

THE PUGET SOUND ANGLERS
SOUTH SOUND CHAPTER

BY-LAWS

MAY 6, 1995

REVISED AND RESTATED JULY 7, 2005

REVISED AND RESTATED AUGUST 15, 2007

REVISED AND RESTATED JUNE 3, 2008

REVISED AND RESTATED NOVEMBER 5, 2008

REVISED AND RESTATED DECEMBER 20, 2017

ARTICLE I

Name and Objectives

Section 1. The name of this corporation shall be:

Puget Sound Anglers, South Sound Chapter

Section 2. The organization shall be incorporated and operated as a non-profit and non-sectarian organization. Its purpose shall be to preserve, protect and enhance the opportunities for sport fishing through educational, scientific, governmental and other activities consistent with the preservation and enhancement of fishery resources. We believe that our fisheries resources can be restored to what it should be with sound biological management. We believe in the comradeship and wishes of our fellow sport fishing anglers. We believe that our grandchildren should have a higher quality fishery than we have ever experienced.

ARTICLE II

Meetings, General membership

Section 1. The March general membership meeting of the organization shall be considered the Annual Meeting of the organization, a requirement by State law. One

(1) notice of this meeting shall be sent by regular first class U.S. mail or by electronic mail by the Secretary to each member, in ample time to attend the meeting. It shall be the duty of each member to keep the Secretary aware of his or her address.

Section 2. Special meetings may be called upon request by a majority of the Board of Directors. The Secretary shall give each member of record in good standing, notice of a special meeting, indicating briefly the object or objects of the meeting, at least ten (10) days prior to the date of such meeting.

Section 3. At any meeting, 15% of the general membership who are in good standing shall constitute a Quorum of the members for all purposes.

Section 4. At each meeting of the members only the members in good standing shall be entitled to vote.

ARTICLE III

Board of Directors

Section 1. The property and affairs of the organization shall be managed and controlled by a Board of Directors (the "Board") composed of six (6) or more members; the Executive Officers and the immediate past President, and two (2) or more elected members. At the annual membership meeting there shall be chosen from the qualified membership, two (2) or more persons to serve as members of the Board of Directors. One-half (1/2) of the elected members shall have a term of one (1) year and one-half (1/2) shall have a term of two (2) years. Length of term shall be determined by vote count, with the members receiving the highest vote count serving the two (2) year term and the remaining members serving the one year term. In following years, only the members whose term is expiring will be up for election and such election shall be for a term of two (2) years. It is expressly provided and intended that year is hereby determined as being the year between the regular Annual meeting dates. If the office of Director, President, Vice-President, Secretary or Treasurer becomes vacant, by reason of death, resignation, disqualification or otherwise, a successor will be elected by the Board and ratified by the membership at any regular or special meeting and such successor shall hold office for the unexpired term.

Section 2. The Board of Directors, as constituted at any Annual meetings of the membership, shall meet monthly thereafter, for the transaction of such business as may arise. The regular meeting of the Board shall be held at a time and place as the Board shall decide. Special meetings of the Board may be called by the President or upon request of a majority of the Directors.

Section 3. Not less than a majority of the Board of Directors shall be necessary to constitute a quorum of the Board for the transaction of business., Any Board member, who shall be absent from the Three (3) consecutive meetings of the Board of Directors shall stand automatically removed, unless such absence is excused by formal resolution of the Board.

Section 4. The President shall serve as Chairman of the Board, and if absent, the Vice-President shall serve, and if absent, whomever the Board shall appoint shall serve as Chairman.

ARTICLE IV

Executive Officers

Section 1. The Executive Officers shall be elected from among the qualified members of the organization. The Executive Officers purpose is to conduct the business of the organization. Election of Officers shall be conducted during the March membership meeting. All Officers shall be elected to their office for a term of one (1) year commencing at adjournment of the March membership meeting. No Officer is required to accept re-nomination to his or her previous office and he/she may not hold the same office more than two (2) consecutive terms except Secretary and Treasurer are not limited to 2 consecutive terms . Conduct by any Officer that is detrimental or otherwise disapproved by the Board may result in dismissal of that Officer by a majority vote of the Board.

Section 2. The Executive Officers shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 3. The President shall be the Chief Executive Officer and Chairman of the organization. He/she shall be responsible for the general and active management of the business and affairs of the organization and shall perform all duties incident to the Office of President. With the Secretary, he/she may sign and execute in the name of the organization all contracts, agreements and other obligations of the organization, subject to the approval of the Board as required by Article III of these By-Laws. He/she shall have the general supervision and direction of all the other officers of the organization and shall see that their duties are properly performed. He/she shall submit a report of the operations of the organization to the members at each Annual Meeting and from time to time shall report to the Board of Directors all matters within

his/her knowledge in which the interests of the organization may require to be brought to their notice. He/she shall do and perform such other duties as from time to time may be assigned to her/him by the Board of Directors.

