

SWFL Fishing Club, Corp By-Laws

ARTICLE I Name of Organization

The name of this Club shall be SWFL Fishing Club, Corp. (the Club). Also known as SWFL Fishing Club.

ARTICLE II Objective

Our mission is to bring together anglers and families of all experience levels that hold a true passion for fishing. Ultimately, we want the club to be composed of members who actively participate (or plan to) in the great sport of fishing, who have the desire to learn and share their knowledge, techniques and experiences. We want members who have a desire to become better anglers, who strive to learn and continue to perfect the art of fishing. This shall provide an opportunity to meet like-minded, passionate anglers. Owning a boat is NOT a requirement. You will be able to meet others who have boats that may be looking for guys/gals to help with expenses, cleaning, rigging, and you guessed it...catching FISH!

As a whole, we promote protecting our natural resources through conservation by abiding by all federal and state laws governing angling and boating, practicing good catch and release habits when applicable, and teaching, sharing and promoting good sportsman's morals. As a club, we would rather see less overall membership base, but composed of active members who participate vs having a high membership base with little to no active members.

ARTICLE III Members

Section 1. Membership Eligibility and Admission Procedure. Any person who is at least 18 years of age shall be eligible for membership. An application for membership shall be sent to the Membership Chairman, who shall report it to the Board at the regular board meeting. Voting upon the admission shall take place by the Board at their regular meeting. A two-thirds vote shall elect new membership. A person so elected shall be declared a member of the Club upon payment of the membership dues for the first year. A member shall be considered in good standing upon the full payment of the current year club dues. A member is considered active until they resign, or the Club terminates their membership.

Section 2. Individual Membership shall include themselves and their immediate household family under 18 years old. Only the primary member has a vote. For the purpose of this article, family is defined as the primary member's spouse or significant

other, and the primary member's or significant others dependent children under the age of 18.

Section 3. Corporate Membership - For the purpose of the article only the business owner member has a vote. Owners immediate family are included in membership for the year end party, tournaments and club events with no additional charge. For the purpose of this article, family is defined as previously stated under Section 2 of this article. Corporate membership extends to their employees but not the employees' families. Employees of the corporate membership must have an individual membership if the employee wants to include their immediate family to club events or pay a per event expense charge. Employee club participation is based on corporate membership company size. The company size will determine the membership fee:

- a. <5 employees \$350 per year
- b. <10 but >5 employees \$600 per year
- c. 10+ employees \$1000 (max 20 employees)

Section 4. Membership Dues. Annual membership runs from the date of the application and expires on the twelfth month. The annual dues shall be outlined in the Club's current application, payable in advance before the first monthly club meeting of the year, normally held in January. Members will be considered not in good standing until such time all dues are paid to date. New membership dues will not be prorated and membership will run to the end of the membership year. Membership dues are non-refundable, regardless of reason. Members who do not renew in subsequent years will be subject to the new member rate upon re-entering the club.

ARTICLE IV

Founders, Officers, Directors, and Chairpersons

Section 1. Founders, Officers, Board of Directors Duties. There are only two (2) Founders: Daniel Medina and Lee Lefkowitz. Founders may fill any or none of the Board positions. The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. There will also be up to seven (7) additional Directors but not less than three (3). The combination of Officers and Directors herein makeup the Board of Directors (the Board). The Directors are elected officials that exist to represent the best interest of the Club and the general membership. The President shall be the Chairman of the Board of Directors, unless he so appoints another to act on his behalf.

Duties of the Board include:

- Receive and investigate those issues, disputes, and grievances brought before the Board within 30 days of receiving such notice.
- Act as an administrative fact-finding body and/or disciplinary committee as necessary.
- Present findings and make disposition recommendations to the general membership.

- Monitor local, state, and federal laws. Recommend changes to the bylaws to ensure the Club remains within full compliance of said laws.
- Create bylaws and subsequent bylaw ratification's for approval by the Board
- Each Board member shall have one vote to cast during Board meetings
- Act in the best interest of the Club while respecting the recommendations of the general membership.
- Actively solicit sponsorships and donations for the exclusive use of the Club.
- Seek the best value for all services and merchandise purchased with club funds.
- Acting on behalf of the general membership in making decisions of an emergency or time-sensitive nature.
- Assist the President and Vice President in Club matters.
- Provides timely information updates of tournament issues (date, site location, etc.) to the Officers, Board of Directors, and general Membership.
- Actively solicits donations and/or prizes from sponsors for club events.
- Maintains the official record of tournament standings.
- Assigns Officers and other appointees to assist at tournament events on a rotating basis.
- The Board shall perform the duties prescribed by these bylaws.

