

Bylaws of The Texas Mariners Cruising Association, Inc.

Approved November 19, 2020

I. PRINCIPAL OFFICE and PURPOSE

The registered office and registered agent of the corporation (the "Club") shall be designated by each Commodore within ten (10) days of his/her acceptance of the office of Commodore of the Club in January of each year. Each such designation shall be filed by the Secretary in the minute book of the Club, and with the Secretary of State of Texas whenever designations are changed. The Club may have such other offices as may from time to time be designated by the Commodore.

The primary purpose of the Club is to plan and conduct cruises along the coastal and inland waters of the Gulf of Mexico, adjacent waters and occasionally to and in other locations designated by the Club, hold educational and social events and communicate information regarding these activities to its members and interested parties.

II. MEMBERS

2.01. Membership Application. Application for membership in the Club may be made as follows:

1. **a.** Each Member of the Club shall file, in such manner as the Secretary shall designate, an address to which all communications and notices concerning the affairs of the Club shall be sent. In the case of Members who have submitted a dual membership application, such persons shall designate in the application one address for such purposes and any communication or notice duly sent to such address shall be considered to have been sent to each of such persons.
2. **b.** Dual Application by two adults, or
3. **c.** Single Application by one adult.
4. Each person designated in a membership application shall, upon acceptance of the application and the payment of required initiation and membership fees as established by the Board of Governors, be a member ("Member") of the Club.

2.02. Member Rights. Members shall have equal rights. Each Member shall have the right to vote on any Club matter, the right to present at a Club meeting a motion to be voted on by other Members, the right of discussion at any Club meeting, the right to stand for election to any Club office and the right of participation in any Club activity.

2.02.1. The Cruise Committee may, from time to time, plan such cruises and designate Members as coordinators of such cruises. The Club, its officers, committee members, designated cruise coordinators, or other Members of the Club shall not, under any

circumstances, be responsible for the safety of Member or Member's passenger(s) or vessel. Member agrees to hold harmless the Club, its officers, committee members, and designated cruise coordinators acting in such capacities from and against all damages to Member's vessel and/or injuries of whatever kind to Member and/or Member's passengers; and Member is solely responsible for the safe passage of his/her vessel and for his/her full compliance with and observance of all applicable rules, regulations and laws of all applicable organizations and governments. Such notice shall be placed on membership applications, both printed and electronic.

2.02.2. Lifetime membership in the Texas Mariners Cruising Association will be granted to all past Commodores.

2.03. Honorary Members. The Board of Governors may grant honorary membership in the Club to persons who, in the opinion of the Board of Governors, have promoted the purposes of the Club. Honorary memberships shall have such Club privileges as the Board of Governors specify in the grant of honorary membership, but in no event, shall such privileges include the right to vote.

2.04. Membership Period. Each TMCA annual membership shall be effective for the calendar year beginning on the first day of January and ending on December 31st. TMCA Annual Dues are due on January 1st. A member may withdraw from membership at any time, and prepaid dues of said members are forfeited.

2.05. Suspension and/or Termination of Membership. The Board of Governors may suspend or terminate a member's membership for cause by a vote of at least five (5) members of the Board of Governors. The Board of Governors shall give at least ten (10) days' notice to the member at the address provided pursuant to 2.01.a, or at the member's last known physical or electronic address. The notice shall state 1) the nature of the complaint, 2) the member's right to respond in writing, 3) that a determination by the Board shall take place ten (10) days after notifying the member of the complaint, and 4) that such determination may result in no action, temporary suspension, or permanent termination of membership.

III. MEETINGS OF MEMBERS

3.01. Annual Meeting. The Annual Meeting of the Members of the Club shall be held during November of each year at a place designated by the Commodore for the purposes of electing the officers who shall constitute the Board of Governors and transacting any business which may be brought before the meeting.

3.02. Special Meetings. Special Meetings of the Members of the Club may be held at any site within the state of Texas, and such meetings may be called at any time by the Commodore, or by any two (2) members of the Board of Governors, or by at least one-tenth (1/10) of the Members. The Secretary or, in the case of a meeting called by at least one-tenth (1/10) of the Members, the designee of such Members, shall arrange for such notice as is required in this Article III to be given to Members.

3.03. Notices. Notices of the Annual Meeting or any Special Meeting of the Members, shall be sent to each Member pursuant to section 2.0.1.a hereof not less than ten (10) days before the date of the meeting. Notices of any such meetings of Members shall specify the place, date and hour of the meeting. Notices of Special Meetings shall also specify the purpose of the meeting. Notices of Annual Meetings shall specify the purpose of the meeting if one of the purposes will be to consider proposed amendments to the Articles of Incorporation or the Bylaws, a dissolution or other termination of the Club, or disposition of the assets of the Club outside the ordinary purposes of the Club.

