

PENNSYLVANIA B.A.S.S. FEDERATION NATION, INC.

Pennsylvania B.A.S.S. Federation Nations, Inc
Constitution and Bylaws
Date adopted March 7, 2010 by Board of Directors

The Pennsylvania B.A.S.S. Federation Nation, Inc., hereinafter called PA.B.F.N, INC., composed of affiliated Pennsylvania Chapters of the Bass Anglers Sportsman Society of America does hereby adopt the following Constitution and Bylaws.

ARTICLE I PURPOSE

The primary goal of PA.B.F.N, INC shall be to preserve and further the sport of bass angling by:

- A. Improving bass fishing throughout the state and elsewhere;
- B. Supporting ecological and environmental improvements at regional, state and local levels.
- C. Promoting the highest degree of sportsmanship amongst its membership by functioning as a dynamic and effective link with all Chapters embracing the principles of the National Bass Federation.
- D. Promote participation and fellowship through competitive tournament angling.

ARTICLE II BOARD OF DIRECTORS

Section 1. General. The business management and affairs of the Federation shall be under the direction and control of the Board of Directors, who shall have the authority to authorize contracts, incur liabilities, expend funds, approve sale and exchange of organizational property and attend to such other matters connected with the conduct of the Federation business. Elected representatives of each affiliate Bass Chapter shall constitute the Board of Directors, (hereinafter referred to as the Board)

Section 2. Bass Chapter Representation.

A. Each Pennsylvania BASS Federation Nation Chapter shall, by election, have a member who will serve as a Director on the Federation's Board of Directors. each Director shall:

- 1) Be a member in good standing of PA. B.F.N.Inc and the Chapter he will represent.
- 2) Represent the membership of their Chapter and convey the business of that membership to the Board and in turn, relay the business of the Board to the Chapter members.
- 3) Hold office for a term of Two (2) years, or as otherwise indicated by the chapter majority
- 4) Each Chapter Director should be elected by a majority vote of that chapter.
- 5) Remain as a Board member until their respective successors shall be elected and shall qualify.

B. In addition to the Director, BASS Chapters will elect alternate Directors who meet the requirements of Director. The chapter's alternate Director will represent the Chapter at Board meetings in the absence of the Director. Alternate Directors will be appointed to fill unexpired terms of offices of Chapter Directors should the position become vacant for any

reason.

C. Requirement for continuing affiliation with the P.A.B.F.N. Inc. is Chapter representation at the Board. Chapter representation shall include the requirement that BASS Chapters shall maintain current the name and address of their Director and first alternate Director with the P.A.B.F.N. Inc. Should a change in the Director occur, that change shall be reported to the Federation's Secretary prior to the next scheduled Board meeting.

Section 3. Removal From Office. Chapters shall have the right, at any time, to remove their Director from office by majority vote, whenever, the members consider such action to be in the best interests of the Chapter.

Section 4. Meetings. Regular meetings of the Board shall be held each quarter during the calendar year (CY), on such dates, at such a place, and at such a starting time coordinated and determined by the President and approved by the Board. Additional and/or special meetings will be held at the discretion of the Executive Committee. The location, dates and starting times for the regular meetings of the Board for the succeeding CY shall be announced by the President during the last Board meeting for the current CY.

Section 5. Special Meetings. Special meetings of the Board may be called at any time by the President or by a majority of the Officers or Board of Directors. Notice of any special meeting of the Board shall be given in writing, personally or by mail. To each Director not less than fourteen (14) days before such meeting. The notice shall state the time, place and the purpose for which the meeting is called.

Section 6. Committees. The Board may, by resolution(s), passed by a majority of Directors, with a quorum (as defined in section 11) present, designate one or more committees- each committee to consist of two or more of the Directors and any number of individual members of the Federation. The designation of such committee and the delegation thereof, of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or him. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 7. Voting. At all meetings of the Board of Directors, each affiliated Chapter shall have one vote. Proxy votes during Board meetings are prohibited. Proxy votes may be used only for issues that require all P.A. B.F.N. Inc. members' participation. Proxy votes must be signed by all members voting.

Section 8. Compensation. Directors shall not receive compensation from P.A. B.F.N. Inc. funds for their services as Directors. However, Directors may be reimbursed for expenses incurred on behalf of the P.A.B.F.N. Inc. beyond their normal duties as Director. The expenses are to be evidenced by receipt or other proper document. If any Chapter and or District so wishes, it may reimburse their Directors.

Section 9. Books and Accounting Records. As a continuing action, the Board shall monitor the procedures for maintaining the books and accounting records of the P.A. B.F.N. Inc. An annual report will be given at the November Board of Directors meeting. This is to insure that:

- A. The P.A. B.F.N. Inc. keeps correct and complete books and records of accounts.
- B. All P.A. B.F.N. Inc. funds are properly safeguarded and all receipts of monies and expenditures are properly recorded according to acceptable accounting procedures.

