



OCEAN CITY MARLIN CLUB, INC. BY-LAWS

Amended 1999

Final Draft 4/4/2003

ARTICLE 1 – MEMBERS

SECTION 1. Meetings:

Meetings of the membership shall take place monthly on the first Friday of the month at 7:30 pm for the purpose of discussing Club business. All Social and Full members are welcome to attend however only full members shall have the right to vote.

SECTION 2. Special Meetings:

Special meetings of the members of the Club may be called at any time by the President, or by any member of the Board of Directors, or upon written request of not less than twenty percent of the full membership, which said request shall state the purpose of the meeting. The Secretary shall give notice of such special meetings, stating the purpose for which the meeting is being called. No business other than stated in the notice shall be transacted at that meeting.

SECTION 3. Notice of Meetings:

Not less than 15 days written notice shall be given, in the event of calling a special meeting, to each member entitled to vote. The notice shall state the date, place, time and purpose of the special meeting.

SECTION 4. Quorum:

At any meeting of the Club, the presence or proxies, received in advance of the meeting, of at least thirty full voting members shall be necessary to constitute a quorum. Proxies must include the name of the person giving the proxy, the name of the person the proxy is assigned to, signed by the originator and dated.

SECTION 5. Admission to Membership:

All persons in sympathy with the purpose of the Club as set forth in the Articles on Incorporation and who agree to abide by the by-laws and rules and regulations of the Club shall be eligible for membership. To become a member, a person must be sponsored by at least one existing member in good standing, and then be approved by a majority vote of the Board of Directors.

The Board of Directors shall have the authority to limit the numbers in the Club.

SECTION 6. Membership Categories and Dues:

Membership shall consist of two categories, full membership and social membership.

Full Membership: Only full members shall be entitled to vote and hold office in the Club. Only full members have the right to submit changes to the by-laws. Full members shall be eligible for seasonal awards whether fishing on a Club registered boat or non-club boat. New full members may not vote until thirty days of membership has elapsed. Full membership is a requirement for boat registration.

Social Membership: Eligible for seasonal awards only if fishing on a registered Club boat. Social members shall have no voting rights and not be entitled to hold Club office positions.

Boat Registration: Any full member may pay an additional fee, which will procure a club burgee for the designated vessel of that member. The full member need not be the owner. This will also entitle guests fishing on the registered boat to be eligible for Club awards.

Provisions applying to both categories of membership: Member is entitled to rent the Club facility when not being used for club functions. For the purpose of gaining admittance to the bar/restaurant during regular hours of operation, membership (full or social) shall include the member's immediate family, i.e. spouse (over age 21), children (over age 21). Members *and their guests* will also be admitted. Any member or person under this age must be accompanied by a member that is twenty-one years of age or older while using the Club facilities.

The Board of Directors, by unanimous vote, may elect persons to honorary membership in the Club. These honorary members shall pay no dues and shall not be entitled to vote or hold office in the Club. They may be invited to participate in the activities of the Club.

Any change in the amount of annual dues must be approved by a two-thirds vote of the Board of Directors. Annual dues shall be due and payable on the first of January each year.

SECTION 7. Voting:

The board of directors by majority vote shall determine the form in which a vote shall be taken on issues before the membership.

Vote by mail:

The secretary shall prepare the ballot clearly stating the ballot issue and the due date of the ballot (not less than 21 days from date of mailing). The ballots will be mailed to all full members, whose dues are paid. The vote shall be considered valid provided not less than thirty of the full paid membership returns ballots. Ballots regarding any issue may be opened and counted at a regular board meeting or at a special meeting of the board.

Vote at regular meeting:

At meetings only full paid members shall be permitted to vote. A quorum at a regular membership meeting shall be not less than 30 of the full paid membership as determined by the secretary at the time of the meeting. Provided a quorum is present votes may be taken at regularly scheduled meetings with no advance notice required. Votes may be taken by hand count or by ballot as determined by majority vote of the board of directors.

Vote at Special Meeting:

At special meetings, all full members must be notified in writing, in advance of such meetings and absentee full members may vote by use of absentee ballots.

Absentee ballots must be received at the Club on or before the date of the meeting. These ballots shall be opened at the meeting. There need not be a special meeting simply to count absentee ballots.

Ballots regarding any issue may be opened and counted at a regular board meeting or at a special meeting of the board.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1. Elections and Powers:

The business and property of the Club, except as otherwise provided by statute, charter, or by the by-laws shall be conducted and managed by the Board of Directors. The Board of Directors will consist of the President, Vice-President, Secretary, Treasurer and at least seven other full members. The officers and members of the Board shall be elected at the November Board of Directors meeting and will assume official duties the first Friday in December. The regular Board meetings shall be conducted in a timely and orderly fashion and follow the criteria set down by “Roberts’s Rules”.

