

BYLAWS OF SUNCOAST SEALS DIVE CLUB, INC.  
 Adopted as of July 1<sup>st</sup>, 2022  
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BYLAWS OF  
SUNCOAST SEALS DIVE CLUB, INC.

ARTICLE 1

**Offices**

Section 1.1 Registered and Principal Office. The initial registered office of Suncoast seals dive club, Inc. (the "Corporation") will be located at 220 Pine Ave N Suite A Oldsmar, FL 34677. The initial principal office of the Corporation will be located at 220 Pine Ave N Suite A Oldsmar, FL 34677.

Section 1.2 Other Offices. The Corporation may have offices at such other place or places within or without the State of Florida as the Board of Governing' Members may from time to time establish.

Section 1.3 Registered Agent for Service of Process. The Corporation's Board of Governing Members will have the right to designate a registered agent for service of process, who may be an individual or a corporation. The registered agent so designated will serve until a successor is elected by the Board of Governing Members.

ARTICLE 2

**Powers and Purposes**

Section 2.1 Powers. The Corporation will have all powers granted by law to not-for-profit corporations under the Florida Not For Profit Corporation Act (the "Act") subject to the limitations described elsewhere in the Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

Section 2.2 Purposes. The purposes for which the Corporation is formed, are to (a) sponsor diving and spearfishing events to raise funds to establish, maintain, and administer educational, research, environmental and civic projects itself and from time to time in partnership with other nonprofit organizations, educational and research institutions and conservation organizations to: protect the sustainability of marine fisheries, help alleviate or correct problems caused by over utilization or mismanagement of marine resources, provide more reliable scientific analysis of marine fisheries, increase the general public's knowledge of and awareness of fishery populations, reduce or alleviate environmental damage, and, where necessary, promote reasonable and effective private, recreational, commercial and governmental fisheries management policies through direct participation, and fundraising, and education. The Corporation will also engage in cooperative fisheries research, educational and fundraising events such as fishing tournaments and environmental clean up events,

marine habitat reconstruction and development, reef building, and the like (a) promote recreational fishing of all types, and (c) any and all lawful other business exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

Section 2.3 Not for Profit Status

A. Limitation on Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 2.4 Not for Profit Status

A. Limitation on Activities. The corporation will refrain from engaging in unlawful acts or Unlawful activities.

B. Dissolution. Upon dissolution of the Corporation, assets shall be distributed to the Florida Skin Divers Association, Inc. (the "FSDA") or Diver's Alert Network, Inc (DAN) if at that time the FSDA or DAN qualifies as a 501(c)(3) not for profit entity), and if not to the FSDA, to for one or more exempt purposes within the meaning of Section 503(c)(3) of the Code, or shall be distributed to the federal government, or to the State of Florida, or to a local government, for a public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

## ARTICLE 3

### Members

Section 3.1 Classes and Number. There shall be 3 classes of Members: Governing Members, General Members-and Club Members. Only Governing Members are voting Members with respect to the governance of the Corporation. Except as provided in Section 3.16, Club Members and General Members do not vote on matters of governance of the Corporation. Reverences herein to Directors shall mean the same as Governing Members. General Members may include Club Members and Governing Members. There will be at least 3 Governing Members on the Board of Governing Members. Beginning on the 1st annual meeting of the General Members, the number of Governing Members on the Board shall be increased by 3 and such 3 Governing Members shall serve each for a term of 1 year. Thereafter, at each subsequent annual meeting of General Members, the General Members shall, in accordance with these Bylaws, elect 3 replacements. The initial Board will consist of 3 Governing Members, none of whom are General Member Representatives. From time to time, the exact number of Governing Members may be determined by resolution of the Board at any time provided that here will always be at least 3 Governing Members of the Board. The initial Board of

Governing Members will be those individuals indicated as Governing Members in the Corporation's Articles of Incorporation. All Governing Members other than General Member Representatives shall serve until they resign or are removed by a vote of the Governing Members as provided in these Bylaws. Membership, regardless of class, is not transferable.

