

BY-LAWS OF TROPICAL ANGLERS CLUB

ARTICLE I: OFFICE

The office and principal place of business of the Club shall be in Miami-Dade County, Florida.

ARTICLE II: MEETINGS

Section 1. Regular Meetings. There shall be a regular meeting of the membership held on Tuesday of each week at eight-thirty (8:30) P.M.

Section 2. Annual Meeting. The first regular meeting in July of each year shall be known as the Annual Meeting.

Section 3. Special Meetings. Special meetings may be called by the President or by the Board of Governors after not less than ten (10) days notice to each member, which notice shall state the purpose of said meeting. Further, it shall be the duty of the President to call a meeting upon the written request of fifteen (15) members.

ARTICLE III: VOTING

Section 1. Only regular members in good standing may vote at elections and upon all questions.

Section 2. All voting on elections shall be by secret ballot, voting on other issues is by voice or ballot.

ARTICLE IV: MEMBERS

Section 1. Regular members shall be the Charter Members and those who have been elected to regular membership in the Club and whose memberships are in good standing.

Section 2. Applications. The Board of Governors shall prescribe the form of applications for membership.

1. Applicants for membership shall have attained the age of twenty-one (21) years.

2. Applications for membership shall be accompanied by an initiation fee of One Hundred and Fifty Dollars (\$150.00) After an application for membership has been examined by the Membership Committee, it shall be submitted to the Board of Governors for approval or disapproval.

3. Sponsored Applicants:

Shall be sponsored by at least two (2) members of the Club who are in good standing for a period of one year or more, one of which, must attend the Board of Governors meeting. With a simple majority vote of the Board of Governors, a sponsored applicant will be approved/disapproved for full membership. If approved, full membership rights will be vested and the fees paid will be applied to the current dues on a prorated basis. If disapproved, the fees paid will be refunded to the applicant.

4. Non-sponsored Applicants:

Upon approval by simple majority of the Board of Governors, the prospective member will be on a probationary period for one year. During this period they will attend a reasonable number of the club meetings, outings or events. On or anytime before the end of this period, if the prospective member has been available for a number of meetings, outings or events, then the Board of Governors will meet to discuss and vote on the applicant. Upon a simple majority vote by the Board of Governors, the member will be approved/disapproved for full membership. If approved, full membership rights will be vested and the fees paid will be applied to the current dues on a prorated basis. If disapproved, the fees paid will be refunded to the applicant. However, a member so approved shall nevertheless be subject to the cancellation of his membership during the probationary period by a majority vote of the members.

Section 3. Life Membership. No additional life members are to be issued, any existing life member will have the full privileges granted at the time of issue. Life membership shall not be transferable from one member to another, and life membership shall cease only by voluntary written resignation by the life member from the Club or upon death.

Section 4. Limitation of Membership. The number of members of the Club shall be controlled by the Board of Governors.

Section 5. Standby List. There shall be created, when the membership reaches the limitations in Section 4, above, a standby list of a maximum of five (5) applicants who shall have submitted applications for membership or reinstatement in accordance with the provisions of Section 2, above, or Article V, Section 3. The order of preference, the list shall be as follows:

First: Former members eligible for reinstatement in accordance with the provisions of Article V. Second: Former members not eligible for reinstatement. Third : New applicants. Within the above categories, order of preference shall be by date of application. In the event the standby list has reached its maximum and an applicant ranking higher in preference applies for reinstatement or membership, the lowest ranking applicant shall be removed from the list and his initiation fee returned. An applicant so removed shall retain no right of preference solely because of having been on the standby list.

Section 6. Membership Policy.

A. All members participating must fish for Tropical Anglers Club in any angling competition between this Club and any other organization. There shall be no exceptions.

B. Any member who violates the code of good conduct and sportsmanship, i.e., displays improper conduct toward, or discredits, or performs a disservice to, Tropical Anglers Club in any manner, whether in the confines of the clubhouse or in outside facilities, shall be subject to suspension or dismissal. A member may be suspended for up to three (3) months, with a majority vote of the Board of Governors in attendance at a regular or special meeting. A member may be dismissed from the Club with a majority vote of the entire Board of Governors.

C. All activities of Tropical Anglers Club, elections, financial reports, membership reports, etc., shall be treated as of a confidential nature. Any member broad-casting or disseminating information to outside

clubs or individuals shall be guilty of violating the trust of the Club and performing a disservice to Tropical Anglers Club.

