

Marine Industries Association of Collier County, Inc.

By-Laws

ARTICLE I - NAME

The name of this corporation shall be **Marine Industries Association of Collier County, Inc.**, and it shall be located in Collier County, Florida, having an address within the County which shall be determined by the Board of Directors of the corporation and which may be changed from time to time.

ARTICLE II - PURPOSE

The purpose, general nature and object of this corporation is as follows:

Section 1. Purpose. This organization shall be composed of firms directly or indirectly interested in the promotion of improved conditions and general well being of the waterways of Collier County, Florida, in general, and the Yachting and Recreational Boating industries in particular.

Section 2. Objectives. The objectives are:

(a) The education of the industry to a complete understanding and appreciation of the justness of certain uniform practices within the industry.

(b) The formation of members into an organization which will have sufficient voting and tax-paying strength to receive consideration at the hands of our Legislators and Officials, in an attempt to correct, or at least modify, injurious taxes, fees, and charges or other injustices.

(c) The blending of the talents of the marine industry to better serve the pleasure boating public and educate pleasure boaters to the value of professional services.

(d) The education of the marine industry and the members of the boating public to appreciate and conserve marine environments for the pleasure of all.

(e) The education of the boating public, including children, on safe boating methods and standards.

Section 3. Bulletin. This organization shall prepare and disseminate a bulletin with information of interest to its members concerning the marine industries in Collier County the State of Florida, and the United States.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Members. The corporation shall have three (3) classes of members. The designation of each class and the qualifications and rights of the members of such classes shall be as follows:

Section 2. Qualifications for Membership.

(a) General members: Any licensed proprietorship, firm or corporation engaged in the business of selling goods, wares, merchandise or service directly or indirectly to the yachting and boating trade or having an interest therein, shall be eligible for membership in the Marine Industries Association of Collier County, Inc. upon the basis hereinafter set forth and shall designate a voting representative who may be an associate, officer, or employee; and such licensed proprietorship, firm or corporation shall hold only one membership. The representative of a firm may bring as his guest any of his associates, and may

provide for the attendance of his associates at all regular meetings. However, only one vote will be allowed each member firm.

(b) Honorary Members: Reserved for individuals of importance and potentially great value to the boating community; to be nominated by a General Member for approval per Section 4.

Section 3. Application. Application for membership in the association shall be made to any of its members or officers, who will refer it to a membership committee; said application for membership shall be sponsored by a member.

Section 4. Approval Procedure. If the membership committee approves the application, the application shall be proposed for membership before a regular meeting of the Board of Directors.

Section 5. Termination of Membership. If any voluntary or involuntary petition in bankruptcy shall be filed for or against any licensed proprietorship, firm or corporation for whose benefit the membership is carried in this association, or if any assignment for the benefit of creditors is made for such licensed proprietorship, firm, or corporation, such membership shall at once, and without notice, be subject to termination on action by the Board of Directors, with no refund of dues.

Section 6. Expulsion of Member Upon Complaint. Any member may be expelled, provided complaint is filed in writing by another member or members of this association at least ten (10) days before a meeting of the Board of Directors. The complaint or complaints will then be considered by the Board of Directors, and the offending member will be notified, and allowed five (5) days in which to refile his reply. Such complaints and reply must be referred to the Board of Directors, and if found to be justified, the members shall be subject to expulsion by a two-thirds majority vote of the entire Board of Directors. The member so expelled shall have the right of appeal to the general membership at a special meeting called for that purpose. Such right of appeal shall be exercised with ten (10) days of notification of such expulsion. A special meeting to consider such appeal shall be called within ten (10) days of the filing of such appeal and a majority vote by secret ballot, a quorum being present, shall be necessary to nullify such expulsion.

Section 7. Transfer of Membership. A membership of this association is not subject to transfer, by sale, gift, or otherwise. Whenever there is any change in the ownership of any firm or corporation listed as members of this association, the membership in question may be subject to termination at the will of the Board of Directors, irrespective of the fact that dues may already have been paid in advance.

Section 8. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 9. Reinstatement. Upon written request signed by a former members and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Monthly Meetings of Members. The regular membership meetings shall be held once a month, or at such other times as specified by the Board of Directors.

Section 2. Annual Meetings of Members. The annual meeting of the members of this association shall be held in Collier County, Florida, in the month of November each year, the exact time and place to be decided by the President as provided in the Charter, or by the Board of Directors in the event of his absence, incapacity or other failure to act, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida such meeting shall be held on the next succeeding business day. If the election of officers and directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 3. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights. Such meetings shall be only for such specific purpose for which may be called.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the County of Collier, as the place for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the County of Collier, State of Florida; but if all of the members shall meet at any time, and place, either within or without the County of Collier, or State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered by mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when require by statute or these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United State mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 6. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting of members, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. At the annual or regular meeting of membership, twenty-five percent (25%) of the membership in good standing shall constitute a quorum, except for the purpose of voting upon the expulsion of a members when two-thirds of membership shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 10. Order of Business. Unless otherwise specified and/or determined by the Board of Directors, the order of business at any regular or special meeting of the Board of Directions shall include:

- (1) Reading and disposal of any unapproved Minutes.
- (2) Reports of Officers and Committees.
- (3) Unfinished business.
- (4) New Business.
- (5) Adjournment.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Florida, but must be members of the corporation.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of nine (9) persons, consisting of the President, Vice President, Secretary, Treasurer and five (5) members at large.

