

BY-LAWS OF TAMPA BAY MARINERS CLUB, INC.

ARTICLE I

NAME

The name of the Corporation shall be “Tampa Bay Mariners Club, Inc.,” and shall be referred to hereinafter within these by-laws as “the Corporation.”

ARTICLE II

PURPOSES

Section 1. Not For Profit. The Corporation is organized under and shall operate as a Florida Not-For-Profit Corporation, was incorporated as such on April 27th, 2007, and shall have such powers as are now or as may hereafter be granted by the Florida Not-For-Profit Corporation Act.

Section 2. Purposes. The purposes of the Corporation are for lawful purposes, are not for pecuniary profit, and are:

- a. Educational, cultural, charitable, and/or professional within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including, but not limited to the maritime industry; and
- b. The friendly association between its members; and
- c. To maintain a high standard of ethical and sound business practices among its members; and
- d. The continuing education of members and other interested persons which will tend to improve the maritime industry; and
- e. To maintain business relationships in accordance with equitable and lawful business practices; and
- f. In accordance with the purposes of the Corporation, the making of distributions to organizations which qualify as tax-exempt organizations under that code.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or in behalf of it:

- a. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth herein.

b. The Corporation shall have perpetual existence unless a majority of the Board of Directors submits a resolution recommending dissolution to the membership; and then with at least 75% plus one of Regular Members in-good-standing present, the eligible membership of Regular Members in-good-standing must vote in favor of dissolution by 75% majority plus one. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such non-profit fund or funds, foundation or foundations, corporation or corporations, or organization or organizations, as shall at the time qualify as exclusively for charitable purposes and as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Courts 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 and operated exclusively for such purposes.

c. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, gender, age, national origin, disability, sexual orientation, religion, creed, or any protected class under Florida or United States law.

ARTICLE III

REGISTERED OFFICE, AND AGENT

The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office shall be identical with such registered office, as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERSHIP

Section 1. Initial Membership. Membership in-good-standing as of the date of incorporation through December 31, 2007, shall consist of those individuals listed in Appendix A to these by-laws, plus those additional individuals who shall have subsequently become members-in-good-standing under the rules provided in these by-laws.

Section 2. Eligibility for Membership. Regular Membership shall be open to all individuals who are employed in, or who have retired from, the Maritime Industry and any or all allied fields. If any member changes U.S. Mail or email address, that member must immediately notify the Yeoman in writing at the registered address of the corporation via Certified U.S. Mail, U.S. Mail, email, or telephone. Failure of any member to maintain accurate and current address information

as hereby provided, shall constitute an automatic waiver of the right to receive notice as otherwise provided by statute or these By-Laws.

Section 3. Classes of Members.

- a. The Corporation shall have two classes of members as follows:
 1. Regular Members; and
 2. Honorary Members.
- b. Membership shall be individual and membership shall not be as a representative of any company or organization.

Section 4. Election of Members.

- a. Application for Regular Membership and admission to this organization shall be sponsored by two Regular Members in-good-standing. Such applicant's name shall be submitted to a membership committee for consideration and approval by a simple majority vote. If approved for membership, the applicant shall become a Regular Member of the organization upon payment of initiation fee and dues for the then current year.
- b. Upon written notification to the Board of Directors, and after retiring at the minimum age of 60, and ceasing to work in the maritime industry; any Regular Member in-good-standing may assume the status of an Honorary Member.
- c. Any person associated with the Maritime Industry but not eligible for Regular Membership, may be elected as an Honorary Member by unanimous vote of a quorum of Regular Members in-good-standing at any regular meeting.

Section 5. Initiation Fee and Dues.

- a. After the date of incorporation until December 31, 2007, the initiation fee and dues for new Regular Members shall be the sum of thirty dollars (\$30.00).
- b. New Regular Members who join after December 31, 2007, shall pay an initiation fee of fifteen dollars (\$15.00), plus pro-rated dues based on the date of membership for the then current year of thirty-five dollars (\$35.00).
- c. Annual dues statements shall be sent to Regular Members in December and may be sent by U.S. Mail to the addresses of record on the books of the Corporation, or by email to their email addresses of record on the books of the Corporation.

d. Renewal dues for all Regular Members in-good-standing shall be due on January 1st of each year in the amount of thirty-five dollars (\$35.00), payment of which shall be considered current and paid-up through December 31st of that same year and shall place or keep such Regular Members in-good-standing, unless otherwise provided in these By-Laws.

e. Following years in which Regular Members are in-good-standing, Regular Members who fail to pay renewal dues by January 31st shall automatically have their membership suspended and shall be suspended Regular Members not-in-good-standing until such time as they pay renewal dues in the amount of thirty-five dollars (\$35.00); payment of which shall be considered current and paid-up through December 31st of that same year, and shall reinstate such Regular Members in-good-standing if paid before the first Monday in March of that year or at the monthly meeting in March whichever is later. Regular Members who fail to pay renewal dues by the first Monday in March or at the monthly meeting in March whichever is later, will result in forfeiture of membership altogether; and the Purser shall so notify the delinquent, suspended, and not-in-good-standing Regular Member that his or her membership has been forfeited, by U.S. Mail at their address of record on the Corporation's books. A Regular Member whose membership has been so forfeited may apply for reinstatement by a letter to the Skipper and payment of full delinquent dues; and the member's name must be presented at a regular meeting; and subsequently, final approval for reinstatement shall only be granted by a simple majority of a quorum of Regular Members in-good-standing present at that meeting.

f. Honorary Members shall not be required to pay an initiation fee or dues.

Section 6. Voting Rights.

a. Each Regular Member in-good-standing shall be entitled to one vote on each matter submitted to a vote of the members; suspended Regular Members not-in-good-standing are not entitled to vote on any matter, or make, second or vote on any motion until their dues-in-full have been received by the corporation. Individuals who have been expelled or whose memberships have been forfeited shall not have the right to attend any meeting of the Corporation and shall not have the right to vote on any matter or motion before the Corporation.

b. All matters shall be determined by a majority vote of Regular Members in-good-standing as provided in these By-Laws; with the exception of dissolution of the Corporation, amendments to the By-Laws, assessments, or as otherwise provided in these By-Laws.

c. Each Honorary Member shall not be entitled to vote upon any question or motion, or to make or second any motion; but each Honorary Member shall have voice, according to Robert's Rules of Order as provided in these By-Laws.

d. These By-Laws shall be amended or repealed by the Board of Directors in accordance with the Articles of Incorporation, provided that any amendment or repealing of the By-Laws first receive the affirmative vote of at least 75% plus one, of at least a quorum of Regular Members in-

good-standing present at a monthly, special, or annual meeting of the members of the Corporation, and in accordance with Robert's Rules of Order as required by these By-Laws.

e. Any matter subject to vote by Regular Members in-good-standing may, with the approval of the officers, be voted upon by email and any proposal submitted to vote by mail or email shall carry if it receives 75% plus one, of all Regular Members in-good-standing. Notice of any proposal so authorized shall be sent to the members not less than fifteen (15) days prior to the final date fixed by the officers for receipt of votes thereon. Such proposals must be sent only by the Skipper or Yeoman of the Corporation, and may be sent to all members via email, provided that any member without an email address is sent a copy via regular U.S. Mail to their address of record on the Corporation's books.

Section 7. Termination of Membership. At a monthly, special, or annual meeting of the members of the Corporation, with at least 75% plus one of the Regular Members in-good-standing present, and by affirmative vote of at least 75% plus one of the Regular Members in-good-standing present, may expel a Regular or Honorary Member; or the Executive Committee may expel a Regular or Honorary Member upon unanimous vote of all the duly elected and appointed officers. In either case, the Skipper shall advise the expelled member of the action, by U.S. Mail sent to the expelled member's address of record on the books of the Corporation.

Section 8. Resignation of Membership. A Regular Member or Honorary Member may resign at any time upon submitting a written resignation to the Skipper. In the event the status of an individual changes, the Executive Committee is hereby authorized to ask for the resignation of such member, if they deem it advisable.

ARTICLE V

MEETINGS OF THE MEMBERS

Section 1. Regular Meetings. Regular meetings of the members, though typically held monthly on the first Monday of each month, shall be held at such times and places as the Board of Directors may determine from time to time; for the purposes of:

- a. Informing all members of the ongoing business of the Corporation; and/or
- b. Taking votes of the Regular Membership on such matters as are eligible for such vote; and/or
- c. Such other purposes of the Corporation as listed in Article II of these By-Laws.

Section 2. Special Meetings. Special meetings of the members may be called by message sent only from the Skipper or Yeoman of the Corporation to each member's email or telephone number of record on the books of the Corporation; and may be called only by the Skipper, the Board

of Directors, by the Executive Committee, or by written request of five or more Regular Members in-good-standing to the Executive Committee plus majority vote of the Executive Committee. Special meetings may be called only upon 48 hours notice as required by this section.

Section 3. Annual Meeting. An annual meeting shall be held in December of each year, at a place and time designated by the Board of Directors with the advice of the Program Director; for the purposes of installing the Board of Directors and Officers for the following year, and such other purposes of the Corporation as defined in Article II of these By-Laws and the Articles of Incorporation.

Section 4. Educational Seminars. In accordance with the purposes of the Corporation as defined in the Articles of Incorporation and in Article II of these By-Laws, educational seminars may be conducted by the Corporation for the educational and professional benefit of members and non-members, upon a simple majority vote of the Seminar Committee as otherwise provided in these By-Laws. Once an educational seminar is approved by such vote, it may only be cancelled by an affirmative vote of 75% plus one of a quorum of Regular Members in-good-standing at any meeting of the members, or by unanimous vote of either the Board of Directors or the Executive Committee.

Section 5. Place of Meetings. The Board of Directors may designate any place within the State of Florida, as the place of meeting for any annual meeting of the members or for any special meeting of the members called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Florida; provided, however, that if all the Regular Members in-good-standing shall meet at any time and place within the State of Florida, and consent by simple majority vote of the Regular Members in-good-standing, such meeting shall be valid without call or notice, and at such meeting any corporate action eligible for vote by Regular Members in-good-standing may be taken, in accordance with Robert's Rules of Order as required by these By-Laws.

Section 6. Notice of Meetings.

a. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by U.S. Mail, or by email, to all members; not less than five nor more than forty days before the date of such meeting, by or at the direction of the Skipper, the Yeoman, or the Program Director, or the officers, directors, or Regular Members in-good-standing calling the meeting, as otherwise provided in these By-Laws.

b. In the case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the U.S. Mail addressed to the member at the member's address as it appears on the records of the Corporation with postage thereon prepaid; or it shall be deemed delivered when sent to the member's email address as it appears on the records of the Corporation. Any member may waive notice of any meeting.

Section 7. Quorum. The Regular Members in-good-standing consisting of at least 25% plus one of all Regular Members in-good-standing shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8. Proxies. At any meeting of the members, a Regular Member in-good-standing entitled to vote may vote either in person or by proxy executed in writing and dated prior to the meeting by the member or by his duly authorized attorney-in-fact. No such proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 9. Honorary Members. Honorary Members shall have all the privileges of Regular Members in-good-standing, except holding office; or making, seconding, or voting on any question or motion. Honorary members shall have voice at any member meeting as recognized by the presiding officer or chairperson, according to Robert's Rules of Order as required by these By-Laws. Honorary members shall not be called up for payment of dues.

ARTICLE VI

OFFICERS

Section 1. Officers. The initial officers of the Corporation shall be a Skipper, a First Mate, a Yeoman, a Purser, and a Program Director, as named in the Articles of Incorporation; and shall serve until the December annual meeting of 2007. Subsequently, officers of the Corporation shall be a Skipper, a First Mate, a Yeoman, a Purser, and a Program Director, and such other officers as may be determined by the Board of Directors and shall be elected and appointed as otherwise provided in these By-Laws. Officers may consist only of Regular Members in-good-standing. The Corporation shall maintain and pay for a bond covering all officers against dishonesty.

Section 2. Election and Term of Office.

a. All officers shall be appointed by the Board of Directors upon the nomination by the Nominating Committee at the October regular meeting or by nomination from the floor with two seconds at the October regular meeting, with a quorum of Regular Members in-good-standing, and acceptance by the nominees who are Regular Members in-good-standing, and a majority vote by secret ballot of the Regular Members in-good-standing present. In the event that no one nominee for a particular office receives a majority of the votes cast, the top two candidates for that office shall then have a secret run-off ballot to decide who shall be elected and appointed to the office.

b. The officers so elected by the Regular Members in-good-standing and appointed by the Board of Directors shall begin one-year terms following their installation at the December annual meeting of the current year and ending at the December annual meeting of the following year.

c. No officer shall be eligible to hold the same elected and appointed office for more than two consecutive terms. Time served by filling a vacant office between elections shall not be considered as part of an elected and appointed term.

Section 3. Removal. The Board of Directors may, in its discretion or upon the affirmative vote of 75% of Regular Members in-good-standing according to Robert's Rules of Order as required by these By-Laws, remove any officer from office who has failed to attend three consecutive meetings, or who fails to carry out the duties of office as described in these By-Laws, or whenever in the judgment of the Board of Directors the best interests of the Corporation would be served thereby; provided that prior to such removal the Board of Directors shall notify the officer in writing with 10 days notice by U.S. Mail or email to the address of record for that officer on the books of the Corporation, that the Board of Directors will meet to consider the replacement of the officer and in said notice shall provide the officer with the date, time and place of the meeting, and that the Board of Directors shall give the officer an opportunity to explain absences, apparent inattention to duties, or why the best interests of the Corporation would not be served by that officer's removal. The Executive Committee shall temporarily act for the Board of Directors in accordance with this section, if the Board is unable to meet regarding this section.

Section 4. Vacancies. In conformance with the procedure for removal in Article VI, Section 3 of these By-Laws, in the event of the extended or permanent absence of any elected and appointed officer or officers of the Corporation, all remaining officers shall be appointed by the Board of Directors to progress sequentially in rank and the assistant Program Director, if any, shall assume the duties of Program Director. If there is no assistant Program Director or other lower officers, the existing officers will continue to perform the duties of that office or those offices in addition to assuming their new duties until the next regular meeting; at which the Regular Members in-good-standing shall nominate eligible candidates to such vacant offices, and in accordance with Robert's Rules of Order as required by these By-Laws, vote by secret ballot for such candidates, and the candidates receiving a majority vote shall be appointed by the Board of Directors to serve until the annual meeting in December of the then current year. In the event that no one candidate for a particular office receives a majority of the votes cast, the top two candidates for that office shall then have a secret run-off ballot to decide who shall be elected and appointed to the office. The Executive Committee shall temporarily act for the Board of Directors to fill such vacancies in the manner described in this section, if the Board is unable to meet regarding this section.

Section 5. Skipper.

a. The Skipper shall be the principal executive officer of the Corporation and Chairperson of the Board of Directors, and shall in general supervise and control all the affairs of the Corporation. The Skipper shall preside at all meetings of the Corporation, and at all meetings of the Board of Directors. The Skipper shall decide and enforce due observation of the By-Laws and the rules of order; shall decide all questions of order; offer for consideration all recognized and seconded motions regularly made; appoint all committees as provided in these By-Laws, and any other committee not otherwise provided for; and to perform such other duties as the office may

require, or as may be prescribed by the Board of Directors from time to time. The Skipper may sign, with the Yeoman or other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation.

b. The Skipper shall make no motion or amendment, nor vote on any question or motion, unless the vote be equally divided, then the Skipper shall give the deciding vote, except as otherwise provided in these By-Laws. The Skipper shall be an “Ex-officio” member of all committees.

c. The Skipper shall have the right to nominate and vote for future officers.

Section 6. First Mate. The First Mate shall serve as the assistant executive of the Corporation; Chairman of the Education Committee; and in the absence of the Skipper at any regular, special or annual meeting, shall temporarily assume the duties of the Skipper.

Section 7. Purser. The Purser shall be the Treasurer of the Corporation, and shall in general perform all the duties incident to the office of treasurer. The Purser shall be covered by the officer dishonesty bond maintained and paid-for by the Corporation.

a. The Purser shall have charge and custody of and be responsible for all funds and securities of the Corporation; and shall make oral estimates of the assets and liabilities of the Corporation at any meeting of the members of the Corporation, or shall provide such information to the Skipper prior to any such meeting; and

b. The Purser shall receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever, and shall deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; and

c. The Purser shall make payment for debts and liabilities of the Corporation from the checking account of the Corporation on receipt of proper documentation and with the approval of the Skipper or other officer; and

d. The Purser shall keep the financial records of the Corporation in good order, and shall meet with the Audit Committee in December, and as otherwise determined by the Audit Committee, to review such records; and shall organize all financial records for presentation to the C.P.A. of the Corporation for annual tax filings or as otherwise requested by the C.P.A.; and

e. The Purser shall prepare an income statement for educational seminars and associated activities within 120 days of such events, and shall present a written copy to the officers and membership at the next regular meeting following the completion of such statement; and

f. The Purser shall keep the Yeoman regularly apprised of the financial status of all memberships, and shall prepare dues renewal statements for distribution by December 15th of the then current year; and

g. In the absence of the Skipper and First Mate at any regular, special or annual meeting, the Purser shall temporarily assume the duties of the Skipper.

Section 8. Yeoman. The Yeoman shall be Secretary of the Corporation and maintain the Corporation's records.

a. The Yeoman shall make and keep official corporate minutes of all monthly, special, and annual meetings. These minutes, or any portion thereof, shall be made available to any Regular Member in-good-standing within thirty (30) days of receipt of written request; and

b. The Yeoman shall keep a copy of each monthly meeting notice, the yearly membership roster, and the By-Laws; and shall assist the Purser by providing necessary information for the Purser to distribute dues statements and other notices; and

c. In the absence of the Skipper, First Mate, and Purser at any regular, special or annual meeting, the Yeoman shall temporarily assume the duties of the Skipper.

Section 9. Program Director. The Program Director shall be responsible for programs and arrangements for monthly, special, and annual meetings; and shall assist with arrangements for educational seminars; and may appoint assistant Program Directors as necessary. In the absence of the Skipper, First Mate, Purser, and Yeoman at any regular, special or annual meeting, the Program Director shall temporarily assume the duties of the Skipper.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be directed by its Board of Directors, and the officers of the Corporation will manage and carry out the affairs of the Corporation according to direction of the Board of Directors. The initial Board of Directors shall consist of those named in the Articles of Incorporation and shall serve until the December annual meeting of 2007. The Executive Committee is authorized to temporarily act for the Board, when the Board is unable to meet.

Section 2. Composition.

a. The number of the directors shall be not less nor more than five, and shall be composed of a Chairperson who is also the Skipper of the Corporation, and the four other duly elected officers of the Corporation. The Skipper shall designate one director as Secretary of the Board, who shall keep the minutes.

b. Subsequently to the initial Board of Directors as defined in Section 1 of this Article, the Board of Directors will automatically include the Skipper of the Corporation who shall also be the Chairperson of the Board; and the remaining four directors shall be elected by secret ballot majority vote of a quorum of the Regular Members in-good-standing at the October meeting of each year, and shall begin their terms at the December annual meeting of that same year. The incoming Skipper shall designate one director as Secretary of Board, who shall keep the minutes.

Section 3. Tenure. The Skipper shall hold the position of director and Chairperson of the Board while serving as Skipper, and all other directors shall serve terms of one year ending at the December annual meeting; unless the position of director is relinquished by resignation; unless the director is removed from the position at a monthly, special or annual meeting by an affirmative vote of 75% plus one of a quorum of Regular Members in-good-standing; or unless the director is removed by emergency action of the Board of Directors or the Executive Committee. Directors shall serve no more than four consecutive terms.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such time and place within the State of Florida as may be designated by resolution of the Board of Directors without other notice than this By-Law and such resolution. The Board of Directors may provide by resolution the time and place within the State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Skipper or any two directors. The person or persons authorized to call special meetings of the Board may fix any time and place within the State of Florida, as the place for holding any special meeting of the Board called by them. Special meetings may be held by telephone.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally, sent by prepaid overnight delivery, or sent by email to the addresses of record of the directors on the books of the Corporation. Any director may waive notice of any meeting.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

Section 9. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors until the December annual meeting of the membership in the then-current year, at which time such vacancy will be filled as otherwise provided in these By-Laws.

Section 11. Compensation. Directors as such shall not receive any salaries for their services as directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity for remuneration, and receiving such compensation therefor if such paid positions come into existence.

ARTICLE VIII

COMMITTEES

Section 1. Eligibility. Only Regular and Honorary Members in-good-standing may serve as members of any committee, but Honorary Members shall not be permitted to vote on any matter or motion, or make or second any motion before any committee.

Section 2. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees of directors, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 3. Skippers' Committee.

a. There shall be a Skippers' Committee consisting of five (5) members. The initial Skippers' Committee shall be comprised of Chairperson, Van Kline; Art Whiting; Alycia Napier McGlone, Tom Schaffer, and Rob Buckles, in ascending order of seniority. Members of the Skippers' Committee must be Regular Members in-good-standing. Subsequently, the retiring

Skipper shall become chairperson at the December annual meeting, and the member with the most seniority shall cease to be a member of the Skippers' Committee.

b. If at any time five (5) retiring Skippers are not available to comprise the Skippers' Committee, the Officers of the Corporation shall appoint Skippers' Committee members as necessary to maintain the number of five on that Committee, incorporating the annual addition of the retiring Skipper. The Skippers' Committee is not to exceed five (5) members. The Skippers' Committee is an honorary committee and may be called upon to assist in nominations or special events. The Skippers' Committee may submit motions to the Board of Directors if they believe that the current officers are in violation of the By-Laws or the intent of the club, or are in any way causing harm to the club.

Section 4. Executive Committee. There shall be an Executive Committee consisting of the Skipper, First Mate, Purser, Yeoman, and Program Director. The Skipper shall be Chairman of the Executive Committee. Additional members may be appointed to the Executive Committee on nomination by any of the officers and approval by a majority of the officers. The Executive Committee shall not exceed seven members. It shall be the duty of the Executive Committee to act on the Corporation's business that does not require a vote by the entire membership and to act in emergency situations. The Executive Committee may remove officers from office as described otherwise in these By-Laws. When the Board of Directors is unable to meet regarding this section, it shall be the duty of the Executive Committee to determine when the absence of an officer requires that a vacant office due to removal be filled; and in such circumstances, the Executive Committee shall make the appointment(s) necessary to fill the vacancy or vacancies resulting from such extended or permanent absence(s) as otherwise required by these By-Laws; and officers appointed under this section shall serve until their duly elected and appointed successors assume office at the December meeting of that year. Interim appointments made under this section shall be announced at the first regular meeting of members following action by the Executive Committee. By unanimous vote, the Executive Committee is hereby authorized to ask for the resignation of a Regular or Honorary Member, if they deem it advisable. By majority vote, the Executive Committee shall annually choose a C.P.A. firm to handle bookkeeping, tax filings, and other matters for the Corporation.

Section 5. Membership Committee. There shall be a membership committee of not more than three Regular Members in-good-standing. The Purser shall be the chairperson of the Membership Committee. The remaining members shall be appointed by the Skipper. The Membership Committee shall review all membership applications and shall be responsible for approving or rejecting said applicants for membership. The Purser or a committee member designated by the Purser shall report acceptance of new members or the loss of any members at monthly meetings.

Section 6. Technical Committee. There shall be a Technical Committee consisting of at least three regular members. This committee shall be appointed by the Skipper. The committee shall have the duty of advising members of changes in technology that may affect the Maritime Industry.

Section 7. Website Committee. There shall be a Website Committee consisting of not more than three (3) members. The Yeoman shall be the chairperson of the Website Committee and shall appoint the remaining members of the committee. The committee shall make recommendations to the Executive Committee, who shall decide final approval.

Section 8. Nominating Committee. At least thirty (30) days prior to the October meeting, the Skipper shall appoint a chairperson of and two members of the Nominating Committee, which will not consist of more than three (3) members. It shall be the duty of this committee, at the October meeting, to present for the consideration of the membership, a slate of officers to serve the Corporation during the succeeding year. At the October meeting prior to voting, additional nominations may be made from the floor by Regular Members in-good-standing, but each such nomination must have two seconds.

Section 9. Seminar Committee. There shall be a Seminar Committee consisting of not less than five (5) members. The Skipper shall be chairperson of the Seminar Committee, and shall appoint the members. The Seminar Committee shall determine whether to conduct an educational seminar in accordance with the purposes of the Corporation, and if so, the content, speakers, location, receptions, expenses, and other associated decisions; all subject to final approval by the Board of Directors, which approval is conclusively determined by a failure of the Board of Directors to affirmatively approve such decisions within 10 days of written request. If a Seminar is to be conducted in a given year, the Seminar Committee shall prepare its proposed program and associated decisions, and shall request approval from the Board of Directors no later than March 1st of that year.

Section 10. Audit Committee. The Audit Committee shall consist of the Skipper, and two Regular Members in-good-standing to be appointed by the Skipper; with the Purser in attendance. The duties of the Audit Committee will be to conduct an annual and thorough financial review of the Corporation for each calendar year; to be conducted after year-end bank statement has been received in January and before March 1st of the following year, or at other such times as decided by a majority of the Executive Committee.

Section 11. Expenses of Committees. Contemplated expenditures of all committees shall receive prior approval by the officers.

Section 12. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 13. Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at which a quorum is present, shall be the act of the committee.

Section 14. Rules. Each committee may adopt rules for its own government according to Robert's Rules of Order and not inconsistent with these By-Laws, rules adopted by the Board of Directors, or with Florida or United States law.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. In the absence of action by the Board of Directors, the Executive Committee may temporarily act for the Board under this section.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Skipper, Purser, First Mate, or Yeoman, or such other agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Purser with approval of the Skipper or other officer.

Section 3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, sponsorship, bequest, or devise for the general purposes or for any special purpose of the Corporation; provided that any such amounts be used in accordance with the purposes of the Corporation as defined in Article II of these By-Laws and the Articles of Incorporation.

Section 4. Finances. The expenses of the Corporation shall be on a strictly cash basis.

Section 5. Assessments. No assessments shall be made except by, and with the approval of 75% plus one of the Regular Members in-good-standing.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, in accordance with this By-Law, and as otherwise addressed in these By-Laws. These By-Laws hereby authorize that a C.P.A. firm be retained for annual bookkeeping and filing of tax returns or other forms as required by the State of Florida Not For Profit Corporation Act and the United States Internal Revenue Service.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the State of Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice; except as otherwise provided in these By-Laws.

ARTICLE XIII

AMENDMENTS TO THE BY-LAWS

These By-Laws shall be amended or repealed the Board of Directors in accord with the Articles of Incorporation, provided that any amendment or repealing of the By-Laws must first receive the affirmative vote of at least 75% plus one, of at least a quorum of Regular Members in-good-standing present at a regular, special, or annual meeting of the members of the Corporation.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify all officers and directors of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

ARTICLE XV

LIABILITY INSURANCE

The Corporation shall purchase and maintain liability insurance for the members, officers, directors, and activities of the Corporation.

ARTICLE XVI

PROCEDURE

Section 1. Order of Business.

- a. Introduction of Guests;

- b. Guest speaker presentation, if any;
- c. Reading of Minutes of previous meeting;
- d. Report of Officers;
- e. Report of Committees;
- f. Unfinished business;
- g. New business;
- h. Announcements;
- i. Adjournment.

Section 2. Rules of Order.

At all monthly, special, and annual meetings of the membership, the Board of Directors of the Corporation; and at all committee meetings; proceedings shall be conducted according to Robert's Rules of Order and any questions of procedure shall be settled based on Robert's Rules of Order tenth or subsequent edition, and decided and enforced solely by the Skipper.

APPENDIX A

TAMPA BAY MARINERS CLUB, INC.

**LIST OF INITIAL MEMBERS IN-GOOD-STANDING
AS OF INCORPORATION DATE, APRIL 27, 2007
AND AS AMENDED ON OCTOBER 1, 2007
AND AS AMENDED ON FEBRUARY 4, 2008**

- 1. Len Algigi
- 2. Kathy Ante
- 3. Tom Baker
- 4. Larry Balok
- 5. Mike Beijar
- 6. Jeffrey E. Berndt
- 7. Robert "Chip" Birthisel, Esq.
- 8. James Bishop
- 9. Yvonne Boyle
- 10. Carol Brown
- 11. Pete Brown

12. Ralph Brown
13. Robert Buckles
14. Bill Casey
15. Joel W. Cooper
16. Steve Cunningham
17. Antony Dalton
18. Mike Davenport
19. Charles M. Fisher
20. Ana Francolin
21. Bud Freeman
22. Patrick Garrison
23. Daniel J. Ginder, S.A.
24. Ian Greenway
25. L. Frank Hamlin
26. Ginger Hayes
27. Johannes "Jopie" Helsen
28. Lisa Hobbs
29. Duane "Dewey" Ives, AMS
30. Patricia "Trish" Ives
31. Sheryl Johnson
32. Margaret "Maggie" Jones
33. Peter Joyce, AMS
34. Raymond Kerker
35. Chris Kiernan
36. Van D. Kline
37. Christopher R. Koehler, Esq.
38. Stanley G. Konz
39. Ron Kurus
40. Denise B. Linden
41. Michael McFarland
42. Alycia Napier McGlone
43. Capt. Frank Meyers
44. Ronald W. Morgan
45. Sharon Nash
46. Susan Norton
47. Thomas W. Nunn, SA
48. Robert Ommodt
49. Theresa Proios
50. Veronica Pulido
51. Stephanie J. Rogers
52. Myrna Cruz Sanders
53. Tom Schaffer

54. John F. "Jack" Schermond
55. Timothy P. Shusta, Esq.
56. Eugene P. Sipe, Jr.
57. Doris Sova
58. Philip S. Steele
59. Sam D. Techton, Jr., AMS
60. James S. Towne
61. John M. Towne, AMS
62. Beth Trapp
63. Randy Trapp
64. Kip Turner
65. Patricia Turner
66. Adrian J. Volney
67. Mark Wallace
68. Arthur "Art" Whiting, AMS
69. Michael Zuppa, Esq.

**ADOPTION AND EFFECTIVE DATE, AND ONGOING RECORD
OF AMENDMENTS TO THE BY-LAWS**

Section 1. Initial Adoption and Effective Date. In accordance with the Florida Not For Profit Corporation Act, the Articles of Incorporation, and the By-Laws of the Corporation, these By-Laws were adopted by the first meeting of the Board of Directors and became effective on August 1, 2007.

Section 2. Amendments to the By-Laws. (Insert amendments and effective dates here)

a. KEY: Add text: identified between stars, example ** _____ **

Delete text: identified between Xs, example: XX _____ XX

- b. Article II, Section 3a.: "No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to XX pay reasonable compensation for services rendered and to XX make payments and distributions in furtherance of the purposes set forth herein." (October 1, 2007).
- c. Article IV, Section 2, Sentence 1: "Regular Membership shall be open to all individuals who are employed in **, or who have retired from,** the Maritime Industry and any or all allied fields." (October 1, 2007).
- d. Article IV, Section 2, Sentence 2: "If any member changes U.S. Mail or email address, that member must notify the Yeoman in writing at the registered address of

the Corporation via certified mail **, U.S. Mail, email, or telephone**." (October 1, 2007).

- e. Article VII, Section 2a, Sentence 1: "The number of directors shall be not less nor more than five, and shall be composed of a Chairperson who is also the Skipper of the Corporation, and XX four other directors XX ** the four other duly elected officers of the Corporation.**" (October 1, 2007).
- f. Appendix A, number 9: "Yvonne Boyle XX, HONORARY MEMBER XX" (October 1, 2007).
- g. Article II, Section 3a: "No part of the XX net XX earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth herein" (November 5, 2007).
- h. Appendix A: ** 24. "Ian Greenway"*** (Inserting at number 24, and increasing the number of members as of April 27, 2007, from a total of 68 to a total of 69) (February 4, 2008).
- i. Article VIII, Section 10. Audit Committee. The Audit Committee shall consist of the Skipper XX, the Purser, and a Regular MemberXX **and two Regular Members** in-good-standing to be appointed by the Skipper**; with the Purser in attendance**. The duties of the Audit Committee will be to conduct an annual and thorough financial review of the Corporation in December of each year, or at other such times as decided by a majority of the Executive Committee. (May 5, 2008).
- j. Article VIII, Section 10. Audit Committee. The Audit Committee shall consist of the Skipper, and two Regular Members in-good-standing to be appointed by the Skipper; with the Purser in attendance. The duties of the Audit Committee will be to conduct an annual and thorough financial review of the Corporation XXin December of each yearXX **for each calendar year; to be conducted after year-end bank statement has been received in January and before March 1st of the following year**, or at other such times as decided by a majority of the Executive Committee. (June 2, 2008).