

BY-LAWS OF
SOUTHERNMOST BOCCE LEAGUE, INC.

ARTICLE I – OFFICES

The principal offices of the corporation shall be established and maintained at 415 Eaton Street, Key West, Monroe County, Florida. The corporation may also have offices at such places within or without the State of Florida, as the Board may from time to time establish.

ARTICLE II – PURPOSES

The purposes for which this corporation has been organized are as follows:

To form a league of Bocce players to play in tournaments to raise money for charities, community projects and to maintain the league.

ARTICLE III – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

Members shall be determined as follows:

The membership of the corporation shall be comprised of the Captains of the individual teams that qualify to play during the seasons of the Bocce League. Qualification for membership is predicated upon the payment of league fees for the season and payment of individual player fees by the team. These fees shall be set and approved by the membership at the regularly scheduled membership meetings.

2. MEMBERSHIP MEETINGS

The bi-annual membership meetings of the corporation shall be held in February and August of each year of the existence of the corporation on a date to be agreed upon by the Board of Directors. The secretary shall give the membership notice of the meeting in the Key West Citizen stating the date, time and place of the bi-annual meeting.

The presence at any membership meeting of not less than four (4) Captains from each night play is conducted during the season and at least three (3) members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the corporation, however, a lesser number may adjourn the meeting for a period of not more than one (1) week from the date previously scheduled and the secretary shall give the membership notice of the next meeting in the Key West Citizen stating the date, time and place of the rescheduled meeting. A quorum as herein before set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation shall be produced at any meeting of members upon the request of any member who has given written notice to the corporation. Such request will be made at least ten (10) days prior to

such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. SPECIAL MEETINGS

Special meetings of the corporation may be called by the directors. The secretary shall give the membership notice of the special meeting in the Key West Citizen stating the date, time and place of the special meeting at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

4. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

5. ORDER OF BUSINESS

The order of business at all meetings of members shall be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and Welfare
8. Adjournment

6. MEMBERSHIP DUES

Membership dues shall be set at the bi-annual meeting and approved by the membership.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the board of directors which shall consist of not less than three (3) directors. Each director shall be at least eighteen (18) years of age.

2. ELECTION AND TERM OF DIRECTORS

At the bi-annual meeting of members the membership shall elect directors to hold office until the next bi-annual meeting. Each director shall hold office until the expiration of the term for which

elected and, or until a successor has been elected and shall have qualified, or until prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by a vote of the members or by a vote of a majority of the directors. No decrease in number of directors shall shorten the term of an incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the articles of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of members. A director elected to fill a vacancy caused by resignation death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by a vote of the members or by any action of the board of directors. Directors may be removed without cause by a vote of the members.

6. RESIGNATION

A director may resign at any time by giving written notice to the board of directors, the president of the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the board of directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Upon resignation of a director, the board of directors shall appoint a successor who shall serve out the term of the director who resigned.

7. QUORUM OF DIRECTORS

Unless otherwise provided in the articles of incorporation, a majority of the entire board of directors shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD OF DIRECTORS

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board of directors. Each director present shall have one (1) vote.

9. PLACE AND TIME OF BOARD OF DIRECTORS MEETINGS

The board of directors may hold its meetings at the office of the corporation or at other such places, either within or without the state, as it may from time to time determine.

10. REGULAR BI-ANNUAL MEETINGS

A regular bi-annual meeting of the board of directors shall be held immediately following the bi-annual meeting of members at the place of such bi-annual meeting of members.

11. ADJOURNMENT OF THE BOARD OF DIRECTORS MEETING

A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN

At all meetings of the board of directors the president, or in the president's absence, a chairman chosen by the board of directors shall preside.

ARTICLE V – OFFICERS

1. OFFICES, ELECTION AND TERMS

Unless otherwise provided for in the articles of incorporation, the membership shall elect a president, one (1) or more vice-presidents, secretary and a treasurer who shall serve as directors.

2. REMOVAL, RESIGNATION AND SALARY

Any officer elected or appointed by the membership may be removed by the board of directors with or without cause. In the event of the death, resignation or removal of an officer, the board of directors in its discretion may elect or appoint a successor to fill the unexpired term. No officer elected or appointed by the membership shall receive a salary for performing the duties as an officer of the league.

3. PRESIDENT

The president shall be the chief executive officer of the corporation and shall preside at all meetings of the members and of the board of directors. The president shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

4. VICE-PRESIDENTS

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board of directors shall prescribe.

5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit such funds in the name of the corporation in such bank or trust company as the board of directors may elect, and shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by another officer/director, and shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by another officer/director. The treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the bi-annual meeting, the treasurer shall have an audit of the accounts of the corporation, and shall present such audit in writing at the bi-annual meeting of the members and at which time shall also present an annual report setting forth in full the financial condition of the corporation.

At the bi-annual meeting of each season of league play and during the following four (4) weeks, the treasurer shall receive team membership fees and individual players fees paid to the league and shall deposit said funds in the name of the corporation in such bank or trust company as the board of directors may elect. The treasurer shall then meet with the secretary for posting the receipt and deposit of team membership fees and individual player fees pad to the league.

6. SECRETARY

The secretary shall keep the minutes of the meetings of the board of directors and also the minutes of the meetings of the members, and shall have custody of the seal of the corporation and the power to affix and attest the seal to documents when duly authorized by the board of directors. The secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct. And shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office. Also, the secretary shall keep a membership roll containing all the names, arranged alphabetically, of all persons who a members of the corporation. Said list shall show the members place of residence and phone number.

During the first three (3) weeks of each season of league play, the secretary shall post the receipt and deposit in the depository for league funds of team membership fees and individual player fees paid to the league. This posting shall be at the Bocce Courts.

7. ASSISTANT SECRETARIES

During the absence or disability of the secretary, or if there are more than one (1), the one (1) designated by the secretary of the board of directors shall have all the powers and functions of the secretary.

8. SURETIES AND BONDS

In case the board of directors shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board of directors may direct, conditioned upon the faithful performance of the duties to the corporation and including

responsibility for negligence and for the accounting for all property, funds, or securities of the corporation which may come into the officer or agent's hands.

ARTICLE VI – CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the work "SEAL", the words "CORPORATION NOT FOR PROFIT" and the state of incorporation. The seal may be used by causing it to be impressed or affixed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the articles of incorporation and these by-laws, the provisions of the articles of incorporation shall govern.

ARTICLE VIII – CHARITIES

As expressed in the Articles of Incorporation and the By-Laws, the purpose of the league is to contribute to charitable organizations. The Board of Directors shall be authorized to donate up to 20% of the season's revenue to charitable interest. These interests shall rotate and are limited to Wesley House Community Center, Inc., Big Brothers/Big Sisters, Inc., Florida Keys Children's Shelter, Inc. and the Monroe Association for Retarded Citizens, Inc. The directors may, within the 20%, be authorized to donate funds to league players for the good of the league. Additional donations may be authorized by a vote of the members.

AMENDMENTS

The by-laws may be adopted., amended or repealed by the members at the time they are entitled to vote.

Amendment # 01: In April, 2005, members voted to amend Article VIII to add the Monroe Association for Retarded Citizens, Inc. as a named interest in the rotation to benefit from the League's charitable donation.