

**BYLAWS**  
**OF**  
**JACKSONVILLE OFFSHORE SPORT FISHING CLUB, INC.**

EFFECTIVE DATE: \_\_\_\_\_

**ARTICLE I**  
**OFFICES**

Section 1. Principal Office. The principal office of Jacksonville Offshore Sport Fishing Club, Inc. (JOSFC), a Florida not for profit corporation (the “Corporation”), will be located at 4875 Ocean Street, Jacksonville, Florida 32233. The Corporation may also have offices at such other places as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation shall be within the State of Florida and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

Section 3. Purpose. The Corporation has been incorporated exclusively for the promotion of the common good and general welfare of the community, civic betterment and social improvements, and educational, charitable, or community-based activities consistent with social welfare.

**ARTICLE II**  
**MEMBERSHIP AND MEMBERSHIP DUES**

Section 1. Types of Membership. The membership of this corporation shall consist of the following categories of person, nontransferable memberships:

- (a) **Individual Membership:** Anyone 18 years of age or older is eligible for this membership. This membership has full voting rights.
- (b) **Family Membership:** Any couple and/or Junior member(s) including grandchildren, of the same family unit. The adults shall have full voting rights. A Junior member shall be below the age of 18 years old. Junior members participate in corporate activities and may receive awards. Junior members shall not receive a membership card, shall not be eligible to vote, and shall not hold any office. When Junior members reach age 18 years old, they are no longer included under their Parents’ or Grandparents’ Family Membership.
- (c) **Paid Junior Membership:** Any person under the age of 18 years who would like to be a member and whose parents do not hold a family membership is

eligible to be a Paid Junior member. Paid Junior members will receive a membership card but will not be eligible to vote or hold any office.

(d) Paid Individual Lifetime Membership: Anyone 18 years of age and older is eligible for this membership. This membership shall have full voting rights.

(e) Paid Family Lifetime Membership: Any family unit is eligible for this membership. The partner of a Paid Family Lifetime member shall be a family member. The adults shall have full voting rights. When Junior members reach age 18 years old, they are no longer included under their Parents' or Grandparents' Paid Lifetime Family Membership.

(f) Earned Family Lifetime Membership: Shall be awarded on an individual basis in appreciation for services rendered to the corporation. The partner of an Earned Lifetime member shall be a family member. This membership shall have full voting rights. When Junior members reach age 18 years old, they are no longer included under their Parents' or Grandparents' Earned Family Lifetime Membership.

In order to be eligible for this membership the person must:

- (i) Have served at least five years as an Officer or Director.
- (ii) Be nominated by a majority vote of the Board of Directors.
- (iii) Be approved by a majority vote of the quorum of the membership.

(g) Bestowed Family Lifetime Membership: Shall be awarded in appreciation for services rendered to the Corporation. The partner of a Bestowed Lifetime member shall be a family member. This membership shall have full voting rights. When Junior members reach age 18 years old, they are no longer included under their Parents' or Grandparents' Bestowed Family Lifetime Membership.

In order to be eligible for this membership the person must:

- (i) Be approved by a unanimous vote of the Board of Directors, or
- (ii) May be submitted by a majority vote of the Board of Directors to the membership for approval. A two-thirds majority vote of the quorum of the membership is necessary to approve this membership.

(h) Honorary Membership: Shall be those who have contributed to the promotion and improvement of our sport. Any member in good standing may recommend them to the Board of Directors. The Board of Directors by a majority vote shall either approve or disapprove the recommendation.

(i) Honorary Annual Membership – Shall be for a period of one year. Honorary membership entitles the member to a membership card but will not entitle the member to hold office or vote. The partner of an Honorary member shall also be an Honorary member. Renewal of this membership shall be by a majority vote of the Board of Directors.

(ii) Honorary Lifetime Membership – Entitles the member to a membership card designating lifetime status in the corporation, but will not entitle the member to hold office or vote. The partner of an Honorary Lifetime member shall also be an Honorary Lifetime member.

Section 2. Application for Membership. Membership in the Corporation is a privilege and not a right. Applicants for membership must submit their request for membership in writing on a form approved by the Board of Directors. Applications must be accompanied by sufficient funds to cover the annual dues and application fee.

Section 3. Membership Approval Process. After approval of the application by the Membership Director or the Board of Directors the applicant must be presented at a regular meeting. Upon presentation of the prospective member to the membership, the person's membership shall become effective as of the date the application, dues and application fee were received by any member of the Board of Directors, any member of the membership committee or any person authorized by the Board of Directors.

Section 4. Expiration of Membership. All Annual Memberships expire on December 31st of the year in which the Annual Membership was approved.

Section 5. Denial of Membership. If such application is disapproved, all funds accompanying the application shall be promptly refunded to the applicant.

Section 6. Membership Dues and Application Fees.

(a) New Member Application Fees and Dues. New applicants' membership dues shall be prorated at 1/12 the amount of the annual Club dues per remaining month(s) in that calendar year. Such prorating shall not apply to junior membership fees. A \$25.00 application fee and the appropriate membership dues shall be paid when the membership application is submitted. There is no application fee for Paid Junior Membership applications.

(b) Annual Club Renewal Dues. Club dues shall be paid for the calendar year, which is due and payable on or before January 1st of each year. Any member that has not renewed by said date shall be suspended along with all rights pertaining to such membership until the date within that calendar year for which dues are again paid in full. Notice of payment of dues will be posted to members by December 15th of each year.

## **ARTICLE III BOARD OF DIRECTORS**

Section 1. Rights and Powers. Subject to the restrictions set forth in these Bylaws, the property and business of the Corporation shall be managed by its Board of Directors. The directors may hold their meetings and have one or more office meeting places, and keep the books of the Corporation inside or outside of Florida, as they may from time to time determine. Notwithstanding the foregoing, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these bylaws directed or required to be exercised or done by the shareholders.

Section 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be determined by the Board of Directors and shall be no less than eleven (11). The term of the directors named in these Bylaws shall expire when their successors have been elected or appointed and have been duly qualified, or until their earlier resignation, removal from office or death. The term of office of each director shall be one (1) year. The offices of President, Vice President, Secretary and Treasurer shall not exceed four (4) consecutive terms. There shall be no limit to the number of terms a director may serve.

Section 3. Meetings of the Board of Directors. Meetings shall be held on the last Monday of each month in the calendar year. The Board of Directors may call a special business meeting of this corporation at any time by notifying the members (through email, website posting and social media) of the date, time and place of said business meeting seven (7) days in advance of the meeting. Such notice shall also be sent for any regular meeting at which there will be a vote to change any portion of the Bylaws, Election of Officers or any major changes in the corporate policy. Special meetings of the Board of Directors may be called from time to time by or at the direction of the President or the Secretary of the Corporation, or by members of the Board of Directors representing twenty-five percent (25%) or more of the total number of members of the Board of Directors.

Section 4. Place of Meeting. Meetings of the directors shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the directors as may be designated by the Board of Directors.

Section 5. Notice of Meeting. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by the Board of Directors. Notice stating the place, day and hour of any special meeting of directors shall be delivered by phone call, text or electronic mail, not less than three (3) nor more than fifteen (15) days before the date of such special meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If

delivered by text message or electronic mail, the notice of a meeting shall be deemed to be delivered when successfully transmitted to the director at the phone number or electronic mail address appearing on records of the Corporation. A director may waive the notice requirement set forth in this Section 5 and shall be deemed to have waived the notice requirement if such director attends the meeting to which the notice requirement has not been satisfied.

Section 6. Quorum. A simple majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; if quorum is not obtained, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Order of Business. If a quorum has been attained, the order of business at a meeting of the Board of Directors, and, if applicable, any other meeting of the Corporation, shall be:

- (a) Call to order by the Chairman of the Board;
- (b) Proof of notice of the meeting or waiver of notice;
- (c) Reading of minutes;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Unfinished business;
- (g) New business;
- (h) Adjournment.

Such order may be waived in whole or in part by direction of the Chairman.

Section 9. Minutes of Meeting. The minutes of all meetings shall be kept in either a book or electronically and shall be available for inspection by Directors at any reasonable time. The Corporation shall retain these minutes for a period of not less than seven years.

Section 10. Removal of Directors. At any meeting of the Board of Directors, any one or more of the directors may be removed with or without cause by a vote of a simple majority of the total number of members of the Board of Directors of the Corporation. A successor director may then be elected by the Board of Directors to fill the vacancy thus created. Any director whose removal has been proposed shall be given an opportunity to be heard at this meeting.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors, whether by an increase in the number of directors or otherwise, may be filled by affirmative vote of a simple

majority of the remaining directors though they may constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 12. Compensation. Directors shall not receive any stated compensation for their services as directors, as officers or as members of committees, but can receive reimbursement for expenses and can be engaged to perform other services for the Corporation as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Internal Revenue Code (the "Code"). Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action is taken.

Section 14. Telephonic Meetings. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board of Directors or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### **ARTICLE IV OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary, and shall be nominated and elected annually by the Club membership and shall hold office until their respective successors are elected and qualified. In addition, the Board of Directors may elect one or more Assistant Secretaries and Assistant Treasurers as it may deem proper. All of the officers of the Corporation must be members of the Board of Directors.

Section 2. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as may be advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Election and Term of Office. Nominations for officers and Board members shall be held at the 1st General Membership meeting of September of each calendar year. Election of officers (President, Vice President, Secretary, Treasurer) and Board members shall be held at the 1st General Membership meeting of October of each calendar year.

Nominees must be members in good standing with current paid dues. Nominees for the office of President must have served on the Board of Directors for at least one (1) term. If there is only one nomination for each officer position, no election will be required for that calendar year. Officers and Board Members shall be installed at the Annual Awards Banquet held during the month of October of each calendar year. The officers of the Corporation shall hold office for one (1) year (at the pleasure of the JOSFC membership and JOSFC Board of Directors) and until their successors are elected and qualified or until their earlier resignation, removal from office or death. The newly elected President shall assign each Director to their respective Board position. Each officer shall hold office until his/her successor shall have been duly appointed and shall have qualified. The Board of Directors positions shall be:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Fishing Director
- (f) Tournament Director
- (g) Reef Development Director
- (h) Membership Director
- (i) Social Media Director
- (j) Events & Awards Director
- (k) Speaker & Education Director
- (l) Hospitality Director (1)
- (m) Hospitality Director (2)
- (n) Member-At-Large

Section 4. Removal. Any officer or Board member may be removed at any time with or without cause by the affirmative vote of a simple majority of the whole Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall preside at all meetings of the Board of Directors. The President shall also be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President and the Secretary, jointly, shall sign, any deeds, contracts or other instruments which the Board of Directors has 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 Bylaws or by statute to some other officer or agent of the Corporation; in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President. The Vice President shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and 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 Article VI of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the members of the Board of Directors or any of its committees, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 10. Assistant Treasurers. The Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the President or the Board of Directors.

Section 11. Compensation. Officers shall not receive any stated salary for their services; provided, however, the Board of Directors shall have the power in its discretion to contract for and to pay to officers rendering unusual or exceptional services to the Corporation

special compensation or expenses appropriate to the value of such services as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Code.

## **ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. With Board of Directors approval, any combination of two Board Officers (President, Vice President, Secretary and/or Treasurer) may be authorized, jointly, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President and/or the Treasurer in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, request or devise for the general purpose or for any special purpose of the Corporation.

## **ARTICLE VI BOOKS AND RECORDS**

Section 1. Books and Records. The Corporation shall keep, either physically or electronically, correct and complete books and records of accounts and shall also keep minutes of the preceding meetings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or his/her agent or attorney for any proper purpose at any reasonable time. All financial records and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 2. Auditing and Reports. At the close of each fiscal year, the President and Treasurer of the Corporation shall cause to be prepared a full and correct statement of the financial affairs of the Corporation, including a financial statement of operations for the preceding fiscal year which shall be filed with the Secretary of the Corporation. At the direction of the Board of Directors of the Corporation, the books and records of the Corporation may be subject to an audit by an independent accountant, then such audit report shall satisfy the requirements of this Section 2.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the Corporation shall be a calendar year and shall begin on the first day of November and end on the last day of October in each year. The period of the fiscal year herein established shall be subject to change by the Board of Directors.

**ARTICLE VIII  
RESTRICTIONS ON ACTIONS OF THE CORPORATION**

Section 1. Prohibition on Private Inurement and Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

Section 2. Prohibition on Political Activities. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Prohibition on Activities of Tax-Exempt Organizations. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced. Any business or revenue-generating activities shall be conducted in furtherance of the Corporation's social welfare purpose.

Section 4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to an entity established for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. 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 and operated exclusively for such purposes.

**ARTICLE IX  
SEAL**

The Board of Directors shall provide a corporate seal containing the name of the Corporation, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer.

**ARTICLE X  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Florida law, these Bylaws, 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.

**ARTICLE XI  
AGENTS AND REPRESENTATIVES**

The Board of Directors of the Corporation may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

**ARTICLE XII  
CONFLICT OF INTEREST**

Any Officer or Director that has a conflict of interest shall disclose such conflict of interest when required. However, an Officer or Director may, directly or indirectly, be compensated for a commercial relationship with the Corporation, provided 1) such compensation is fair and reasonable considering the fair market value of the goods and/or services provided therefore; and 2) the terms of such relationship are fully disclosed to and approved by a simple majority of the full Board of Directors and documented in the minutes of the meeting at which the action is approved; and 3) that Officer or Director may not move, second, or vote in any decision at the committee or board level on such commercial relationship, but may participate in any discussion thereon.

**ARTICLE XIII  
AMENDMENTS TO BYLAWS**

The Bylaws may be amended, restated, altered or rescinded upon the affirmative vote of a simple majority of the Board of Directors.

Duly adopted on December \_\_, 2025 by the Board of Directors,

Attested by:

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Print Name: \_\_\_\_\_

Title: Secretary of Corporation

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Print Name: \_\_\_\_\_

Title: President of Corporation