Section 7. Senior Membership. Any regular member of the Club, may request of the Board of Governors, that he may be granted Senior Membership. The requirements for a change are;

1. sixty-five (65) years of age,
2. retired from full-time employment,
3. 15 years as a regular member, and
4. 2/3 majority vote of the Board of Governors.

The dues are 2/3rds (67%) the regular cost of membership. (All existing Senior Members prior to 06/01/2001 are to be grand fathered and only pay 1/10th the regular cost of membership).

The Senior Member has all rights and privileges of regular membership.

Section 8. Non-Resident Membership. Any regular member of the Club, may request of the Board of Governors, that he be granted Non-Resident Membership. The requirements for a change are;

1. the member must not have a residence with-in 100 miles of the Club,
2. 3 years as a regular member, and
3. 2/3 majority vote of the Board of Governors.

The dues are 1/5 the regular cost of membership.

The Non-Resident Member has all rights and privileges of regular membership except;

1. they may not hold office, as a Board of Governor, or Club officer,
2. compete in semiannual fishing tournaments, and
3. vote for Officers or Board.

ARTICLE V: DUES, REINSTATEMENT AND SPECIAL ASSESSMENTS

Section 1. Amount of Dues and How Payable. The prescribed dues for membership shall be One Hundred Fifty and no/100 Dollars (\$150.00) annually, and shall be due and payable at seventy-five Dollars (\$75.00) semi-annually, in advance on the first day of each January and July, Any member may, however, pay his dues annually, in advance.

Section 2. Delinquency or Non-Payment of Dues. A member shall be considered not in good standing upon becoming in arrears of his dues after the last day of the month. In the event a member shall fail to pay his dues, he shall be notified by the Treasurer, and, in the event the delinquent member fails to pay his dues to a current standing, in addition to a penalty of Ten Dollars (\$10.00), within ten days after notification, he shall be dropped from the membership roster. In specific instances for good cause shown, the Board of Governors, by appropriate resolution, may suspend the operation of this section for a reasonable period of time.

Section 3. Reinstatement. All requests for reinstatement shall be made in writing to the Board of Governors. Should the action of the Board of Governors be favorable to reinstatement, they shall so recommend to the Club membership for its action at the next regular meeting thereafter. Reinstatement shall be approved upon a majority of the members present.

A. Reinstatement of former member with five (5) or more years of membership:

1. Must submit request for reinstatement in writing to an officer or board member.
2. Board of Governors shall, if it sees fit, recommend reinstatement. This recommendation shall be with the member retaining Angling Achievement Board and entries of fish. The Board of Governors' recommendation then goes to the Club membership for a vote. (Vote needed: majority)

B. Reinstatement of former member with less than five (5) years longevity:

1. Must submit request for reinstatement in writing to an officer or board member.
2. Board of Governors shall, if it sees fit, recommend reinstatement choose to recommend with or without Angling Achievement Board and entries of fish. The Board of Governors' recommendation then goes to the Club membership for a vote it shall then be determined by majority vote whether or not to recommend reinstatement of the member's Angling Achievement Board.
Dues and assessments begin at the time of reinstatement.

Section 4. Special Assessments As a result of the purchase by the Club in 1983 of land and improvements (the clubhouse) there exists an outstanding mortgage loan which the Club is required to repay. During the term of that mortgage, each member shall annually contribute the sum of One Hundred and Fifty Dollars (\$150.00) in addition to regular dues.

ARTICLE VI: OFFICERS

Section 1. The officers of the Club shall be as follows: President, Vice-President, Secretary and Treasurer. The terms of office shall be for one (1) year, and no person shall be elected to more than one office at the same time.

Section 2. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of the regular membership. Officers shall take office at the Annual Meeting. Vacancy in any office shall be filled by a majority vote by the Board of Governors.

Section 3. The outgoing president after the annual election shall automatically serve as a member of the Board of Governors for the following fiscal year.

ARTICLE VII: BOARD OF GOVERNORS

Section 1. The property and business of the Club shall be managed by a Board of Governors, which shall consist of the officers, the outgoing President and seven (7) other member as Governors. The seven (7) other (Governors) shall be elected by the membership. A majority of the members of the Board of Governors shall constitute a quorum but a smaller number may adjourn meetings. A report of the business conducted at each meeting of the Board of Governors shall be given at the following regular meeting of the membership.

Section 2. Regular meetings of the Board of Governors shall be held each month or at any place and time as the Board decides.

Section 3. The President shall be Chairman of the Board of Governors.