- C. A record of the proceedings of its members, Board of Directors and Committees are kept.
- D. An updated record of the names and addresses of its affiliates BASS Chapters and Chapter members are maintained at the principal office of the PA. B.F.N. Inc.
- E. The PA. B.F.N. Inc. financial books and accounts are to be reviewed annually by an audit committee that will report to the Board of Directors and the Treasurer.

Section 10. Exceptions To Authority. The Board of Directors may not:

- A. Make any rule or regulation, not already delegated to the PA. B.F.N. Inc. by the Articles of Incorporation of these Bylaws, which should impinge upon the autonomy and authority of the BASS Chapters as separate entities.
- B. Amend or repeal portions of the Articles or these Bylaws that were imposed by vote of PA. BASS Federation Nation, Inc. Board of Directors.
 - 1) withdrawal of the PA. B.F.N. Inc. from Bass Anglers Sportsman Society
 - 2) dissolution of the PA. B.F.N. Inc.

Section 11. Quorum. A quorum for all transaction of business at all BOD meetings will be met by having a majority of all possible directors present that are in good standing per the membership records. A quorum will not be required at BOD meetings if the agenda items are posted thirty-days prior to the BOD meeting.

ARITCLE III PENNSYLVANIA BASS FEDERATION NATION, INC. OFFICERS

Section 1. General, Officers of the PA. B.F.N. Inc. shall be elected by the Board of Directors. PA. B. F. N. Inc. officers, as a group, shall be known as the Executive Committee and are empowered to carry out the directives of the Board, when the Board is not in session. The Board shall have the power to overrule or modify the action of the Executive Committee or any officer of the PA. B.F.N. Inc. The Executive Committee shall consist of President, Vice-President, Secretary, Treasurer, Tournament Director, Youth Director, Conservation Director, Membership Director, Publicity Directors, Web Director, and Alliance Coordinator.

- A. The Executive Committee may only act by a majority of its members at any meeting.
- B. An act authorized to the Executive Committee shall be effective so long as it does not relieve the Board of Directors of their authority or responsibility imposed by these Bylaws.
- C. The Executive Committee, whenever possible, shall meet prior to each regular or special meeting of the Board to prepare an agenda for the Board meeting. To consider and shape old and new business for presentation to the Board Directors. The agenda will be made available to the membership 30 days prior to the meetings in a method decided by the BOD. Agenda items may be poster after the thirty-day (30) requirement; however, a quorum must be present at the BOD meetings to act on these items.
- D. During Board meetings, officers may perform dual functions, i.e., Federation official BASS Chapter Director. In the latter case, provided he is the Chapter delegate and is recognized as such by the chair, he shall be authorized to

register attendance and cast his authorized vote in the interests of his respective BASS Chapter.

Section 2. Election of Officers. A nomination committee shall nominate officers of the PA. B.F.N. Inc. The Nomination Committee shall be comprised of all District Chairmen and will accept resumes from any PA.B.F.N. Inc. member within their respective District eligible for office as delineated in section 5. Eligibility for Office Nominations must be submitted sixty- days (60) prior to the November Board of Directors meeting. The Nominating Committee will meet thirty-days (30) prior to the November Board meeting to verify the individual's eligibility for office and place the names on a ballot for distribution to their respective District. Election of officers will take place at the November Board of Directors meeting and will be the First order of new business. District Chairmen may apply, however, upon submission of a resume, the chairman must remove himself from the nomination committee. The vice-chairman from that district will participate on the nomination committee.

Section 3. Term of Office. The term of office for all PA BASS Federation Nation, Inc. officers shall be a period of two (2) years. All positions will be filled simultaneously and officers shall take office January 1st of the CY. Officers may be elected for one (1) consecutive term for the same position.

Section 4. Eligibility for Office. To be eligible for office. The person shall be a member in good standing with Bass Anglers Sportsman Society (BASS) and Pa Bass State Federation Nation, Inc., be a member of an affiliated Chapter of this PA. B.F.N. Inc. for a minimum of one (1) year; and must submit a resume to the election committee sixty-days (60) days prior to the November Board of Directors meeting.

Section 5. Removal From Office. Any officer may be removed from office for just cause by a two-thirds vote of the quorum present of the Board of Directors, and after opportunity to be heard, whenever the Board considers such action to be in the best interest of the PA. B.F.N. Inc. An officer's absence, without justifiable reason, from meetings of the Board shall be cause for removal.

ARTICLE IV DUTIES OF THE EXECUTIVE COMMITTEE

1. President. The President shall:

- A. Preside over all Executive Committee and Board meetings.
- B. Direct all official business of the Pa. B.F.N. Inc.
- C. Appoint standing and special committee chairmen of the PA. B. F. N. Inc. as appropriate, and assist and direct all standing and special committees as needed.
- D. Preside as Chairman of the Finance and Budget Committee.
- E. At the November Board meeting, present a statement of anticipated revenues and expenditures (Budget), for approval by the Board.
- F. Schedule regular (quarterly) and special meetings of the Executive Committee and Directors, notifying the Directors and officers of the meeting dates, times and Places.
- G. Assure adequate supervision of all Pa. B.F.N. Inc. sponsored events.
- H. Initiate disciplinary action in respect to violations of standing regulations and procedures by PA. B.F.N. Inc. members. Submit such actions to the Board of Directors.
- I. Acquire a knowledge of parliamentary procedures for purposes of running efficient meetings.
- J. The President or his appointee shall be a member of the National BASS Chapter Federation Advisory Board, which shall meet upon the call of the National President, in the purpose of furthering the goals of the various BASS Chapter Federations. He will maintain constant liaison between all Districts, and will maintain liaison with the Pennsylvania Fish and Boat Commission.

