

Oklahoma B.A.S.S. Nation

CONSTITUTION AND BY-LAWS

ARTICLE I - Name and Purpose

Section 1: Name

This organization shall be called the **Oklahoma B.A.S.S. Nation, Incorporated (OBN)**.

Section 2: Purpose

- To stimulate public awareness of bass fishing as a major sport.
- To offer to the Oklahoma Department of Wildlife Conservation feedback, input and assistance.
- To promote full adherence to conservation codes and industry accepted practices which impact the sport of fresh water fishing in Oklahoma.
- To support and demand adequate water quality standards, fisheries habitat and fisheries resource management.
- To demand unfettered, responsible access to all public waters and facilities, built, supported or otherwise funded in whole or in part by public funds.
- To detect and report any polluter and call public and political attention to there crime.
- To improve our skills as bass anglers through a fellowship of friendly exchange of expert bass-catching techniques and ideas.
- To promote and encourage youth fishing, and a love for this great recreation.
- To function as a dynamic and effective link with individual chapters and other federations embracing the principles and purposes of the Bass Anglers Sportsman Society (BASS).

ARTICLE II: MEMBERSHIP AND STATEMENT OF NONDISCRIMINATORY POLICY

Section 1: Number of Members

All chapters (clubs) affiliated with and chartered by BASS are eligible and will be invited to join the OBN. Clubs must have a minimum of six (6) members that are at least 16 years of age to affiliate.

Section 2: Statement of Nondiscriminatory Policy

The OBN admits to its membership, functions, meetings, programs and activities persons of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to persons participating in

its programs. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational and organizational policies in the administration of any programs administered by the corporation.

Section 3: State Dues

(a) Full club membership shall be granted for \$180.00 annual dues. This fee must be paid before the start of the annual business meeting for clubs of record. New clubs joining at or after the meeting must pay when joining. The fee will cover the following: eligibility for participation in State sanctioned Divisional Qualifying Tournaments of all members in good standing of affiliated clubs; makes clubs eligible to enter six persons in the OBN State Top Six Team Tournament; and buys each club one (1) page on the OBN website.

(b) Clubs wishing to affiliate solely for the purpose of sponsoring a Junior Bassmaster Chapter may do so for \$50 per year but such club will not be eligible to vote on adult tournament-related issues nor participate in said tournaments. Adult members will be allowed to serve as boat captains for youth events but must carry all required insurance as described in the OBN Tournament Rules.

ARTICLE III - Principal Office, Registered Service Agent, Officers, Elections, Vacancies, and Eligibility

Section 1: Principal Office and Registered Service Agent

(a) **PRINCIPAL OFFICE.** The principal office of the Corporation shall be located within the State of Oklahoma as may be determined by the Board of Directors.

(b) **REGISTERED OFFICE.** The registered office of the corporation required by the law to be maintained in the state of incorporation may be, but need not be identical with the principal office of the corporation. The address of the registered office may be changed from time to time by the Board of Directors. The Treasurer or Secretary shall be responsible for filing notice of all such changes with the Business Records Division of the Oklahoma Secretary of State.

(c) **REGISTERED SERVICE AGENT.** The registered service agent for the corporation shall be a resident of the State of Oklahoma and shall be selected by the Board of Directors. The Treasurer or Secretary shall be responsible for filing notice of the name and address of the registered service agent and any changes thereof with the Oklahoma Secretary of State.

(d) **OTHER OFFICES.** The corporation may have other offices at such other places either within or without the state of incorporation, as the Board of Directors may designate or as the activities of the corporation may require from time to time.

Section 2: Officers and their duties

The officers of this chapter shall consist of:

(a) President - Preside over all meetings and direct all official business. Appoint and be an ex officio member of all committees. Supervise all OBN functions.

(b) Vice-President - Act as **Tournament Director**, assist the President in his duties and preside, when called upon, in the absence of the President.

(c) High School Director - Act a **Youth Director**, Organize all youth activities and programs. Coordinate Bassmaster CastingKids® events and Junior Bassmaster Chapter events, high school events, assist the President in his duties and preside, when called upon, in the absence of the President.

(d) Conservation Director, Serve as liaison between the chapter and state and national conservation/environmental agencies. Plan chapter conservation projects and attend all local and state conservation meetings/hearings, assist the President in his duties and preside, when called upon, in the absence of the President.

(e) Secretary - Maintain accurate minutes of all regular and special meetings as called for by the President.

(f) Treasurer - Collect and disburse all money's. Maintain accurate financial records and present a current balance report at each regular meeting. Prepare an annual audit for review by the Chapter Board of Directors and see that all state and Federal income tax filings are accomplished by required deadlines.

