

Gainesville Offshore Fishing Club By-Laws

Office

The principal office shall be in the City of Gainesville, Alachua County, Florida. The corporation may also have an office or offices at such other place or places as the Board of Directors may from time to time designate or the business of the corporation may require.

Seal

The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation, and the words "Corporate Seal, Florida". The corporate seal may be used by causing it or a facsimile thereof to be impressed on or affixed to any document.

Meetings

All annual meetings of the corporation shall be held at the office of the corporation in Gainesville, Florida. Special meetings for any purpose may be held at such places as shall be stated in the notice of the meeting.

An annual meeting of the members shall be held during the regular monthly meeting in October of each year when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Twenty five percent (25%) of the voting membership in good standing, present in person shall constitute a quorum at all membership meetings for the transaction of business except as otherwise provided by law, by the Certificate of Incorporation, or by these by-laws. If, however, such a majority shall not be present or represented at any meeting, the members entitled to vote there at present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a requisite quorum shall be present. At such adjourned meeting at which a quorum shall be represented any business may be transacted at the meeting as originally notified.

Upon demand of any member, the vote upon any question before the meeting shall be by secret ballot. All elections shall be had and all questions decided by a plurality vote, unless otherwise provided.

Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of ten (10) members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Business transacted at all special meetings shall be confined to the objects stated in the call.

Written notice of the annual meeting and all special meetings of the members, stating the purpose for which the meeting is called and the time when and the place where it to be held shall be mailed or emailed to each member entitled to vote thereat at his home or email address as it appears upon the records of the corporation postmarked not less than five (5) nor more than sixty (60) days prior to the meeting.

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Directors

The property and the business of the corporation shall be managed by a Board of Directors consisting of thirteen (13) members plus four (4) officers. One of the board members shall be the most current past president. The newly elected Board of Directors shall take office on January 1 following the election. The officers and board members shall serve for a period of one year.

The directors may hold their meeting and have one or more offices and keep the books of the corporation at such place as they may from time to time determine.

If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, may choose a successor or successors, who shall hold office until the next annual election and until a successor or successors have been duly elected, unless sooner displaced.

In addition to the powers and authorities be these by-laws expressly conferred upon them, the board may exercise all such powers of the corporation and shall do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these by-laws directed or required to be exercised or done by the members.

Executive Committee

The Board of Directors may, by resolution, designate two or more of their number to constitute an executive committee. Said committee may meet at stated times, or on notice to all by any of their own number. During the intervals between meetings of the board, such committee shall advise with and aid the offices of the corporation in all matters concerning its interest and the management of its business, and generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time. The board may delegate to such committee authority to exercise all the powers of the board while the board is not in session. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.

The executive committee shall keep regular minutes of its proceedings and report the same to the board when required.

Compensation of Directors

Directors, as such, shall not receive any stated salary for their services, but by resolution of the board a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; Provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Members of the executive committee may be allowed like compensation for attending committee meetings.

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Meetings of the Board

Each newly elected board may meet at such time and place, either within or without the State of Florida, as shall be fixed by the vote of the members at the annual meeting, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided, a majority of the whole board shall be present.

Regular meeting of the board may be held without notice at such time and place either within or without the State of Florida as shall from time to time be determined by the board.

Special meetings of the board shall be called by the President on three (3) days notice to each director by mail, on or one (1) day's notice either personally or by email; special meetings called shall be by the President or Secretary in like manner and on like notice on the written request of two (2) directors.

At all meetings of the board a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a 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 may be otherwise specifically provided by the statute or by the Certificate of Incorporation or by these by-laws.

Officers

The officers of the corporation shall be chosen by the directors and shall be a president, vice president, secretary, and treasurer. The Board of Directors may also choose additional vice-presidents, assistant secretaries and assistant treasurers. Any person may hold two (2) or more offices, except that the president shall not be the secretary or an assistant secretary.

The Board of Directors, at the October Board Meeting, shall choose a vice president from their own number, who shall become president upon the vacancy in this office or at the end of the president's term of office. A secretary and a treasurer for the upcoming year shall also be appointed at the October Board Meeting. Officers are not included in the 13 board members described above but are ex officio members of the Board of Directors and are afforded the same rights as the regular board members.

The board may appoint such other officers and agents as it shall deem necessary, who shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the Board of Directors shall fill the vacancy.

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The President

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the stockholders and directors; he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect.

He shall execute bonds, mortgages and other contracts requiring a seal of the corporation.

He shall be Ex Officio a member of the executive committee and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

The Vice President

The vice president shall perform such duties and exercise such powers as may be delegated to him in writing by the Board of Directors or president, and shall assume the office of president at such time as it may become vacant.

The Secretary & Assistant Secretaries

The secretary shall attend all sessions of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give, or cause to be given notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be described by the Board of Directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

The assistant secretaries in the order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors shall prescribe.

The Treasurer & Assistant Treasurer

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, and his accounts shall be audited annually or on vacating the office.

He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board, or wherever may require it, an account of all transactions as treasurer and of the financial condition of the corporation.

If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, or

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removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

The assistant treasurer in the order of their seniority shall, in the absence of the treasurer, perform the duties and exercise the powers of the treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

Duties Of Officers May Be Delegated

In case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to the director.

Checks

All checks or demands for money and notes of the corporation shall be signed by such officer, or officers as the Board of Directors may from time to time designate.

Fiscal Year

The fiscal year shall begin on the 1st day of January in each year.

Notices

Whenever under the provisions of these by-laws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, including electronic mail, by mail, by depositing the same in the post office or letter box, in a post-paid sealed wrapper, addressed to such member, officer or director at his home address on the records of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Any director may waive any notice required to be given under these by-laws.

When seventy five percent (75%) of the members entitled to vote at any meeting shall be present at a meeting, however called or notified, and shall sign a written consent on the record of the meeting, the acts of such meeting shall be as valid as if legally called or notified.

Amendments

These by-laws may be altered or amended or repealed by a majority vote of those members present, but not less than twenty-five percent (25%) of the membership as a quorum at any regular meeting of the members or at any special meeting called for such purpose.

Procedure

Roberts Rules of Order as revised shall govern the conduct of all meetings of the corporation, where not otherwise provided for by law, the Articles of Incorporation, or these by-laws.

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First Amendment Membership

1. Membership shall be as prescribed in Article III, Section 1, 2, 3 of the Certificate of Incorporation with the following amendment.
 - A. A membership fee will provide membership for the person paying such fee, and his or her immediate family. The immediate family shall include the person(s) paying, his or her spouse, and all dependent children under eighteen (18) years of age; however, any dependent child over eighteen (18) years of age living at home or attending any accredited school or university may be included in such membership until they graduate or leave such school or university.
 - B. Each family is entitled to one (1) voting membership at all regular or special meetings of the Gainesville Offshore Fishing Club, Inc.