Section 3.2 Vacancies. Whenever a vacancy occurs on the Board of Governing Members, including a vacancy resulting from an increase in the number of Governing Members or the removal of one or more Governing Members, it may be filled by the affirmative vote of a majority of the remaining Governing Members even if the remaining Governing Members constitute less than a quorum.

Section 3.3 Removal of Governing Members. Any Governing Member may be removed with or without cause by a majority of the Governing Members of the Board of Governing Member.

Section 3.4 qualification. All of the Governing Members must be of full age and at least one must be a citizen of the United States.

Section 3.5 Terms. Governing Members will hold office until their respective successors are duly elected and qualified or until there is a decrease in the number of Governing Members. The initial term of each Governing Member who is a General member Representative shall be 1 year.

Section 3.6 Resignation. Any Governing Member may resign at any time. Such resignation will be made in writing and will take effect upon its delivery to the President or the Board of Governing Members or its Chairman.

Section 3.7 Powers. The business of the Corporation will be managed by its Board of Governing Members, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by the laws of the State of Florida, by the Articles of Incorporation or by these Bylaws. The Board of Governing Members will determine the compensation, if any, to be paid to each officer and Governing Member of the Corporation, including those officers who may also be Governing Members.

Section 3.8 Meetings. The Board of Governing Members of the Corporation may hold meetings, whether annual or special, either within or without the State of Florida. The Annual meeting of the Board of Governing Members for the purpose of electing officers and transacting such other business as may be brought before the meeting will be held at such time and place as the Board of Governing Members may determine. The Board of Governing Members may by resolution provide for the time and place of other regular meetings, and no notice of such regular meetings need be given. All other meetings of the Board may be called on the written request the President, the Chairman of the Board, if any, or a majority of the Governing Members, at such time and place as may be stated in such request.

Section 3.9 Notice of Special Meetings. Written notice of the place, day and hour of any special meeting of the Board of Governing Members must be given by or under direction of the Secretary, to each Governing Member at least 2 days before the meeting; provided, however, that oral notice may be given to Governing Members in lieu of written notice so long as the party giving the notice to the Governing Members files with the Corporation a written statement of the date, time, place, and manner of the oral notices. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Governing Members, need be stated in the notice or waiver of notice of such meeting.

Section 3.10 Action Without a Meeting. Any action required to be taken, or which may be taken, at a meeting of the Board of Governing Members or a Committee thereof, may be taken without a meeting, if a consent in writing, setting forth the action so to be taken, is signed by all of the

Governing Members, or all of the members of the Committee, as the case may be. Such consent will have the same effect as a unanimous vote.

Section 3.11 Quorum and Voting. At all meetings of the Board, a majority of the Governing Members then in office will constitute a quorum for the transaction of business. The act of a majority of Governing Members present at a meeting where a quorum is present will be the act of the Board of Governing Members, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws. If at any meeting of the Board of Governing Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time and place to place until a quorum will have been obtained.

Section 3.12 Organization. The President of the Corporation will act as Chairman and the Secretary will act as Secretary at all meetings of the Board.

Section 3.13 Committees.

A. Executive Committee.

(1) Creation. The Board of Governing Members may, by resolution adopted by a majority of the full Board, designate two or more Governing Members to constitute an Executive Committee.

(2) Action and Powers. In addition to the disabilities attached to it under Section 617.0825, Florida Statutes and the other provisions of these Bylaws and the Articles of Incorporation regarding extraordinary voting requirements of the Board of Governing Members, the Executive Committee will not have the power to:-

- (i) amend the Articles of Incorporation;
- (ii) adopt a plan of merger, consolidation, recapitalization or other form of reorganization;
- (iii) sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the Corporation; or
- (iv) adopt a plan of voluntary dissolution of the Corporation.

(3) Report of Executive Committee. The Executive Committee will cause a report of its actions to be distributed to the remaining members of the Board of Governing Members within seven (7) days of taking such actions and will cause such report to be filed with the minutes of the proceedings of the Board of Governing Members.

B. Other Committees.

The Board may from time to time appoint such other committees and delegate such duties and powers thereto as it may deem advisable, provided that no delegation of power to such other committees may include any of the powers in this Article. Each committee must have 2 or more members who serve at the pleasure of the Board of Governing Members.

C. Committees Generally.

Each committee must elect its own chairman (unless a chairman has been designated by the Board of Governing Members) and may hold regular meetings without notice. Special committee meetings may be called by the chairman of the committee or by the Board and notice of any special meeting must be given in the manner provided hereinabove for notice of special meetings of the Board of Governing Members. Quorum and voting requirements and the term, removal, and resignation bylaws applicable to the Board of Governing Members will apply to Committees. Each committee must keep regular minutes of its proceedings and report the same to the Board of Governing Members.

Section 3.14 Compensation. Governing Members must not receive any stated salary for their services as Governing Members or as members of committees, but by resolution of the Board a fixed fee and/or expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained will be construed to preclude any Governing Member from serving the Corporation in any capacity as an officer, agent, or otherwise, and receiving compensation thereof. .

Section 3.15 Attendance by Telephone. Any Governing Members or an Executive Committee or other committee will be deemed present and voting at a meeting of such Board or Committee if said member or members participate in the meeting by means of a conference telephone or other communications equipment enabling all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

#### Section 3.16 General Members

(1) Number of Members. There shall be no restriction upon the number of General Members who may belong to the Corporation.

(2) Qualifications. General Membership in the Corporation shall be open to public, private and non-profit organizations and shall be open to all persons regardless of race, sex, creed, national origin or physical or mental disabilities; except that all General Members must agree to support the goals of the Corporation. In considering applicants for membership, the qualifications, interest and capability of the applicant with reference to the purposes of the Corporation shall be deemed material factors.

(3) Memorandum of Understanding (also known as Letter of Cooperation). All members shall commit, by accessing, agreeing, and signing an electronic form, to become members through a formal Memorandum of Understanding (also called a Letter of Cooperation), pursuant to which members shall commit to be dedicated to the vision, strategy and goals of the Corporation and to adhere to all by-laws, rules and regulations of the Corporation. All General Members must sign and agree to the terms of the Volunteer Diver/Spear Fisherman Assumption of Risk Agreement designated by the Board of Governing Members from time to time.

(4) Dues. The Board of Directors shall adopt a comprehensive plan or schedule of General Membership dues that will produce revenues for the Corporation in a fair and equitable manner from each of the several corporate, firm and individual General Members. Such plan or schedule may be changed from time to time pursuant to a resolution of the Board of Directors to reflect the needs of the Corporation. General Members who fail to pay their dues within 60 days after the receipt of the initial dues bill shall receive a written notice of delinquency from the Treasurer of the Corporation. If after 90 days such members still remain delinquent, their membership shall be forfeited. A General Member shall be liable for the payment of dues accrued up to the date of such forfeiture. Payment of dues may be waived upon a showing of good cause or in unusual circumstances upon a majority vote of the Board of Governing Members.

(5) Rights and Privileges. To the extent provided herein, each General Member in good standing (or, if the member is a corporation or firm in good standing, its representative) shall have the right to vote and to hold office as afforded to the General Members under these By-Laws, or by vote of the Board of Governing Members.

(6) Resignations and Termination. All resignations of General Members shall be tendered to the Corporation. Any General Member may be expelled for cause by resolution passed by the Board of Governing Members at any meeting called for such purpose. Such General Member shall be notified of the intention of the Board to consider that member's expulsion and shall be given the opportunity of a hearing before the Board of Governing Members. Passage of such a resolution shall, without other act on the part of the Board of Governing Members, annul such membership.

(7) Annual Meeting. Beginning the 1st year of existence of the Corporation, Corporation shall hold an annual meeting of its General Members to elect 3 General Members from among its General Membership to serve on the Board of General Members. Prior to the 1 annual meeting of General Members, the Governing Members shall meet having a quorum and by vote of a majority of Governing Members in attendance, will, to accommodate the General member Representatives being added to the Board, effective as of such annual meeting, increase the number of Governing Members

on the Board of Governing Members by 3 new Governing Members (the "General Member Representatives"). Thereafter, the General Members will, at each annual Meeting of General Members, elect 3 General Members from the General Membership to, for that first election, fill such vacancies and for each year thereafter, serve as General Member Representatives on the Board of Governing Members in lieu of the General Member Representatives whose terms have expired. Each annual meeting of General Members shall be in on the second Thursday of January if not a legal holiday, or at such other time on such other day falling on or before the thirtieth (30th) day thereafter as shall be set by the Board of Governing Members. Except as the Act or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. General Members do not have powers to vote on or control any aspect of the governance of the Corporation other than the annual election of the 3 General Member Representatives.

(8) Place of Meetings. Meetings of General Members shall be held at such place in the United States as is set from time to time by the Board of General Members. -

(9) Notice of Meetings Waiver of Notice. Not less than ten (10) nor more than ninety (90) days before each General Members' meeting, the Secretary shall give written notice of the meeting to each member entitled to vote at the meeting and each other member entitled to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a General Member when it is personally delivered to him, left at his residence or usual place of business, or mailed to him at his address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of General Members' meetings, or is present at the meeting in person or by proxy. Any meeting of General Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

(10) Quorum, Voting. Unless statute or the Act, provides otherwise, at a meeting of members the presence in person or by proxy of General Members entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum. In all elections for General Member Representatives, each General Member may vote for as many individuals as there are General Member Representatives to be elected, and such persons shall be elected by a plurality of all the votes cast at a meeting at which a quorum is present. In the absence of a quorum, the General Members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such, adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

(11) General Right to Vote: Proxies. Each General Member is entitled to one vote on each General Member Representative submitted to a vote at a meeting of General Members. A General Member may vote either in person or by written proxy signed by the General Member or by his duly authorized attorney in fact. Unless a proxy provides otherwise, it is not valid more than eleven (11) months after its date.

(12) List of Members. At each meeting of General Members, a full, true and complete list of all General Members entitled to vote at such meeting, certified by the Secretary, and shall be furnished by the Secretary.

(13) Conduct of Voting. At all meetings of General Members, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by the chairman of the meeting.

(14) Informal Action by Members. Any action required or permitted to be taken at a meeting of General Members may be taken without a meeting if there is filed with the records of General Members meetings an unanimous written consent which sets forth the action and is signed by each General Member entitled to vote on the matter.

Section 3.17 Club Members. Club Members must be General Members. The Board will designate a board consisting of all those who (a) participate as active General Members and (b) are inducted into the "SC Seals Dive Club", for purposes of participating in diving related activities. The Club Members will provide advice and assistance to the Board, and may be compensated for their assistance and advice. The Board may designate qualifications for the Club Members from time to time and may change them at any time, upon notice to the Club Members. Club Members provide an advisory role only: they do not vote at meeting of the Board, elect Board Members or control the governance of the Corporation. However, all Advisory Members do vote as General Members, as described in Section 3.16. All Club Members are expected to engage in participation of the Corporation's events and activities, weekly or monthly meetings and dive tournaments. Advisory Members are expected to serve as ambassadors of the sport and to their community, and as such the role, qualifications and duties of or for them may be designated by the Governing Members from time to time, and may be more restrictive than of General Members.

#### ARTICLE 4

##### **Officers**

Section 4.1 Officers. The officers of this Corporation will consist of a President, a Secretary and a Treasurer, and may consist of such other officers, including but not limited to one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers with such titles, powers and duties as may be prescribed from time to time by the Board of Governing Members. They will be elected by the Board of Governing Members at its annual meeting.

Section 4.2 Term of Office; Vacancies. Each officer must hold office for one year and until such officer's successor is duly elected and qualified. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Governing Members.

Section 4.3 Removal of Officers. Any officer may be removed at any time with or without cause by action of the Board of Governing Members by the affirmative vote of a majority of the Governing Members then in office. Election or appointment of an officer will not of itself create contract rights. This provision will not prevent the making of a contract of employment for a definite term with any officer and will have no effect upon any cause of action which any officer may have as a result of removal in breach of a contract of employment.

Section 4.4 Resignations. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Governing Members may fill the pending vacancy before the effective date if the Board of Governing Members provides that the successor does not take office until the effective date of the pending vacancy.

Section 4.5 Compensation. The Board of Governing Members will determine the compensation, if any, to be paid to each officer of the Corporation including those officers who may also be Governing Members, and to the Club Members, if any.

Section 4.6 Refund of Payment In the event that the Internal Revenue Service disallows, in whole or in part, the deduction by the Corporation as an ordinary and necessary business expense of any payment made to an officer of the Corporation, whether as salary, commission, bonus or other form of compensation or as interest, rent or reimbursement of expenses incurred by such officer or Club Member, such officer must reimburse the Corporation to the full extent of such disallowance. The Board of Governing Members of the Corporation will have the duty to require each such officer or Club Member to make such reimbursement, and it will be the legal duty of each such officer thus to reimburse the Corporation.

Section 4.7 Powers and Duties.

A. In General. The officers of the Corporation will have such powers and duties as generally pertain to their respective offices, including the powers and duties provided by these Bylaws, as well as such powers and duties as from time to time may be conferred by the Board of Governing Members.

B. President. The President will:

- (1) preside at all meetings of the Board of Governing Members in the absence of the Chairman of the Board, if any;
- (2) present at each annual meeting of the Governing Members a report of the condition of the business of the Corporation;
- (3) cause to be called regular and special meetings of the Governing Members in accordance with these Bylaws;
- (4) sign and make contracts and agreements in the name of the Corporation, including but limited to making application for grants or other funding provided by private or governmental sources;
- (5) see that the books, reports, statements and certificates required by statute are properly kept and filed according to law;
- (6) sign notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn on behalf of the Corporation;
- (7) to supervise all employees of the Corporation including the power to hire and fire such employees as he or she deems advisable; and
- (8) have general charge of and control over the affairs of the Corporation and perform all the duties incident to such position and office, including the purchase by the Corporation of tangible or intangible assets, the enforcement of these Bylaws and all other things which the President is required to do by law.

C. Vice President. The Vice President, if any, will:

- (1) in the absence or disability of the President, perform the duties and exercise the powers of the President; and
- (2) perform such other duties and have such other powers as the Board of Governing Members may from time to time prescribe.

D. Secretary. The Secretary will:

- (1) prepare the minutes of the meetings of the Board of Governing Members and keep the minutes in appropriate permanent books of record;
- (2) give and serve all notices of the Corporation;
- (3) be the custodian of the records, and of the seal, and affix the latter when required, and authenticate records of the Corporation when required;

- (4) keep the transfer books in the manner prescribed by law; and
- (5) attend to all correspondence and perform all the duties incident to the office of the Secretary.

E. Treasurer. The Treasurer will:

- (1) keep accounts of and have the care and custody of and be responsible for all the funds and securities of the Corporation;
- (2) deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies, or safe deposit vaults as the Board of Governing Members may designate;
- (3) exhibit, at times required by law or these Bylaws, the corporate financial books and accounts to any Governing Member upon application at the office of the Corporation during business hours;
- (4) render a statement of the condition of the finances of the Corporation (at each regular meeting of the Board of Governing Members, and at such other times as it will be required of the Treasurer) and a full financial report at the annual meeting of the Governing Members;
- (5) keep at the office of the Corporation current books of account of all of its business transactions and such other books of account that the Board of Governing Members may require; and
- (6) do and perform all other duties pertaining to the office of the Treasurer.

F. Assistant Secretary and Assistant Treasurer. The Assistant Secretary or Assistant Secretaries and the Assistant Treasurer or Assistant Treasurers will, in the absence or disability of the Secretary, or Treasurer, respectively, perform the duties of such officer and generally assist, in the case of an Assistant Secretary, the Secretary, or an Assistant Treasurer, the Treasurer.

G. Delegation of Duties. In the case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by a majority of the Board, the Board of Governing Members may delegate such officer's respective powers or duties to any other officer or, to any Governing Member or agent of the Corporation for a specified period or until said delegation is revoked by the Board of Governing Members, provided that such delegation is otherwise permitted by law and by the Articles of Incorporation and these Bylaws.

## ARTICLE 5

### Notices

Section 5.1- Recording. Whenever these Bylaws require notice to be given to Governing Members, or committee members, proof of such notice whether given by mail, by telephone, by telegraph, by cablegram or by personal contact will be recorded and filed by the Secretary in the minute book and incorporated into the minutes for the meeting to which such notice pertains.

Section 5.2 Waiver. Whenever any notice of a meeting is required to be given under the provisions of the laws of the State of Florida, of the Articles of Incorporation, or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, either before, at or after the meeting, will be deemed equivalent to such required notice. Attendance of a person entitled to notice at a meeting, will also constitute a waiver of notice of such meeting; provided, however, that such attendance will not constitute such a waiver if said person attends said meeting solely for the purpose of, and limits his participation at the meeting to, objecting to the transaction of any business because the meeting is not lawfully called or convened and states such objection at the beginning of the meeting.

**ARTICLE 6**  
**Designated Financial Agents, Signatures and Seal**

Section 6.1 Designated Financial Agents. All funds of the Corporation will be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board of Governing Members may from time to time designate and will be drawn out on checks, drafts, electronic transfer or other order signed on behalf of the Corporation by such person or persons as the Board of Governing Members may from time to time designate.

Section 6.2 Other Agreements. Except as otherwise specifically provided by these Bylaws, all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments must be signed on behalf of the Corporation by the President or by such other officer, officers, agent or agents as the Board of Governing Members may from time to time by resolution provide.

Section 6.3 Corporate Seal. The corporate seal of the Corporation will consist of two concentric circles containing the name of the Corporation and the year of its establishment. When the seal is affixed to a document, the signature of the Secretary or an Assistant Secretary will attest the seal. The seal and its attestation may be lithographed or otherwise printed on any document and must have, to the extent permitted by law, the same force and effect as if it had been affixed and attested manually.

**ARTICLE 7**  
**Amendments of Bylaws**

The Bylaws may be altered, amended or repealed by the act of the Corporation's Board of Governing Members.

**ARTICLE 8**  
**Conflicts of Interest**

Section 8.1 Ratification of Transaction. No contract or other transaction between the Corporation and one or more of its Governing Members or any other corporation, firm, association, or entity in which one or more of its Governing Members are Governing Members or officers or are financially interested will be either void or voidable because of such relationship or interest, because such Governing Members are present at the meeting of the Board of Governing Members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because such Governing Members or their votes are counted for such purpose, if:

- (1) the fact of such relationship or interest is disclosed or known to the Board of Governing Members or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Governing Members;
- (2) the fact of such relationship or interest is disclosed or known to the Governing Members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

Notwithstanding anything to the contrary in these Bylaws, no self-dealing, as such term is defined in Section 4941(d) of the Code, shall be permitted.

Section 8.2 Requirements for Approval by Governing Members. For purposes of this Article, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Governing Members on the Board of Governing Members, or on the committee, who have no relationship or interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Article by a single Governing Member. If a majority of the Governing Members who have no such relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Article. The presence of, or a vote cast by, a Governing Member with such relationship or interest in the transaction does not affect the validity of any action taken under this Article if the transaction is otherwise authorized, approved, or ratified as provided in this Article, but such presence or vote of those Governing Members may be counted for purposes of determining whether the transaction is approved under the Florida Business Corporation Act.

## ARTICLE 9 **Indemnification**

Section 9.1 Indemnification in Proceedings Other Than Actions by, or in the Right of, the Corporation. The Corporation will indemnify any person who was or is a party to any proceedings (other than an action by, or in the right of, the Corporation), by reason of the fact that he is or was a Governing Member, officer, attorney, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Governing Member, committee member, officer, employee, attorney or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if the indemnitee acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 9.2 Indemnification of Persons Parties to a Proceeding by or in the Right of the Corporation. The Corporation will indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Governing Member, officer, attorney, employee, or agent of the Corporation or is or was serving at the request of the Corporation as the Governing Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Governing Members, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification may be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. Provided, however, that no indemnification may be made hereunder in respect of any claim, issue, or matter as to which such person has been adjudged to be liable, unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court deems proper.

Section 9.3 Mandatory Indemnification To the extent that a Governing Member, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he must be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 9.4 Authorization of Indemnification is Required. Any indemnification under this Article, unless pursuant to a determination by a court, may be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Governing Member, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination must be made pursuant to the procedures outlined in Florida Statutes § 617.0831.

Section 9.5 Additional Conditions to Indemnification. The Board, by a majority vote of a quorum consisting of Governing Members who were not parties to the action, suit or proceeding to which the indemnification relates, may impose such additional conditions upon any form of indemnification as the Board may deem appropriate, including, but not limited to, the right to assume the defense in appropriate circumstances, the right to select the attorney representing the indemnified person and the right to settle.

Section 9.6 Prepayment of Expenses. Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following the procedures set forth in this Article that such indemnified person meets the applicable standard of conduct referred to therein and subject to any conditions imposed by the Board pursuant to this Article and the prior receipt by the Corporation of an undertaking satisfactory in form and substance to the Corporation that such person will promptly repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation as authorized in this Article 9.

Section 9.7 Indemnification Disallowed in Certain Circumstances. The indemnification provided pursuant to this article may not be made to or on behalf of any Governing Member, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (1) a violation of the criminal law, unless the Governing Member, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the Governing Member, officer, employee or agent derived an improper personal benefit;
- (3) in the case of a Governing Member, a circumstance under which the liability provisions of Florida Statutes § 617.0834 are applicable; or
- (4) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

Section 9.8 Non exclusivity. The Corporation has the power to make any other or further indemnification of any of its Governing Members, officers, members of any committee, or any other person that the Corporation has the power by law to indemnify, including without limitation, employees or agents of the Corporation, under any bylaw, agreement, vote of disinterested Governing Members, or otherwise, both as to action in any official capacity and as to action in another capacity while holding such office, except an indemnification against gross negligence or willful misconduct. The indemnification as provided in this Article will continue as to any person who has ceased to be a Governing Member, officer, employee, or agent and will inure to the benefit of such person's heirs and personal representatives.

ARTICLE 10  
**General Provisions**

Section 10.1 Fiscal Year. The fiscal year of the Corporation will begin on January 1 and end on December 31 of each year.

Section 10.2 Gender and Number. Whenever the context requires, the gender of all words used herein includes the masculine, feminine and neuter, and the number of all words includes the singular and plural thereof.

Section 10.3 Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and will not affect the meaning or interpretation of these Bylaws.

Section 10.4 Minutes, Books and Records of Account. The Corporation will keep correct and complete books and records of account and will keep minutes of the proceedings of its Board of Governing Members, and committees of Governing Members, and other records as required by § 617.1601, Florida Statutes.

Section 10.5 Annual Report for Department of State. The Corporation will file an annual report with the Department of State of the State of Florida as required by § 617.1622, Florida Statutes.

Section 10.6 Statutory Cites. Any reference to Sections of the Florida Statutes in these bylaws will include all revisions and amendments to such sections.

ARTICLE 11  
**Emergency Provisions**

Section 11.1 Definition of Emergency. For purposes of this Article, and in accordance with Florida Statutes § 617.0303, an emergency will be deemed to exist if a quorum of the Corporation's Governing Members cannot readily be assembled because of some catastrophic event.

Section 11.2 Disaster Emergency Powers of Acting Officers. If, as a result of an emergency, the President and/or other officers are unable to perform their duties, (a) the powers and duties of the President will be held and performed by that officer of the Corporation highest on the list of successors (adopted by the Board of Governing Members for such purpose) who will be available and capable of holding and performing such powers and duties; and, absent any such prior designation, by that Vice President who will be available and capable of holding and performing such powers and duties whose surname commences with the earliest letter of the alphabet among all such Vice Presidents; or, if no Vice President is available and capable of holding and performing such powers and duties, then by the Secretary; or, if the Secretary is likewise unavailable, by the Treasurer; (b) the officer so selected to hold and perform such powers and duties will serve as Acting President until the President again becomes capable of holding and performing the powers of President, or until the Board of Governing Members has elected a new President or designated another individual as Acting President; (c) such officer (or the President, if such person is still serving) will have the power, in addition to all other powers granted to the President by law, the Articles of Incorporation, these bylaws and the Board of Governing Members, to appoint acting officers to fill vacancies that may have occurred, whether permanently or temporarily, by reason of such disaster or emergency, each of such, acting appointees to serve in such capacity until the officer for whom the acting appointee is acting is capable of performing the duties of such office; (d) each acting officer so appointed will be entitled to exercise all powers vested by law, the Articles of Incorporation, these Bylaws and the Board of

Governing Members in the office in which such person is serving; and (e) anyone transacting business with the Corporation may rely upon a certificate signed by any officer of the Corporation that a specified individual has succeeded to the powers and duties of the President or such other specified office, and any person, firm, corporation or other entity to which such certificate has been delivered by such officers may continue to rely upon it until notified of a change by means of a writing signed by an officer of the Corporation.

Section 11.3 Emergency Powers of Board of Governing Members. In anticipation of or during an emergency, the available Governing Members may relocate the Corporation's principal office or designate alternative offices or regional offices or authorize the officers to do so, for the duration of the emergency; In accordance with Florida Statutes § 617.0303, as amended from time to time, during an emergency.

(1) Notice of a meeting of the Board of Governing Members need be given only to those Governing Members whom it is practicable to reach and may be given in any practicable manner, including by publication or radio;

(2) One or more officers of the Corporation present at a meeting of the Board of Governing Members may be deemed to be Governing Members for the meeting, in order or rank and within the same rank in order of seniority, as necessary to achieve a quorum; and

(3) The Governing Member or Governing Members in attendance at a meeting will constitute a quorum.

Section 11.4 Validity of Emergency Corporate Action. Corporate action taken in good faith during an emergency to further the ordinary affairs of the Corporation under this Bylaw:

(1) Binds the Corporation; and

(2) May not be used to impose liability on a corporate Governing Member, officer, employee, or agent.

Section 11.5 Liability. An officer, Governing Member, or employee acting in accordance with this or any other emergency bylaw is only liable for willful misconduct.

Section 11.6 Termination of Effectiveness of Emergency Bylaws. To the extent not inconsistent with any emergency bylaw, the Bylaws of the Corporation will remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.

Section 11.7 Additional Emergency Bylaws. The Board of Governing Members may adopt additional bylaws to be effective during an emergency.

Adopted \_\_\_\_\_