

FLAGLER SPORTFISHING FOUNDATION, INC

d/b/a FLAGLER SPORTFISHING CLUB

Amended By-Laws as of

January 8, 2026

ARTICLE I – NAME OF ORGANIZATION

- a. The Organization shall be known as: THE FLAGLER SPORTFISHING FOUNDATION, INC. d/b/a/ Flagler Sportfishing Club

ARTICLE II – CORPORATE PURPOSE

SECTION 1: Non-profit Purpose

- a. This corporation is organized under I.R.S. code as a not for profit 501 (c) (3).

SECTION 2: Specific Purpose

- a. The nature of business to be transacted by this corporation and the purpose of the corporation is to promote the sport of fishing through educational, scientific and literary activities, and fostering amateur sports competition and any other purposes and activities consistent with Section 501 (c) (3) of the Internal Revenue code, or corresponding sections of any future federal tax code. This includes charitable donations made to deserving organizations, groups or individuals deemed worthy by a board recommendation and a majority vote of the membership if \$1000.00 or more is to be given if not provided for in the annual budget.

ARTICLE III- MEMBERSHIP

Definitions:

1. Family membership - Family membership is defined as living at the same address as proven by state driver's licenses or fishing license.
2. Paid membership – Family or Individual membership
3. Junior Member - Child under the age of 18 living at the same address as a Family Membership. Visiting grand-children are included under this definition.
4. Membership in good standing – current on annual dues, not subject to possible expulsion.
5. Membership - any member in good standing to include Sponsor Memberships, Free Memberships, Paid Memberships.
6. Flagler Sportfishing Club - The Club, The Organization, FSFC

SECTION 1: Membership

- a. The Flagler Sportfishing Club, (hereinafter referred to as “The Club or Club”), will accept applications for membership from any person 18 years of age or older, after an official club application form and payment of the fee described in Article III Sec. 2 of these By-Laws have been submitted. The application will be submitted to the Board of Directors for approval by a majority vote of those present. In the event the application is denied the applicant will receive a full refund of the membership fees paid at the time of application.
- b. A membership in the club is a family membership and includes a spouse or significant other, and all children/grand-children under the age of 18 years living at the same address.
Children/grand-children under the age of 18 may not vote or hold office, although they may volunteer to serve on committees and can participate in all club sponsored events.
- c. Upon reaching the age of 18 years, any child/grand-child of a member who desires to remain a member of the club must submit his/her own application and pay the required fee.
- d. All members or applicants for membership shall read and sign, agreeing to the clubs **Code of Conduct** upon application or renewal for membership. This may be in written or electronic (via a check box on the online application or renewal form) form.

SECTION 2: Dues

- a. Members shall pay annual dues as determined by the Board of Directors. In addition, commencing January 1, of each new year, the Board may, in its sole discretion, require new members to pay an initiation fee.
- b. New members who submit their applications after March 30th will pay a pro-rated membership fee for the year, subject to a minimum amount to be determined by the Board of Directors.
- c. The amount payable for annual membership dues will be distributed to the membership in November of each year. Invoices for renewal memberships will be distributed during November and dues must be received by the club no later than January 31st.

SECTION 3: Delinquency

- a. Any member whose dues are not paid by January 31st will be deemed delinquent, their membership shall be terminated, and they shall be ineligible to receive any prizes to which they would otherwise have been entitled.

- b. Notwithstanding the foregoing, exceptional circumstances for the non-payment of dues will be considered by the Board of Directors if a request is made by the member in writing. If reinstatement is granted, the member must pay the full amount of annual dues regardless of the month in which he/she is returned to full membership.