Section 2. Duties and Responsibilities of the Founders and Officers:

1. **Founders** are responsible for guiding the vision and direction of the club. Founding members may choose to take a Board role during its initial years of establishment to solidify the foundation of the club based on the original concept and vision of the organization. Founders may act as tie breaker in a vote if they do not already hold a Board position. The founders will serve as Board Members until they relinquish these roles. If or when this happens, the standard nomination and election process will be implemented.

2. **President** is responsible for overseeing the operations of the Club and leading the Club Board. The President will assist in all aspects of the club and Club Board. Duties including:

- Presides over all club meetings and sets the time and place for Board meetings ensuring that meetings are organized, run smoothly and efficiently.
- Oversees, coordinates, and directs all club activities.
- Maintains and enforces high standards of conduct and ethics for the benefit of the membership and to uphold a positive image of the Club.
- Serves as Chairman of the Board of Directors.
- The President shall assign a chairperson to coordinate the activities of the committee and to report to the President and Board of Directors.
- Presides over annual elections and installation of Officers, Directors, and Chairpersons.
- Responsible for the performance of all Officers, Directors, and Chairpersons.

- Shall initiate the actions to replace any Officer, Director, or Chairman not performing the duties of their office or position in the best interest of the Club and the general membership.
- Responsible for ensuring the Club membership is kept informed of pertinent information.
- Responsible for coordinating all activities in a manner that promotes fun, fellowship, and safety for all members.
- Assists the tournament chairman (as needed) at tournaments.
- Actively solicits for prizes, donations, and sponsors for the Club.
- Appoints committee chairperson(s) to special projects/events as required.
- Reviews and approves all official press releases, publications, and official publicity efforts that represent the Club.

3. **Vice-President** is responsible for overseeing the operations of the Club and leading the Club Board in the absence of the President. The Vice-President will assist in all aspects of the club and Club Board. Duties including:

- Presides over meetings in the absence of the President.
- Assists the President in all Club matters.
- He or she shall have one vote to cast during board meetings.
- Assists the tournament chairman (as needed) at tournaments.
- Actively solicits prizes, donations, and sponsors for the Club.

4. **Secretary** is responsible for any and all administrative duties needed in connection with the Club. They will document Club monthly meetings by taking written notes and transposing them electronically for future distribution. Notes will be forwarded to the Communications Committee for monthly email distribution and the Webmaster for posting on the Clubs website under the Members Only section. At the monthly meetings they will assist the Member Relations Committee ensuring members and non-members sign in and assist with any administrative duties as needed including but not limited to signing up new members and ensure all appropriate documents are obtained and given: Registration form and Liability Waiver; Welcome Packet; Club Rules; TShirt and collect dues to forward to Club Treasurer. Duties include:

- Records general meeting and Executive Board meeting minutes.
- Assists other Club Officers in Club matters.
- Serves as the repository of all club records for historical purposes.
- Prepares official Club correspondence as directed by the President.
- Maintains a list of members (including telephone numbers and addresses).

5. **Treasurer** is responsible to make monthly deposits/ensure club funds are being appropriated as voted on by the Board. Duties include:

- Establishes and administers the Club financial budgets, books, and reports.
- In concert effort with the Officers and Board of Directors, manages the fiscal soundness of the Club.
- Receives and disburses all club funds.

- Maintains a current list of members and their dues payment status.
- Maintains a list of membership applications.
- Prepares a monthly financial statement to be presented to the general membership at each monthly meeting.

Section 3. Nomination Procedure. At the regular meeting prior to the last regular meeting of the season, the President will solicit nominations for each office for the upcoming year. Only nominations made before or during this meeting will be considered for election.

Section 4. Elections. Elections shall be held during the last regular meeting of the season. The President shall preside over the election. The election shall consist of each member having one vote to cast for each office. Votes shall be cast by secret ballot. Once Board has been elected, current President presides over the election of the Board officers and positions. Incoming Board members will vote on leadership positions/roles with each Board member having one vote.

Section 5. Eligibility for Holding Office. All Board of Directors nominees must have been a member in good standing for at least 12 months prior to taking office. Nominees must have demonstrated excellent leadership qualities, and have been an active participant in club functions and activities. The eligible nominee must have attended at least 75% of club meetings and 50% of club functions.

Section 6. Ballot Election and Term of Office. Board of Directors stated in Section 4 shall be elected by ballot. All Officers and Directors in Section 4 shall serve for a three (3) year term or until their successors are elected. All terms of office shall begin at the January meeting. Officers and Directors may serve succeeding terms.

Section 7. Removal of Officers, Directors and Chairpersons. Any Officer, Director, or Chairperson may be removed from office for just cause. Just cause must be presented in writing to the Board of Directors at a Board meeting as soon as feasible. Thirty days written notice detailing the just cause must be provided to the Board of Directors. A majority vote of the Board of Directors, with at least 1 approval from the Founders, at the regular Board meeting following the 30-day notice shall be required for approval of the action. The removal from office will be effective as soon as the results of the vote are recognized. Details for reason of removal of a Board member will be held confidential among Board members. Announcement of Board members dismissal will be announced to the Club at the next monthly meeting.

