

SPORTFISHERMEN'S ASSOCIATION, INC.

AMENDED BY-LAWS

(Effective upon, ratification by the General Membership)

Prepared December 2013

ARTICLE I

**NAME: MARYLAND SALTWATER SPORTFISHERMEN'S ASSOCIATION,
INC.
(MSSA)**

ARTICLE II

PURPOSES: The objectives and purposes of this Association shall be:

- (a) To enhance Saltwater Sport-Fishing;**
- (b) To promote an understanding and appreciation of sound conservation principles;**
- (c) To promote a better understanding of saltwater fishery problems;**
- (d) To promote and support Legislative action that will provide for clean and ecologically sound waters;**
- (e) To consult and cooperate with national, state, and local authorities and other organizations concerning saltwater fishing activities;**
- (f) To provide information that will enable Sports-Fishermen to improve their skills and increase their knowledge;**
- (g) To promote activities which broaden the spirit of fraternalism; and**
- (h) To promote or support other activities relative to Sport-Fishing in Maryland.**

ARTICLE III

MEMBERSHIP AND DUES

Section I: Types of Membership:

- (a) INDIVIDUAL: Any person.**

- (b) FAMILY:** A group or persons composed of husband and/or wife and/or child(ren) 16 years of age or under currently residing at the same address.
- (c) ASSOCIATE:** Any organized group.
- (d) DISTINGUISHED LIFE:** An individual member deemed worthy by reason of outstanding or distinguished service to the Association and nominated by the Board of Directors with conformation by a vote at a General Membership Meeting. Such persons will be eligible for all rights and privileges of the Association and shall not be required to pay dues.
- (e) JUNIOR:** Any person under the age of 16.
- (f) LIFETIME:** An individual who has paid a specified one-time fee for a membership in the MSSA, to continue until his/her death.

Section II: Rights and Responsibilities:

- (a) Individual, Family, Distinguished and Lifetime members are entitled to attend any Chapter or General Membership meetings; to receive the official Association Publications and notices; to serve on committee; and to hold office at any level and to participate in any or all Association activities.**
- (b) Associate members and organizations shall be entitled to cast one vote at General Membership Meetings. However the Associated group shall receive four copies of the official publications and notices of MSSA. However any person who is a member under paragraph (a) above shall be entitled to vote, notwithstanding his/her membership with an Associate member organization.**
- (c) All members shall strive to support the purposes and objectives of the Association.**
- (d) Junior members are entitled to attend any chapter or general membership meetings; to receive the official association publication and notices; and to participate in any or all association activities.**

Section III: Terms of Memberships:

Except as otherwise provided above all memberships shall be for a period of one (1) year.

Section IV: Dues:

- (a) The dues of the Association (MSSA), for each type of membership shall be set by the Board of Directors on or before October 31st for the upcoming membership year.**
- (b) Dues shall be paid when membership has expired.**
- (c) Default and termination of membership: When any member shall be in default in payment of dues for a period of 90 days from the beginning of the membership year, that membership may be terminated by the Board of Directors.**

Section V: Applications for Memberships:

Application for membership shall be made in writing to the Association on such forms as may be determined from time to time by the Board of Directors.

Section VI: Eligibility for Membership:

- (a) Eligibility for members shall be determined by the Board of Directors.**
- (b) The following causes shall be considered an automatic suspension from membership in the Association.**
 - (1) Default in payment of annual dues for more than 90 days.**
 - (2) Conviction of a willful violation of the Fish and game laws of any state in the United States.**
- (c) A member may be suspended from membership by the Board of Directors for any conduct which is or likely to be, or tends to operate or result injuriously to this Association and its members. The action of the Board of Directors may be reviewed by the membership of the MSSA at the next regular membership meeting at which time the member shall be reinstated or expelled by a majority vote of the membership present.**
- (d) A member may be terminated for cause such as violation of any of the by-laws of MSSA, or for conduct prejudicial to the best interests of MSSA.**
- (e) Termination and/or suspension, other than by default in payment of annual dues, shall be by a two-thirds vote of the Board of Directors at a Board Meeting. A statement of charges must be mailed, (by registered mail) to the member under charges at his last recorded address at least 15 days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place where the Board of Directors are to vote on the charges. The member shall be given a**

reasonable opportunity to present a defense at the time stated in the notice.