SECTION 4: Removal from Membership

- a. Membership will be cancelled for non-payment of dues as set forth in these bylaws.
- b. At the discretion of the president or the board of directors present at any function, by majority vote, may suspend a member for up to 3 months with no refund of dues for a violation of club rules, code of conduct or by-laws. Suspension prevents the member from attending ANY club events or winning any prizes/awards or money for the duration of the suspension. (This includes running for office)
 - 1. The suspended member must be notified as quickly as reasonably possible.
 - 2. A written notification shall be mailed, signature required, to the member and postmarked no later than seven (7) business days from the beginning of the suspension to include the provision of the bylaws or code of conduct violated.
- c. A member may be expelled from the club in the sole discretion of a majority vote of the Board of Directors for violation of club rules, bylaws or a code of conduct violation, serious misconduct during any club sponsored event, or for any act alleged to be detrimental to the club. At the discretion of the Board of Directors a member may receive a written warning by certified mail, which shall remain in effect not to exceed a term of three (3) years.
- d. Any member subject to possible expulsion must be served with written notice of the offense alleged, and must be given 14 days from the date of such service to respond to the Board in writing. The Board must render its decision regarding expulsion within 60 days of its receipt of such reply, or, in the event no reply has been received, within 60 days of the original service of notice upon the subject member.
- e. Any member subject to possible expulsion may not run or be nominated for office, be appointed to the board of directors or any special committees or tournament committees.
- f. A determination of expulsion shall immediately terminate all rights of membership, including, but not limited to the right to receive prizes to which he or she might otherwise be entitled.
- g. The expulsion shall be for no less than three (3) years from the date of expulsion. After the

three (3) year term, the expelled person/persons may submit an application to the board for approval. The expelled person/persons shall hereby be deemed TRESPASSED from ALL club events and activities. Expulsion of an individual will not prevent his/her spouse/significant other from applying for membership as an individual, but any such application will be subject to Board approval.

- h. In the event the Board elects not to expel, the member will be returned to full membership status, subject to the pro-rated payment of annual dues which may have become due during the determination process.

SECTION 5: Honorary Membership

- a. The Board of Directors may, by majority vote, bestow an Honorary Membership upon any individual deemed to have made extraordinary contributions to the promotion and/or improvement of the club. The Secretary shall inform the recipient by letter of the decision of the Board, and shall invite him/her to attend a membership meeting at which time the Honorary Membership shall be officially conferred upon them. Honorary Members shall be exempt from payment of annual dues, shall have no vote, and shall hold no office. However, they will be eligible to attend club membership meetings and events.

ARTICLE IV- MEETINGS

SECTION 1: Regular Meetings

General membership meetings shall be held monthly throughout the calendar year, with the exception of the month of December. The dates of the monthly meetings shall be distributed monthly to the membership.

- a. Special membership meetings may be called at any time by the Board of Directors, provided special notice of such meeting is sent. Special notice shall also be required for all regular monthly membership meetings at which officers are to be elected. "Special Notice" shall mean notice distributed to the membership at least 10 days prior to such meeting.

SECTION 2: Meeting Votes

- a. Any actions requiring a vote of the general membership shall be deemed approved if a majority of those present vote in favor. Officers shall be elected by majority vote of those members present and accepted absentee ballots in accordance with the procedures set forth in ARTICLE IV hereof.

SECTION 3: Board Meetings

- a. The Board of Directors shall meet at least once each month prior to the regular monthly membership meeting. Special Board of Directors meetings may be requested by any Board member, but may only be called by the President or by any three Board members acting in concert. Notice of a special meeting must be sent via email, text or voice mail. A majority vote of the directors present is required for any action.

SECTION 4:

- a. All meetings are to be conducted according to Roberts Rules of Order.

ARTICLE ~~IV~~ - BOARD OF DIRECTORS

SECTION 1: General Powers

- a. It is the duty of the Board to run the general business of the club. This includes forging the vision of moving the club forward, setting budgets, making decisions on expenditures and working in the best interest of the membership.
- b. All expenses and financial obligations of the club under One Thousand (\$1,000.00) Dollars, and all annual budget items, need only the express approval of a majority of the Board of Directors. Any expenditures or financial obligations of the club in excess of One Thousand (\$1,000.00), exclusive of annual budget items and charity donations, require a majority vote of all members present at the membership meeting at which the specific item or items are proposed. Notice of the proposed expenditure or obligation must be distributed to the membership at least 10 days prior to such meeting. Charity Donations may be increased (or decreased) based upon whether or not additional (or less) revenue was generated by the event.