The make-up of the Board of Directors shall be as follows:

The President of the corporation shall be elected by a majority vote of the active membership of the corporation to serve for a term of one year or until his successor is properly chosen. At the conclusion of this term, the President shall automatically become a member of the Board of Directors to serve as such for another year. The President may be elected for two successive terms of office as President.

The Vice President of the corporation shall be elected by a majority vote of the active membership to serve for a term of one year or until his or her successor is properly chosen.

The Secretary of the corporation shall be elected by a majority vote of the active membership to serve for a term of one year or until his or her successor is properly chosen.

The Treasurer of the corporation shall be elected by a majority vote of the active membership to serve for a term of one year or until his or her successor is properly chosen.

The first member at large shall be the past President and shall serve for a term of one year, except that for the first year of the existence of this corporation this members shall be elected by a majority vote of the active membership to serve for a term of one year.

The second member at large shall be elected by majority vote of the active membership for a term of three years or until his or her successor is properly chosen except that the first person to hold this position shall serve for a term of only two years.

The third member at large shall be elected by majority vote of the active membership for a term of three years or until his or her successor is properly chosen except that the first person to hold this position shall serve for a term of only two years.

The fourth member at large shall be elected by majority vote of the active membership for a term of two years or until his or her successor is properly chosen.

The fifth member at large shall be elected by majority vote of the active membership for a term of one year or until his or her successor is properly chosen.

The sixth member at large shall be elected by majority vote of the active membership for a term of one year or until his or her successor is properly chosen. The sixth member at large position shall be terminated at the end of the 2003 term of office.

One Alternate member at large may be elected by majority vote of the active membership for a term of one year or until his or her successor is properly chosen. In the event a member of the Board of Directors is not able to fulfill his or her duties then the alternate director may assume the vacant position for the balance of the term of office. The alternate director shall not have voting rights unless he or she holds the absentee ballot of one of the Board of Directors, or has assumed the duties of a member who is not able to fulfill the duties for which he or she was elected. The alternate member at large may participate in discussions of the Board at all times and shall receive all notices to the Board of Directors.

Director Emeritus position may be bestowed upon a member by nomination of the majority of the Board of Directors in quorum and ratified by vote of fifty percent (50%) of the membership in quorum at a regular meeting. Qualification for this position is previous service on the Board of Directors and continuing support and service to the corporation. Members who are honored by election as Director Emeritis shall serve as advisors and counsel to the Board of Directors but shall have no voting privileges on the Board of Directors.

All legal instruments of this corporation shall be signed by the President or Vice President, sealed with the corporate seal and attested by the Secretary or in any other manner as may be authorized by law.

Section 3. Monthly Meetings. The Board of Directors shall meet monthly prior to any regular membership meeting, except at the request of the President of the association, or at the request of five (5) members of the Board of Directors, the Secretary shall call a special meeting at any time so designated.

Section 4. Annual Meetings. The regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the County of Collier but within the State of Florida for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the County of Collier, but within the State of Florida, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each Director at his or her address as shown by the records of the corporation. Proof of delivery shall be as follows: (a) In regard to personal delivery, proof shall be by signed receipt of the Director upon whom delivery is being made or by anyone over the age of fifteen (15) residing at or employed at the address of said Director; (b) In regard to delivery by mail, proof of notice shall be by executed receipt of the Director upon whom delivery is being made or by anyone over the age of fifteen (15) residing at or employed at address of said Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting , unless specifically required by law or these By-Laws.

Section 7. Quorum. A majority of the voting members Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the voting members of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of the greater number is required by law or by these By-Laws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Alternate member at large, or the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors subject to ratification by two-thirds of the total membership a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VI - OFFICERS

Section 1. Officers. The officers of this association shall consist of a President, one Vice President, a Secretary and a Treasurer. The President, Vice President, Secretary, and Treasurer shall be members of the Board of Directors, along with the immediate Past President and four (4) elected members of the Board of Directors. No person may hold more than one office.

Section 2. Term of Office. The term of office of all officers shall be for one year, dating from the annual meeting of the association, and until their successors have been chosen and qualified. They shall be removable for cause by majority vote of the members of this association at any regular or special meeting, stating its purpose.