(g) Assistant Tournament Director – (Optional) Appointed by the president. Duties will be to assist the tournament director in his duties and other duties as defined by the President.

(h) Executive Secretary – (Optional) Appointed by the President. Duties will be to assist the President in the writing of Newsletters and other communications in the day to day operation of the Federation Nation. Maintain regular liaison between the national Federation Nation office and the state affiliated clubs.

(I) Immediate-Past President – Act as guide and mentor to the OBFN and the Board of Directors, assist the President in his duties and preside, when called upon, in the absence of the President.

Section 3: Elections

The election or appointment of officers shall be completed annually at a regular meeting on the first Saturday of the month December. Elections\Appointments shall be staggered so that only half of the offices are up each year. The President, Youth Director, Secretary, and Assistant Tournament Director shall be up in odd years, the Tournament Director, Conservation Director and the Treasurer, shall be up in even years. Elected offices shall be by simple majority vote of club presidents (or appointed representative) in good standing that are present.

Section 3: Eligibility to Vote

Each affiliated club in good standing is entitled to one vote, except as noted in Section II, Section 3(b). Proxy votes are not permitted.

Section 4: Term of Office

The elected\appointed terms of office are for two years, which shall begin on January 1, and end on December 31, or until the successor assumes office. Original slate of officers shall serve until the last meeting day of the following December.

Section 5: Vacancies

In the event of an elected office becoming vacant, nominations shall be asked for and an election held to fill the unexpired term of the individual vacating the office. The national Federation Nation office shall be notified immediately of the change of any officers.

Section 6: Eligibility for Holding Office

To be eligible to be any officer, a member must meet at least two of the following requirements:

- (a) Have been a member of an affiliated club for at least six months.
- (b) Have attended at least 3/4 of the OBN meetings and 3/4 of OBN functions.
- (c) Have shown an active interest in all OBN functions.
- (d) Maintain current BASS membership.

In addition, to be eligible to serve as President you must have served as one of the other state officers for at least one full year, the term previous to the Presidential election.

Article IV - Board of Directors and Standing Committees

All standing committees will serve for two years or until a new committee is appointed. The term of the committee members will coincide with that of the committee chairperson.

(a) **Board of Directors:** The governing body of the corporation shall be a Board of Directors (BOD). The Board shall manage, control and direct the affairs and property of the corporation; and, subject to these bylaws, the Board shall have all powers necessary or convenient to accomplish the purposes of the corporation as specified in the Certificate of Incorporation and in these bylaws or otherwise permitted or required under the laws of the State of Oklahoma or of the United States of America or of any State or Federal regulatory agency, provided that all such powers are permitted to be exercised by a not-for-profit corporation which qualifies as a corporation described in Section 501(c)(4) of the Internal Revenue Code as amended; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. The BOD will consist of a representative from each of the affiliated clubs in good standing, along with the **Executive Committee**; (the President, the Conservation Director, the High School Director, the Secretary, the Treasurer, the Tournament Director and the Immediate Past-President.) Representatives of each club will be selected by a vote of their respective clubs.

(1) **Regular Meetings.** The President will call all meetings of the BOD and preside at such meetings following Robert's Rules of Order. The President will be responsible to develop the agenda for Board meetings but will only vote on motions when there is a tie vote.

(2) **Minutes to be taken of Meetings.** The Secretary will record the minutes of these meetings.

(3) **Annual Meeting:** The annual meeting of the BOD shall be held in December of each year, unless otherwise called by the President.

(4) **Time and Location of Meetings:** The President shall choose the time and place of all meetings of the board.

(5) **Notice of Meetings:** At least 15 days written notice by mail or electronic means shall be given by the President to each Director of the annual and regular meetings of the Board. In addition all voting members shall be notified in writing by the President of the annual meeting at least (30) thirty days in advance thereof. Special or emergency meetings of the Board shall be called by the President at the request of any four (4) or more Directors with seven (7) days prior notice, unless, in the sole discretion of the President, the nature of the business to be conducted at such special or emergency meeting requires less notice. The President may, at any time, call a special or emergency meeting with the same notice requirements as a meeting called at the request of four (4) or

more Directors. Any Director may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.

(6) **Quorum for Transaction of Business:** Four (4) Directors shall constitute a quorum for the transaction of business at any official meeting of the board. If a quorum shall not be present at a meeting, the President may open and adjourn such meeting, but no official business requiring a vote may be conducted. All matters shall be decided by a simple majority vote of board members present at any meeting at which a quorum is present, except as otherwise provided by statute, the Articles of Incorporation or these bylaws.