SECTION 2: Board Makeup

- a. At a minimum, the Board of Directors shall consist of all club Officers, and six additional directors or ambassadors to be appointed by the President to perform specific functions: Membership director, IT director, Social Media Ambassador, Marketing director, Tournament Director and Youth Programs Director. The President, in his/her sole discretion may appoint such additional directors as he/she deems necessary to facilitate the orderly functioning of the club.
- b. Each board member, including Officers, Directors and Ambassadors will be required to read and sign a conflict-of-interest statement each year in accordance with Article X Section 6.

- c. Each board member, including Officers, Directors and Ambassadors will be required to read and sign agreeing to the clubs Code of Conduct.
- d. Each board member, including Officers, Directors and Ambassadors will be required to read and sign agreeing to a Confidentiality Statement
- e. Directors and Officers shall attend all directors meeting and membership meetings, unless having previously notified the President of their absence.
- f. If a board member desires to resign, they shall provide written notice to the President.

SECTION 3: Board Member Terms

- a. All Board Members appointed by the President may be removed by the President in his/her sole discretion. The term of all Board Members appointed by the President shall automatically expire with the end of the term of the President who appointed them, although nothing shall prevent the incoming President from continuing the term of any Director.

SECTION 4: Membership Director

- a. Membership Director shall promote club membership; in an effort to enroll new members, shall attend, and/or enlist other club members to attend club or community functions at which non- members are likely to be in attendance; shall process and record all membership applications and shall be the primary custodian of all membership records; shall be responsible for the content of club membership applications; Shall maintain a signed or electronic copy of applications and Code of Conduct for a duration of 3 years. Shall provide attendee (member and guest) sign-in sheets at all club membership meetings and shall endeavor to contact those persons signing to determine their interest in joining the club; shall coordinate with the Treasurer and the IT Director to maintain accurate membership information, and shall contact members who have not paid their dues to encourage them to continue their membership; shall be responsible for organizing and running a New Members Clinic and Vendor Expo each year.

SECTION 5: Marketing Director

- a. Marketing Director shall, with the assistance of club officers, directors and the general membership, develop and coordinate a list of potential annual club sponsors; promulgate and publish levels of sponsorships specifying the benefits of each such level, and disseminate such information to potential sponsors; ensure that sponsors pay for their sponsorships; maintain frequent contact with committed and potential sponsors; provide the Board of Directors with

periodic status reports.

SECTION 6: Social Media Ambassador

- a. Social Media Ambassador shall be responsible for the maintenance of the club Facebook account, and for the creation and maintenance of such future social media applications as may be approved by the Board. Maintenance shall include, but not be limited to: updating club photos and event information; posting current FWC rules, news and regulations; making periodic changes to cover photos to reflect appropriate seasonal images; Monitoring all social media accounts for inappropriate postings and derogatory comments; follow the marketing plan for sponsors, using his/her best efforts to increase views to the sites and positive responses thereto. This may be a paid position at the discretion of the Board of Directors and shall not be a voting member of the board.

SECTION 7: IT Director

- a. IT Director shall be responsible for the information technology and computer systems that support the needs and goals of the club, and shall promulgate and disseminate to the Board, when requested, an overview of his/her current functions, computer programs, and data available.

SECTION 8: Tournament Director

- a. Tournament Director shall be responsible to the Weighmaster for overseeing all aspects of the year-long/monthly and C.P.R tournaments, from planning and logistics like venue, schedule, volunteers, and registration, to on-site management such as running day-of operations, enforcing rules, resolving conflicts, and volunteers. They shall be responsible to ensure the rules and regulations for the year-long/monthly and C.P.R tournaments follow state and federal laws; shall, with the assistance of Weighmaster, promulgate and/or modify or amend Club year-long/monthly and C.P.R Tournament Rules. They shall be responsible for tournament budget management, and ensuring a fair, positive experience for members for all tournaments.

SECTION 9: Youth Programs Director

- a. Youth Programs Director shall assess community needs, designing and developing programs to meet those needs, designating and managing funds for the programs with the assistance of the treasurer, and evaluating program effectiveness to ensure success. Shall be responsible for the Kids4Reel program and the annual Kids Clinic.