2. Vice-President. The Vice-President shall perform in the absence of the President.
 - A. Preside over meetings in the absence of the President.
 - B. In the event that the President's office becomes vacant, upon approval of the Executive Board, the Vice-President shall assume the President's responsibilities until a special election can be held.

3. Secretary. The Secretary shall:
 - A. Keep a record of the proceedings (Minutes) of all meetings of the Board and Executive Committee.
 - B. Maintain current mailing addresses and telephone numbers of the Executive Committee and Board, copies of which will be made available in January of each CY.
 - C. Maintain the record of attendance for Executive Committee and Board meetings (a sign-in-attendance sheet will be used at meetings and will become part of the Minutes).
 - D. Maintain and have custody of the General Record of the PA. B.F.N. Inc.; including but not limited to the Executive Committee and Board of Directors roster. Minutes of meetings, and attendance records, as well as rosters of Committee Chairmen.
 - E. Maintain a file of all PA. B.F.N. Inc. Chapters, and a roster of each Chapter's officers.
 - F. Maintain correspondence to third parties as directed by the Executive Committee or Directors.

4. Treasurer. Shall have the care and custody of and shall be responsible for all the funds, securities, evidences of indebtedness and other valuable documents of the PA. B.F.N. Inc. and deposit all such funds in the name of the PA. B.F.N. Inc. in such banks, or trust companies, or other depositories, or in such safe deposit vaults as the Board of Directors may designate. He shall sit on the Finance and Budget Committee to assist the President and the committee to prepare the budget proposal at the November Board Meeting. The Treasurer also shall:
 - A. Sign, make and endorse in the name of the PA B.F.N. Inc., all checks, notes, drafts, bills of exchange, acceptances and other instruments for the payment of money, and payout and dispose of and receipt thereof, under the authorization and direction of the President, Vice-President and Board of Directors.
 - B. Render a statement of the condition of finances for the PA. B.F.N. Inc. at each regular meeting of the Board of Directors, or as required.
 - C. Keep full and accurate books of account for all PA.B.F.N. Inc. business and other books of account as the Board of Directors may require, and shall exhibit the same to any director of the PA. B.F.N. Inc. upon request.
 - D. Prepare and submit a complete calendar year financial report at the succeeding year's first Board of Director's meeting.
 - E. Pay statements from the officers and committee members only when clearly authorized by the President, Vice-President, or Board of Directors, and when fully documented by receipts.
 - F. Issue statements and collect for financial obligations owed to the PA.B.F.N. Inc.
 - G. Be bonded by the Pa. B.F.N. Inc. for the faithful discharge of his duties in such amount and with such surety as the President, Vice-President, Board of Directors may prescribe.
 - H. Have custody and maintain records of PA.B.F.N. Inc. accounts and disbursements. At termination of office such records shall be inventoried, active records shall be turned over to the succeeding Treasurer; old records shall be committed to PA. B.F.N. Inc. files as the President or Board of Directors shall direct; a receipt for

same will be obtained. Valuable documents of the PA. B.F.N. Inc. in depositories or elsewhere shall be jointly inventoried by the outgoing and new Treasurer in the presence of the President or Vice-President, prior to transfer or custodianship to the new Treasurer.

- I. Prepare and file annual financial reports with appropriate state and federal regulatory agencies.
- J. Perform all duties incident to his office.

ARTICLE V DISTRICT SYSTEM

Section 1. District Divisions

- A. PA BASS shall be composed of District Divisions
- B. The physical boundaries of Districts will be determined by county lines.
- C. The responsibility to create and/or alter Districts will be vested in the PA BAS Executive Committee and approved by a vote of the Board of Directors.

Section 2. District Representatives From Chapters.

- A. Each affiliated Chapter will have representation in its District through a District Representative.
 - 1.) The District Representative shall be elected by Chapter vote.
 - 2.) An alternate for the District Representative shall be elected by Chapter vote.
 - 3.) Election of District Reps shall take place before the January District Meeting.
 - 4.) The duties of the District Representative (and/or alternate) are:
 - a. Representation of his Chapter at the District Meetings.
 - b. Attendance at 75% of all meetings conducted by the District.
- B. Each District will be comprised of a District Board made up of District Representatives from the Chapters in the District. The purpose of the District Board shall be:
 - 1.) Function as a cohesive group in carrying out the goals and objectives of Chapters within then District.
 - 2.) Function as a cohesive group in the planning and execution of various fund raising projects to support PA BNASS and their respective Districts.
 - 3.) Function as a cohesive group to enable expedient and responsible communication within the geographical District and both to and from the Executive Committee and Board.
 - 4.) Foster activities in the areas of tournaments, youth, environment, public relations and assist in forming new Chapters.

