

Adopted 1998, Modified 10/05/2006, 4/16/2010

BY-LAWS
Of

THE SNOOK FOUNDATION, INC.

ARTICLE I: NAME AND PURPOSE

The name of this corporation shall be THE SNOOK FOUNDATION, INC., herein called the Foundation.

The purposes of this Foundation shall be as set forth in the Articles of Incorporation.

ARTICLE II: GENERAL MEMBERSHIP

Section 1: “Members” as used in this article refer to general dues paying members. Subscribers to the newsletter or email lists without payment of dues are not voting members.

Section 2: All persons, corporations, partnerships or other entities with an interest in the purposes of this Foundation are eligible for general membership in this Corporation. Membership shall be obtained by an eligible applicant executing an application for membership on a form approved by the Board of Directors, herein call the Directors, and paying such annual dues as established by the Directors. Said dues are to be set annually by the Directors.

Section 3: An annual meeting of the Foundation members shall be held in the spring of each year to elect Directors of the Foundation and conduct other business as required including by not limited to amending the bylaws of the Foundation Notice of such annual meeting may be by mail or email to general members, by the Foundation website, or telephone or any combination of these methods. Notice of an upcoming meeting with a tentative agenda shall be mailed or posted to the Foundation website not more than fifty (50) nor less than twenty (20) days prior to such meeting.

Section 4: Any special meeting of the general membership held at the place designated by such Notice thereof may be called at any time by the Chair person, a Vice-Chair or a majority of the Directors. Notice of the date, time and place for such special meeting shall be made in the same manner as provided in Article II, Section 3. It shall be the duty of the Directors, the Chair person or a Vice-Chair to call such a meeting whenever so requested in writing by more than 10% of the general membership.

Section 5: Regular meetings of the general membership may be held as determined by the Directors but not less than twice a year. During each regular meeting the presiding officer will announce the date, time and place of the next regular meeting. Notice of the date, time and place shall be made in the same manner as provided in Article II, Section 3.

Section 6: At any meeting of the general membership, a member shall be entitled to one vote. Multiple owners of a membership including corporations, partnerships and legal entities shall have only one composite vote for each membership. These entities shall inform the Secretary prior to the commencement of the meeting the name of the authorized representative for the corporation, partnership or other legal entity in order to vote.

Section 7: Absentee ballots or written proxies shall be allowed for a specific meeting provided written or email notice is provided to the Secretary prior to the commencement of the meeting.

Section 8: A quorum for the transaction of business by the general membership shall be no fewer than ten (10) members present at a properly noticed meeting. A quorum for a Board of Directors' meeting shall be those attending in person or via speaker phone but not less than five (5) Directors and three (3) members of the Executive Committee.

Section 9: **Vote Required to Transact Business.** When a quorum is present at any meeting, a majority of the general members present in person, via speaker phone or by proxy shall decide any question brought before the meeting unless the question is one upon which by express provision of the Statutes or By-Laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10: **Minutes of Meetings.** Minutes of all meetings of the members shall be kept in a business-like manner and available for inspection by members at all reasonable times. Minutes of the Foundation meetings shall be retained for a period of not less than seven (7) years.

Section 11: The meeting procedure for the Foundation annual and Board meetings shall follow Robert's Rules of Order as modified by the by-laws.

ARTICLE III:

**BOARD OF DIRECTORS, ADVISORY COUNCIL,
SCIENCE AND TECNOGOGY COUNCIL,
ADMINISTRATION AND MANAGEMENT OF THE
FOUNDATION**

Section 1: "Directors" as used in this article refer to the Board of Directors. There shall be no less than three (3) or no more than twenty-five (25) Directors and shall include four (4) regional directors (Florida Atlantic Coast, Florida Gulf Coast, Texas, Florida Keys/Bay/10,000 Islands (per BOD meeting 4/16/10) and at least one (1)

licensed fishing guide and the number of directors shall be set annually by the Directors at their first meeting.

Section 2: The administration and management of the Foundation shall be vested in the Board of Directors and its officers. Said officers are to be elected annually from the Board of Directors. The Foundation shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. The Foundation, through its officers and directors, shall have the same powers, authorities and responsibilities as are vested in the officers and directors of a corporation not-for-profit under the laws of the State of Florida. The officers and directors in the performance of their duties shall cause to be maintained a record of all receipts and expenditures and an account for each member reflecting the name and address of the member and the date said member's annual membership fees are due.

Section 3: The business of the Foundation shall be conducted and managed by the Directors with the advice and counsel of the Advisory and Science and Technology Councils, members of which shall be appointed by the Chair and approved the Directors. Members of the advisory councils may serve without term limits. Within the policy guidance of the Directors, day-to-day operations shall be directed by an Executive Committee composed of the regional directors, the chair, Vice-chair(s), treasurer, secretary and Executive Director if any. (Individuals may hold multiple positions per 4/16/10 BOD meeting) The Executive Committee can meet as required, including by phone or email, with notice to all members. Minutes of those meetings shall be kept and made available to any Director upon request. The Executive Committee may authorize expenditures not to exceed \$2000 for a single item without approval of the Board.