SECTION 10: Flexibility

- a. The foregoing descriptions of the duties and responsibilities of Directors are not meant to serve as absolute, unchangeable requirements, but rather as basic functions suited for current circumstances. In the event that future circumstances should require changes in any aspect of the functions of a specific directorship, such changes may be made by majority vote of the Board, or upon request of the Director, subject to Board approval, duly recorded, without the need for By-Law amendment.

SECTION 11: Dues Exemption

- a. Yearly membership dues will be waived for all Board members during their term as a director.

ARTICLE VI: OFFICERS: ELECTION AND REMOVAL

SECTION 1:

- a. The Officers of the club shall be President, Vice President, Secretary, Treasurer, Quartermaster, Weighmaster, and Sergeant at Arms. All officers are also members of the Board of Directors.

SECTION 2:

- a. The election of officers shall be accomplished in the following manner:
 - 1. A Nominating Coordinator shall be appointed by the President to oversee the nominating process.
 - 2. A Nomination Box and nomination ballots shall be in place at both the February and March membership meetings, at which time any member may nominate himself or herself, or any other member, by placing the name of such person on such ballot, specifying the office for which he or she is being nominated, and placing the ballot in the Nominating Box. Nomination ballots will also be distributed to the membership in February for those wishing to mail in their choices for nominees. All mailed nomination ballots must be received by the club prior to the April membership meeting.
- b. The Nominating Coordinator shall review all nominations to determine the qualifications of each candidate. A list of all qualified candidates, together with notice that the election of officers will take place at the May membership meeting, will be distributed to the membership in April, together with a form of absentee election ballot. Absentee ballots must be received by the club

prior to the commencement of the May membership meeting. Any person who has been nominated but declines to seek office must notify the Nominating Coordinator prior to, or at the beginning of the April membership meeting.

- c. The coordinator shall then present the slate of qualified candidates to the membership at the ~~May~~ April membership meeting, specifying the office each is seeking. In the event that there have been no nominations for a particular office, nominations for such office(s) will also be accepted from the floor during said meeting.
- d. All nominees to be elected must be over the age of 19 years old and a member in good standing for at least one year. **Any nominee for Treasurer or Quartermaster must agree that if elected he/she will consent to having a criminal background and credit check conducted at the expense of the club within 90 days of being elected.**
- e. The election of Officers shall take place at the end of the May membership meeting. An Election Box together with election ballots shall be in place throughout the meeting. All voting will be by written ballot. Each Membership in good standing is entitled to one vote.
- f. Officers shall be installed at the June membership meeting.

SECTION 3:

- a. All officers are elected for a term of two years (with the exception of Treasurer which shall be a three (3) year term) but are eligible for re-election to succeed themselves for up to three additional one-year terms. Officers shall serve until their respective successors are duly elected or appointed and installed. An elected officer may choose to remain in their position, if there are no opponents, and at the discretion of the President, and will be allowed to run against any opponents for their position.
- b. The office of President and Vice-President shall not be elected in the same year.
 - 1. If the above mentioned shall happen, the Vice- President position will be open for election the following year. This is to stagger these positions for continuity.
- c. The office of Secretary shall be a lifetime position serving at the pleasure of the President.
 - 1. If the President deems to remove the Secretary, The President may appoint a member to this position in accordance with Article VI, Section 4, para. c.
 - 2. If the Secretary resigns from the position, He/She must give written notice of such action to the President.

SECTION 4:

- a. Unless proper notice or acceptable reason is delivered to the President or to the Board of Directors, any officer who misses three consecutive regular membership or board of directors' meetings, or whose actions are deemed by a majority of the Board of Directors to be detrimental to the club, shall forfeit his/her rights and position as both an officer and a director.
- b. If an Officer/Director resigns, He/She must give written notice to the President.
- c. In the event an office becomes vacant, a successor shall be selected by the President and approved by majority vote of the Board of Directors to serve until the next annual election or until a special election is called by the Board of Directors.

