

Lighthouse Point Saltwater Sportsman Association

By-Laws

Amended, Restated and Adopted July 6, 1999

AMENDED AND RESTATED
BYLAWS
OF THE
LIGHTHOUSE POINT SALTWATER
SPORTSMAN ASSOCIATION, INC.

These Amended *and* Restated bylaws of the Lighthouse *Point* Saltwater Sportsman Association, Inc., a Florida not-for-profit corporation (the Corporation), were adopted on July 6, 1999 by the Board of Directors of the Corporation at the Boards regularly scheduled meeting on such date.

PREAMBLE

The Lighthouse Point Saltwater Sportsman Association, Inc. (the dub] is to encourage and promote fishing and diving activities for our members to enjoy our adjacent waters and its resources in a manner that encourages camaraderie of our members safety in our activities and recognition of the need for conservation of fish, spiny lobster and other marine life for our future and our thildrens future. Activities of the Club are designed with these goals in mind.

ARTICLE I OFFICE

The office and principal place of business of the Club shall be *the* home of the President of the Club until a permanent address is established by the Board of Directors of the Club (the board), or suth other address as may be designated by the Board from time to time.

ARTICLE II.

MEMBERS

Section 1. *Membership*

The Board of Directors shall prescribe and periodically amend the form of application for membership. Applicants for membership shall have attained the age of eighteen (18) years and shall be recommended by two regular members of the dub who have been a member in good standing for a minimum period of 1 year. Applications for membership shall be accompanied by a initiation fee of One Hundred fifty Dollars (\$150.00), plus the applicants annual dues for the current year as designated by the Board of Directors. All applications for membership shall be approved by the Board of Directors. Upon motion, duly made by a member of the Board *of* Directors, *and* duly passed by a three-quarters (3/4) majority vote of the members of t he Board *of* Directors who are present, at any regular or special meeting of the Board of Directors, a prospective member shall be admitted and

then become a member in good standing.

Section 2. *Limitation of Membership*

The number of members of the Club shall be controlled by the Board of Directors. The Board of Directors reserves the right to suspend the processing of prospective members at any time and to suspend acceptance of new applications at any time. The Board shall consider in making any decisions regarding the number of Club members the goal of having a Club of a size which is conducive to, and promotes, camaraderie among the membership, the members being able to know one another and the ability to have Club parties at member's homes.

Section 3 *Membership Policy*

Any member *who* violates the code of good conduct and sportsmanship, i.e., displays improper conduct toward, discredits or performs a disservice to the LHPSSA in any manner or found to have fraudulently participated in Association tournaments, shall be subject to suspension upon the majority vote of the Board

Section 4. *Associate Membership.*

Any current member, who has been a member in good standing for at least one (1) year and is establishing new year round residence at least fifty (50) miles away from the location of the general meeting location, shall have the right to submit a written request to the Board of Directors for Associate Membership. This associate membership shall provide the member all rights of a regular membership except an associate member shall pay the cost of his meals at the general meetings and Awards Banquet. The Board of Directors shall consider a request for associate membership at the next Board meeting following submission of such request by a member. The membership fee for the Associate Membership shall be sixty percent (60%) of the regular membership fee.

ARTICLE III. DUES, REINSTATEMENT AND SPECIAL ASSESSMENTS

Section 1. *Amount of Dues and How Payable*

The prescribed dues for membership shall be four hundred dollars the Board. Annual dues shall be due and payable on or before March 1st of each year for the succeeding fiscal year.

ARTICLE IV.

VOTING

Section 1. Only regular members in good standing may vote at elections.

Section 2. All voting on applications for membership shall be by the Board at Board meetings. Annual elections shall be voted upon by members in good standing at the General Monthly Meeting in January each year for positions for the next calendar year.

ARTICLE V. NON-STOCK MEMBERSHIP CORPORATION

Section 1. The corporation shall not have stock but in lieu thereof it shall have a membership consisting of the members in good standing in accordance with these bylaws. The Association Membership Committee will keep a list of all members in good standing.

ARTICLE VI. MEETINGS

Section 1. *Regular Meetings*

There shall be a regular meeting of the membership as scheduled by the Board of Directors

Section 2. *Annual Tournament Awards Banquet*

The Club shall hold an annual awards banquet At this meeting the Tournament Committee and the Dive Committee shall present their awards tar the preceding year. The Annual Awards Banquet shall be staged through a collaborative effort of the Tournament Committee, Dive Committee and the Social Committee.

Section 3 Annual Meeting

The regular meeting in March of each year shall be known as the Annual Meeting and will be for elections of Association officers and directors.