Section 3. District Officer Elections.

- A. Each PA. B.F.N. Inc. District will in October, elect from within and by two- thirds majority vote of the District Representatives present and voting, individuals to fill The following offices:
 - 1.) One (1) District Chairman, who will preside over the District Board meetings and oversee District functions.
 - 2.) A Vice-Chairman
 - 3.) One (1) Secretary, whose responsibility is to keep accurate minutes of District meetings and handle correspondence both with internal groups and The Executive Board of Director
 - 4.) One (1) Treasurer, whose responsibility is to keep accurate financial records of transactions at the District level and coordinated these transactions through the Treasurer of the Executive Committee of PA. B.F.N. Inc..
 - 5.) One (1) Youth Director, who will serve on the PA. B.F.N. Inc. Youth

- Committee and coordinate youth activities within the District.
 - 6.) One (1) Conservation Director, who will serve on the PA. B.F.N. Inc. conservation Committee and coordinate conservation efforts and projects within the District.
 - 7.) One (1) Membership Chairman to be the contact for the District for individuals wishing to join a Chapter within his District. MC duties will be to keep a record of all Chapters in good standing and whom their contacts are for membership.
 - 8.) Committee Chairmen (number of individuals as required) to serve on the various committees and projects that a District may initiate.
- B. Tournament Director and Assistant Tournament Director will be elected during the CY as the State Tournament Director desires. His duties are to sit on the State tournament Committee, assist his District in scheduling tournaments, obtain all applicable permits, and forward tournament schedules to the State Tournament Committee. He will coordinate and run the District's Tournaments. He will forward the results to the State Tournament Director for final approval and keep records of said tournament. The State Tournament Committee will provide PA BASS Tournament rules to be adhered to by this Director and Assistant.
- C. Terms of office at District level to be determined by individual District.
- D. Election results of Districts shall be forwarded to the present Executive Committee Secretary at the November Board of Directors meeting.

Section 4. Meetings (District Level)

- A. Each District Board shall meet at least six (6) times per year to conduct District business. District Boards may meet more often at their discretion.
- B. By December one (1) of each CY, a tentative schedule of District meetings shall be forwarded to the PA. B.F.N. Inc. Secretary or Executive Secretary and all chapters in the District for reference.

ARTICLE VI AFFILIATION

All Chapters and their members are eligible to be a member of then PA BASS Federation Nation, Inc. an active status as defined.

Section 1. Individual Membership

- A. Maintain a current membership in the BASS Anglers Sportsman Society.
- B. Maintain a currant membership in the BASS National Federation.
- C. Pay yearly dues to the PA BASS Federation Nation, Inc.
- D. Maintain membership in a PA BASS Federation Nation, Inc. Chapter.
- E. Non-payment of any dues will place a member in an inactive status and he will not be eligible for the rights of an active member.

Section 2. Chapter Membership

- A. Chapters must maintain a minimum of six (6) active members on their rosters or the amount compatible with the number required by National BASS.
- B. All chapters must abide by the Bylaws of the PA BASS Federation Nation, Inc.
- C. All Chapters members in good standing of the National BASS Federation Nation.
- D. All requirements placed upon a Chapter by these Bylaws and standing rules must be maintained.
- E. Affiliation Chapters established after November 2, 2003 may not limit the number of members.
- F. Any affiliation Chapter establishing an open membership may not change to a limited membership, to increase the members of the PA BASS Federation Nation, Inc.

Section 3. Chapter With Active Status

- A. A chapter and its members are granted the following rights and privileges:
 - 1.) Representation and voice for their Chapter at the District and State level.
 - 2.) Voting rights
 - 3.) Participation in the PA BASS Team Tournament for that Chapter only
 - 4.) Participation in District and State PA. B.F.N. Inc. Tournaments when individual membership dues are paid
 - 5.) Access to information, newsletter, correspondence and other rights granted to Chapters and members with an active status.

ARTICLE VII DISAFFILIATION AND REMOVAL FROM OFFICE

Section 1. Procedure. The procedure for disaffiliation of BASS Chapters from PA B.F.N. Inc. shall be as follows:

- A. A formal complaint by the District Board, to the President and Secretary of PA. B.F.N. Inc. by the District Chairman responsible for that District in which the accused Chapter is geographically located.
- B. The Chairman of the District will then contact the accused Chapter's President to evaluate the situation as accurately and thoroughly as possible.
- C. If the accused Chapter is found to not be in compliance with the affiliation standards, the District Chairman will then report to the Executive Committee in writing, of their findings.
- D. The Executive Committee will vote on whether to carry the complaint any further.
- E. If the vote is to further investigate the situation. A letter, sent by registered mail, will go to the Chapter President and Secretary to notify them of a hearing.
 - 1.) Failure to answer this letter within thirty (30) days will automatically place this Chapter in a non- active status.
 - 2.) A petition for another hearing for reinstatement may be filed one (1) year from the date of the Executive Committee's registered letter of notification.
- F. A closed Executive Committee meeting will then be held to give audience to the accused Chapter, the person(s) and /or Chapter(s) filing the complaint, and any witnesses.
- G. The Committee will then vote on whether to place the accused Chapter in an Inactive Status, causing the Chapter to lose its privileges as an affiliate of PA.B.F.N. Inc.
- H. The results of the hearing will be sent to National BASS Federation Nation Headquarters, all parties involved in the hearing, and all PA.B.F.N. Inc. Chapters.