ARTICLE IV

BOARD OF DIRECTORS

Section I:

(a) There shall be a Board of Directors that shall have and exercise all powers of the Association, except such as may hereinafter be reserved to the general members and the officers. Directors shall serve for one year, but may not serve more than 3 consecutive terms.

(b) The business and affairs of the Association shall be managed by the Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper and not inconsistent with these by-laws of the State. The Board of Directors is authorized to hire and terminate employees, fix compensation of employees, lease real property for office and storage, and to open and close bank accounts.

Section II: The Board of Directors shall be composed of:

- (a) The President of the Association, who shall serve as the Chairman of the Board. A Vice President, Treasurer, and a Secretary of the Association.
- (b) Four At Large Members to be duly elected annually from the general membership with no chapter allowed more than one Member-at-Large. The two members at large getting the most votes shall serve a two (2) year term and the other two members at large shall serve a one (1) year term.
- (c) A Delegate annually appointed by each of the Chapters established by the Association.
- (d) The immediate past-President shall sit as an ex-officio in an advisory capacity.
- (e) The Chairman of the following Committees:
 - Tournament
 - Membership
 - Legislative

Section III: Board Voting

Each member of the board shall be entitled to one vote. In the event of a tie, the President of the Association shall break the tie with his vote.

Section IV: Quorum

One-half of the duly appointed members of the Board of Directors eligible to vote constitutes a quorum.

Section V: Majority Rule

Unless the charter or by-laws of the Association require a greater proportion, the action of a majority of the Directors constituting a quorum present at a meeting is the action of the Board of Directors. A quorum is needed to complete a legal vote.

Section VI: Meetings of Directors:

- (a) Place of meeting and number of meetings. The Board of Directors shall meet on the first Tuesday of each month at the Association's Headquarters unless the board shall select at any meeting to change the date and place of the said meeting.**
- (b) Notice of Meeting.**
 - (1) Notice of each meeting of the Board of Directors shall be given in writing; and need not state the business to be transacted at or the purpose of any regular or special meeting of the Board of Directors.**
 - (2) Notice of regular meeting shall be sent postage paid, first class no later than 7 days before the meeting.**
 - (3) Notice of Special/emergency meetings shall also be in writing and sent at least 24 hours in advance, by the same means most likely to insure receipt prior to the meeting.**

ARTICLE V

OFFICERS OF THE ASSOCIATION

Section I:

The officers of the Association shall be President, Vice-President, Secretary, and Treasurer.

Section II:

To be eligible to hold office as President, Vice-President, Secretary, or Treasurer, a member must be a person in good standing.

Section III:

Terms of Officers:

- (a) Officers shall serve for a three 3-year term.**
- (b) Terms of officers shall commence on January 1st of each year.**

Section IV:

In the event of the death of the President, his resignation or his inability for any reason to continue in office, his successor shall be the Vice-President.

Section V:

In the event of the death of any other officer, his resignation or his inability for any reason to continue in office, his successor shall be elected by the majority vote of the Board of Directors.

Section VI: Duties of Officers:

- (a) The President shall be the Chief Executive Officer of the Association. He shall preside at all meeting and serve as Chairman of the Board of Directors. The President shall serve as an ex-officio member of all committees, with a right to participate and vote if he chooses to exercise it. He shall appoint all committee chairmen.**
- (b) The Vice-President presides in the absence of the President.**
- (c) The Secretary shall maintain the following:**
 - (1) The general records including minutes of the Board of Director meetings.**
 - (2) Files of correspondence.**
 - (3) Membership list with addresses.**
- (d) The Secretary shall be responsible for collection and maintenance of funds, membership records, and notification of those members delinquent in dues.**
- (e) The Secretary shall turn over all funds to the Treasurer. The Secretary shall also prepare and submit all reports directed by the President, other officers, and/or the Board of Directors.**
- (f) The Treasurer shall receive and deposit all monies in appropriate accounts, or delegate this authority to staff. Disbursements shall be made only on authority of the Board of Directors. Checks shall be signed by any two Executive Board members consisting of the Treasurer, the President, the Vice-President, the Secretary or the Executive Director.**
- (g) The Treasurer shall prepare and submit monthly financial reports to the Board of Directors. The Treasurer may be required to give bond in such sums and with sureties as may be required by the Board, at the Association's expense.**

ARTICLE VI

STANDING COMMITTEES

Section I:

The Standing Committees of the Association shall be appointed annually by the President and shall be:

- **Membership Committee**
- **Budget and Finance Committee**
- **Publications Committee**
- **Legislative Committee**
- **Public Relations Committee**
- **Activities Committee**
- **Scholarship Committee**
- **Tournament**

