

**HAMMOND BAY AREA
ANGLERS ASSOCIATION**

Association Constitution and Bylaws
(as revised and amended)
April 2, 2003

Article I
Purposes

Section I---The name of the organization shall be HAMMOND BAY AREA ANGLERS ASSOCIATION, hereinafter referred to as the "Association".

Section II---The Association shall be incorporated for the purpose of preserving and expanding a quality fishery in Northeast Michigan and Northern Lake Huron. To this end, the Association will work with and encourage constituted authorities and other conservation organizations to use:

- Scientific, yet practical fishery management
- Proper water, land and watershed management practices
- Sound fishing regulations

Section III---The Association shall not promote or oppose the candidacy of any person seeking election to public office or participate or intervene in any political campaign on behalf of any candidate for public office.

Article II
Meetings

Section I---The Annual Banquet Meeting of the Association shall be held at a place and time, in March, April, or May, as determined by the Board of Directors. It shall be the duty of the Secretary to cause a written notice of each annual meeting to be mailed to each of the members of record at least thirty (30) days prior to said meeting.

Section II---Special meetings of the membership may be called upon the request of a majority vote of the Board of Directors; or upon demand in writing signed by not less than one-half (1/2) of the members in good standing. The Secretary shall cause a written notice of said meetings to be mailed to each of the members of record at least thirty (30) days prior to said meeting. This notice shall include the reason for the meeting.

Section III---Regular monthly, bi-monthly, quarterly, or semi-annual membership meeting shall be held at a time and place determined by the membership or Board of Directors. The Secretary shall provide all members of record with written notification of meeting times and locations.

Section IV---At any meeting of the membership, those present who are members in good standing and/or those represented by proxy shall constitute a quorum for all purposes.

Section V---At each meeting of the membership, every member shall be entitled to one (1) vote in person, by written proxy, or by a duly authorized attorney. The vote for directors, and upon any question, shall be by acclamation unless a majority of the members present and entitled to vote shall demand that the voting for that meeting or question be by paper ballot.

Section VI---At each meeting of the membership, a true and complete list, in alphabetical order, of all members in good standing shall be provided by the Secretary/Treasurer. Only those persons appearing on such list shall be entitled to vote.

Section VII---The Association shall, in every case, conduct it's activities in accordance with all State and Federal Laws, and these Association Bylaws.

Article III Board of Directors

Section I---The property and affairs of the Association shall be managed and controlled by a Board of Directors composed of a maximum of ten (10) members, nine (9) elected including the executive officers as hereafter provided and the immediate past President as an ex officio member. At the first annual membership meeting there shall be chosen from the qualified membership three (3) persons to serve as members of the Board of Directors, each of whose terms shall expire at the end of three (3) years. Three (3) persons shall be chosen, each of whose terms shall expire at the end of two (2) years. Three (3) persons shall be chosen, each of whose terms shall expire at the end of one (1) year. Thereafter, at the first regular meeting following the Annual Membership Banquet there shall be elected from the qualified membership three (3) Board members, each of whose terms shall be three (3) years. It is expressly provided, and intended, that a year is hereby determined as being the time between the Annual Banquet Meeting dates. The first term may be extended or shortened so as to conform to the Annual Banquet date in the spring of the year. The aforesaid nine (9) members of the Board of Directors shall be elected by a direct vote of the members of this Association. If the office of any Director, President, Vice-president, Secretary, or Treasurer is vacant by reason of death, resignation, disqualification or otherwise, a successor may be elected by the remaining Board of Directors at any regular or special meeting and such successor shall hold office for the remainder of the un-expired term.

Section II---The Board of Directors, as constituted after the election, at the first regular meeting following the Annual Membership Banquet, shall meet for the election of Executive Officers and

the transaction of such business as may arise. The regular meeting of the Board of Directors shall be held at a time and place as determined by the Board. Special meetings of the Board may be called by the President on ten (10) days notice mailed to each director or delivered personally. If all Board members agree, the ten (10) day notice may be waived.

Section III---Not less than five (5) Directors shall be necessary to constitute a quorum of the Board for the transaction of business. Any Director who shall be absent from three (3) consecutive meetings of the Board of Directors shall stand automatically removed unless such action is excused by formal resolution of the Board.

Section IV---The President shall serve as Chairman of the Board of Directors. In his/her absence the Vice-president shall serve as chairman. If neither is present, the Board members present shall designate a chairman for that meeting.

Article IV Executive Officers

Section I---The executive officers of this Association shall be: President, Vice-President, Secretary, and Treasurer; all of whom shall ipso facto and ex officio be members of the Board of Directors. The executive officers shall be nominated and elected by the Board of Directors immediately following the election of the Board. Executive Officer terms shall be one year.

Section II---The Board of Directors may appoint other subordinate officers as shall be deemed necessary. These appointments shall have such authority and perform such duties as may be prescribed by the Board of Director. In it's discretion, the Board of Directors, by vote of the majority, may leave unfilled for any period as it may fix by resolution, any subordinate office. Under this authority, the Board of Directors may select an Executive Director to have active charge of the business of the Association under the direction of the President and Board of Directors, and who, may at the same time, be an elected officer.