Section 2. Procedures for Disaffiliation of an Individual Member from PA.B.F.N. Inc.

- A. The procedure is the same as for disaffiliation of a PA.B.F.N. Inc. Chapter, except That the member replaces the "Accused Chapter" in the above outline.

Section 3. Removal of a Director or Officer. A Board member or officer will be removed from office for failing to perform or maintain his duties as described, on the Executive Committee, Board of Directors, or at the District level by the following procedures:

- A. Removal from office by the Executive Committee.
 - 1.) A formal complaint must be sent by registered mail to the member's District Chairman and Secretary.
 - 2.) The District Chairman will then contact the Chapter Representatives in his District and call a special meeting to discuss the complaint(s). This must be

done within thirty (30) days of receipt of the registered letter.

- 3.) The District Board will report its findings and recommendations in writing to the Executive Committee and Secretary by registered mail within three (3) days of its findings.
- 4.) If the matter is to be pursued, a hearing will be called with the Director or Officer being charged by the District Board and the Executive Committee. After this hearing, a decision will be made as to whether to replace or dismiss the charges against the Director or Officer.
- 5.) If the Director is to be replaced, the Chapter he is from must hold an election to fill the unexpired term left vacant.
- 6.) All proceedings should be completed within sixty (60) days of the date of initial formal complaint.

B. Removal from office by the District Board.

- 1.) The same procedure is to be followed as for removal by the Executive Board.

ARTICLE VIII STANDING COMMITTEE

The Executive Committee, by simple majority vote, shall appoint the following standing committees when economically feasible and such other committees as may be necessary.

Term of appointment to standing committees shall be determined by agreement between the appointee and the Executive Committee, based on the individual's will and expertise to continue in that position.

To be eligible for appointment, a committee candidate must be a member in good standing of National BASS and a member with active P.A.B.F.N. Inc status of a National BASS Chapter affiliated with P.A.B.F.N. Inc.

Section 1. Membership Committee. This committee shall consist of a Chairman appointed from VOLUNTEERS and have as many members as the Executive Committee and the Chairman feel is necessary. Their duties are:

- A. Work with Executive Committee, State Secretary and the Board as well as District Boards to keep and maintain the State Membership Roster, receive membership dues from each member, to be handed over to the State Treasurer, after all data has been entered on the Roster.
- B. The Chairman will be the single point contact for the Membership Roster. Committee members will assist in mailings of membership cards and assist the Chairman in record keeping to insure that all members are currently paid members of Bass Anglers Sportsman Society, BASS National Federation Nation, and has paid yearly dues to PA BASS Federation Nation, Inc. Such dues are payable by January 1st of each year.
- C. Notify each Chapter of their current roster status and update any changes.
- D. Individual membership dues will be paid to the member's Chapter Secretary and sent in on a Roster Change Form (supplied by the State).
- E. Each Chapter Secretary is responsible for updating the National Roster and collecting dues to be sent to the BASS National Federation Nation.
- F. Work with the State Tournament Committee Chairman and the District Tournament Directors by making available a list of paid and updated members to insure that each member is eligible to fish State or District Tournaments.

Section 2. Tournament Committee. This committee will be headed by a State Tournament Director appointed from VOLUNTEERS by the Executive Committee. This committee will consist of elected Tournament Directors from each District. The purpose of the committee shall be:

- A. To plan, organize and operate any PA BASS Federation Nation, Inc. State

Sanctioned Tournament.

- B. To select a tournament site and determine eligibility. Collect entry-fees. Set an awards list, rule with authority on the proper conduct, procedures and qualifications and other matters properly relating to the orderly conduct of a PA BASS Federation Nation Inc. Tournament.
 - 1.) Tournaments will be conducted within the spirit and the letter of the current PA. B.F.N. Inc. rules.
 - 2.) All state tournaments will be open to PA.B.F.N. Inc. Chapter members in good standing
- C. It will be the primary duty of the state tournament committee to conduct its affairs so only honor, integrity, sportsmanship and the highest ideals of fair play will occur to itself and every member of the BASS Anglers Sportsman Society.
- D. All PA.B.F.N. Inc. tournaments must be operated by the Federation Tournament Committee, or a District tournament committee which has obtained sanction by PA.B.F.N. Inc. State Tournament Committee.
- E. Any bass tournament which is open to membership outside of the Chapter must be submitted to the PA.B.F.N. Inc. State Tournament Committee.
- F. If this requirement is not met, PA.B.F.N. Inc. will not sanction the tournament.
- G. The PA.B.F.N. Inc. State Tournament Committee will formulate, modify as required and first (31) of each CY, to be approved or amended by the Board of Directors at the next scheduled meeting.
- H. This committee will then produce the tournament application form and schedule thirty (30) days prior to the first District or State tournament, whichever occurs first.
 - 1.) This committee will meet at their discretion but not less than four (4) times a year.