Section 4. The Vice President shall perform such duties as from time to time may be assigned to them by the President or by the Board. In the absence of the President or in the event of his/her inability or refusal to act, the Board shall select a Vice President to perform all the duties of the President and, when so acting, he/she shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall preside at any meeting of the membership from which the President may be absent, and may serve as Chairman of the Board of Directors in the absence of the President.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership meetings. He/she shall keep an accurate and current record of all Chapter representatives, including their contact information. He/she shall be the custodian of the Corporate Seal and all the records, papers and files of the organization. Except when necessary for the purpose of meetings, he/she shall not disclose to any persons or organizations, the names and/or addresses of members or the membership list without the prior approval of the Board. He/she shall attend to the giving and serving of all notices of the organization and shall perform generally all duties pertaining to the office of Secretary of an organization, subject to the control of the Board of Directors. He/she shall be responsible for completion of annual corporation renewal.

Section 6. The Treasurer shall have custody of all funds and securities of the organization. When necessary or proper, he/she shall endorse on behalf of the organization for collection, all checks, notes, drafts and other obligations and shall deposit the same to the credit of the organization in such bank or banks as the Board may designate. All checks or warrants for the disbursement of funds of the organization shall be signed by the President or Treasurer. He/she shall cause to be entered regularly in the books of the organization, to be kept for the purpose, full and accurate accounts of moneys received and paid on account of the organization. Whenever required by the Board of Directors, the Treasurer shall render a monthly statement of the cash account and shall at all reasonable times exhibit the books, records and accounts to any Director upon application, and shall perform generally all duties pertaining to the office of Treasurer, of an organization, including IRS and State Department of Revenue filings as required, subject to the control of the Board of Directors. The Treasurer shall submit an annual operating budget to the Board for its consideration at least thirty (30) days prior to the Annual Meeting.

ARTICLE V

Privacy

Section 1. Except when necessary for the purpose of meetings, no Executive Officer, Board member or general member, shall disclose to any persons the names and addresses of members of the membership list without the approval of the Board of Directors.

ARTICLE VI

Membership

A member is an individual at least 18 years of age paying one membership fee. Membership runs from January 1 to December 31.

The following shall be considered as cause for suspension from membership in the organization for 6 months, or until proof of restitution has been paid, or for expulsion from South Sound membership.

A. Conviction of a willful violation of any of the Fish and Game laws of any State or the United States

B. A member may be suspended from membership by the Board of Directors for any cause whatever and whenever the Board shall deem the member in violation of Chapter rules and by-laws.

ARTICLE VII

Assets

Section 1. All moneys or other assets coming into or belonging to this organization whether from dues, contributions or otherwise, shall be used only for purpose of promoting, developing and advancing the purposes for which this corporation was created, as set forth in Article I, Section 2 of these By-Laws, less operating and other actual expenses.

Section 2. No Officer, Director or member shall receive, be paid, or charge any salary as such. Expenses incurred by Officers, Directors or members incident to activities on behalf of the organization shall be paid at the direction of the Board of Directors.

Section 3. All property, real, personal and mixed, which the organization shall ever receive, shall be used exclusively for Education and Scientific purposes including the Conservation, Preservation and Enhancement of fisheries on the North American continent. No part of net earnings or other property of the organization shall inure to the benefit of any private member or individual.

ARTICLE VIII

Amendments

Section 1. The By-Laws of this organization may be added to, amended or repealed in whole or in part by a majority vote of the Board of Directors in good standing, at any regular or special meeting; provided however, that written or electronic notice of the intention to add to, amend, or repeal the By-Laws, in whole or in part, shall be given each Director of record at least thirty (30) days preceding such meeting.

ARTICLE IX

Rules

Section 1. At all times when the organization as a whole or part thereof, including meetings of the Board, the Executive Board, or Committees, is duly and formally convened for the purpose of deliberation and transaction of business, the Roberts Rules of Order, Newly Revised shall govern the meeting, as the case may be on all matters relating to Order and Procedure, including nominations and elections.

CERTIFICATION

_____, being Secretary of the South Sound Chapter of Puget Sound Anglers, hereby certifies that the foregoing Revised and Restated By-Laws were duly adopted by the Board of Directors on _____.

SECRETARY