Section III---The President shall be the chief executive officer of the Association. He/she shall have the general and active management of the business and affairs of the Association. With the Treasurer, he/she may sign and execute in the name of the Association, all contracts, agreements and other obligations of the Association subject to the approval of the Board of Directors. He/she shall have the general supervision and direction of all the other officers of the Association and shall see that their duties are properly performed. He/she shall submit a report of the operations of the Association to the members at each Annual Meeting and from time to time shall report to the Directors all matters within his/her knowledge and which the interests of the Association may require be brought to their notice. He/she shall do and perform other such duties as from time to time may be assigned to him/her by the Board of Directors. The office of President may be limited, by amendment, to a successive length of service.

Section IV---The Vice-President shall preside at any meeting of the members from which the President may be absent, and serve as Chairman of the Board of Directors in the absence of the President. In the event the office of President is vacant for any reason, the Vice –President shall become President and serve as such for the un-expired term. He/she may perform any of the duties of the President when directed to do so by the Directors.

Section V---The Treasurer shall have custody of all funds and securities of the Association. With the President, he/she may sign and execute in the name of the Association all contracts, agreements and other obligations of the Association, subject to the approval of the Board of Directors. When necessary or proper, he/she shall endorse on behalf of the Association for collection, all checks, notes, drafts and other obligations and shall deposit same to the credit of the Association in such financial institutions as the Directors may designate. All checks or warrants for the disbursements of funds of the Association shall require two (2) signatures of any four (4) officers. (The officers being---President, Vice-President, Treasurer, Secretary) He/she shall cause to be entered regularly in the books of the Association to be kept for the purpose, full and accurate accounts of the monies received and paid on account of the Association, and whenever required by the Board of Directors, shall render a statement of his or her cash account.

Section VI---The Treasurer shall, unless otherwise determined by the Board of Directors, cause to be executed and file with the President at the direction of the Board of Directors a bond in the amount to be determined by the Directors. He/she shall, at reasonable times, exhibit the books, records, and accounts to any Director upon application, and shall perform generally all the duties appertaining to the office of the Treasurer of an Association subject to the control of the Board of Directors.

Section VII---The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. He/she shall keep an accurate and current record of the membership. He/she shall be the custodian of all records, papers, files, and books of the Association. Except when necessary for the purpose of meetings, he/she shall not disclose to any person the names or addresses of members or the membership list without the approval of the Board of Directors. He/she shall attend to the giving and serving of all notices of the Association, affix any seal to all documents to which it should be attached and attest to the same when necessary.

Article V Association Emblem

Section I---When decided upon by the Board of Directors, the Association emblem shall be submitted to the general membership for final approval.

Article VI Motto

Section I---Unless otherwise amended, the Association motto will be: “WORKING TOGETHER TO PROMOTE A QUALITY FISHERY”.

Article VII
Eligibility for Membership

Section I---Any person of good reputation in his or her community shall be eligible for membership in the Association without regard to race, creed, color, sex or national origin.

Section II---The following causes shall be considered an automatic suspension from membership in the Association:

1. Default in payment of annual dues for more than thirty (30) days.
2. Conviction of a willful violation of any of the Fish and Game Laws of any state of the United States.
3. A member may be suspended from membership by the Board of Directors for any cause whatever, whenever the Board shall deem the member undesirable. Any conduct of a member which is, or is likely to be, or tends to operate or result, injuriously to this Association and it’s members shall be considered just cause for suspending such offending member. The action of the Board of Directors may be reviewed by the membership at the next regular membership meeting at which time the member shall be reinstated or expelled by a majority vote of the members.

Article VIII
Assets

Section I---No part of the income or net earnings of the Association shall inure to the benefit of, or be distributable to any member, director, or officer of the Association or any private individual. Reasonable compensation may be paid for services rendered to or for the Association effecting one or more of it’s purposes. Reimbursement may be made for any expenses incurred for or on behalf of the Association by any officer, director, agent or employee, member, or any other person or corporation, pursuant to and upon authorization of the Board of Directors. No member, director, or officer of the Association, or any other private individual shall be entitled to share in any dissolution of the Association or otherwise.

Section II---No part of the assets of the Association shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual.

Section III---Upon dissolution of the Association, all of it’s assets shall be transferred to a Natural Resource Oriented Organization or Organizations selected by the Board of Directors.

Section IV---Notwithstanding any other provision hereof, this Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time.

Article IX
Amendments

Section I---The by-laws of this Association may be added to, amended, or repealed in whole or in part by a majority vote of the members in good standing at any regular or special meeting. Each member of record shall be given written notification of any proposed action at least thirty (30) days prior to such meeting or the action can be taken without written notice with a two-thirds (2/3) vote of the members present.

Article X
Executive Committee

Section I---The Board of Directors may authorize the creation of an Executive Committee composed of the President, Vice-President, Secretary, Treasurer, and one or more members of the Board, to act with the authorization of the Board of Directors between meeting of the Board of Directors.

Article XI
Dues Structure

Section I---The dues for Annual membership in this Association shall be set by the Board of Directors at the first regular meeting following the Annual Membership Banquet.

Article XII
Rules of Order

Section I---At all times when the organization as a whole or any part thereof, including meetings of the Board of Directors, the Executive Board, or committees, is duly and formally convened for the purpose of deliberation and transaction of business THE ROBERTS RULES OF ORDER AND PROCEDURE shall govern the meetings on all matters relating to order and procedure, including nominations and elections.

Signed and Approved this
2nd Day of April, 2003

Jack Lyon, President

Dick Peacock, Vice President

Wm. (Billy) Karsten, Treasurer

Dave Smrchek, Secretary

Bruce Grant, Director

Frank Krist, Director

Ed Pike, Director

Ken King, Director

Richard (Bud) Haase, Director