Section II: Duties of each Committee shall be:

- (a) **Membership: Developing and implementing programs for members and to stimulate interest in obtaining and retaining members.**
- (b) **Budget and Finance: Preparation and submittal to the Board of Directors of an Annual budget, and review and critique Budget Amendment requests as needed (and authorization of annual audit).**
- (c) **Publications: Responsible for compiling, editing and disseminating all publications of the Association in a fashion consistent with the objectives and policies of the Association.**
- (d) **Legislative: Responsible for the following: (1) monitoring all administrative and legislative developments as they affect the purposes stated in Article II, (2) assuring that the membership of the Association is appropriately advised of pertinent developments. (3) developing recommendations to the Board of Directors, and (4) implementing Committee action consistent with the policy and objectives of the Association upon direction of the Board of Directors.**
- (e) **Public Relations: Responsible for preparation and dissemination of all news media contacts.**
- (f) **Activities: Responsible for developing, coordinating and implementing all programs, social functions and events.**
- (g) **Scholarship: Responsible for planning and implementing a scholarship program and prepare an annual report to the Board of Directors.**
- (h) **Tournament: Responsible for planning and executing the annual tournaments and making reports to the Board of Directors.**

Section III: Other Committees:

The President of the Association shall appoint other committees as the Association may feel are desirable and necessary to fulfil the purposes and objectives of the Association. Such Committee shall exist until such time as their purposes are accomplished.

Section IV: Committee Reports:

The Chairmen shall submit, at the annual meeting of the Association in writing, an annual report of the activities of his committee.

Section V:

The Committee Chairmen shall appoint members from the general membership, and may take into consideration recommendations from the Officers of the Association and Board of Directors.

ARTICLE VII

THE BUDGET

Section I:

The Budget and Finance Committee shall prepare annually a budget for the Association, to be submitted for approval of the Board of Directors on/or before December Board of Directors meeting of each year. The Budget and Finance Committee shall meet and review specific requests from each standing Committee and each Chapter prior to the submittal of the proposed budget.

Section II:

Amendments to the Budget shall be made as required on the forms and by application as specified by the Board of Directors.

ARTICLE VIII

AUDITS

The Treasurer's accounts and financial reports shall be examined annually by an independent auditor.

ARTICLE IX

ELECTION OF OFFICERS AND DIRECTORS

Section I: Nominating Committee:

During the month of June each year, the Board of Directors shall appoint a nominating committee consisting of 5 members, all from different chapters, and none of whom shall be a member of the board, whose duties shall be:

- (a) To designate candidates for Directors and Officers at the next annual election. They shall notify the Secretary in writing, at least 45 days before the date of the Annual Meeting, the names of such candidates, and the Secretary shall mail a copy of the list to the last recorded address of each member eligible to receive notice of the meeting simultaneously with the notice of the meeting.**
- (b) To approve the ballot to be used at the annual election and provide a facsimile thereof to the Secretary on or before 45 days of the election.**
- (c) To perform the following duties:**
 - Determine which members are eligible to vote;**
 - Determine the authenticity and validity and count of each ballot;**
 - Tabulate the results of the election and submit results to the Board of Directors;**
 - Determine when the polls shall open and close.**
- (d) The President shall notify all members of the Association of the existence of the Nominating Committee and all members wishing to be considered for nomination shall submit in writing their name and desired position on or before August 15th.**
- (e) Nominations are closed as of midnight August 15th.**

Section II: Voting:

- (a) All members in good standing as of September 1st shall be eligible to vote at the next annual meeting. The Secretary on September 1st shall prepare a written list of names and addresses of such members to be turned over to the Nominating Committee.**
- (b) Voting may be either by mail or in person or a combination thereof, to be determined by the Nominating Committee at its first meeting.**
- (c) There shall be only one vote per family membership.**

ARTICLE X

AMENDMENTS OF BY-LAWS

Section I: Amendments, how affected:

These by-laws may be amended, altered, changed, added to or replaced by an affirmative vote at any regular or special meeting of the general membership if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting, or by affirmative vote of a majority of the board of Directors if the amendment, alteration, change, addition, or repeal be proposed at a regular meeting, provided that any by-laws made by the affirmative vote of a majority of the Board of Directors as provided herein be amended, altered, changed, added to, or repealed by the affirmative vote of a special meeting of the membership also provided. However, that no change of the date for the annual meeting of general membership shall be made within thirty days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting by all members entitled to vote at the annual meeting.

