

ARTICLE 1 – MEMBERS

SECTION 1. General Membership Meeting:

The General Membership Meeting shall take place on the first Friday of November for the purpose of discussing Club business. All Club Members in good standing are welcome to attend and vote.

SECTION 2. Special Meetings:

Special Meetings of the members of the Club may be called at any time by the President or by a majority of the Board of Directors. The Secretary shall give notice of such Special Meetings, stating the purpose for which the meeting is being called. No business other than that stated in the notice shall be transacted at that meeting.

SECTION 3. Notice of Special Meetings:

Not less than 15 days' notice shall be given to each member entitled to vote. The notice shall state the date, place, time and purpose of the Special Meeting.

SECTION 4. Special or General Membership Meeting Quorum:

At any meeting of the Club, the presence or proxies of at least ten percent of the voting members in good standing 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. The Secretary will validate the standing of each member presenting a proxy.

SECTION 5. Admission to Membership:

All persons in sympathy with the purpose of the Club as set forth in the Articles of 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 Club Member in good standing, be accepted by a majority vote of the Board of Directors and, once accepted, pay the designated initiation fee and membership dues as determined by the Board of Directors from time to time. The Board of Directors shall have the authority to limit the number of members in the Club.

SECTION 6. Membership Categories and Fees:

Membership shall consist of five categories: Club Membership, Family Membership, Boat Membership, Boat and Family Membership and Senior Membership

Club Membership: Only Club Members are entitled to vote and hold office in the Club. Club Members shall be eligible for seasonal awards whether fishing on a Club registered boat or non-Club boat. The Club Member's spouse shall also have Clubhouse access and guest privileges. Club Members and spouses receive membership cards and are eligible for seasonal awards. Corporate Sponsors also receive membership cards and have guest privileges.

Family Membership: One designated family member shall have Club Membership status and voting privileges. The Club Member's spouse and children under the age of 25 years shall have Clubhouse access and guest privileges. Family members also receive membership cards and are eligible for seasonal awards.

Boat Membership: One designated boat owner shall have Club Membership status and voting privileges. The Club Member's spouse shall also have Clubhouse access and guest privileges. Club Members and spouses receive membership cards and are eligible for seasonal awards. The registered boat is eligible for seasonal boat awards and guests fishing on the registered boat are also eligible for seasonal awards.

For an additional fee the boat owner may enroll the vessel's Captain and Mate who shall have Clubhouse access and guest privileges. Enrolled Captains and Mates also receive membership cards and are eligible for seasonal awards. Captain and Mate membership is transferable at the boat owner's request.

Boat and Family Membership: Includes all benefits and privileges of both Boat and Family Memberships combined. Only one Club Membership is included.

Senior Membership: This membership is for existing members over the age of 75 who are good standing with the club. This is a non-voting, one membership card membership.

Provisions applying to all categories of membership: Club Members, eligible family members and Corporate Sponsors are entitled to admittance to the Clubhouse during regular hours of operation. Members together with their guests will also be admitted, however the number in a party is limited to 15. Any party in excess of 15 is considered Rental of Club facilities and is limited to dates and time when the Club is closed and/or not in use for a Club function. Exceptions to this rule require a majority vote of the Board of Directors.

Honorary Membership: 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.

Changes to Annual Dues: Any change in the initiation fee or 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. Late payment may be subject to a late fee.

SECTION 7. Voting:

Only Club Members in good standing are entitled to vote on issues before the membership of the Club. The Board of Directors, by majority vote, shall determine the form in which any vote of the membership is taken.

Vote by USPS Mail or Electronic Means:

The Secretary shall prepare the ballot clearly stating the ballot issues and the due date of the ballot (not less than 21 days from date of dispatch). The ballots will be distributed to all Club Members in good standing. The vote shall be considered valid provided not less than 100 Club Members in good standing return ballots. Ballots regarding any issue may be opened and counted at a regular Board meeting or at a Special Meeting of the Board. Provided the minimum number of ballots is received the ballot initiative requires a two-thirds majority of ballots to pass.

Vote at the General Membership Meeting:

Only Club Members in good standing shall be permitted to vote. A quorum at the General Membership Meeting shall be not less than ten percent of Club Members in good standing as determined by the Secretary at the time of the meeting. Provided a quorum is present, votes may be taken at the General Membership Meeting with no advance notice required. Votes may be taken by hand count or by ballot as determined by the President.

Vote at Special Meetings:

For Special Meetings, all Club Members must be notified in advance of such meetings (not less than 21 days from date of dispatch) and Club Members in good standing 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. 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. Meetings, 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. Regular meetings of the Board of Directors are scheduled monthly at the discretion of the President. The Board of Directors will consist of the President, Vice-President, Secretary, Treasurer and at least seven other Club Members. The officers and other members of the Board shall be elected at the December Board of Directors meeting and will assume official duties the first Friday in January. Approximately half of the officers and other Board member positions will be open for election every other year and each newly elected officer or other Board member will serve for a two year period.

Board meetings shall be conducted in a timely and orderly fashion and follow the criteria set down by “Roberts’s Rules of Order”.

The Board of Directors may approve individual expenditures up to the amount of \$100,000. Additionally, expenditures in any amount imposed by federal, state or local statute, rule or regulation may also be approved by the Board of Directors.