ARTICLE VII- DUTIES OF OFFICERS

SECTION 1: PRESIDENT

- a. President shall preside over all meetings at which he is present; shall appoint members of the Board of Directors, as set forth below; shall appoint special committees when deemed necessary; shall be an ex-officio member of all committees; shall vote only if his vote is needed to break a tie; shall assign tasks to Board members and shall maintain a close working relationship with the Board of Directors and club members; shall represent the club at public and official functions; shall be official spokesperson for the club; shall appoint independent professional to approve the financial affairs of the club at the end of each fiscal year; shall present an annual report to the membership at the end of each fiscal year outlining the activities and highlights of the previous year.

SECTION 2: VICE PRESIDENT

- a. Vice President shall assume the functions of the President should the President become incapacitated or otherwise be unable to perform his duties; shall preside over all meetings at which the President is not present; shall assist the President in all public and official functions; shall be official spokesperson for the club in the absence of the President; shall receive reports of committee chairmen.

SECTION 3: SECRETARY

- a. Secretary shall keep an accurate written record of all meetings and shall make available a complete copy of the minutes taken at each monthly members' meeting in time for distribution to the membership the following month. Minutes taken at the monthly Board of Directors meeting

shall be distributed to the board members in a timely manner. Shall maintain a copy (hard or electronic) of all confidentiality statements, conflict of interest statements

SECTION 4: TREASURER

- a. Treasurer shall be responsible for receipt and disbursements of all funds, subject to the provisions of Article V, Section 1, Para. B. hereof; shall keep accurate records of all banking transactions; shall give a financial report at all meetings of the Board of Directors and at all monthly membership meetings; shall prepare an annual budget worksheet to be reviewed by the Board of Directors; shall prepare an annual Profit and Loss Statement; shall prepare an Annual Financial Statement for presentation to the general membership. The official club books can be maintained by a third-party bookkeeper. Any inquiries concerning the budget must be submitted to the President and Board members in writing and will be reviewed by the Board of Directors to determine their legitimacy.

SECTION 5: WEIGHMASTER

- a. Weighmaster shall serve as official weighmaster at all club sponsored tournaments; shall keep current knowledge of all federal, state and local rules and regulations pertaining to all species of fish that qualify for club tournaments and records; shall determine locations for official club weigh stations and shall provide certified scales at each such location; shall, with the assistance of Tournament Director, promulgate and/or modify or amend Club Year Long Tournament Rules, which shall include a list of the locations of all official club weigh stations, and shall publish said rules to the general membership; shall, submit a timely monthly report to the Board of Directors and; shall maintain all weigh slips regardless of clarity or discrepancy; shall update, on a monthly basis, current standings for the Year Long Tournament and the yearlong Catch, Photo and Release (C.P.R) Tournament; shall submit a monthly report to be distributed to the membership.

SECTION 6: SERGEANT AT ARMS

- a. Sergeant at Arms shall lead the membership in the Pledge of Allegiance at the commencement of each monthly meeting; Shall sell 50/50 tickets; shall keep order and decorum during all meetings by enforcing Roberts Rules of Order; shall be knowledgeable of all Club By-Laws.

SECTION 7: QUARTERMASTER

- a. Quartermaster shall be responsible for ordering and maintaining an inventory of all saleable items; shall order and maintain supplies needed for club events, shall maintain accurate records

of all purchases and sales and shall turn over proceeds of sales to the club Treasurer on a timely basis.

ARTICLE VIII-STANDING COMMITTEES

SECTION 1: FISHING COMMITTEE

- a. Fishing Committee shall consist of three members, one of whom will be the Weighmaster who will serve as chairperson. The two other members need not be Board members, and shall be selected by the President to assist the Weighmaster with any of his/her duties as the need arises and as may be requested by the Weighmaster, including, but not limited to acting as substitute Weighmaster at club tournaments. Those selected must possess knowledge of club tournament rules, as well as all local, state and federal regulations that pertain to all club tournament eligible species.

