open to all residents of Martin County and adjoining areas and to those who enjoy seasonal sport fishing in this area.

Section 2. The annual dues shall be a sum determined by the Board of Directors and shall be payable by the end of the January meeting of each year. A 60-day grace period shall be allowed to permit a member to defer payment until the regularly scheduled March meeting. Should a member's dues not be paid by or on this date, that member shall, subject to a Membership Committee review, be withdrawn from active membership."

Article 4. Meetings

Section 1

- (1) Meetings shall be held once each month on the 2nd Wednesday of the month at a time and place prescribed by the Board of Directors.
- (2) In an emergency, for good cause, if the meeting date is a legal holiday, the death of the Club President, or epidemic or disaster affecting the whole community, the Board of Directors may cancel or change the meeting date. The meeting date may be changed to any date occurring before the next regularly scheduled meeting date.
- (3) At any and all meetings of the general membership of this Club, 10% of the paid membership shall constitute a quorum required for the transaction of business.

Section 2

- (1) Annual Meeting. An annual meeting of this club shall be held on the regular meeting date in the month of December, at which time the election of officers and directors shall take place. The term of office of the officers and directors duly elected shall begin at the close of the meeting at which they were elected.

- (2) The order of business of the annual meeting shall be:
 - A. Determination of a quorum
 - B. Reading of the Notice of the Meeting
 - C. Reading of minutes of the previous meeting
 - D. Reports of President, Treasurer, Secretary
 - E. Election of Officers and Directors
 - F. Transaction of any other business mentioned in the Notice
 - G. Adjournment

Section 3

- (1) Special Meetings shall be held at the call of the President, or at the request in writing of 5 members in good standing to the Secretary of the Club, All Special Meetings shall be held not earlier than one or later than three weeks after a proper request is received by the Secretary. The Secretary shall notify all members of the date and agenda of the Special Meeting by 1st class mail postmarked not later than one week prior to the meeting date. The agenda of any and all special meetings shall be limited to those items listed in the request for said meeting. No other business may be raised or transacted at a Special Meeting.

Article 5. Voting

Each member of the Club whose dues are paid and who is in good standing shall have the right and be entitled to one vote on each item to be voted on. At Annual; and Special Meetings proxies or absentee ballots shall be accepted when executed by members in good standing Absentee ballots shall always negate any proxy.

Article 6. Board of Directors

Section 1. Number and term of Directors. The Board of Directors shall consist of the Officers and seven or more elected Directors, who shall be elected at the Annual Meeting of this Club for a term of one year.

Section 2. Duties of the Board of Directors. The business, property, and affairs of this Club shall be managed by the Board of Directors. The Board of Directors shall transact the routine business of the

Club. It shall guide the policies, fiscal matters, and in general assume responsibility for the guidance of the affairs of the Club. The Board of Directors shall appoint a Secretary to take and keep the minutes of all Board Meetings.

Section 3. Quorum. The presence of a majority of the Board shall constitute a quorum to conduct business at any meeting of the Board.

Section 4. Upon the written request to the Secretary of the Club by a majority of the members of the Board of Directors, the President shall call a special meeting of the Board of Directors two weeks hence. The Secretary shall notify the members of the Board of the date, time and place of the special meeting by 1st class mail not later than one week prior to said meeting date. The President may call a special meeting of the Board just prior to or just after any regular meeting of the Club.

Section 5. The Board of Directors shall name and designate one member as Resident Agent of the Club to complete on a timely basis the Annual report of the corporation to the Florida Dept. of State as required by Florida law.

Section 6. In the event that any Officer or Director shall for any reason be unable to continue to serve in their position, the remaining Board Members shall vote by simple majority upon a replacement for said Board member.

Article 7. Officers.

Section 1. Officers: The officers of this club shall consist of the President, one or more Vice Presidents, Secretary and Treasurer. Officers shall be elected for a term of one year at the annual meeting in December of each year. Officers shall serve until a successor has been duly elected.

Section 2. President: The President shall:

- (1) Preside over all regular and special meetings of the Club and the Board of Directors.
- (2) Make all committee appointments as soon as possible after taking office.
- (3) Be a member ex-officio of all committees except the nominating committee.
- (4) Perform all other duties usually pertaining to the office of President.

Section 3. 1st Vice President: The 1st Vice President shall:

- (1) Preside at all meetings of the Club and/or Board in the absence of the President.
- (2) Perform such other duties as requested by the President.

Section 3. Secretary: The Secretary shall:

- (1) Record the minutes of all regular and special meetings of the Club.
- (2) Have custody of the seal of the corporation.
- (3) Give notices of all meetings required by statutes, by-laws or resolutions.
- (4) Conduct all necessary Club Correspondence.
- (5) Keep the records of membership and dues and such other duties as may be delegated to the Secretary by the Board of Directors.

Section 5. Treasurer: The Treasurer shall:

- (1) Be the custodian of all funds and securities of the Club.
- (2) Keep a record of the accounts of the Club and report the status of said accounts at each regular meeting of the Club. Make a full financial report at the annual meeting and special reports when requested by the Board.
- (3) See that the corporate resolutions and bank cards, etc., are prepared for the designated signatories to sign on the accounts of the Club after each annual election. Deposit all monies of the Club into the Club accounts of such depositories designated by the Board of Directors. Pay all bills of the Club as authorized by a member of the Board. Accounts of the Club shall be single signature accounts and only the President and Treasurer shall be signatories.

Article 8. Amendment of By-Laws

Section 1. Any member in good standing may recommend an amendment to these by-laws in writing to the Board of Directors. If a majority of the Board, a quorum being present, approves the recommendation at the next meeting of the Board, the proposed amendment shall be presented to the membership at the next regular meeting of the Club and voted upon at the following regular meeting of the Club.

Section 2. Acceptance of an amendment to the by-laws shall require the presence of a quorum and a two-thirds majority of those voting.

Article 9. Committees

Section 1. The standing committees of this Club shall be;

- (1) Nominating Committee: Which shall be appointed by the president not later than the end of the regular October meeting and shall consist of not less than three members. The Nominating Committee shall present its slate of candidates for officers and board at the November meeting. The president shall also take nominations from the floor at the November meeting, which nominations shall require a second. No member shall

make a nomination without first obtaining the approval of the nominee.”

- (3) Membership Committee: Shall plan, organize and execute recruitment of new members and retention of members. The committee shall investigate complaints against members and report its findings to the Board.

Section 2 Special Committees. The President shall appoint such special committees as may be necessary.

Article 10. Conduct of Meetings.

Section (1) Robert’s Rules of Order (revised) shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws.