

BY-LAWS OF
MIDDLE KEYS MARINE ASSOCIATION, INC.

(As amended 29 August 2002)

ARTICLE ONE:
ORGANIZATION

SECTION 1. CORPORATE NAME

The name of this no profit corporation shall be Middle Keys Marine Association, Inc.

SECTION 2. CORPORATE SEAL

The corporation shall have a seal, which shall be in the following form:

ARTICLE TWO:
PURPOSES

SECTION 1. CORPORATE PURPOSE

This association shall be comprised of members interested in the promotion of marine interests in Monroe County, Florida, having specific concerns for public safety; the protection and maintenance of water quality; the monitoring of regulatory actions proposed or taken by federal, state and local government and its agencies; the promoting of a healthy marine business environment and the carrying out of the purposes of the association as expressed in the association's Articles of Incorporation. Neither the association, nor any of its members shall use its strength or influence for any program, political or legislative, that deviates from these interests without consultation and discussion with the general members.

SECTION 2. CORPORATE OBJECTIVES

The following are the objectives for which this corporation has been organized:

To advance the education of those engaged in the marine industry and to promote prosperity within the industry.

To convey to our membership and the public reliable information on matters concerning marine interests and to solicit from the membership problems or issues facing the industry.

To promote the interests of the marine industry and to protect and/or improve conditions related to the marine industries, waterways and related facilities.

To promote the diversity and quality of marine services available in the Florida Keys.

SECTION 3. CORPORATE ADDRESS

The principal office of the corporation shall be located in Monroe County, Florida, at a specific location to be determined from time to time by the Board of Directors.

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ARTICLE THREE:
CORPORATE MEMBERSHIP

SECTION 1. CORPORATE MEMBERSHIP

The Middle Keys Marine Association shall have three (3) classes of membership as follows:

A. Voting Membership

A voting member shall be the proprietor or official representative of a business located in the Florida Keys that provides goods or services for boating interests. Voting members must have a Monroe County occupational Permit, issued at least twelve (12) months prior to applying for membership and listing a Florida Keys location. The Florida Keys shall be considered to be the geographic area contained between mile markers 0 and 112.8 on US Highway 1 in Monroe County, Florida, Monroe/Dade county line through and including Key West.

B. Associate Membership

An associate member shall be an individual or business in the Florida Keys not directly involved but having an interest in boating, or an individual or business involved in boating interests but located outside the geographic limits for voting membership. Associate members are not permitted to vote or hold office but may serve on any committee. Associate member dues are the same as Voting member dues.

C. Honorary Membership

An Honorary member shall have been either a Charter member or a member who has made significant contributions to the Association and is no longer eligible as a Voting member or Associate member. Honorary members are not permitted to vote or hold office but may serve on any committee. Honorary members do not pay dues and membership must be approved by the Board of Directors.

SECTION 2. VOTING

Each voting member shall appoint and certify to the secretary of the corporation one person and an alternate to be its representative and act for said member in all affairs of the corporation. Each voting member shall have one (1) vote.

SECTION 3. APPLICATIONS/ELECTION TO MEMBERSHIP

A. Application.

Applications for membership together with appropriate fees shall be delivered to the membership committee. The application must be endorsed by two (2) sponsors who shall be voting members.

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B. Election to Membership.

All applications properly submitted and certified by the membership committee as having met the Association's requirements shall be presented at the next regular Board of Directors meeting. A majority vote of the Board of Directors will approve membership subject to approval by a majority vote at the following regular membership meeting. Members must be notified, in advance, of the proposed members and may make comment to the membership committee prior to the membership meeting. Not approved applicants will be notified and their fees returned.

SECTION 4. EXPULSION OF A MEMBER

Any member may be expelled, provided a complaint is filed in writing by one or more voting members in good standing no less than ten (10) days before a meeting of the Board of Directors. The complaint shall then be considered by the Board of Directors and the subject member notified in writing of the complaint. The subject member has five (5) days from receipt of such notification to file a reply (filing is accomplished by delivery to the secretary). The Board of Directors shall then consider the complaint and the reply, if any, and shall determine whether the complaint has any merit. If the Board of Directors determines the complaint has merit, a vote of the Board shall be conducted on the issue of expulsion in which a two-thirds (2/3) vote of all members, whether present or not, shall be required for expulsion.

SECTION 5. TRANSFER OF MEMBERSHIP

Whenever there is a change in the ownership and control of any proprietorship, partnership or corporation that is a voting member of this corporation, the new owner must submit a new application for membership to the membership committee within thirty (30) days of such change. The payment of fees with such application may be waived by the Board of Directors.

SECTION 6. RESIGNATION

Any member may resign by filing a written resignation with the secretary. The tendering of a resignation shall not relieve the resigning member of the obligation to pay dues or any other assessments already accrued and unpaid.

ARTICLE FOUR: **CORPORATE MEETINGS**

SECTION 1. ANNUAL MEETING

The annual membership meeting of this corporation shall be held in December every year. The Board of Directors shall fix the day but it shall not be more than two (2) weeks from the month fixed by these By-Laws. Notice shall be given of the annual meeting at least five (5) days preceding the date set for the annual meeting to every member in good standing as it appears in the membership roll book of this corporation telling the time and place of such annual meeting.

SECTION 2. REGULAR MEMBERSHIP MEETINGS

A regular membership meeting may be held once a month on the day specified by the Board of Directors. Notice of each regular membership meeting shall be conveyed to each member three (3) days prior to such meeting. The Board of Directors may, if approved by two thirds (2/3) of the entire Board, elect to cancel a regular membership meeting. The annual meeting may count as a regular membership meeting. A social event may replace a monthly meeting at the discretion of the Board of Directors.

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SECTION 3. SPECIAL MEMBERSHIP MEETINGS

Special membership meetings may be called by the Board of Directors or by petition to the Board of Directors signed by ten (10) voting members in good standing. Notice of a special membership meeting shall be provided to all members at their addresses as they appear in the membership roll book at least five (5) days before the scheduled date set for such special membership meeting. Such notice shall state the reason that such meeting has been called, the business to be transacted and by whom called. No other business may be conducted at such a meeting without the two-thirds (2/3) vote of all voting members present.

SECTION 4. QUORUM

The presence of not less than fifteen percent (15%) of the voting membership in good standing shall constitute a quorum and shall be necessary to conduct the business of this corporation; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. Once a quorum has been established at a meeting, a quorum shall remain established.

SECTION 5. PROXIES

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. A proxy will count to make a quorum for a specific vote. The proxy must be submitted to the President or Secretary prior to the meeting.

ARTICLE FIVE:
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The business affairs, those pertaining to the management of the organization as a corporation shall be the responsibility of the Board of Directors, This includes the adoption of the annual budget and filing of required corporate reports and forms. Decisions regarding the objectives and purpose of the organization and how to meet those objectives must be brought before the general membership by the Board of Directors for discussion and vote.

SECTION 2. NUMBER OF BOARD MEMBERS

The Board of Directors shall consist of four (4) officers (President, Vice President, Secretary and Treasurer), the immediate Past President and a minimum of one (1) to a maximum of nine (9) Directors, as determined by the current Board of Directors.

SECTION 3. TERM

Each officer and director shall serve a one (1) year term except the President. If not re-elected as an officer, he will serve a second term as a director with voting rights, to provide continuity.

SECTION 4. NON ATTENDANCE

An officer or director may be removed from office, at the discretion of the Board of Directors, upon the non attendance at three (3) consecutive Board meetings or at any six (6) Board meetings in a one (1) year period. A vote of two-thirds of the remaining Board of Directors is required to remove an officer or director.

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SECTION 5. QUORUM / REGULAR MEETINGS

The Board of Directors shall only act in the name of the corporation when it shall be regularly convened by its chairman after due notice to all directors of such meeting. A majority of the members of the Board of Directors shall constitute a quorum. The Board of Directors shall meet monthly, except at the request of the president or at the request of any five (5) members of the Board of Directors.

SECTION 6. VOTING

Each director shall have one (1) vote and such voting may be done by proxy. The President shall only vote in the event of a tie.

SECTION 7. RULES

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary, nevertheless, all meetings shall be conducted under Roberts Rules of Order.

SECTION 8. VACANCIES

A vacancy in the Board of Directors may be filled by a majority vote of the Board of Directors subject to a confirming vote of the general voting membership for the unexpired term, except in the office of President whose office shall be filled by the Vice President.

SECTION 9. CHAIRMAN AND SECRETARY

The president of the corporation by virtue of his office shall be chairman of the Board of Directors. The secretary of the corporation shall also be secretary of the Board of Directors.

SECTION 10. REMOVAL OF A DIRECTOR

A director may be removed when sufficient cause exists for such a removal. The Board of Directors may entertain charges against any director and may also convene a removal hearing. A two-thirds (2/3) vote for removal of a director shall be necessary for removal for cause.

SECTION 11. ANNUAL MEETING

An annual meeting of the Board of Directors may be held without further notice immediately after, and at the same location as, the annual membership meeting, or at such other time as may be determined by the Board of Directors.

SECTION 12. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the president or by any three (3) members of the Board of Directors. The person or persons calling the special meeting of the Board of Directors shall choose the place for the meeting within the County of Monroe and shall notify the board members of the place and subject of the meeting at least five (5) days prior to the meeting.

SECTION 13. SALARIES

Directors shall not receive salaries for their services as Directors. A Director shall, in any event, be permitted to serve the corporation in another capacity than as a Director and may be compensated for his work in that other capacity, subject to approval by two-thirds (2/3) vote of the entire Board of Directors.

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SECTION 14. ORDER OF BUSINESS

The order of business at any Board of Directors meeting shall be as follows:

- (1) Reading and approval of any unapproved minutes of prior meetings.
- (2) Treasurer's report.
- (3) New members report.
- (4) Reports of officers and committees.
- (5) Old and unfinished business.
- (6) New business.

ARTICLE SIX: **CORPORATE OFFICERS**

SECTION 1. CORPORATE OFFICERS

The offices of the corporation shall be as follows:

President; Vice President; Secretary; Treasurer

No person may hold more than one (1) office.

SECTION 2. PRESIDENT

The president shall preside at all membership meetings and be the principle officer of the corporation. By virtue of this office, he shall be chairman of the Board of Directors. He shall appoint the committee chairmen and shall be an ex-officio a member of all committees. The president shall see that all books, reports and certificates as required by law are properly kept or filed.

SECTION 3. VICE PRESIDENT

The vice president shall in the event of the absence or inability of the president to exercise his office become acting president of the corporation with all the rights, privileges and powers as if he had been duly elected president.

SECTION 4. SECRETARY

The secretary of the corporation shall be responsible for all minutes of the corporation. He shall take the minutes of the Board of Directors and membership meetings. He shall file any certificates required by any statute or regulation. He shall give and serve all notices to members and shall be the official custodian of the records and seal of this corporation. The secretary shall attend to all normal correspondence of the corporation and shall exercise all duties incident to the office of secretary. The secretary shall keep the roll book current and make a copy available to any member in good standing. If deemed appropriate, the secretary may delegate some or all of these duties to other voting members.

SECTION 5. TREASURER

The Treasurer shall account for all funds and have custody of all funds, shall collect all dues and assessments and pay all bills contracted by the corporation when approved by the Board of Directors. The Treasurer shall deposit all funds belonging to the corporation in such bank and/or other depository as may be approved by the Board of Directors. The Treasurer shall provide a financial statement to the Board of Directors on a regular basis as determined by the Board and he shall sign all checks.

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ARTICLE SEVEN: **CORPORATE EMPLOYEES**

The Board of Directors shall hire and fix the compensation of and terminate any and all employees who they in their discretion may determine to be necessary in the conduct of the business of the corporation.