Section 4. *Special Meeting*

Special meetings may be called by the President or by the Board of Directors after not less than three (3) days notice of each Board member for a Board meeting and not less than fourteen (**14**) days to all members for an association *meeting*. Said **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.

Section 5. *Board Meeting*

The Association Board of Directors shall meet each *month* on a day designated by *the* Board of Directors to plan activities for the upcoming month and other necessary business.

Section 6. *Rules of Order*

These rules shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws. The Association President, or the Vice President in his absence, shall preside at all Board and regular Association meetings and the meeting shall be conducted in accordance with procedures s determined by the president.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Club will be elected by the General Membership at the January Annual Meeting and shall be as follows: President, Vice President Secretary and Treasurer. The terms of office shall established by the board.

Section 2. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of the regular membership, an affirmative vote of at least three-fourths (3/4) of the Board members, or by not attending (3) consecutive meetings without showing good cause. Officers shall take office as of April 1st~, following their election at the Annual Meeting in January and remain in office until March 31st~ Vacancy in any office shall be filled by a majority vote by the Board of Directors.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. *Selection; Quorum.*

Affairs and activities of the Club shall be administered by the Board of Directors which shall consist of the President, Vice President, Secretary, ***Treasurer*** and eight (8) directors who will be elected *for 1-year* terms as directed by the board, in the same manner as the Club officers. The Board of Directors shall consist of the persons currently serving as (1) President, (2) Vice President, (3) Secretary, (4) Treasurer, (5) Tournament Committee Chairman, (6) Dive Committee Chairman, (7) Social Committee Chairman, (8) Membership Committee Chairman, (9) Meetings Committee Chairman, (10) Newsletter Committee Chairman, (11) Public Relations Committee Chairman and (12) the Nominating Committee Chairman. The four (4) officers and eight (8) committee shall be elected by the membership at the Annual Meeting. A majority of the members of the Board of Directors shall constitute a quorum, (i.e., a minimum of seven (7) Board members are necessary to hold a Board meeting. Minutes of the business conducted at each meeting of the Board shall be made, recorded by the Secretary, kept in a book of Club minutes and made available to the members in good standing upon request.

Section 2. *Meetings.*

Meetings of the Board shall be held during the first week of each month as called by the President or by a Special meeting called by a majority of the Board at such times and places as the President or a majority of the Board shall fix In the event of a conflict between the President and a majority of the Board the will of the Board as expressed by its majority shall prevail.

Section 3. *Chairman.*

The President shall be Chairman of the Board of Directors.

Section 4. *Terms.*

The terms of office for those elected to the Board of Directors shall be for one (1) year Any vacancy on the Board, other than an outgoing President, shall be elected by the Board of Directors from the regular membership for the period only until the next election is completed. Any Board member who fails to attend three (~) consecutive Board meetings without showing reasonable cause shall be declared to have resigned and a new Board member shall be appointed during the next Board meeting after the third meeting not attended.

Section 5. *Annual Calendar/Budget*

Each April after their election the new Board shall prepare a tentative calendar of activities for the upcoming year and a financial budget for all Club related matters for the upcoming calendar year which shall be adopted by them prior to commencement of the new calendar year. Upon approval by the Board, the Newsletter Committee shall promptly communicate the annual calendar of events to the general membership.

ARTICLE X

DUTIES OF THE OFFICERS

Section 1. *President*

The President shall be the executive head of the Club and, when present, he or his designee shall preside at all regular and special meetings of the membership and of the Board of Directors, but he shall vote at all meeting only in case of a tie vote. The President shall enjoy all rights and privileges which are incident to or inherent in the office of President. He shall also be an ex-officio member of all Association committees without voting rights.

Section 2. *Vice President*

The Vice President shall, in the absence or incapacity of the President, be vested with all the powers of thy₁ President and preside over any director or regular meetings the President is absent for what ever reason. The Vice President shall succeed to the office of President in the event said office becomes vacant. Additionally, the Vice President is intended to be a President elect and therefore should be a person who has committed to the Board and the membership to serve as its President in the year following his year as Vice President.

Section 3. *Secretary*

The Secretary shall keep a written record of the minutes of the regular meetings and of all meetings of the Board of Directors and shall perform such duties related to his office as may from time to time be prescribed by the Board of Directors.

