

BY-LAWS
TROPICAL SPORTS CLUB, INC.
September 30, 2005 (Amendment –1)

Article 1: The Club Name:

The name of the Corporation is “Tropical Sports Club, Inc.” hereinafter called, “The Club”.

Article 2: Composition:

The club shall consist of a Board of Directors elected and appointed Officers and General Membership.

Article 3: Board and Officers:

Section 1: Board of Directors The Board shall be comprised of Seven (7) members with a minimum of Four (4) members of the club in good standing, one of whom must be the President of the club. The Officers as follows - Chairman, Secretary, Financial Officer, and Four (4) at large members.

Section 2: Elected Officers: The elected officers are President, Vice- President, Secretary, Treasurer, and Club Manager. Based on the recommendation by the Disciplinary Committee, an elected officer may be removed from office during his or her term as a result of non-performance of duty.

Article 4: Meeting and Procedures:

Section 1: General Meetings The regular meetings of the Club shall take place on the last Friday of every month at 8.00pm at the clubhouse or at a location and time designated by the Executive Committee. All business of the club will be conducted at our regular meetings.

Section 2: Suspension of Meeting By a two-thirds majority vote of the members present, the current or any future meetings may be suspended for just cause.

Section 3: Special Meetings: Special Meetings may be held at the discretion of the President. Only matters stated as to the purpose of the meetings will be discussed.

Article 5: Representation and Dress:

Section 1: The Club will be represented by the various Sports Teams selected by the proper committees.

Section 2: Each team will select its Captain and Vice-Captain by a majority vote of its team members.

Section 3: Dress: Only proper dress for the particular sports as adopted by the club is acceptable.

Section 4: Colors: The club colors are Maroon and Gold.

Article 6: Eligibility:

Any person of good character will be recommended by at least two members of good standing. Such person must attend two consecutive meetings at which time such person will be presented to the body for their approval by majority vote.

Article 7: Application Fees:

Section 1: Application Fees of an amount to be determined at the first General Meeting each year will be paid along with the submission of an application form for membership. If the membership is declined, the application fee will be refunded.

Section 2: Membership Dues. Annual membership dues will be determined by the Club at a special meeting. All dues are due on January 01, of each year.

Article 8: Discipline:

Disciplinary charges can be brought against any member as it affects the club on or off the field of sports. Such charges will be referred to the Disciplinary Committee.

Section 1: Charges: Charges brought against a member must be in writing and forwarded to the Secretary. The charges must be read at the next regular meeting, turned over to the Disciplinary Committee for proper investigation. The Disciplinary Committee must report their findings and recommendations within thirty (30) days to the Executive Committee for its proper disposition.

Section 2: Financial: Any member in arrears will not be eligible to vote or represent the club until such indebtedness is satisfied. However, these members will be allowed other club privileges up until April 01 (90 days) of the current year of indebtedness,

Section 3: Reinstatement: Any member who has been dropped from the rolls of the Club for non-payment of dues will be reinstated upon paying all his or her delinquency.

Article 9: Election of Officers/Board Members:

Section 1: The election of Board Members The election of the Corporation Board of Directors shall take place at the Annual General Meeting and term shall be two years.

Section 2: The election of Officers The election of Officers shall occur annually at the Annual General Meeting, which shall be held by the first Sunday in February and after a proper audit report is accepted by the membership.

Section 3: A majority vote by secret ballot is required for election to any office.

Section 4: A member must be in good standing and all dues paid up for the year to be eligible to participate.

Section 5: Any Officer elected will not perform any duties or exercise any authority of his office until duly installed by the installing Officer to be determined by the Executive Body.

Article 10: Duties of the Officers:

President: To preside over the meetings. To represent the Club at all times as required. To make decisions on behalf of the Club. To appoint all committees as deemed necessary. To sign drafts along with the Secretary or Treasurer.

Vice-President: To act in the absence of the President and to perform all other duties imposed on him by the President.

Secretary: To administer the affair of the Club. Record the proceedings of meetings. Receive all monies paid into the Club. At all times keep an accurate documented account, turn all monies over to the Treasurer and obtain his receipt for the same. At the direction of the President, the Secretary may act in the absence of the President and Vice-President.

Treasurer: To act in the absence of the President, Vice-President and Secretary. To receive all monies paid into the Club from the Secretary, keep an accurate and documented account of the same; pay the same out on the order of the President with the consent of the membership. Present a semi-annual report in July and an annual report in January then turn the books over to the appointed Auditing Committee.

Club Manager: At the direction of the President, formulate and agenda and coordinate all fundraising and social activities for the Club. Oversight of the Entertainment Committee shall be a function of the Club Manager.

Article 11: Committees:

Section 1: The Standing Committee shall be appointed by the President and shall include Auditing Committee, By-Laws Committee, Disciplinary Committee, Entertainment Committee, Selection Committee and Averaging and Scheduling Committee.

A. The Auditing Committee shall audit the books and records of the Secretary and Treasurer annually before the elections are held and report its findings and recommendations to the membership on the fiscal condition of the Club. The audit must also be submitted by the end of January to the Corporation's Board of Directors. The Auditors shall avail themselves to the Board for questions and or clarification upon request.

B. The Selection Committee will select the members of the sporting teams to represent the Club.

C. The Entertainment Committee will make all the necessary arrangements for refreshments, entertaining and other social events.

D. The Disciplinary Committee shall investigate all reports referred to it; report its findings and recommendations to the Executive Committee. The Executive Committee will present the findings to the membership, who will by a majority vote, determine its deposition.

E. The Averaging and Scheduling Committee shall calculate average and do averaging and statistics of all sports, as required.

F: The By-Laws Committee shall review and consider proposed changes to the By-Laws as received from the Secretary, review the impact of the changes, and ensure that they are within the guidelines, before it is submitted to the membership for a vote and for final approval.

Article 12: Establishment of an Account:

Section 1: An account shall be established with a good and solvent bank within the area in the name of Tropical Sports Club, Inc., naming the President as the custodian of the account with the Secretary and Treasurer as fiscal agents of the Club.

Section 2: All monies received into the Club shall be deposited into the account by the Treasurer within five (5) days of receipt.

Article 13: Administration:

In December of each year, prior to the election of officers, all records, books and property shall be brought to the Club to be turned over to the succeeding administration. The Club year is January 1 to December 31.

Article 14: Quorum:

A quorum shall be – A. All five elected Officers or B. Any three elected Officers along with at least five other members

Article 15: Change of By-Laws:

All proposed changes to these By-Laws shall be submitted in writing to the Secretary at a regular meeting by any member in good standing, they will be read to the membership and turned over to the By-Laws Committee. A two-thirds (2/3) majority vote of the club, by proxy or personal attendance, is required for adoption of any changes to the By-Laws.

Amendment To By-Laws

Amendment 1: Final Draft September 30, 2005
Adoption October 28, 2005