Section 3. Youth Activities Committee This committee shall plan, organize, and implement State Youth Activities as introduced by the National BASS Federation or the PA.B.F.N. Inc.

- A. Youth activities will include, but not be exclusive to, Casting Kids contests, Junior Chapters, introduction to the sport of fishing, water safety and conservation practices.
- B. To strive to implement procedures at the State level to assist Chapters in the safe operation of Youth activities and assist in the planning and implementation of such projects.
- C. The committee will consist of one (1) Chairman and each Youth Director from from each District.
- D. The chairman is to be appointed from available volunteers by the Executive Committee to serve with no term limits.
- E. The committee will meet four (4) times a year, but more often if the committee deems necessary.

Section 4. Conservation Committee. This committee shall maintain current information on all matters, including legislation related to the preservation of aquatic resources and the natural environment. They are to assure that the President, Board of Directors and the membership are aware of such matters. They shall:

- A. Review proposed environmental and conservation projects to determine suitability for Federation sponsorship, and coordinate and supervise the implementation of PA.B.F.N. Inc. sponsored projects.
- B. Construct informational data about State and national Environmental and Conservation issues that need to be addressed by the PA.B.F.N. Inc. and make this data available through the web site or other mailings.
- C. Keep records of projects undertaken by the State, District or Chapters and make this available to the public.
- D. Institute a procedure and guideline that will assist the Districts and Chapters in organizing a project of an environmental or conservation nature.

- E. Maintain liaison with the PA Fish and Boat Commission and keep them informed of all our beneficial projects.
- F. The committee will consist of a chairman and the Environmental and Conservation Director from each District.
- G. The chairman will be appointed from VOLUNTEERS by the Executive Committee.
- H. This committee will meet four (4) times a year, or more often as desired.

Section 5. Newsletter and Publicity Committee. The purpose of the committee shall be to provide, publish and distribute a newsletter to all active P.A.B.F.N. Inc. members, containing news from the Board, Districts, Chapters, committees and members.

- A. The number of members serving on this committee shall be determined by the Executive Committee.
- B. The chairman shall be appointed from available volunteers by the Executive Committee.
- C. Any contracts of engagements to be made with printers, electronic media information systems, or mailing houses must be approved by the Budget Committee and the Executive Committee.

Section 6. Special Committees. Special committees may be formed by the Board, but only for closely defined purposes. And in no case may the tenure of a special committee exceed two (2) years from the date of appointment. Special committees may not supersede or otherwise infringe upon the duties and responsibilities of standing committees.

ARTICLE IX SPECIAL APPOINTMENTS

It is necessary for the Executive Committee to appoint several positions to serve as Coordinators on an individual basis. These appointments will come from volunteers with certain expertise, or in some cases, may be contracted to perform such duties as approved by the Board and the Budget Committee. The term of appointment shall be for one (1) year, but not limited to one term. Term of appointment will rest with the Executive Committee and the appointee.

A. Assistant to the Executive committee as the Public Relations Director. Duties shall Be:

- 1) To provide the timely release of information to the news media and general public of any information regarding newsworthy programs and projects of the Federation.
- 2) Attend any necessary meetings concerning the P.A.B.F.N. Inc. and its image.
- 3) Serve as a liaison and provide information on P.A.B.F.N. Inc. and its activities to the outdoor media.
- 4) Prepare news releases for distribution to newspapers, television, magazines, sponsors, and allied environmental/recreational organizations. Encourage media coverage of P.A.B.F.N. Inc. events.
- 5) Prepare the annual P.A.B.F.N. Inc. book for submission to National Bass.
- 6) By the deadline each month, have information about the P.A.B.F.N. Inc. and its activities ready to be submitted to the BASS Times Magazine.

B. Assistant to the Executive Committee as the Solicitations Director. The duties shall be:

- 1) Work with the Federation Sponsors to obtain prizes and door prizes for State Tournaments.
- 2) Solicit local and national businesses for sponsorship in return for ads on the Web site and tournament applications, etc.
- 3) Be the liaison between the P.A.B.F.N. Inc. and its sponsors and the Bass

Federation Nation in referencing any information that is beneficial to the image of PA.B.F.N. Inc.