3.04. Quorum. At any Annual Meeting or Special Meeting of the Members of the Club duly convened and held, 25 Members entitled to vote shall constitute a quorum of the Members for all purposes except in those instances where larger numbers are required by law. If at any such meeting a quorum of the Members is not present, the meeting may be adjourned by those present at the meeting to any day not exceeding thirty (30) days thereafter and no further call or notice of such adjourned meeting shall be necessary. Such adjourned meeting shall be regarded as a continuation of the meeting for which the adjournment was made.

3.05. Voting. At all Annual Meetings and Special Meetings of the Members, each Member entitled to vote may cast one vote at the time the meeting is called to order for each matter before such meeting for action by the Members. Except for the election of officers which is governed by section 6.05 hereof, a majority of the votes of Members then in attendance (provided a quorum is present) shall determine the action of the meeting unless the provisions of the controlling corporate statutes or the Articles of Incorporation provide otherwise.

3.06. General Meetings. General meetings may be called from time to time by the Board of Governors or any Committee for the purposes of planning cruises, educational programs, social activities or other matters of such nature. General meetings shall not be for the purpose of conducting Club business which requires voting by members. General meetings shall be set at times and places as determined by the Board of Governors. The Vice Commodore shall give as much notice as is possible of such meetings. There shall be at least nine (9) general meetings a year for the purpose of bettering the Club through education. To the extent possible general meetings shall be held on the third Friday of the month.

3.07. Rules. At general meetings, formal rules of order will not usually be required. At any meeting of Members or the Board of Governors where the business at hand requires formal rules of order, the parliamentary rules as laid down by a recent edition of "Robert's Rules of Order Newly Revised" shall govern when not in conflict with these Bylaws or the Articles of Incorporation

IV. BOARD OF GOVERNORS

4.01. Authority. The Board of Governors shall have full authority over the operations and finances of the Club shall have general control of its assets, and all rights and powers connected therewith shall be vested in them.

4.02. Governors. The Governors shall be the Immediate Past Commodore, the Commodore, the Vice Commodore, the Rear Commodore, the Port Captain, the Cruise Captain, the Treasurer, and the Secretary.

4.03 Board of Trustees. The Board of Trustees shall consist of up to four past commodores of the Club who are not serving on the current Board of Governors, that are members in good standing, and who wish to serve as Trustees. The Commodore is responsible for recruiting the Board of Trustees. The Trustees provide advice to the Board of Governors, conduct an annual review of the Club Bylaws, and recommend any resulting changes to the Board of Governors. The Board of Trustees shall be invited to attend all Board meetings but shall have no voting rights at such meetings.

4.04 Meetings of the Board of Governors. An Organizational Meeting, the first official meeting of the incoming Board of Governors, shall be held on or before January 15. Included in the agenda of such meeting shall be preparation and approval of a Preliminary Operating Budget in accordance with Article 4.07, and a thorough review of the Bylaws of the Club, conducted by the TMCA Trustees to ensure that all Governors fully understand the Bylaws. Notice of such meeting shall be given to the Board of Governors by the Commodore at least ten (10) days before such meeting.

4.04.01. A Budget Meeting shall be held on or before the first day of April to approve the final Annual Budget which shall be presented to the Members at the April General Meeting as the Approved Annual Budget.

4.04.02. Special Meetings of the Board of Governors shall be held at a time and place designated (i) by the Commodore whenever called by the Commodore, or (ii) by any two members of the Board of Governors. Unless such meeting is scheduled at the previous meeting of the Board of Governors, or unless notice is waived, the Commodore, or the Secretary if so, designated by the Commodore, shall give notice in writing to each Governor of each Special Meeting. Such notice shall be valid if communicated at least five (5) days before the meeting to the registered address of the respective Governor, or if sent via the Internet at least five (5) days before the meeting to the registered e-mail address of the respective Governor. After the 5-day waiting period, Commodore (or two governors) can email proposed business and request email vote to be sent back to the eight (8) member board email list. The results of the vote will be recorded by the secretary and formally recorded in the minutes of the next special board meeting or Nov. annual meeting minutes. Additionally, the Commodore can send an e-mail to the Governors announcing an e-mail vote in 5 days; if at least 2 Governors wish to decline the e-mail vote and meet in person to debate the proposal, then a meeting will be held instead of the e-mail vote. Whenever all the Governors shall

meet in person at any time or place and unanimously agree upon any action of the Club, such action shall be as valid as if authorized by formal resolution duly adopted at a Special Meeting duly convened and held for the purpose of considering such action. Minutes of each meeting of the Board of Governors shall be recorded and retained in the records of the Club.

4.05. Quorum. A majority of the Board of Governors shall constitute a quorum for the transaction of business at any Organizational or Special Meeting. The affirmative vote of a majority of the Governors present at a meeting at which a quorum is present shall be necessary for the passage of any resolution. Each Governor shall have one vote at all meetings of the Board of Governors, however the Commodore, as presiding officer at meetings of the Board of Governors, shall be entitled to vote only when doing so will affect the outcome of a vote, or if the vote is by ballot.

4.06. Annual Financial Statements. The Board of Governors shall have the Club accounts audited by an independent certified public accountant, or by three Members appointed as the Audit Committee by the Commodore as the Board of Governors shall determine, ideally prior to April 1, but no later than June 30 of each year. They shall review and close the Club books for the prior fiscal year and approve the Treasurer's annual report.

4.07 Budgets. The Board of Governors shall prepare and approve a Preliminary Operating Budget at their Organizational Meeting. The Board of Governors shall prepare and approve an Annual Budget at the Budget Meeting. These meetings shall be in accordance with Article 4.04 Meetings of the Board of Governors.

V. OFFICERS

5.01. Officers. The elected officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Port Captain, a Cruise Captain, a Treasurer and a Secretary. Other officers may be appointed for the duration of the current term by the Board of Governors as it considers necessary.

5.02. Terms. The officers shall take office on January 1st of each year and shall serve for a term of one (1) year, or until their successors are duly elected. The Commodore's term may be extended to two years, if the current Commodore is willing to serve a second term and provided the trustees approve, by a majority vote. Vacancies in any office may be filled for the balance of the term thereof by the Board of Governors; provided, however, that a vacancy in the office of Commodore shall be filled by the incumbent Vice Commodore, unless he/she is unable or unwilling to serve as Commodore, in which case the balance of the term of the Commodore shall be filled by another member of the Board of Governors, or the *previous* Past Commodore, elected by the Board of Governors, unless none is willing to serve, in which case the balance of the term of the Commodore shall be filled by a Member of the Club elected at a Special

Meeting of the Club. In the latter case, all nominations for the replacement Commodore shall be made from the floor of the Special Meeting called for the purpose and shall require a second and that the nominee is agreeable to serve if elected.

5.03. Commodore. The Commodore shall be the chief executive officer of the Club and shall preside at meetings of the Club and Board of Governors. He/she shall be a member ex officio of all committees. He/she shall communicate to the Club such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Club; and shall perform such other duties as are necessarily incident to the office.

5.04. Vice Commodore. The Vice Commodore shall perform all duties of the Commodore during the absence of the Commodore. He/she shall be a member ex officio of all committees. He/she shall be chairperson of the Education Committee.

5.05. Rear Commodore. The Rear Commodore shall perform all duties of the Vice Commodore during the absence of the Vice Commodore. He/she shall be chairperson of the Social Events Committee. The Rear Commodore shall be responsible for preparing and submitting a social event plan to the Commodore no later than February 15. The Port Captain is a member of the Social Events Committee and will assist the Cruise Captain and Rear Commodore with social event resources and logistics planning, each calendar year.

5.06. Port Captain. The Port Captain shall be a member of the Social Events Committee and assist the Cruise Captain and Rear Commodore with social event resources and logistics planning. The Port Captain shall be responsible for preparing and submitting a dock party plan to the Commodore no later than February 15 of each calendar year.

5.07. Cruise Captain. The Cruise Captain shall be chairperson of the Cruise Committee. He/she shall be responsible for preparing and presenting a cruise schedule to the Commodore not later than February 15th of each calendar year.

5.08. Treasurer. The Treasurer shall establish a mechanism for the collection of dues and their payment and shall keep an account of all monies received and expended for use of the Club and is required to balance the club's books each month and reconcile to the bank balances. He/she shall provide to the Secretary a list of names of members and their addresses as their membership dues are received. All disbursements shall be approved by the Treasurer and shall have been authorized in the Preliminary Operating Budget or the Approved Annual Budget, or by a resolution of the Board of Governors. Funds may be drawn only on the signature of the Treasurer or Commodore. All sums received shall be deposited by him/her in a financial institution approved by the Board of Governors. He/she shall make a report at the annual meeting or when called upon by the Commodore or other Governor. The funds, books and vouchers in the Treasurer's hands shall, with the exception of confidential reports submitted by Members, at all times be subject to verification and inspection of the Board of Governors. At the

expiration of his/her term of office, the Treasurer shall deliver to his/her successor all books, money, and other property of the Club.

5.09. Secretary

The Secretary shall maintain and update the Texas Mariner Cruising Association electronically generated membership records that will provide to persons responsible for Club mailings an up-to-date list of members names and addresses. This database will also be available to active members on the TMCA website which will be the Membership Directory. The Secretary will also record and maintain the minutes of the Board of Governors meetings and maintain all designated official records of TMCA required to operate under the law. These documents included but are not limited to: Articles of Incorporation, Association Bylaws, required local, state and federal forms. Other duties include creating identification Badges on request for members in good standing and perform such other duties as may be established by the Commodore. At the completion of his/her term of office the Secretary shall deliver to the incoming Secretary all records, lists, and all official documents pertaining to the Texas Mariners Cruising Association.

VI. ELECTION OF OFFICERS

6.01. Nominating Committee. The Nominating Committee shall consist of the currently serving Board of Trustees, the Commodore, the Immediate Past Commodore, and at least two Members selected by the Commodore, one of which shall have been a member for at least five years, and one of which shall have been a Member for no more than two years. Members intending to accept, or having accepted a nomination, shall be disqualified from serving on the Nominating Committee. If any member of the Nominating Committee intends to run for elected office, he/she shall be removed from the Committee and the Committee may replace such member. The Chairperson shall be selected by a majority vote of the Nominating Committee.

6.02. Nominations. Each year before the annual meeting of the Members, the Nominating Committee shall nominate at least one Member for each of the following offices: Commodore, Vice Commodore, Rear Commodore, Port Captain, Cruise Captain, Treasurer and Secretary. Such nominations shall be completed in time to permit the list of nominees selected by the Nominating Committee to be included in the notice of the meeting of the Members immediately preceding the annual meeting. If possible, at least one of the nominees for the office of Commodore shall be a person who has previously served as an elected officer of the Club.

6.03. Additional Nominations. Additional nominations for the offices described in section 6.02 hereof may be placed before the Members at the meeting of the Members

immediately preceding the Annual Meeting by nomination from the floor at such meeting, provided, however, that such nominations from the floor shall require a second in order to be accepted, and that the nominee be able and willing to serve.

6.04. Acceptance of Nomination. Notwithstanding any other provision of these Bylaws, no nomination of any person for any office shall be effective until such person has, to the satisfaction of the Nominating Committee, accepted his/her nomination and agreed to serve, if elected, in the office to which he/she is nominated.

6.05. Election Procedure.

If at the end of the nomination process outlined above, there is only one candidate for each position, a motion may be made to accept the nominees as elected by acclamation. If seconded, a vote can be called for, and if passed, the nominees are duly elected, and the election process is completed. If there are any positions with multiple candidates, the Nominating Committee shall, at the time the notice is given to Members of the annual meeting of the Club, provide to each Member a ballot containing the names of nominees selected in accordance with sections 6.02, 6.03, and 6.04 of this Article VI for the offices of Commodore, Vice Commodore, Rear Commodore, Port Captain, Cruise Captain, Treasurer, and Secretary. Such ballots may be marked with a vote for one nominee for each such office and may either be mailed, or distributed via electronic conveyance, to the Secretary in sufficient time to be received by the Secretary before the annual meeting or delivered personally to the Nominating Committee at the annual meeting. The ballots shall be tallied at the annual meeting by the Nominating Committee or a committee of such Members as the Nominating Committee shall appoint for the purpose. The nominee receiving the greatest number of votes for each office as is designated on the ballots shall be elected to serve as such officer.

VII. COMMITTEES

7.01. Standing Committees. The Club shall have nine (9) standing committees: an Education Committee composed of one (1) or more Members, a Social Events Committee composed of five (5) or more Members, a Cruise Committee composed of five (5) or more Members, a Membership Committee composed of three (3) or more Members, a Historical Committee composed of one (1) or more Members, a Boutique Committee composed of one (1) or more members, a Newsletter Committee composed of one (1) or more Members, an Internet Committee consisting of one (1) or more Members, and a Community Liaison Committee consisting of one (1) or more Members. Additional committees may be established from time to time by the Commodore. Each committee shall have a Chairperson who shall be responsible for directing and coordinating the affairs of his/her committee. The Chairpersons of the Membership, Historical, Boutique, Newsletter, Internet and Community Liaison Committees shall be appointed by the Commodore. Committee members shall be appointed by Committee Chairpersons and shall serve at the pleasure of the Board of Governors.

7.02. Education Committee. The Education Committee shall plan and organize programs aimed at improving the Club's general knowledge of boating, boating safety and other matters appropriate to a club of this nature.