(7) **Executive Sessions:** For the sole purposes of considering disciplinary action against members, conferring with legal counsel concerning claims or litigation or discussing personnel matters, provided a quorum is present, the BOD may, upon approval of a majority of the Directors in attendance at any regular or special meeting, enter upon executive session, which shall be conducted in private. Records of any proceedings in executive session shall be confidential, unless otherwise authorized by a majority of the Directors in attendance at such executive session.

(b) **Tournament Committee:** The Tournament Director shall chair the Tournament Committee which shall consist of the Executive Committee members. The purpose of the Tournament Committee shall be to plan, organize and operate all tournaments. The Tournament Committee will draft tournament rules which must then be approved by the BOD. The Committee will keep tournament records, enforce all tournament rules and investigate all protests concerning tournaments.

(c) **Youth Committee:** The Youth Director shall chair the Youth Committee. The purpose of the Youth Committee shall be to plan, organize and implement youth projects and the formation and coordination of Junior Bassmaster chapters; to introduce young people to the goals of BASS; to give them a basis for respect of our national heritage, an appreciation of the basic rules of honesty, integrity, fair play and good sportsmanship, and to give them an introduction to the sheer joy of fishing.

(d) **Conservation Committee:** The Conservation Director shall chair the Conservation Committee. The purpose of this committee shall be to protect our natural environment from harmful change; to document and report to the proper authorities, violations of local, state and federal anti-pollution laws, statutes, regulations, ordinances and other regulatory devices; to take political action to improve our environment; to take legal action where appropriate; to undertake informational and educational programs to bring public awareness to threats to our environment; and to take a leadership role in repairing the harm that has already been done to the life-giving waters of America.

(e) All powers granted to the BOD, the above referenced committees and to the officers of the Corporations shall be limited to those powers which are permitted to be exercised

by a not-for-profit corporation which qualifies as a corporation described in Section 501 (c)(4) of the Internal Revenue Code as amended; and the corporation shall not engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE V - Disciplinary Actions

Section 1: Removal of Membership

A club shall be dropped from the membership roles for any of the following:

- (a) Failing to pay yearly dues.
- (b) Any action which would reflect dishonor and disgrace on this chapter and or B.A.S.S Federation Nation.
- (c) Failure to have a representative attend 50% of the State Board meetings during a 12-month period.
- (d) Disqualification for any reason from participating in BASS-sponsored events, including disqualification for use of drugs or alcohol.
- (e) Violation of Article II, Section 2, *Statement of Nondiscriminatory Policy*, by a voting member organization in the conduct of any business or activities of the corporation.
- (f) No club shall be dropped from the membership roles for any reason which would violate the corporation's statement of nondiscriminatory policy as set forth in Article I, Section 2, above.

Section 2: Disciplinary Action Other Than Removal of Membership

(a) These actions shall be recommended by the Executive Committee and shall include but not be limited to reduction of membership in lieu of removal, or any other action felt necessary by the committee. Any action recommended by the committee and not specifically spelled out in this constitution shall require a 2/3 vote of the BOD; provided, however, no such disciplinary action shall be imposed for any reason which would violate the corporation's statement of nondiscriminatory policy as set for in Article I, Section 2, above.

Section 3: Membership Recall

(a) Any membership can be recalled by a 2/3 majority vote of the BOD, at any time, for any reason; provided, however, no such membership recall shall be imposed for any reason which would violate the corporation's statement of nondiscriminatory policy as set for in Article I, Section 2, above.

ARTICLE VI – Affiliation

Section 1: Requirements for Affiliation

- (a) Approval of Chapter Charter by BASS.
- (b) Update BASS with a club membership roster once each year, before January 1, and immediately following election of club Officers and Directors.
- (c) Names and addresses of new members joining the club during the year must be submitted to BASS as they occur.
- (d) Maintain 100% BASS membership.
- (e) Support and participate in OBN conservation and youth programs.

ARTICLE VII - Method of Amending the Constitution

Section 1: Amending the Constitution and By-Laws

The constitution and by-laws may be amended at the December meeting by a 2/3 vote of the member clubs present, that are in good standing, provided written notice of the proposed amendment has been presented to the membership at least one regular meeting prior to the vote.

Section 2: Posting of Constitution and By-Laws

Current Constitution and By-laws will be posted on the OBN website by February 1 each year.

ARTICLE VIII - DISPOSITION OF PROPERTY UPON DISSOLUTION

The BOD shall liquidate non-liquid assets of the corporation prior to dissolution. Upon the dissolution of the corporation, all undisposed of property, funds or assets of any kind belonging to the corporation shall be donated to the Fisheries Division of the Oklahoma Department of Wildlife Conservation or its successor agency.

ARTICLE X - RESOLUTION OF ADOPTION

The BOD do hereby adopt this document as the official Constitution and By-Laws of Oklahoma B.A.S.S. Nation, Inc., this 11th day of December, 2015.