ARTICLE XI

REMOVAL OF OFFICERS AND DIRECTORS

Section I:

Removal of an Officer or Director shall be for good cause only. Violation of or conduct not conforming with the by-laws and articles of incorporation shall constitute good cause. Further, violations of laws of the State of Maryland and/or United States Government which impinge on the objectives and purposes of this Association shall also be good cause. Removal shall be by two-thirds vote of the Board of Directors at a board Meeting, provided that a statement of charges be mailed, by registered mail to the Officer or Director under charges at their last recorded address at least 15 days before final action taken thereon; this statement shall be accompanied by notice of the time and place where the Board of Directors is to vote on the charges. The officer and/or Director shall be given reasonable opportunity to present a defense at the time and place in the notice.

ARTICLE XII

RULES OF ORDER

Section I:

The rules contained in Robert's Rules of Order shall govern all meetings of the Association where they are not conflicting with these by-laws.

ARTICLE XIII

CHAPTERS

Section I:

- (a) Each of the “Chapters” shall apply for status as a Chapter of the MSSA on such forms and complying with such requirements as the Board of Directors shall from time to time establish. Each Chapter established hereunder shall elect a Delegate as specified by its rules as from time to time may be established for elections within the Chapter. Said Delegate is the “Delegate” as referred in Article V, Section II, Paragraph C.**
- (b) Each Chapter established by the Association shall report and submit for approval all activities, any taxes, assessments, or other liabilities incurred by any such activity which shall be assessed against Chapter incurring same. Each Chapter applying for status as a Chapter of this Association hereby agrees to indemnify and hold harmless the Association for any of the aforesaid liabilities for which it may become responsible.**
- (c) Each Chapter shall elect a President to preside at all Chapter Meetings. The President shall serve as an ex-officio member of all Chapter Committees with a right to participate and vote if he chooses to exercise it. The President shall appoint all chapter committee chairman. The President shall be elected to either a one-year or two-year term.**
- (d) The President’s term of office shall be from January 1st through December 31st.**

Section II:

- (a) No Chapter shall purchase, enter into a contract to purchase, or agree to purchase any real estate without the express written permission of the Board of Directors. If such permission is granted, the Chapter must assume any and all liabilities associated with real estate including but not exclusive of taxes, assessment, etc. and hold the MSSA free of any liabilities.**
- (b) No Chapter shall rent, enter into a contract to rent, or agree to rent any real estate without the express written permission of the Board of Directors. If such permission is granted, the Chapter must assume any and all liabilities associated with the real estate including but not exclusive of taxes, assessments, etc. and hold the MSSA free of any liabilities. This sub-section does not apply to fees paid by the chapter for use of a meeting hall for their regularly scheduled chapter meetings.**

Section III:

Upon the dissolution of any Chapter, it's status as a Chapter shall cease and the Chapter will cease to exist. Any and all monies and property of the Chapter including but not exclusive of audio/visual equipment, sale merchandise, raffle prizes, office supplies, office equipment, etc. shall become the property of the MSSA for use as it sees fit. The designated Chapter "Delegate" shall cease to become a voting member of the Board of Directors.

Section IV:

Chapter Communications, Donations, and Allegiance

- (a) All Chapters are a subpart of and owe their allegiance to the MSSA.
- (b) All Regulations, By-Laws, Rules, and Resolutions of the MSSA are automatically adopted by the Chapters.
- (c) Communications with third parties involving regular Chapter business may be made without approval of the Board of Directors of the MSSA.
- (d) Communications with third parties not involving regular Chapter business may not be made without approval of the Board of Directors of the MSSA.
- (e) The Chapter shall not endorse or make political donations to any political party, candidate, government or regulatory official without approval of the Board of Directors of the MSSA.

ARTICLE XIV

MEETINGS

Section I: Annual Meetings:

- (a) **Date:** The annual meeting of the MSSA shall coincide with the date and location of the Annual Convention.
- (b) The Board of Directors shall establish the time and the place of said meeting on or before 30 days of the date of the Annual Meeting. Mail notice of same meeting to all members eligible to vote at the Annual Meeting on or before October 1st prior to the annual meeting.

Section II: Special Meetings:

- (a) If a special general membership meeting is called by the Board of Directors, notice of this meeting together with stating the purpose thereof

shall be mailed to all eligible members no later than 15 days prior to said meeting.

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