Section 8: Officers of the Foundation who shall serve without compensation shall be elected by the Directors. Such election may be held at the first Board of Directors meeting following the annual meeting. An officer or advisory council member may be removed at any time by a two-thirds vote of the Board of Directors at a publically noticed meeting with proposed action on the agenda.

Section 9: Vacancies in the Board of Directors may be filled from within the general membership by vote of the remaining members of the Board at any regular or special meeting.

Section 10: At each annual meeting of the general membership, the Directors or the chairman thereof shall submit a report to the Foundation of the business transacted during the preceding year together with a report of the general financial condition of the Foundation.

Section 11: Members of the Directors shall have a term of three (3) years and may serve unlimited terms. Directors elected to fill a vacancy on the board complete the term of the departing Director.

Section 12: The Executive Committee shall deposit the funds of the Foundation in such bank or banks as it may from time to time direct, and the withdrawal of such funds shall be by such person or persons as the Directors may direct.

Section 13: The Directors may direct any officer or director of the Foundation to provide fidelity bonds in such amounts as may be directed.

Section 14: Directors may engage such agents or parties as it may deem necessary to assist it in the administration and management of the Foundation.

Section 15: The fiscal year of the Foundation shall be January 1 through December 31.

ARTICLE IV:

OFFICERS

Section 1: The Foundation shall have a Chair person, at least one (1) and not more than three (3) Vice-chairs, a Secretary and a Treasurer. Officers of the Corporation shall serve at the pleasure of the Board and shall serve without compensation. They shall be chosen by the Directors and shall hold their offices from year to year and shall be elected or re-elected at the first Board following the annual meeting of the Foundation. The Foundation may also have more than one (1) Vice-chair, Assistant Secretaries or Assistant Treasurers and such other officers and agents as may be deemed necessary. Any person may hold two (2) or more offices, except that the Chair person shall not also be the Secretary or Assistant Secretary of the Corporation. The Corporation may appoint honorary officers who shall serve without a vote unless also serving in another capacity.

Section 2: The Chair person or in the Chair's absence or disability, the 1st Vice Chair of the Foundation shall preside at all meetings of the Board of Directors and corporation meetings. The Chair person shall have general supervision over the affairs of the Foundation and over other officers and in the Vice Chair's absence or disability; these duties shall be performed by the Vice Chair(s), Secretary or Treasurer in that respective order.

Section 3: The Secretary shall attend and keep the minutes of all meetings. The Secretary shall have charge of the Foundation records and papers and shall perform all other duties normally incident to such office. In the absence or disability of the Secretary, the duties may be performed by an Assistant Secretary or a designee of the Chair.

Section 4: The Treasurer shall have the custody of the funds of the Foundation and shall keep regular books and accounts, together with vouchers, receipts, records. List of current members and other papers normally incident to such office. In the case of the absence or disability of the Treasurer, the duties may be performed by an Assistant Treasurer.

Section 5: All checks shall be signed by two officers. The Chairperson or his/her designee may in an emergency authorize expenditures not to exceed five hundred dollars (\$500.00) on any single item without approval of the Executive Committee or Board.

Section 6: Each of the officers above described shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities and responsibilities as are designated to officers of a corporation not-for-profit under the laws of the State of Florida.

ARTICLE V: **ACCOUNTING AND AVAILABILITY OF RECORDS TO MEMBERS**

The Directors shall maintain accounting records according to good accounting practices which shall be open to inspection by all members or their authorized representatives at reasonable times.

ARTICLE VI: **REQUIREMENTS FOR OFFICERS AND DIRECTORS**

All officers and directors of this Foundation must be general members of the Foundation at time of election.

ARTICLE VII: **AMENDMENT OF BY-LAWS**

The By-Laws of the Foundation may be amended by a majority vote of the membership at any annual meeting or by the Directors at a special or regular meeting. Notice of any proposed amendment shall be given at least twenty (20) days prior to adoption to all members of the Board and advisory councils by mail, email or hand delivery.

ARTICLE VIII: **TAX EXEMPT CORPORATION:**

Section 1: The purposes for which the Foundation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of

IRC 501(c) (3) or the corresponding provision of any future United States Internal Revenue Law.

Section 2: Notwithstanding any other provisions of these articles, this Foundation shall not carry any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 3: In the event of dissolution, the residual assets of the Foundation will be turned over to the Mote Marine Foundation, Inc., or to one or more corporations which themselves are exempt as corporations described in Sections 501(c) (3) and 170(c) (2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose, as determined by the Directors.

Section 4: This Foundation qualified for tax-exempt 501© 3 status. No part of the Foundation's earnings or property shall inure to any general member or director. Anything herein to the contrary, it is the intention of the Foundation to qualify as a tax-exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provision of these By-Laws which would cause the Foundation to fail to qualify for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

The above 1998 By-Laws of THE SNOOK FOUNDATION, INC. were as amended were approved at the annual meeting on February 6th, 2010, and confirmed at the Director's meeting April 16, 2010.

Chair - Brett Fitzgerald

1st Vice chair – Capt. Mike Readling

Secretary – Maria Quasius

Treasurer – Capt. Jim Bandy