Section 3. Compensation. The Board of Directors, officers and committee persons shall serve without compensation. The Board of Directors, at its discretion may hire an Executive Staff, headed by an Executive Secretary, at a salary to be determined by the Board of Directors, and answerable directly to the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the alternate member at large or the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be

prescribed by the Board of Directors from time to time. He or she shall be ex-officio, a member of all committees.

Section 6. Vice President. The Vice President, in the absence of the President, shall perform the duties pertaining to the office of the President. He or she shall also be coordinator for all committees established by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws, keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall be responsible for all funds and securities of the corporation; supervise receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, including the sending out of all notices. Before he contracts for supplies and so forth exceeding the amount of one hundred fifty dollars (\$150.00) such expenditure shall be approved by the Board of Directors.

ARTICLE VII - ELECTION OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section 1. At the September meeting of the Board of Directors, said meeting to be held at least ninety (90) days prior to the Annual meeting, the President shall appoint a nominating committee consisting of minimum of three (3) members, with the approval of the Board of Directors. They shall present a slate of officers and members of the Board to the present Directors at the October Board meeting. All nominees must be contacted, and their approval to serve received beforehand. At the October meeting the Board of Directors shall pass upon the slate proposed by the nominating committee and shall approve a slate of nominees. Within five (5) days of such meeting the nomination slate shall be mailed to the general membership with an invitation for further nominations and instructions for making such nomination.

Section 2. Written nominations will be accepted from the general membership up to the Annual general meeting. Each nomination shall carry the signatures of three (3) bonafide members of the association.

Section 3. The election will be held at the Annual meeting by secret ballot (one vote to each member organization.) Provision will be made for absentee ballots for those requesting them.

Section 4. The outgoing Board of Directors shall meet immediately following the Annual general meeting for the purpose of certifying the election of the new Officers. The Certification of the outgoing

President as a continuing member of the Board of Directors will be made at the Annual general meeting at the time of the installation of the new Officers.

ARTICLE VIII - COMMITTEES

Section 1. Committees of Members. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of 3 or more members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President,

the Treasurer, or such officer of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 5. Accountant's examination. An examination by an outside accountant of the finances of the association shall be made at least once every three years, or at any time upon request of the Board of Directors.

ARTICLE X - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XII - DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members.

Section 2. Payment of Dues. Dues shall be payable in advance of the last day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the dues year of the corporation. At the discretion of the Board of Directors dues of a new member may be waived for the last three months of the dues year, and payment applied to the following year.

Section 3. Default and Termination of Membership. When any members shall be in default in the payment of dues for a period of sixty (60) days from the beginning of the fiscal period or year of which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III, Section 5 of these By-Laws.

ARTICLE XIII - SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, 1973, Florida," a non-profit corporation.

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Statutes or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV - DISBURSEMENT OF FUNDS AND LIMITATION OF LIABILITY

The President and Treasurer shall not pay out the funds of the corporation for any extraordinary expense without the authority of the Board of Directors. No committee shall render the corporation liable to an amount exceeding that appropriated to it by the Board of Directors.

ARTICLE XVI - DISPOSITION OF INCOME

The receipts of the corporation during each fiscal year shall be first applied to the payment of its operating expenses, including without limitation, wages, salaries, taxes, maintenance, repairs, replacement, insurance, interest, and all other expenses and obligations of the corporation as they become due. Deductions shall be made for the writing off of preliminary expenses, accrued expenses, reserves for depreciation and contingencies and other items as required by sound and conservative accounting practice. The balance shall be as the net savings of the corporation.

ARTICLE XVII - DISSOLUTION

At any special meeting the corporation may elect to dissolve by a vote of two-thirds of the entire membership. The members may cast their vote in person or by written ballot received by the Secretary prior to the time of such special meeting. In the event such dissolution is voted, the vote of a majority of the members voting shall designate the Board of Directors as trustees who, on behalf of the corporation and within the time fixed by the members at the time of their designation or within any extension thereof, shall liquidate its assets and distribute them in accordance with the law and the Articles of Incorporation.

ARTICLE XVIII - AMENDMENTS

The By-Laws of the corporation may be made, altered, amended or repealed only by the following action of both the Board of Directors and the general members:

Section 1. All proposed amendments of the By-Laws shall be submitted in writing at a meeting of the Board of Directors. They shall be passed over for consideration until the next meeting of the Board of Directors, when final action shall be taken thereon - either approving or disapproving them. A vote of

seventy-five percent (75%) of all the members of the Board of Directors at any regular or special meeting duly and regularly called therefore is required to approve any proposed amendment.

Section 2. After approval by the Board of Directors, proposed amendments of the By-Laws shall be submitted in writing to the general membership under the provisions of Article IV, Section 5 (Notice of Meetings). A vote of two-thirds of the members in good standing attending the next regular or special meeting, or providing written and signed proxy, provided however, that at least fifty percent (50%) of the membership in good standing is present.

ARTICLE XIX - CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an assistant Secretary. All certificates evidencing membership shall be dated by the year of dues paid. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article XIX.

By-Laws amended January, 2003