Section 8. Vacancies and Appointments. In the event that an office becomes vacant, nominations will be solicited by the President to fill that office. The President has the authority to appoint a member to that office at the next Board meeting, pending a two-thirds vote of approval of the Board present. All candidates/appointees must meet all eligibility requirements for holding office. In the event that the office of the President

becomes vacated for any reason, the Vice President shall immediately assume the duties of the office and act as President for the remainder of the term.

ARTICLE V Committees

Section 1. Chairperson's Duties. Chairpersons will be made up of Board members. Chairpersons will have duties which are designed to help the Club fulfill its long term mission. Chairperson may appoint Club member(s) to serve on committee(s). Committee members are held to the same standards as Board members for completing tasks. Each of the following committees will be run by one Board member:

1. **Communications Committee** is responsible primarily for advertiser the Club initiatives with its members and potential members. They will manage the email contacts list and send out monthly meeting notes/information composed by the secretary by email to Club members. It will assist with communicating various events, meetings etc via social media, email and other electronic communication. This includes but not limited to reminders of upcoming meetings and events. They will also provide content to Webmasters for posting to the website.

2. **Member Relations Committee** is responsible primarily for on boarding new member contact and getting them engaged in future Club initiatives. Member relations is responsible for administering paperwork for potential members and answering their questions at the monthly meeting. Also encouraging non-members at the meetings (visitors & guests) to sign up. Member Relations will ensure all appropriate documents are obtained and given: Registration form and Liability Waiver; Welcome Packet; Club Rules; T-shirt and collect dues to forward to Club Treasurer. Responsible for maintaining the master Club membership roster of all active members on the Club Google spreadsheet. They also take attendance at monthly meetings by making sure attendees sign membership or visitor sign in sheets. Must provide New Member contact information to the Communication Committee Chair so the email list can be kept up to date. The Committee Chair should introduce new members to a Club Board member for a meet and greet at the monthly meeting. Board members should introduce the new member to as many Club Board members at the meeting before letting them sit down & induction to the Club at the next meeting. Duties include:

- Provides membership applications to all prospective members. Receives and screens applications and makes recommendations to the Board concerning acceptance of new members
 - . Makes sure the new member has a quick “meet and greet” with one of the founding members
- Ensures club compliance with membership acceptance criteria.
- Maintains the official membership roster.
- Assists the President in club matters.
- Actively solicits donations and/or prizes from sponsors for club events.

3. **Events Committee** is responsible for coordinating all Club events and tournaments. The coordinator will take the lead role in planning the events and tournaments. This includes picking times, locations, ordering any needed supplies. They act as the Tournament Chair providing timely information updates of tournament issues (date, site location, etc.) to the Officers, Board of Directors, and general membership. Duties of Tournament Chair:

- Also ensuring the rules for the tournament are established, and tournament sign ups.
- Maintains club records of fish caught by members in club tournaments.
- The Tournament Chairman shall make the final determination in the event a member disagrees with the measurement, alive/dead status, or any other fish eligibility issues.
- Stores and transports the tournament scale and related equipment to and from each tournament location.
- Choose an Assistant for Tournament to help with all Tournament Duties.

4. **Webmaster** is primarily responsible for maintaining the Club website. The Webmaster will be responsible for adding various features to the webpage including photos, designs, and informational content. They will maintain the event calendar and add meeting, tournament, and event dates to inform the members and public of upcoming events. The Webmaster will add meeting notes to the website as well as any other content including tournament info.

5. **Fundraising Committee** is responsible for generating funds to be used for the Club's benefit. This includes purchasing items for the raffles at our monthly meetings, selling raffle tickets, and reporting all funds received to the Treasurer. The Fundraiser will also work on the Club's annual banquet chance auction. They will help solicit individuals and businesses for donation items to be auctioned off. They will facilitate the chance auction at the by listing items, place tickets on the items for bidders, and close the auction.

ARTICLE VI Meetings

Section 1. Regular (General) Meetings. The general meetings of the Club shall be held on the second Thursday of the months from January to November inclusive unless otherwise ordered by the Club. The President has the authority to change the date of meetings as well as the location of regular meetings (with a majority vote of the Board)

Section 2. Board Meetings. The Board of Directors will hold meetings as necessary and as required for the efficient operation of the Club. Meetings will generally be held the Monday following the general club meeting.

Section 3. Quorum. A majority of the voting members shall constitute a quorum.

Section 4. Frequency. The Board of Directors shall meet monthly during the year. However, at the discretion of the president, the Board may skip a month, but shall meet not less than bi-monthly. During the term of monthly meetings, the President can suspend a regularly scheduled meeting but not more than two consecutive meetings without a majority vote.