Section 4. Special meetings of the Board of Governors may be called by the President or by any six (6) members of the Board of Governors after reasonable notice, which notice shall specify the matters to be considered at the meeting and notification may be by telephone.

Section 5. The term of office for those elected to the Board of Governors shall be for one (1) year and any vacancy on the Board, other than the outgoing President, shall be filled from the regular membership by the President for the period only until the next election.

Section 6. The President may remove from office any member of the Board of Governors who has missed three consecutive meetings without just cause, exception past president, vice-president, secretary, and treasurer. The replacement member shall be elected by the Board of governors to fill the remaining term for the replaced member.

ARTICLE VIII: DUTIES OF THE OFFICERS

Section 1. President. The President shall be the executive head of the Club and, when present, he shall preside at all regular and special meetings of the membership and of the Board of Governors, but he shall vote at meetings only in case of a tie vote. The President shall appoint all committees. The President shall enjoy all the rights and privileges which are incident to or inherent in the office of President.

Section 2. Vice-President. The Vice-President shall, in the absence or incapacity of the President, be vested with all the powers of the President.

Section 3. Secretary. The Secretary shall keep a written record of the minutes of all meetings of the membership and of the Board of Governors and shall perform other duties related to his office as may from time to time be prescribed by the Board of Governors. He shall be responsible for maintaining a permanent file of the records of the Club, which shall include, in addition to the official minutes of all meetings and all official correspondence, the permanent files and records of the Treasurer and all committees.

Section 4. Treasurer. The Treasurer shall be the custodian of all the funds of the Club and shall keep full and accurate records and accounts in books provided for that purpose of the members and their dues receipts, disbursements, credits, assets, liabilities and general financial transactions of the Club. He shall endorse for collection or deposit to the credit of the Club all bills, notes, checks and other negotiable instruments belonging to the Club and coming into his hands in depository or depositories as may be designated by the Board of Governors. He shall disburse the funds of the Club only as directed by the specific instruction of the Board of Governors, which instruction shall be duly reflected by the minutes of the meeting of that body.

ARTICLE IX: OFFICER PRO TEM

In the absence of any officer, the President may delegate his powers and duties to any other officer, or to any member for the time being, except that, in the absence of the President, the Vice-President, if present, will assume his powers and duties.

ARTICLE X: STANDING COMMITTEES

Section 1. Appointment. Upon election, or within a reasonable time thereafter, the President shall appoint Committees, which shall serve during his tenure of office. The President shall expeditiously appoint a successor to fill any vacancy occurring in a Standing Committee by reason of resignation or incapacity. The President has the authority to replace any committee chairman or committee member who has been appointed. Such action does not need the approval of the Board of Governors.

Section 2. Reports. Each Standing Committee shall report to the membership at a regular meeting of the Club at least once each month. The President, or the Board of Governors by resolution, may require further reports of the Standing Committees as are deemed desirable.

Section 3. Assistance. Any Standing Committee, should the occasion arise, may call upon the membership for voluntary assistance to accomplish its work or projects in behalf of the Club. In the event voluntary assistance to the Committee in need of it not be forthcoming, the President shall appoint temporary committee members as he may deem necessary.

Section 4. Expenditures. The Board of Governors, by resolution, shall authorize the Treasurer to provide the Standing Committees with funds as the Board may deem advisable, either for specific projects or on a continuing basis, and the respective Committees shall be responsible for the proper expenditure and accounting.

Section 5. Committees. The Standing Committees, shall be composed and have powers, duties and responsibilities as follows:

A. FISHING COMMITTEE:

The Fishing Committee shall be comprised of the President, who shall not be the Chairman, and six (6) members who either have achieved Gold "Badge" status, without regard to length of service in the Club, or who have achieved "Blue Badge" status and have been members of the Club for at least five (5) years. The President shall appoint a Fishing Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the Committee, but if there shall be any irreconcilable conflict as to selection, the President shall make the selection. The Fishing Committee shall be charged with the responsibility to establish and promulgate to the membership in proper form the Fishing Rules, Tackle Specifications, Tournament Rules, Outing Rules, Achievement Awards, Fishing Team Rules, Point System and Point Chart. They shall maintain the Individual Member Angling Achievement Boards and receive all entry cards and determine their acceptability. The Fishing Committee shall refuse to accept entry cards from members not in good standing and shall return unacceptable entry cards to the members submitting them. They shall run all tournaments or angling contests of the Club and maintain proper records and award all prizes and trophies for tournaments or contests. They shall award the Club Angling Badges and maintain accurate records for the proper determination. The Fishing Committee shall receive all questions, disputes and protests of entries in connection with the angling activities of the Club and its members and the decision of the majority of the Fishing Committee in matters shall be final. The Fishing Committee shall be charged with the responsibility of maintaining the high standards of sportsmanship, conservation and integrity appropriate to the Club.