Section 4. *Treasurer.*

The Treasurer shall be the *custodian* of all funds of the Club and shah keep full and accurate records *and* accounts in books for the members. These records shall include record of members annual payments with date received, all 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, notes, checks and other negotiable instruments belonging to the Club and coming into his hands in such depository or depositories as may be designated by the Board of Directors. He is authorized to pay all budgeted dub payables as received and other expenditures as necessary for the Club to function.. Detailed expense reports will be given at monthly Board meetings rather than General membership meetings. The Treasurer shall also be responsible (or developing the *annual* budget for the Club and to suggest changes to such budget to the Board from time to time. The Treasurer shall report to the Board at each Board meeting.

ARTICLE XI.

ELECTION OF OFFICERS AND DIRECTORS

Section 1. *Nominations*

During the January Regular Meeting, the Nominating Committee Chairman shall request nominations from the attending membership for new Officers arid Directors. This request shall also be announced *in* the January *meeting and the* Newsletter. During the February Regular Meeting, a recommended Slate of Nominations, as approved by the Board of Directors, will be presented by the Chairman of the Nominating Committee. Other nominations or officers and members of the

Board of Directors for the upcoming year may also be made from the floor by a regular member in good standing during the regular meeting in the month of October of each year in addition to those presented by the Nominating Committee. Following the announcement of the slate of recommended new Officers and Directors, and the request of other nominations, a motion from the floor will close nominations.

Section 2. *Time*

Elections shall be held at the Annual Meeting in March and installation of the new officers and directors elected will be during the same meeting.

Section 3. *Offices*

Offices to be filled at the Annual election are as follows: President, Vice President, Secretary, Treasurer and eight (8) other regular members to the Board of Directors as Standing Committee Chairman for a total of twelve (12) directors.

ARTICLE XII.

STANDING COMMITTEES

Section 1. *Election*

During the Annual Election of Officers and Directors the chairman of each of the eight(S) *Standing Committees* (Tournament Dive, Social, Meetings, Membership, Newsletter, Public Relations and Nominations) shall be elected by the Membership at the discretion of the board.

Section 2 *Reports*

Each Standing Committee Chairman shall report to the membership at the monthly meeting of the Club and at the monthly Board meeting.

Section 3. *Expenditures*

The Board in *March preceding Their* term shall adapt a budget which provides the Standing Committees *with* such 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 thereof.

Section 5. *Committees*

The Standing Committees, elected as aforesaid, shall be composed and have powers, duties and responsibilities as follow

TOURNAMENT COMMITTEE

(a) The Tournament Committee shall be comprised of a Chainnan and at least two (2) other regular club members. The Tournament Committee Chairman shall be electhd by the

membership at the Annual Meeting. *The* Chairman shall select the *remainder of the* Committee. The Committee Chairman shall prepare an annual activities schedule and budget.

(b) The Tournament Committee shall have the responsibility to establish and promulgate to the membership in proper form the Association's official Fishing Rules, Tackle Specifications, Tournament Rules, Achievement Awards, Fishing Team Rules, Point System and Point Chart They shall run all tournaments or angling contests of the Club and maintain proper records thereof and award all prizes or trophies for such tournaments or contests as per the approved Annual Budget. The Tournament Committee shall receive all questions, disputes and protests in connection with the angling activities of the Club and its members, and the decision of the majority of the Tournament Committee in such matters shall be final. The Tournament Committee shall be charged with the responsibility of maintaining the high standards of sportsmanship, conservation and integrity appropriate to the Club.

DIVE COMMITTEE

The Dive Committee shall *be comprised of a* Chairman *and* at least two (2) other regular club members. The Dive Committee Chairman shall be elected by the membership at the Annual Meeting. The Chairman shall select the remainder of *the* Committee. The Committee Chairman shall prepare an annual activities schedule and budget.

The Dive Committee shall have the responsibility to establish and promulgate to the membership in proper form the Association's official diving Rules, catch Specifications, Dive Rules, Achievement Awards, Point System and Point Chart. The Dive Committee is responsible for organizing the annual Club mini-season tournament to be held on the first day spiny lobster may be harvested by recreational divers in July or August of each year. Additionally, they shall run all dive tournaments and diving contests of the Club and maintain proper records thereof and award all prizes or trophies for such tournaments or contests as per the approved Annual Budget. The Dive Committee shall receive all questions, disputes and protests in connection with the diving activities of the Club and its members, and the decision of the majority of the Dive Committee in such matters shall be *final*. The Dive Committee shall be charged with the responsibility of maintaining the high standards of sportsmanship, conservation and integrity appropriate to the Club.

Due to the potential danger in diving the Dive Tournament shall at all times emphasize safety and *the* practice of safe diving activities. All members participating in Club dive activities shall be *certified open water divers*.