The Board of Directors may approve expenditures up to the amount of \$25,000. Additionally, expenditures imposed by federal, state or local statute may also be approved by the Board of Directors. Expenditures above \$25,000 may also be approved for payment of tournament winnings. Expenditures in excess of \$25,000, other than statutory expenses as described above, must be approved by a two thirds vote of those returning ballots or of a quorum at any meeting of the membership.

ELECTIONS: Shall be held annually.

Nomination Forms: The Board Secretary shall prepare and mail nomination forms including all eligible candidates and the list of open positions to all full members, in good standing, no later than, 7th Day of September each year. The Nomination Forms must be returned to the Club no later than September 30th. It shall be acceptable for a member to nominate his or herself. The Secretary will present the nominations to the board at the October board meeting. The board meeting shall not occur less than 6 days from the date of September 30th. Beginning at 8:00PM the floor will be open for additional nominations. All nominees must submit acceptance of their nomination in writing by the close of the October Meeting. All members nominated at the October meeting must be present or accept in writing by the close of the meeting. Once all nominations have been accepted the Board will declare the nominations closed.

BALLOT: The ballot will include only those persons who were nominated and accepted their nomination in writing prior to the closing of the nominations at the October Board Meeting. No other members shall be eligible. Each nominee shall have 7 days from the October Board Meeting to furnish the Secretary with a short biography of not more than 100 words. The Secretary shall mail the ballot along with biographies to the membership. The membership must return all ballots by 6:00pm on the First Friday of November. The ballots will be counted by a

committee chosen by the board. Those receiving the most votes in each position shall be elected. New members will take office at the December Board meeting. The Board shall keep minutes of its meetings and full account of all transactions.

The outgoing President shall be a 12th voting member, of the Board of Directors for the following year.

SECTION 2. Notice of Board of Directors Meetings:

Special Meetings: Notice of Special Meetings of the Board of Directors shall be held by giving no less than 48 hours notice to each member of the Board. Any member of the Board may call a Special Meeting.

Regular Board Meetings: Meetings shall be held on the first Friday of the month at 6:00 pm at the designated Club facility without notification. These meetings may be changed or cancelled giving no less than 7 days notice.

SECTION 3. Quorum:

At least 7 members of the Board of Directors and/or officers shall be necessary and sufficient to constitute a quorum for the transaction of business.

SECTION 4. Vacancies:

Vacancy of an Officer: The Board of Directors will choose a successor to fill the vacancy from the current Board of Directors by majority vote. If no current Board Member is willing to fill the position the Board of Directors will choose a successor to fill the vacancy by a majority vote of the Board.

Vacancy on the Board: The person receiving the highest number of votes in the board or officer category that was not elected will be offered the position. If that member declines the next runner up will be offered the position and so on. If all Members that ran decline the position the Board of Directors may choose a successor to fill the vacancy by a majority vote of the Board.

ARTICLE III – OFFICERS & BOARD MEMBERS

SECTION 1. Executive Officers:

The executive officers of the Club shall be the President, Vice-President, Secretary and Treasurer. These officers shall be elected annually at the November Board of Directors meeting for the following calendar year.

SECTION 2. Powers and Duties of Officers and Board Members:

President - Shall be the Chief Administrator of the Club, whose primary responsibility is to represent the organization consistent with the direction received from the Board of Directors. The President shall sign all legal

documents, represent and speak for the Club and preside at all meetings. The President shall keep order, and protect the rights of the membership. The President shall be responsible for implementation of the Board of Directors decisions. The President shall vote only in the case of a tie or to create a tie. The President shall prepare the agenda for all Board and Club meetings.

Vice President -In the absence of the President, the Vice-President shall perform all duties of the President and when so acting, shall have the powers of the President.

Secretary - Shall keep the minutes of the meetings of the members and the Board of Directors. The Secretary shall provide a copy of minutes to all board members within 10 days of the meeting. The Secretary shall see that all required notices are given in accordance with the by-laws. The Secretary shall also be the custodian of the records and the seal of the Club. The Secretary shall audio record all board or member meetings.

Treasurer - Shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Club. The above shall be listed in the name of the Club and deposited in such banks and depositories as selected by the Board of Directors. The Treasurer will provide a statement of financial condition at each monthly meeting. The Treasurer shall perform all duties ordinarily incident to the office of Treasurer and such other duties occasionally assigned. The Treasurer may approve expenditures for normal operation of the Club of up to and including two thousand five hundred dollars, \$2,500. The Treasurer may approve all Tournament Winnings.