The Fishing Committee shall award to each member, badges of the following colors, when the following requirements have been set:

GREEN - Novice Angler - will be awarded to each new member.

BLACK - 3rd Class Angler - Ten (10) species.

RED - 2nd Class Angler - Eighteen (18) species and ten (10) 200 point fish.

BLUE 1st Class Angler - twenty-two (22) species and twelve (12) 200 point fish, including bonefish, tarpon and sailfish (releases).

GOLD Master Angler - twenty-six (26) species and fourteen (14) 200 point fish, including bonefish, tarpon and sailfish (releases). Overall and three of the four divisions must be won in competition, and must qualify in the fourth division.

GOLD WITH STAR - Senior Master Angler - all of Gold, plus winner of fourth division.

Badges, once awarded, shall be irrevocable during the tenure of membership of the member.

NOTE: Species not designated as release species must be weighed to qualify as a 200 point fish for Angling Badges and Individual Member Angling Achievement Board

B. HOUSE AND GROUNDS COMMITTEE:

The House and Grounds Committee shall be composed of not less than three (3) members. The President shall appoint a House and Grounds Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the committee, but if there shall be any irreconcilable conflict as to the selection, the President shall make the selection. They shall be responsible for the proper maintenance, cleanliness and order of the Club building, it's grounds, furniture, fixtures, equipment and supplies, with the exception of equipment and supplies of other Standing Committees. They shall be responsible for the necessary replenishment of supplies and equipment, and, if the Committee should not have the funds available for those purposes, shall apply to the Board of Governors for funds. This Committee shall be responsible for the security of the club house and either a committee member or his designee shall "secure the clubhouse upon the completion of any activity therein held.

C. OUTING COMMITTEE:

The Outing Committee shall be composed of not less than three (3) members. The President shall appoint on Outing Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the committee, but if there shall be any irreconcilable conflict as to the selection, the President shall make the selection. The Outing Committee shall be responsible for the proper maintenance and replenishment of outing equipment and supplies of the Club. They shall take and maintain an inventory of the equipment and supplies and require the return to the Club after each outing. The committee shall make up an outing schedule for each six months, period to coincide with the SemiAnnual Fishing Tournaments, and post the same on the Club bulletin board. The outing schedule shall not be altered, except upon recommendation of the Outing Committee and a majority vote of the members present at a regular meeting of the Club. The Outing Committee shall designate one of the members to be the Outing Manager for each outing. The Outing Manager shall be in charge of the outing. He shall be

responsible for arranging the purchase, assembly and transportation of necessary supplies and equipment for the outing, in which task he shall be furnished assistance from the members attending the outing as may be necessary. He shall arrange for reservations at Motels when appropriate and shall be responsible for the collection of required fees from attending members and payment to the Motel involved. He shall arrange in advance for the return of the Club equipment shall make the final decision as to all matters concerning the outing, including the cancellation of the same in the event of foul weather. The Outing Committee, under the direction of the Outing Manager, shall notify each member of the Club participating in the outing, of any decision to cancel the outing.

D. MEMBERSHIP COMMITTEE:

The Membership Committee shall be, composed of not less than three (3) members. The President shall appoint a Membership Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the committee, but if there be any irreconcilable conflict as to the selection, the President shall make the selection. They shall encourage and promote the obtaining of desirable members for the Club and the retention of members already on the roster. The Membership Committee shall examine all applications for membership and submit applications to the Board of Governors with its recommendation for approval, or disapproval. The Committee shall without delay inform the proposing member of action upon the application in question. They shall attempt to resolve misunderstandings and unpleasant discord among the membership, should come to their attention. They shall make every effort to assist and welcome to the Club newly elected members, prospective members and guests. They shall endeavor to indoctrinate newly elected members in Club traditions, practices and angling requirements. The Membership Committee shall conduct correspondence as may be necessary or desirable in connection with expressions of sympathy or other matters within their purview. Membership Committee Chairman will coordinate with the Treasurer by providing a copy of the membership application after approval.

E. ENTERTAINMENT COMMITTEE:

The Entertainment Committee shall be composed of not less than three (3) members. The President shall appoint an Entertainment Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the committee, but if there shall be any irreconcilable conflict as to the selection, the President shall make the decision. The committee shall be charged with the responsibility or arranging and coordinating dances, fish fries or other social functions as may be given by the Club and they shall provide for additional furniture, equipment or supplies as may be required, applying to the Board of Governors for any funds needed. They shall coordinate with the Refreshment Committee for any refreshment needs.