SOCIAL Committee

The Social Committee shall be comprised of a Chairman and at least two (2) other regular club members. The Social Committee Chairman shall be elected by the membership at the Annual Meeting. The Chairman shall select the remainder of the Committee. The Social Committee shall be charged with the organization of all Club activities other than Board and regular meeting, and fishing and diving related activities. The Committee Chairman shall prepare an annual activities schedule and budget. The Social Committee shall also maintain a financial report on each club social activity and promptly submit a copy to the Secretary and Treasurer.

The Social Committee shall make up an annual activities schedule and revise as any changes occur. Such activities schedule shall not be altered except upon approval by the Board. The Social Committee shall be charged with the responsibility for arranging and coordinating such parties or other social functions as may be given by the Club, and they shall provide for such additional furniture, equipment or supplies as may be required, applying to the Board for any funds needed. The Social Committee shall designate one of the Club members to act as the event captain for each scheduled party or activity. The event captain shall be in charge of the organizing and implementing each club social activity. He shall be responsible for arranging the purchase, assembly and transportation of necessary supplies and equipment for the activity in which task he shall be

furnished such assistance from the members attending the outing if it 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 thereof to the motel involved. The event captain 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 Committee, under the direction of the event captain, shall notify each member of the Club participating in the outing of any decision to cancel such outing.

MEETINGS COMMITTEE

The Meetings Committee Chairman shall be elected by the membership at the Annual Meeting. The Chairman shall select the remainder of the Committee. Such committee shall be charged with the responsibility of arranging for the location for the meeting, speakers, films or other programs at the regular meetings of the Club and coordinating such activities at regular monthly meetings. Such committee shall be charged with the maintenance and operation of wireless microphone, projectors, video, photographic and VCR equipment of the Club. The Committee shall also be responsible for holding a general door prize raffle and such special raffles at General meetings as the Board may approve. The committee shall prepare an annual budget to operate with in. If there are any unusual expenses or if additional funds are needed, the Chairman shall apply to the Board of Directors for any additional funds to complete their duties.

MEMBERSHIP COMMITTEE

The Membership Committee Chairman shall be elected by the membership at the Annual Meeting. The Chairman shall select the remainder of the Committee. The Membership Committee shall encourage and promote the obtaining of desirable members for the Club and the retention of members already on the roster. The Committee shall, on a monthly basis, bring to the monthly Board meeting any new applications for Board approval. They shall attempt to resolve misunderstanding and unpleasant discord among the membership which should such 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 and diving requirements. The Membership Committee shall conduct such correspondence as may be necessary or desirable in connection with existing, past or potential future members. The committee shall maintain a current list of all members in good standing with their membership certificate number and date issued.

Newsletter Committee

The Newsletter Committee Chairman shall be elected by the membership at the Annual Meeting. The Chairman shall select the remainder of the Committee. The Newsletter Committee shall be responsible for publishing to the members of the Club on a monthly basis written newsletter containing news on Club activities and such reports from each of the Standing Committees as they may choose to provide; provided, however, the President, Tournament Committee Chairman and Dive Committee Chairman shall always provide information for each newsletter. Additionally, the Newsletter shall publish special notices to the members as required by the Board. The Newsletter Committee shall be responsible for developing a budget for its expenses each year.

PUBLIC RELATIONS COMMITTEE

The Public Relations Committee Chairman shall be elected by the membership at the Annual Meeting. The Chairman shall select the remainder of the Committee. The Public Relations Committee shall be responsible for increasing the public awareness of the Club and its activities among the general public.

NOMINATING COMMITTEE

The Nominating Committee Chairman shall be elected by the membership at the Annual Meeting.

The Chairman shall select the remainder of the Committee. The Committee function is to encourage membership participation on club committees recognize those with superior skills and encourage their involvement as officers and directors. They will also assist the president with the annual election.

ARTICLE XIII. LIABILITY & INDEMNIFICATION

The Corporation shall indemnify any person who or is a party or is threatened to be made a party to any threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suitor proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the cases. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met appropriate standard of conduct the indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by seventy-five percent (75%) of stockholders.

If any expense or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

The Corporation will have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE XIV. AMENDMENTS

These By-Laws may be repealed, rescinded, altered or amended, either as a whole, or in part, by seventy-five percent (75%) vote of the entire Board of Directors.

These By-Laws of the Lighthouse Point Saltwater Sportsman Association have been amended and restated as approved by the Board of the Club as of this date.

DATE: _____

President

Secretary