Section 5. Special Meetings. Special meetings may be called by the President or at the written request of three members of the Board of Directors. The President will direct attendance by other Officers and elected officials. No less than 48 hours notice must be given when voting on any subject. Changes to bylaws may only be done on regular scheduled Board meetings.

5.1 - Emergency/Natural Disasters - (Acts of God; Hurricane, Flood, Tornado, or Declared State of Emergency, Pandemics, etc.) Presidents hold the responsibility to enact preemptive measures on behalf of the Board. They will make every effort to communicate to the Club any last minute changes to meeting time or location.

Section 6. Club Member Request. In the event any Club member wishes to address the Board, the following procedures must be followed:

- A written request must be submitted to the President/Chairman or any Board member at least two (2) weeks in advance of said meeting. Any Board member receiving such a request shall promptly notify the President/Chairman and all other Board members. The request shall include the name of the person(s) desiring to address the board, a synopsis of the topic to be presented, and the amount of time requested to address the Board. The Board shall reserve the right to set a reasonable time limit for speaker(s) to address the Board, according to the meeting agenda.

ARTICLE VII Tournaments

Section 1. Tournament Eligibility. Only members in good standings and guests of anglers in good standing shall be eligible to participate in club tournaments. In the event a tournament needs to be rescheduled, members in good standing will be allowed to participate, whether or not they attended the tournament that was initially cancelled. Non-member participation and fees will be decided for each tournament individually, voted on by the board.

ARTICLE VIII Sponsorships

Section 1. Acceptance of Sponsors. The Club will generally accept sponsors. Sponsors must meet and maintain the criteria as set forth by the Board of Directors.

Section 2. Sponsor Benefits. The Club will provide newsletter-advertising space in exchange for the sponsorship. The Board of Directors will determine the size and extent of the advertising provided. The Club will also provide field-testing of their product, and respond back with input on performance of the product.

Section 3. Approval of Sponsorships. The President and Board of Directors' approval shall be required for all sponsorships.

ARTICLE IX Treasury

Section 1. Disbursement of Funds. Club funds will be deposited into and remain in an accredited financial institution (bank). Disbursement of funds will, to the maximum extent possible, be made by check or debit card for electronic tracking purposes. Only those authorized to sign checks will be permitted to do so.

Section 2. Repayment of Membership Dues and Other Funds to Members. The Club will not be required to divide any portion of the Club Treasury (to include funds, assets, or property) with any person or persons leaving the Club individually or as a group.

Section 3. Disposition of Treasury and Property upon Dissolution of the Club. In the event that the Club is dissolved for any reason, any funds remaining in the Treasury after all outstanding bills are paid, will be donated to a charity or organization as determined by a majority vote by the Club membership. Similarly, any other Club assets will be sold and/or auctioned off and the funds handled in a like manner.

ARTICLE X Membership Termination

Section 1. Member Status. The Club Officers and/or Directors shall review member status on a routine basis to determine member participation in club events, volunteer activities, and payment of dues.

Section 2. Reasons for Termination. Memberships may be terminated for the following reasons:

- Violation of Club bylaws, policies, rules or procedures.
- Unsportsmanlike conduct, that which could reflect negatively on the Club or its membership.
- Excessive consumption of alcoholic beverages or the illegal/improper use of controlled substances (drugs, narcotics, etc.) at or during an official club event.
- Excessive use of foul language and inappropriate or offensive conduct.
- Cheating, dishonesty, or deceitful conduct in any club event.

- Failure to abide by all local, state, or federal regulations and/or laws governing saltwater angling and boating in the State of Florida.
 - Use of the Club name, logo, or other property in any way to promote one's self, their services, or products, or to cause benefit or personal gain (including family members), without the express written permission of the Founders or President and Board of Directors.
 - Any demonstrated attitude, behavior, contempt or actions (recurrent basis) that could reasonably be construed as being negative towards the Club, its Officers, or general membership.
 - Committing any act or involvement in any activity that could bring discredit to the Club.
- *Not maintaining high moral standards that would reflect negatively on the club and its other members.

Section 3. Members may be terminated by a majority vote of the Board at a board meeting for any violation of items 1-10 above. This vote must be prefaced by a written motion and delivered to the President or Board member prior to the scheduled date of the next general meeting. The request must be signed and sufficient in detail to explain the cause for such request. Circumstances may arise in which a Special Board Meeting can be called by the President to discuss and vote on the termination of a member.

ARTICLE XII Amendment of Bylaws

These bylaws may be amended by a sixty-six (66) percent vote of the Board which must include one Founder approval vote. Proposed amendments must be submitted in writing to the Board 30 days prior to a Board meeting. Votes on amendments will be conducted only after the general membership has received at least 30 days of prior notice of the impending vote.

END OF BYLAWS