7.03. Social Events Committee. The Social Events Committee shall plan and organize the Commodores Ball and any other social events planned by the Chairperson such as Mardi Gras, Wine tasting or Fajita party. The Chairperson shall establish the event guidelines. The Committee will assist the social event, cruise and dock party hosts as necessary with any social event logistics.

7.05. Cruise Committee. The Cruise Committee shall plan and recommend cruises to the membership. It shall establish guidelines for persons serving as cruise leaders.

7.06. Membership Committee. The Membership Committee shall determine the eligibility of persons desiring to become Members of the Club. It shall recommend to the Board of Governors persons to be considered for election to the Board of Governors as honorary Members.

7.07. Historical Committee. The Historical Committee shall maintain records of all existing Yearbooks, directories, Newsletters, and, to the extent practical, articles in publications.

7.08. Boutique Committee. The Boutique Committee shall maintain and display the club's inventory of logo merchandise, and accessories. The Chairperson shall implement a purchasing system for the purpose of selling the items at all club meetings and social events, as feasible. All merchandise designs, material, and quantity shall be approved by the Board prior to purchase.

7.09. Newsletter Committee. The Chairperson of the Newsletter Committee shall be the Editor of "The Texas Mariner". He/she shall have responsibility for its publication and authority for its content according to policies established by the Board of Governors.

7.10. Internet Committee. The Internet Committee shall be responsible for the TMCA website and other software used for club operations. Members of this committee shall be nominated and approved by the Board of Governors. The Chairperson of this Committee shall be chosen by the Commodore. The Internet Committee shall be responsible for the design, content, and maintenance of the web site within the policies set forth by the Board of Governors. The Commodore and Treasurer shall be given login information and passwords for the website, server and domain, to be held in safe-keeping and passed on to the new Commodore, Internet Committee Chairperson and Assistant Chairperson each year, as well as hold "super Admin authority" or otherwise titled highest managerial level of the website to ensure continuity and minimize risk of unauthorized actions. The Internet Committee shall be in charge of the website and will make changes and updates as needed to keep it fresh and responsive to the club membership.

7.11. Community Liaison Committee. The Community Liaison Committee shall maintain a relationship with various boating, conservation, maritime and governmental entities for the purpose of compiling information received from these entities and conveying it back to the boating community. When interesting and timely, the information collected may be conveyed to the Members via "The Texas Mariner", or by other means.

VIII. RESERVE FUND

A Reserve Fund shall be maintained by the Club for the purpose of insuring membership communications. Expenditures from the Reserve Fund may be made by a vote of the Governors in accordance with Article 4.05. The Reserve Fund balance shall be no less than 6 month's total operating budget of the club,

consisting of what it takes to minimally operate the club, including paying for a meeting location, operating the website, maintaining a mailbox, insurance coverage for the Board members, and maintaining any other authorized forms of communication with the members. If at any time the Reserve Fund balance falls below the required amount, the board of governor shall request a dues increase among the members and/or curtailment of expenditures to replenish the Reserve Fund.

IX. CORPORATE SEAL

The seal of the Club shall be the seal or stamp hereon. The use of the seal or stamp is entirely optional at the discretion of the Board of Governors and the use of it shall not be necessary for the validity of any document or transaction. The seal or stamp shall be retained for safekeeping by the Secretary.

X. AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of (i) the Board of Governors in accordance with Article IV hereof or (ii) the Members of the Club at any Annual Meeting or Special Meeting duly called and held in accordance with Article III hereof

XI. FUNDS

11.01. Finances. The Club is not intended as a profit-making organization. The Club shall use its funds only for the purposes specified in the Articles of Incorporation.

XII. INSIGNIA

The Board of Governors may adopt such insignia, colors, badges, and flags for the Club as it deems desirable. A current or past officer shall have the year of service placed on the lower part of the tail of the flag designating his office. Example: service in the year 1995 will be designated by "95". Past officers, with the exception of Commodores, may

continue, after completing their term of office, to fly their flags when so marked to indicate the year of service. Past Commodores shall have, and may continue to fly, a Past Commodore's flag designating the year in which they served as Commodore.

XIII. AWARDS

The Commodore may each year present, if deemed appropriate, an award for the "Don Smith Memorial Mariner of the Year," a "Cruiser of the Year" award, and any other awards. Recipients for individual awards may not include a current officer.

XIV. DISSOLUTION

In the event of the dissolution of the Club by termination of its existence, lapse of time or otherwise, when it has the ownership or is entitled to ownership of any funds or property of any sort, real, personal, or mixed, such funds or property or rights thereto (the "Properties") shall not be transferred to private ownership but shall be transferred to a like organization by decision of the Board of Governors.