ARTICLE EIGHT: **CORPORATE VOTING**

SECTION 1. NOMINATING COMMITTEE

At the September meeting of the Board of Directors the Board shall appoint a nominating committee consisting of three (3) members selected by the President, with the approval of the Board. The Nominating Committee shall present a slate of officers and directors to the present Board of Directors at the October Board meeting. Alternate nominees may be selected in case the original nominees do not want to serve or are unable to serve. All nominees must be contacted and their approval to serve received beforehand. Within five days after this meeting the nominated slate shall be mailed to the general membership with an invitation for further nominations and instructions for making such nominations.

SECTION 2. ADDITIONAL NOMINATIONS

Additional nominations for officers and directors may be made by any voting member by a write-in method provided on the ballot

SECTION 3. OFFICIAL BALLOT AND VOTING

The election of officers and directors shall be by secret ballot. The ballot shall contain the names of all nominees, the deadline and method for casting the ballot and an invitation to write in additional nominees. The ballot shall be delivered to each voting member at least twenty (20) days prior to the annual membership meeting. The Board shall provide a voting method to ensure that ballots are cast only by voting members and that the voting remains secret. The ballots must be received by the date specified on the ballot by the Board of Directors. The results of the voting shall be announced by the outgoing President at the annual membership meeting.

SECTION 4. TALLYING THE BALLOTS

The ballots shall be counted by the chairman of the nominating committee and one (1) voting member as designated by the President. The successful nominee of each election shall be the nominee with the highest vote count; no run-offs will be held. In the case of a tie, the out-going Board shall vote to break the tie. All ballots shall be retained for a period of ninety (90) days and they must be made available to any voting member who so requests in writing.

ARTICLE NINE: **COMMITTEES**

SECTION 1. STANDING COMMITTEES

The standing committees of this corporation shall be designated by the Board of Directors. The standing committees shall have a chairman who shall be appointed by the president and ratified by the Board of Directors. The term of office of the members and chairman of the standing committees shall be at least one (1) year. The Board of Directors may terminate any standing committee by majority vote. The chairman of a standing committee shall select the members of his committee.

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SECTION 2. SPECIAL COMMITTEES

The president or Board of Directors may designate special committees. The members of the special committee shall be determined by the chairman with the approval of the Board of Directors. The term of the special committee shall expire upon the resolution of the issue or by vote of the Board of Directors. However, if there is not a resolution to the issue by the end of the fiscal year, the special committee will be terminated and, if needed, may be reinstated by the incoming Board of Directors.

SECTION 3. QUORUMS

A majority of the members of any committee shall constitute a quorum for that committee. Once a quorum has been established at a meeting, a quorum remains established.

SECTION 4. RULES

Each committee shall adopt rules for the conduct of its own affairs which shall not be inconsistent with these By-Laws or rules adopted by the Board of Directors.

ARTICLE TEN: **CONTRACTS, CHECKS, GIFTS**

SECTION 1. CONTRACTS

The Board of Directors may authorize an officer or officers or any other person to enter into a contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS AND DRAFTS

Any check or draft of the corporation shall require the signature of the treasurer. A check or draft for less than \$ 500.00 may be written by the treasurer without the approval of the Board of Directors or the general membership. Any check or draft in excess of \$ 500.00 shall require the approval of the Board of Directors or the approval of the general membership before issuance.

SECTION 3. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device.

ARTICLE ELEVEN: **CORPORATE BOOKS, RECORDS AND DISCLOSURE**

SECTION 1. CORPORATE BOOKS AND RECORDS

The corporation shall keep complete and accurate books and accounts and minutes of meetings of the Board of Directors and of the general membership meetings. The corporation shall further keep a record of the names and addresses of the members entitled to vote. All such books and records of the corporation shall be subject to inspection by any member or a member's agent for any reasonable purpose at reasonable times, upon reasonable notice to the treasurer or secretary.

SECTION 2. DISCLOSURE

The corporation shall publish a newsletter at least quarterly providing voting members with an outline of the corporation's financial status and the minutes of membership meetings.

ARTICLE TWELVE:
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year. The Board of Directors may alter the fiscal year from time to time by a majority vote, unless prohibited by law.

ARTICLE THIRTEEN:
CORPORATE DUES AND DEFAULT

SECTION 1. CORPORATE DUES AND INITIATION FEES

The Board of Directors shall determine the amount of initiation fees for membership and the annual dues for membership. Dues and fees shall accompany the application for membership. A portion of the dues may, if approved by the Board of Directors, be used as dues for membership in another non-profit related organization. Additional assessments can be made only with the approval of the general members by a majority vote at a regular membership meeting.

SECTION 2. PAYMENT OF DUES

The annual dues for membership renewal shall be due and payable on January 1st of each year. The treasurer shall cause to be mailed a notice of dues no later than thirty (30) days before the end of the fiscal year telling each member the amount of dues payable and the address to which the dues are to be mailed. New members joining the association in the last sixty (60) days of the fiscal year will be given initial membership for fourteen (14) months.

SECTION 3. DEFAULT

When a member is default in the payment of dues for a period of sixty (60) days from the date dues are payable, that member's membership may be terminated by the Board of Directors following a recommendation of the treasurer. A late payment charge may be assessed by the Board of Directors for a member whose membership has been terminated for non-payment of dues.

ARTICLE FOURTEEN:
WAIVER OF NOTICE

When a notice is required to be furnished under these By-Laws or pursuant to law, a waiver in writing signed by the person entitled to such notice shall be deemed equivalent to notice itself.

ARTICLE FIFTEEN:
LIMITATION OF LIABILITY

No officer or committee shall render the corporation liable for an amount exceeding that authorized by these By-Laws or by the Board of Directors.

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ARTICLE SIXTEEN:
CORPORATE DISPOSITION OF INCOME

The receipts of the corporation each fiscal year shall be first applied to the payment of its operating expenses, including without limitation, wages, taxes, maintenance, repairs, replacements, insurance, interest, dues and all other expenses and obligations of the corporation as they become due. Deductions shall be made for the writing off of preliminary expenses, accrued expenses, reserves for depreciation and contingencies and other items as required by sound and conservative accounting practices. The balance shall be considered as net savings of the corporation.

ARTICLE SEVENTEEN:
CORPORATION DISSOLUTION

At any meeting the corporation may elect to dissolve the corporation by a two-thirds (2/3) vote of the entire membership. For the purpose of this vote, the voting may be made by absentee ballot, provided that such a ballot is received by the secretary five (5) days prior to the meeting where such vote takes place.

ARTICLE EIGHTEEN:
AMENDMENTS TO BY-LAWS

The By-Laws may be altered, amended, repealed only by a vote of the Board of Directors and the regular membership as follows:

All proposed amendments shall be submitted in writing to the Board of Directors and endorsed by five (5) voting members of the corporation.

A proposed amendment must be discussed and voted on at the next Board of Directors meeting under new business or at a special meeting.

A two-thirds (2/3) vote of the entire Board of Directors is required to approve any such amendment.

The By-Laws changes or additions shall be printed in the newsletter for all members to review before voting at the next general membership meeting.

A two-thirds (2/3) vote of the members present at the membership meeting shall be required for adoption of the amendment.

ARTICLE NINETEEN:
CERTIFICATES OF MEMBERSHIP

The Board of Directors shall provide for issuance of certificates of membership. The certificates of membership shall be signed by the president and by the secretary. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms as the Board of Directors may determine. The certificates of membership shall be delivered to the members by the secretary, as well as a copy of these By-Laws to all members.

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ARTICLE TWENTY:
INDEMNIFICATION

Every officer, director and employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including court costs and attorney fees, incurred or imposed upon him in connection with any claim or dispute against him by reason of his being or having been an officer, director or employee, except in cases wherein an officer, director or employee was guilty of a wrongful act of an intentional and willful nature.

