

**SUSKIE BASSMASTERS**  
**Articles of Incorporation/Bylaws**  
**Adopted November 7, 2013**  
**Revised February, 2015**

**Article I**                      **NAME/PURPOSE**

**Section 1.**                      The name of the Corporation is **Suskie Bassmasters**.

**Section 2.**                      **Purpose.**

- a) Dedicated to improving public access and use of the Susquehanna River Watershed.
- b) Promote the environmental protection and responsible use of the Susquehanna River, its related wetlands, and wildlife resources.
- c) Enhancement of recreational fishing, hunting, boating, and other outdoor activities on the Susquehanna River watershed.
- d) Promote and support appropriate habitat improvement and educational projects, and will work with public authorities and other conservation and recreational organizations toward achieving our purpose.
- e) Dedicated to improving smallmouth bass fishing in the Susquehanna River watershed through education, habitat preservation and responsible management

**Article II**                      **NONPROFIT STATUS**

Suskie Bassmasters may undertake any lawful activity to administer its affairs and attain its objectives, alone or in conjunction with others, except any activity that would cause it to lose its exemption as an IRS 501 C (3) organization

Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempts organizations under section 501 ©(3) of the Federal Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under

section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article III                    CONFLICT OF INTEREST**

#### **Section 1. Purpose.**

The purpose of the conflict of interest policy is to protect this tax-exempt organizations interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 2. Duty to disclose.**

In connection with any actual or possible conflict of interest, any officer, director, or other organization official or member must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **Section 3. Determination of conflict.**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **Section 4. Procedures to address conflict.**

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- a) The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- b) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not rise to a conflict of interest...
- c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 5. Violations of Policy.** If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

**Section 6. Records.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 7. Statements.** Each director, principal officer, and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy.
- b) Has read and understands the policy.
- c) Has agreed to comply with the policy.
- d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 8. Reviews.** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and

- services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c) When conducting the periodic reviews as provided for in Article III (H), the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### **Article IV MEMBERSHIP**

Each person requesting membership to the SUSKIE BASSMASTERS shall complete a registration form provided by the SUSKIE BASSMASTERS, read and adhere to the corporation bylaws, read and review the rules and regulations of the organization/events, and promote the purpose of the SUSKIE BASSMASTERS. The term of the membership shall be from June 1 through May 31 on a calendar year basis.

- a) A member in good standing shall constitute a member who has paid annual membership dues, is active in promoting the purpose of Suskie Bassmasters, and participated in a minimum of 30% Wednesday Night Series fishing tournaments (exception to this section see: **§1**)

**Section 1. Subdivisions/Affiliations:** A subdivision of Suskie Bassmasters incorporates the Pennsylvania Kayak Fishing Association (“PKFA”). Members of PKFA are required to pay full membership dues, read and adhere to the corporation bylaws, read and review the rules and regulations of the organization/events, and promote the purpose of the SUSKIE BASSMASTERS. Members of PKFA shall organize an individual/separate PKFA Board of Directors and PKFA voting privileges.

#### **Article V BOARD OF DIRECTORS**

**Section 1. The Board of Directors** of the corporation shall manage the ongoing business and affairs of the corporation, including establishing and carrying out its general policies and authorizing the expenditure of funds. The Board of Directors shall have the power to vote upon all matters. The Board shall consist of 7 members, a President, Vice President, Secretary, Treasurer and three (3) at large Directors

**Section 2. President.** The President shall be the principal executive officer of the corporation. The President shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members of the Board. Unless otherwise required, upon the authorization of the Board of Directors, the President is empowered to execute and deliver contracts and other instruments in the name of and on behalf of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be described by the Board of Directors from time to time.

**Section 3. Vice President.** In the absence of the President or in the event of the death, resignation, or inability of the President to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 4. Secretary** The Secretary shall:

- a) Keep the minutes of all meetings in one or more books provided for that purpose.
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c) Keep a register of the post office address of the Board members.
- d) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- e) If required by the Board of Directors, the Secretary shall give a bond for the faithful discharge of duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine the costs of such bond to be borne by the corporation.
- f) In general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 5. Treasurer** The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the corporation and keep full and accurate record of money received and paid.
- b) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, other depositories, or securities or money market funds as shall be selected by the Board of Directors.
- c) In general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- d) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, other depositories, or securities or money market funds as shall be selected by the Board of Directors.
- e) In general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 6. Quorum.** A simple majority Board of Directors is required to conduct organizational business.

**Section 7. Ex-Officio.** The outgoing President will serve on the Board of Directors as an Ex-Officio advisory member for 1 year, without Board of Directors voting privileges.

**Section 8. Vacancies other than elections.**

In the event of a Director vacancy, the President will nominate a member in good standing for the vacant Director position and a simple majority of the Board must vote to confirm the nomination.

In the event that the vacancy is an officer(s), the highest ranking active officer shall nominate a member(s) in good standing for the vacant Board position, and then the Board must confirm the nomination with a simple majority vote. Once the open position is filled, any member of

the Board can nominate any other member of the Board for the vacant officer position.

All seven (7) Board members will cast one closed ballot vote for one of the nominated members. The ballots will be immediately counted by the Secretary or Treasurer and submitted to the highest ranking officer who will announce the results. The member with the highest vote count shall carry out the remaining term of the position filled.

**Section 9. Removal from Office.** Any board member may be removed from office for the following reasons by a SUPER MAJORITY vote (5) of the board :

- a) Un-sportsman like conduct.
- b) Three (3) consecutive unexcused absences from a scheduled and announced meeting and/or less than 50% participation in scheduled tournaments/events. (unexcused is defined as not providing notice to another board member via phone, text, or email within 24 hours of the meeting.)
- c) Conduct detrimental to the organization.

**Article VI MEETINGS.** The Organization may hold any number of meetings to conduct its business.

Meetings of Suskie Bassmasters will be “guided by” “Roberts Rules of Order, Revised” except as specified by the Articles of Incorporation and Bylaws. All meeting minutes shall be sent to the Board of Directors within 10 days of an official meeting.

**Article VII ELECTIONS**

The election of directors shall be held annually at a Tournament held during the first Wednesday of August of each year. Election shall be by a simple majority vote of eligible members present at the Tournament. New directors will take office effective Oct 1. Outgoing directors will immediately turn over club records and property upon leaving office.

**Section 1. Terms of Office.** Directors shall serve terms of 3 years each with elections rotating yearly. Group A will consist of the two (2) least senior members, Group B will consist of the two (2) senior directors and Group C will consist of the 3 most senior directors. There is no limit on the number of terms.

**Section 2. Eligibility of vote.** Each member in good standing is entitled to one vote. Members must have completed one full year of previous continued membership to participate in voting. Proxy votes are not allowed. Members must be present to vote.

**Section 3. Eligibility for Directors.** In order to be eligible to hold a position of a Director, a member must have been a member of the club for at least 2 consecutive years and must have been in the opinion of the board an active member of the organization, participating in at least 50% of official Suskie Bassmasters functions.

**Section 4. Eligibility for Officers.** In order to be eligible to hold an officer position, the member must have 2 consecutive years’ experience on the Board of Directors and must hold a current Board of Directors position.

## **Section 5. Nominations and Voting**

- a) **Nominations.** Any member in good standing can nominate another member(s) in good standing [Art VII Sec 2] and who meets the requirements for eligibility for election to Director [Art IV Sec 3]. Nominations MUST be made in writing and be submitted to either the President or Vice President during the nomination period. The nomination period shall be open from JULY 1 until JULY 22. No additional nominations will be accepted if the elections are postponed.
- b) **Ballots.** Ballots will be given to each member in good standing from the prior year's roster. A ballot box will be available for members to submit their ballots. No ballots will be accepted after the close of registration. When voting closes, the ballot box will be sealed and secured until the counting of the ballots which will take place after the tournament and in compliance with [§c of this article].
- c) **Election Committee.** The election committee shall consist of two Directors (not up for election/re-election) and two random general membership participants. The term of an election committee is limited to the date of elections as described in this article. A new election committee shall be selected for each election.
- d) **Rescheduling of Elections.** In the event elections cannot take place during the first Wednesday of August Tournament, the Board of Directors shall inform the members, then provide an immediate alternative date.
- e) **Reorganization Meeting.** After each election, the Board of Directors shall hold a Directors Reorganization Meeting within 30 days of the election in order to remain compliant with *Section 4* of this article and include the selection of Organizational Officers. Officers may or may not change at the conclusion of the Reorganization meeting. New officers shall take office Oct 1 upon a successful simple majority vote of the Directors.

## **Article VIII**

### **CORPORATE FISCAL YEAR**

The fiscal year of the corporation shall be June 1<sup>st</sup> through May 31st.

## **Article IX**

### **CHANGES TO THE BYLAWS**

Upon recommendation by the Board of Directors, the Corporation's Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a SUPER majority (5 votes) of the Board of Directors at two consecutive regularly scheduled meetings of the Board.

## **Article X**

### **CONTRIBUTIONS**

Suskie Bassmasters shall inform all contributors to the organization that the Organization will maintain ultimate authority and discretion regarding the use of said contribution(s). The Board of Directors shall use all Organization funds for purposes consistent with the Organizations IRS 501c3 exempt status. This policy shall be disclosed and displayed in all fundraising related activities.

## **Article XI**

### **TOURNAMENT DIRECTOR(s).**

One or more tournament directors may be nominated by any Board Member and confirmed by a simple majority of the board. The tournament director(s) must be an officer or director of the club. PKFA must appoint a tournament director for PKFA events. There is no term limit but the tournament director may be removed from office at the discretion of the board with a simple majority vote.

The Tournament director shall plan, organize, and operate club tournaments. Draft tournament schedules, keep tournament records, conduct weigh-ins, and make recommendations to the board. The tournament director will refer protests to the rules committee, and enforce the tournament rules established.

## **Article XII**

### **RULES COMMITTEE.**

The rules committee shall consist of 7 members; three directors and 4 regular paid members of Suskie Bassmasters. The rules committee shall hear all tournament protests. The rules committee decisions on tournament protests are final. Rules must be adopted before the first tournament of the season to be effective during that season. Rules cannot be altered, amended, or changed after the first tournament of a given season.

## **Article XIII**

### **REMOVAL OF MEMBERSHIP.**

A member may be removed from club membership for any one of the following reasons:

- a) Failure to pay dues
- b) Any action which would reflect dishonor and disgrace the club.
- c) Disqualification for use of drugs or alcohol, or continued unsafe boating practices.
- d) Disruptive or confrontational actions as determined by a super majority of the Board of Directors.