C. Financial and Administrative Affairs Director. This Director shall:

- 1) Be a licensed CPA from the PA.B.F.N. Inc. membership, or an outside Purveyor, to assist in the audit or review of our records, and assist in the filing of the PA.B.F.N. Inc. tax returns.
- 2) Assure compliance with the Pennsylvania Nonprofit Corporation Laws and State and Federal statutes.
- 3) Furnish guidance to the Executive Committee for planning Federation Sponsored fund raising activities to assure such activities are non-profit related, as per the Internal Revenue Code.
- 4) Receive and coordinate financial data and records from the PA.B.F.N. Inc. Treasurer for the purpose of the preparation of the forms required under provision of the Internal Revenue Code and PA State Tax Code requirements.
- 5) This appointment may be a qualified accountant within the PA.B.F.N. Inc. membership, who offers his services, or may be a paid service provider.
- 6) If this is to be a paid service, the Board and Budget committee must approve the necessary funds by a vote, and the arrangement of costs must be indicated.

ARTICLE X FINANCIAL MANAGEMENT

The financial management of the PA BASS Federation Nation, Inc. will rest with the Finance and Budget Committee, Executive Committee, and the Board of Directors. The Budget and Finance Committee will insure that the Federation's assets are secure and audited, or reviewed, yearly. All PA.B.F.N. Inc. and Division's Districts' income and expenses will be attached to one central PA.B.F.N. Inc. Treasury Account. One centralized banking system will be established as the PA.B.F.N. Inc. Treasury Account. Individual accounts will be required for each District. Each District will have their own checking and savings account with books and deposit slips. All District funds will be handled through this account, with the District Treasurer accountable for all transactions. A ledger will be kept by each District and may be reviewed at any time by the PA.B.F.N. Inc. State Treasurer, executive Committee, and Budget Committee. All statements and bookkeeping will be turned over to the State Treasurer or accountant for tax filing at year's end.

- A. The Federation ledger will be established in the Federation Treasury for administrative costs.
 - 1) The PA.B.F.N. Inc. shall have a financial audit or review by an audit committee as required, once a year after the close of the fiscal year.
 - 2) The results will be made available to all affiliated Chapters.
 - 3) Tax and audit preparations will be handled by the Treasurer and the Financial Administrator and reviewed by the Executive Committee, with copies made available for review by the Board of Directors.
- B. The Finance and Budget Committee shall be comprised of the President, Treasurer, and three members of the Board.
- C. The committee will examine all PA.B.F.N. Inc. expenditures and insure that ALL are within budget. All requests for non-budgeted expenditures will be reviewed by this committee, by phone or meeting, and be judged accordingly.
- D. Any changes to the yearly budget significant enough to exceed revenues must be reported to the Board at the next quarterly meeting, with an explanation thereof.
- E. The committee will assist the Treasurer in his duties and will help prepare the quarterly statement for the Board meeting.
- F. Financial reports will be issued to the State Treasurer by all Districts on a quarterly basis for review and will be compiled for the Board's quarterly meeting as a Treasurer's Report.

ARTICLE XI INCOME AND DUES

Funds for the support and maintenance of PA BASS Federation Nation, Inc. will be derived from membership dues, fund raisers, assessments, special projects, and donations. No donations or financial assistance will be accepted from individuals, businesses, corporations, or government agencies if there is evidence that the goals of these entities are contrary to the primary goals of the PA.B.F.N. Inc. Tournament revenue shall be used to fund state tournament functions solely. The cost of dues will be considered on a yearly basis. By the Executive Committee and presented to the Board for consideration and a vote at the November Board meeting.

ARTICLE XII TOURNAMENT BYLAWS

All PA. B.F.N. Inc. tournaments must be operated by the Federation Tournament Committee, or a District tournament committee, which has obtained sanction by the PA.B.F.N. Inc. State Tournament

Committee. Any tournament which is open to the public or to non-PA. B.F.N. Inc. members will not be a sanctioned PA.B.F.N. Inc. Tournament.

- A. The State Tournament Committee may grant approval for a public tournament to a Chapter if a written request is submitted to the State Tournament Director for consideration. Certain criteria will decide if a sanction is to be granted, i.e., Education, Handicapped, Youth, or Fund-raiser, etc. If this requirement is not met, PA. B.F.N. Inc. will not sanction the tournament.
- B. This does not preclude competition between two Chapters.
- C. No Chapter will organize a tournament using PA.B.F.N. Inc. as a sponsor, or its logo, unless sanction is granted.
- D. Districts and Chapters are not restricted to running sanctioned tournaments as they desire, but unsanctioned tournaments will not fall under the PA.B.F.N. Inc. policies.
- E. The PA. B.F.N. Inc. State Tournament Committee will collect schedules for all District sponsored tournaments. Districts must submit their tournament schedules Prior to September 1st. of each CY.