All Officers will have full access to the Club Office and office equipment to conduct Club business required by said position.

Board Members- Collectively the officers and board members make up the "Board". Each board member is expected to attend non-less than 75% of all meetings. The board shall have management control and direction of the business of the Club. The board shall appoint committees or individuals responsible for day to day operation of the Club. The board shall be responsible for the hiring or dismissal of all Club employees. The Board shall be governed by majority vote with the President voting only in the case of a tie or to create a tie unless otherwise stated in the by-laws.

ARTICLE IV - COMMITTEES

The Board may create such committees as it deems necessary and define their duties.

ARTICLE V - CLUBHOUSE RULES

The Board shall prepare, approve and post a copy of the rules for use of and the conduct of members and guests in any Club facility. Any persons using

any Club facility must conduct themselves in accordance with such rules or be subject to suspension or expulsion from membership.

All persons within any Club facility must comply with provisions of Maryland liquor control laws.

ARTICLE VI - SUSPENSION OR EXPULSION OF A CLUB MEMBER

SECTION 1. Any member willfully infringing or violating the rules and regulations of the clubhouse, or conducting himself/herself in a disorderly, unsportsmanlike or any manner contrary to the best interest of the Club (as determined by a majority of the Board of Directors and officers at that time) shall be subject to immediate suspension or expulsion from membership by a majority vote (such majority may be less than a quorum) of the Board and officers. Anyone subject to the above may make a written appeal to the membership. The matter will be taken up at the next membership meeting and the action taken at that time will be final. In the event a quorum is not present at the membership meeting the member may request a ballot be sent by mail at which time the secretary shall prepare a request to approve the board action or reverse. Two-thirds of those received back shall be required to reverse the board action.

SECTION 2. Removal of a Board Member or Officer:

Any board member or officer willfully infringing or violating the rules and regulations of the clubhouse, or conducting himself/herself in a disorderly, unsportsmanlike or any manner contrary to the best interest of the Club or failing to full fill one's fiduciary responsibility or any other behavior deemed detrimental to the club may be removed from office by seven (7) votes of the Board of Directors provided a quorum is present. The Officer or Board Member may appeal to the membership at which time a special meeting shall be called in accordance with the by-laws. The officer or board member shall be reinstated to their board position upon a majority vote of those in attendance provided a quorum is present. In the event a quorum is not present at the special meeting the member may request a ballot be sent by mail at which time the secretary shall prepare a request to approve the board action or reverse. Two-thirds of those received back shall be required to reverse the board action.

ARTICLE VII - AMENDMENTS

Proposed amendments may be initiated by a majority vote of the Board or by the written request of not less than ten full members who shall submit their proposed amendments in writing to the by-laws Committee or the Board.

The by-laws Committee shall review the proposed amendments and make their proposed recommendations to the Board. The Board, after reviewing the proposed amendments and recommendations, shall draft the changes to the

by-laws and submit them to the general membership for their approval or disapproval. Submission to the membership requires a majority vote of the board of directors. These by-laws may be amended, changed or updated by a two-thirds majority vote (of those received back) of the full members of the Club. Members may bring proposed changes directly for vote by the membership by written request of not less than thirty full voting members. In the event a 30 member petition is filed, a special meeting shall be called in accordance with the By-Laws. By-law changes shall be instituted immediately upon acceptance.

ARTICLE VIII - CONTESTS/RULES

The Board of Directors may authorize such contests and prizes in keeping with the charter and by-laws of the Club as it may deem appropriate and shall formulate all necessary rules for participation. No person, other than a Club member or someone fishing from a Club member's registered boat, shall be eligible for Club prizes, except as stated in the tournament rules. To qualify for prizes, all fish must be weighed on the official scales designated by the Board.

ARTICLE IX - LADIES AUXILIARY

Ladies Auxiliary will determine who is eligible for membership in their organization. The Board of Directors will decide the role of the Ladies Auxiliary on a year to year basis.

ARTICLE X - ANNUAL AUDITS

During the October Board meeting, the Board shall address the question of whether the Club should undergo an audit for the current calendar year.

Article XI- Membership List

The Marlin Club membership list is private. Only mailings authorized by the board of directors shall be permissible. Using the membership list for any other use is not permitted and may result in suspension from the Club.

Article XII- Operation/Guidance of Club

Unless otherwise stated in the by-laws the Club shall operate under the guidelines of "Roberts Rules".