F. REFRESHMENT COMMITTEE:

The Refreshment Committee shall be composed of at least three (3) members. The President shall appoint a Refreshment Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the committee, but if there shall be any irreconcilable conflict as to the selection, the President shall make the selection. They shall be charged with the proper operation and supervision of the bar for Club members at meetings and special functions. They shall apply to the Board of Governors for funds, not to exceed Five Hundred and no/100 Dollars (\$500.00), as are needed initially to service the refreshment duties. The committee may expend funds and other funds as are received in the operation of bar for necessary items to continue the function of the bar for the Club. The committee will each month, report to the Board of Governors the amount of cash on hand. The committee

shall make a final accounting at the Annual Meeting and remit all funds on hand to the Treasurer. The committee shall coordinate with the Entertainment Committee whenever necessary.

G. PROGRAM COMMITTEE:

The Program Committee shall be composed of not less than three (3) members. The President shall appoint a Program Committee Chairman prior to the appointment of the remainder of the committee. The President and Chairman shall select the remainder of the committee, but if there shall be any irreconcilable conflict as to the selection, the President shall make the selection. The committee shall be charged with the responsibility of arranging for speakers, films, or other programs at the regular meetings of the Club. The committee shall be charged with the maintenance and operation of projection, audio and video equipment of the Club, as well as Club videos. The committee shall apply to the Board of Governors for any funds needed to complete their duties.

ARTICLE XI: ORDER OF BUSINESS

The recommended order of business at regular meetings of the membership shall be as follows:

- (1) Introduction of visitors
- (2) Reading of Minutes
- (3) Report of Treasurer
- (4) Report of each and every committee, except Fishing Committee
- (5) Membership applications
- (6) Unfinished business
- (7) New business
- (8) Report of Fishing Committee
- (9) Elections
- (10) Program

ARTICLE XII: ELECTIONS

Section 1. Time. Elections shall be held at the first regular meeting during the month of May each year. Term. Each elected official and elected board member shall serve a term for twelve (12) months, beginning July 1st and expiring June 30th of the following year.

Section 2. Nominations. Nominations for officers and members of the Board of Governors may be made from the floor by any regular member in good standing at the first or second regular meeting in the month of March. In addition to those presented not later than the second regular meeting of March of each year by the Nominating Committee, Nominating Committee not later than the first regular meeting of March.

Section 3. Offices. Offices to be filled at the Annual election, are as follows: President, Vice-President, Secretary, Treasurer, and seven (7) members to the Board of Governors.

Section 4. Ballots. Not less than sixty (60) days prior to the Annual Meeting (1st meeting in June), a ballot of the proposed slate of new officers and members of the Board of Governors shall be mailed to each regular member of the Club in good standing, by a committee to be appointed by the President, comprised of the Secretary, the Treasurer and three (3) other regular members of the Club, and the ballots shall be received into the Club and deposited in a ballot box provided by the Club not later than nine o'clock (9:00)

P.M. during the first meeting in May. The form of the ballot to be sent to each member in good standing, shall be prescribed by the Board of Governors.

ARTICLE XIII: ROBERT'S RULES OF ORDER REVISED

These rules shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIV: AMENDMENTS

These By-Laws may be repealed, rescinded, altered or amended, either as a whole, or in part, by two-thirds (2/3) of those members present and voting at any two consecutive meetings of the Club, after notice.

ARTICLE XV

Tropical Anglers Club exists to promote sportsmanship, fellowship, and conservation. Consistent with these goals is the expectation that members will not convert their catch for financial gain. Accordingly, no fish that has been sold, bartered, or otherwise converted to remuneration of the angler will be eligible for entry for species, or for any tournament sponsored by Tropical Anglers Club.

ARTICLE XVI: GONE FISHING RECOGNITION BOARD

Any member in good standing at the time of his demise is entitled to have his name added to the Gone Fishing Recognition Board. Any former member who was a member in excess of fifteen (15) years is also entitled to have his name added to the Recognition Board after his death.

ARTICLE XVI: OUTSTANDING MEMBER TROPHY:

This trophy is awarded once a year, to the member who contributed the most to the club, in performance of duty, sacrifice and unselfishness. The member will be selected by secret ballot, tabulated by the President. The President will not be eligible to receive this trophy.