ARTICLE XIII EXPENSES

The following policy shall be the only accepted method for reimbursement of expenses accrued in the duties of any official of PA.B.F.N. Inc.(Executive Officers, Directors, Standing Committee members, District Chairmen, and any or all members seeking reimbursement from the PA.B.F.N. Inc. Treasurer). Committee chairmen will have a budget approved by the Finance Committee and Executive Board for their respective expenses for each year. Expense accounts will be based on expected expenditures from the previous year, and known expenses for the upcoming year. It is the Chairman's responsibility to operate within that budget. All expenses outside of the budget must be reviewed by the Finance Committee and approved by the Executive Committee. Expense accounts for the Executive Officers will be determined by the Finance Committee, approved by the Executive Committee before the November Board meeting and approved- by the Board as that meeting for the next CY. Expense requests will be submitted in a timely manner for reimbursement, monthly. All expense forms will be sent to the State Treasurer for payment and the Finance Committee will review all requests on a regular basis, to insure there is no abuse.

- A. All requests for reimbursements of expenses must be submitted on an approved PA.B.F.N. Inc. expense form. These expenses and their form of reimbursement will be detailed in the Financial section of PA.B.F.N. Inc.Procedures Manual.
 - 1) Phone Bills
 - 2) Meals

- 3) Travel expenses
 - 4) Mailings
 - 5) Accommodations
 - 6) Tools
 - 7) Airfare
 - 8) Miscellaneous expenses
- B. All expense reports must be submitted to the Executive Committee Treasurer or acting Treasurer. Expenses in excess of \$100.00 require approval by Exec Comm. Treasurer and at least one (1) other Executive Committee Officer before reimbursement.

ARTICLE XIV FEDERATION TEAM EXPENSES

Federation Team members who qualify for the Divisional Tournament, National Federation Championship or Classic shall be provided, in advance, funds to compensate for individual expenses. Payment will be determined by the Finance Committee and approved by the Board of Directors. Each situation shall be considered individually. For the Divisional Team, the alternate will be considered a team member and included in the expenses and take a share of any winnings. The President will go as second alternate, but will not share in winnings unless he fishes a part of the team. Advance travel allowances shall be provided to team members no earlier than six (6) months prior to departure for tournaments.

ARTICLE XV STANDING RULES

- A. No Executive or District Board member shall use P.A.B.F.N. Inc. as a vehicle for personal aggrandizement.
- B. Any abuse of official powers by officers of a Chapter is subject to review by the Executive Board. Penalties for abuse of power include probation, suspension or termination in P.A.B.F.N. Inc. and its activities.
- C. Each active Chapter in P.A.B.F.N. Inc. shall have only one (1) vote at District level and state level meetings by the chapter representative attending that specific meeting.
- D. Dissemination of P.A.B.F.N. Inc. Roster. A Roster of the P.A.B.F.N. Inc. its Chapters or individuals shall not be given to any organization or individual outside the Federation unless approved by the Board of Directors by vote.
- E. "Robert's Rules of Order" has been adopted by vote and shall govern the P.A. BASS Federation Nation, Inc. in all cases in which they are applicable. All Board of Directors meetings will be governed by "Robert's Rule of Order".
- F. Interpretation of these Bylaws and Standing Rules will rest with the Executive Committee. If there is a conflict of interpretation from an individual, Chapter, or District that needs to have resolution, the Executive Committee will review the Request and deliver their interpretation and that decision will be final.
- G. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, employee or employees to enter into any contract or other instrument on behalf of this Federation and such authority may be general or confined to specific instances. Except as herein provided, or as authorized by the Board, no officer, agent or employee, other than the President and those officers granted specific authority under these Bylaws, shall have any power or authority to bind this Federation by any contract or engagement, or to pledge its credit or to render it liable, for any purpose or for any amount.
- H. Fiscal Year. The Fiscal Year of the Federation shall begin on January 1 and end on December 31.
- I. Endorsements for Public Office. This Federation shall not endorse or recommend

any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this Federation.

- K. Conflict of Interest. No officer or member of the Board shall use his position as a means of furthering any personal, political, or other aspiration, nor shall the Federation, as a whole, take part in any movement not in keeping with its purpose and objections.

ARTICLE XVI DISSOLUTION OF CHAPTER

Section 1. In the event of dissolution of the association, the association's assets shall not be conveyed to any organization created or operated for profit or to any individual for less than fair market value of such property. All assets remaining after all debts and expenses of the association have been paid or provided for shall be distributed to another 501 (c) (4) organization or a charity organized under IRC Code Section 501 (c) (3), as determined by the Board of Trustees of the Association.

ARTICLE XVII AMENDMENT OF BYLAWS

These Bylaws may be amended by the following process:

- A. Changes will be agreed upon by a majority vote (including the President's vote) of the PA BASS Federation Nation, Inc. Executive Committee.
- B. Notification of changes will be handed out or mailed to all Districts and active Chapter two (2) months in advance for review prior to a vote of approval to be held at the next Board meeting.
- C. Final approval of all changes to the Bylaws will be made by active Chapters voting by a written YES or No ballot only. Ballot must be signed by the Chapter President and witnessed by the Chapter Secretary.
- D. The ballot must be in the hands of the Federation Secretary for counting thirty (30) days after the Ballot was mailed to each Chapter President. Final approval of all changes to the Bylaws will be made by majority of all Chapters voting by ballot only.

President

Secretary