Expenditures for tournament winnings above \$100,000 may also be approved by the Board.

Expenditures in excess of \$100,000, other than tournament winnings and regulatory expenses as described above, must be approved by a two-thirds vote of the Club Members returning ballots, or of a quorum at any meeting of the membership held after proper notice has been sent.

ELECTIONS: Elections will be held annually on the date of the December meeting of the Board of Directors.

Nomination Forms: The Board Secretary shall prepare and dispatch nomination forms to all Club Members in good standing no later than, 7th day of October each year. The nomination forms will identify the list of open Board positions. The forms are to be returned to the Club no later than the date of the November Board meeting. It is acceptable for a member to nominate himself or herself. The Secretary will present the nominations for acceptance to the Board at the November Board meeting. Following the Board meeting the floor will be open for additional nominations. All nominees must acknowledge acceptance of their nomination. Once nominations have been accepted the President will declare the nominations closed.

Ballot: The ballot will include only those persons who were nominated and accepted their nomination prior to the closing of the nominations at the November Board Meeting. No other members shall be eligible. Each nominee shall have the opportunity 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. Members must return all ballots by 6:00pm on the date of the December Board meeting. The ballots will be counted by an ad-hoc committee chosen by the Board of Directors. Those receiving the most votes in each open position shall be elected. New members will take office at the January Board meeting.

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 of the Board.

Regular Board Meetings: Meetings shall be held monthly as determined by the President. These meetings may be changed by giving no less than 48 hours' notice.

SECTION 3. Quorum:

At least 7 members of the Board of Directors 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 any officer vacancy from the current Board of Directors by majority vote.

Vacancy on the Board: The person receiving the highest number of votes in the Board or officer category that was not elected in the most recent election 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 from the membership to fill the vacancy by a majority vote of the Board.

ARTICLE III – OFFICERS and BOARDMEMBERS

SECTION 1. Executive Officers:

The Executive Officers of the Club shall be the President, Vice-President, Secretary and Treasurer. In alternating years, the President/Secretary and the Vice President/Treasurer shall be elected at the December Board of Directors meeting for the following two year term of office.

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

President : The President shall be the chief executive officer 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 may 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. The President shall appoint individuals responsible for day to day operation of the Club and shall be responsible for the hiring or dismissal of all Club employees.

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 : The 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.

Treasurer : The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Club. Club assets will be titled or registered in the name of the Club and deposited in such banks and other depositories as selected by the Board of Directors. The Treasurer will provide a statement of financial condition at each

monthly meeting. The Treasurer will 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 \$25,000.

Board Members: Collectively the officers and Board members make up the “Board”. Each Board member is expected to attend not less than 75% of all meetings. The Board shall have management control and direction of the business of the Club. The Board shall govern by majority vote with the President voting only in the case of a tie or to create a tie.

ARTICLE IV - COMMITTEES

The President may create such committees as he or she deems necessary and shall 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 the provisions of the Maryland liquor control laws as well as any other local ordinances.

ARTICLE VI - SUSPENSION OR EXPULSION OF A CLUB MEMBER

SECTION 1. Any Club 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 interests of the Club shall be subject to immediate suspension or expulsion from membership by a majority vote of the Board of Directors. Any Club Member suspended or expelled may make a written appeal to the Board of Directors for reconsideration. The majority vote of the Board on reconsideration will be final.

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 fulfill one’s fiduciary responsibility or any other behavior deemed detrimental to the Club, may be removed from office by a majority vote of the Board of Directors.

ARTICLE VII – AMENDMENTS to the By-Laws

Proposed amendments to the By-Laws may be initiated by the By-Laws Committee or by written request of not less than 10 Club Members who must submit their proposed amendments in writing to the By-Laws Committee.

The By-Laws Committee shall review the proposed amendments and make their recommendations to the Board. The Board, after reviewing the proposed amendments and recommendations of the By-Laws Committee, will vote on submitting the proposed amendments to the vote of the membership. Submission to the membership requires a majority vote of the Board of Directors.

If amendments are submitted to the membership, the By-Laws may be amended, changed or updated if approved by a two-thirds vote of the Club Members (after notice is duly given) returning ballots. (Refer also to SECTION 7. Voting, above.)

Members may bring proposed changes directly for vote by the membership by written request of not less than ten percent of the Club Members in good standing. In the event a ten percent of the membership petition is filed, a Special Meeting shall be called in accordance with the By-Laws. The proposed amendments submitted directly to the membership would require approval by a two-thirds vote of the Club Members (after notice is duly given) returning ballots. Refer also to SECTION 7. Voting, above.)

ARTICLE VIII - CONTESTS/RULES

The Board of Directors may authorize such contests and awards 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 awards, except as stated in the tournament rules. To qualify for awards, all fish must be weighed on the official scales designated by the Board.

ARTICLE IX - CLUB AUXILIARY

The Club Auxiliary will determine who is eligible for membership in their organization. The Board of Directors will consult with and determine the role of the Club Auxiliary on a year to year basis.

ARTICLE X - ANNUAL AUDITS

During its February meeting, the Board shall vote on the question of whether the Club should undergo an outside audit or review of its finances for the previous calendar year.

Article XI- Membership List

The Ocean City 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 or expulsion from the Club.