SECTION 2: BY-LAWS COMMITTEE

- a. By-Laws Committee shall be appointed by the President and shall consist of not less than three nor more than five members. The committee shall review the club By-Laws as circumstances dictate, but at a minimum of once during each presidential term, to ascertain whether rescission, modifications or additions are necessary or appropriate.
 1. If rescission, modifications or additions are deemed necessary or appropriate, the Committee shall prepare a draft thereof and deliver same to the individual members of the Board of Directors, either electronically or by mail, at least 10 days prior to the next regularly scheduled meeting of the Board. After discussion and possible changes to the draft, a vote will then be taken at said meeting to either approve or disapprove the proposed changes to the By-Laws. A majority vote of those directors' present will be necessary for approval.
 2. If approved by the Board, a notice will be distributed to the membership stating that the Board of Directors has approved proposed changes to the By-laws and advising that a vote will be taken at the next monthly membership meeting for membership approval of the proposed changes. At least 10 days prior to the next monthly membership meeting the proposed changes will be distributed to the membership. A majority vote of those members present at such meeting will be necessary for approval.
 3. Changes to the By-laws become effective upon approval by the membership. Notice that changes to the By-laws have been approved by the required vote of the

membership, and are in effect, will be distributed to the membership and posted online.

SECTION 3:

- a. Additional Standing Committees may be established by majority vote of the Board of Directors. Any Standing Committee may be abolished or have their functions modified by majority vote of the Board of Directors

ARTICLE IX- MISCELLANEOUS

SECTION 1: Fiscal Year.

- a. The fiscal year of the club shall be from January 1st to December 31st unless changed by a majority vote of the Board of Directors.

SECTION 2: Additional Committees.

- a. Additional committees may be created by the President who shall be responsible for the appointment of their members. Any committee member appointed by the President may be removed by the President in his sole discretion. The terms of all committee members shall end upon the expiration of the term of the President who appointed them, although nothing shall prevent the incoming President from continuing the term of any committee member.

SECTION 3: Official Club Publication.

- a. An official club publication can be in the form of a newsletter, email or other form of media unless changed by majority vote of the Board. Information shall be distributed to the membership once each calendar month, and distributed to all club members (one copy per membership). Its format shall be subject to Board approval. Its content shall be determined by the editor, who shall be selected by the President subject to approval by a majority of the Board. The editor shall serve at the pleasure of the Board, can be paid for his/her services at a salary approved by the Board, and is requested to attend all Board and monthly membership meetings.

ARTICLE X- CONFLICT OF INTEREST

SECTION 1 — PURPOSE.

- a. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might

result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2 - DEFINITIONS

- a. Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investments, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
 - 2. A compensation arrangement with the Organization or with any entity or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation Arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - 4. Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article X, Section 3 b. 1, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3 - PROCEDURES

- a. Duty to Disclose.**
 - 1. In connection with actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.**
 - 1. After disclosure of the financial interest and all material facts, and after any discussion with the interested persons, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict-of-Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4 - RECORDS OF PROCEEDINGS.

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed

transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5 - COMPENSATION.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6 - ANNUAL STATEMENTS.

- a. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - 1. Has received a copy of the conflict-of-interest policy.
 - 2. Has read and understands the policy.
 - 3. Has agreed to comply with the policy, and understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

SECTION 7 - PERIODIC REVIEWS.

- a. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - 1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - 2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible

private benefit, or in an excess benefit transaction.

SECTION 8 - USE OF OUTSIDE EXPERTS.

- a. When conducting the periodic reviews, as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI-DISSOLUTION

- a. Upon dissolution, the assets of the Corporation shall only be distributed for an exempt purpose as described in Section 501 (c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose.
- b. Except as expressly modified hereby, the Amended Bylaws of the Club dated February 1 2024 shall remain in full force and effect. If there is any discrepancy between the provisions of this Amendment and the provisions of the Amended Bylaws dated January 8 2026, the provisions of this Amendment shall control.

CERTIFICATION

The undersigned hereby certifies: I am the duly elected and acting Secretary of the FLAGLER SPORTFISHING FOUNDATION, INC d/b/a FLAGLER SPORTFISHING CLUB, a Florida corporation.

The foregoing By-Laws constitute the amended By-Laws of the corporation as duly adopted at a meeting of the general membership held on the day of 8 January 2026.

IN WITNESS WHEREOF I have hereunto subscribed my name on this date: _____

Signature: