

JANUARY, 2016 NORTH CAROLINA Bass
STATE FEDERATION, Inc.
BY-LAWS

ARTICLE ONE

PURPOSE OF CORPORATION/OFFICES

Section 1. The corporation is a non-profit organization run for the benefit of its members and will function as a dynamic and effective organization with members and chapters to provide purpose in its activities.

Section 2. To work with local, State, and Federal agencies for water management and environmental standards.

Section 3. For the support of youth activities in fishing events that encourage conservation and water recreation.

Section 4. The principal office of the corporation shall be located at the address of the current State President's discretion within the State of North Carolina. The corporation may have such other offices whether within or without the State of North Carolina, as the Board of Directors may determine from time to time.

ARTICLE TWO

MEMBERS/CHAPTERS

Section 1. General Membership: The members of the Corporation shall be designated as general members. The qualifications for membership shall be that a general member shall be a member in good standing. A member in good standing is required to maintain valid membership in a North Carolina Bass State Federated Chapter, the North Carolina Bass State Federation, the TBF, and FLW Inc. Written correspondence is required for validation of membership.

Section 2. Chapters: A group interested in becoming a Federated Chapter of the Corporation shall submit a written and signed application on a form approved by the Board of Directors, to the President of the Corporation. Approved applicants shall become a Federated Chapter Member of the Corporation upon payment of the required membership dues. A Chapter in good standing is one that maintains at least six members and maintains 100% of their Chapter membership as members in good standing in the North Carolina Bass State Federation, the TBF, and FLW Inc.

Section 3. Voting Rights: A Chapter in good standing shall be entitled to one vote on each motion submitted to the Chapters.

Section 4. Termination of Membership: The Board of Directors by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member or Chapter for cause, after an appropriate hearing. A majority vote of those present at any regularly constituted meeting may terminate or suspend the membership of a member or Chapter who becomes ineligible for membership, or is in default of payment of dues or fees for the period fixed hereinafter.

Section 5. Resignation: A Chapter may resign by filing a written resignation with the NC State Bass Federation, but such resignation shall not relieve the Chapter so resigning of the obligation to pay any dues, assessments, or other charges theretofore incurred and unpaid.

Section 6. Reinstatement: Upon written request signed by a former member or Chapter and filed with the Board of Directors by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member or chapter to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of membership: General membership in this corporation is not transferable.

ARTICLE THREE

MEETINGS OF MEMBERSHIP

Section 1. Annual Mandatory Re-Up Meeting: Annual Mandatory Re-Up Meetings of all Chapters shall be held for the purpose of annual Chapter roster renewal for the coming year. These meetings will be held in each region in November with the location and date to be determined by the Regional Directors. Chapters not in attendance at its Region's Re-Up meeting will be penalized as follows:

Will not be allowed to participate in the next year's State Tournament or any Qualifier Tournaments.

The penalty of non-participation in the next year's State Tournament or Qualifier Tournaments applies to all the members of the penalized chapter.

Section 2. Special Meeting: Special Meetings of all Chapters may be called by the President, Board of Directors or not less than fifty percent (50%) of the Chapters having voting rights at a place designated by the applicant for the special meeting. If no special place is designated, then such meeting shall be held at the place of the principal office of the corporation in the State of North Carolina. If all Chapters meet at any time and place, either within or without the State of North Carolina, and consent to the holding of the meeting, such meeting shall be valid without call or notice. At such meeting any corporate action may be taken.

Section 3. Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of Chapters shall be delivered either personally or by mail, to each Chapter entitled to vote at such meeting not less than thirty nor more than sixty days before the date of such meeting, by or at the direction of the President, the Secretary, or the Chapters calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the Chapter at the address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Quorum: Fifty percent (50%) of the Chapters holding voting rights at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Chapters, a majority of the Chapters present may adjourn the meeting without further notice.

Section 5. Voting by mail: Where Directors or Officers are to be elected by Chapter, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number, tenure and qualifications of the Board: The number of Regional Directors shall be one from each Region, the number of Regional Directors-at-Large shall be one from each Region, one President, and one Vice-President shall be selected, appointed, elected or qualified as follows:

A. The President, as elected by the North Carolina Bass Federation, Inc. qualified Chapters. (See Article Four, Section 3)

B. One Regional Director and one Director-at-Large from each Region as elected by the Chapters from that Region pursuant to their Region's by-laws.

C. The Vice President shall be elected by the Board of Directors at the first Board Meeting of the year. Term is to be concurrent with President's term.

D. In addition to the above directors, an Assistant Director may be elected from each Region to represent the respective region in the absence of either the Regional Director or Director-at-Large.

E. All members of the Board of Directors must be members in good standing of this corporation as described in article two and may not be a member or board member of any other organization that is in direct competition with the North Carolina Bass Federation, the TBF, or the FLW.

Section 3. Election of President: The incumbent Board of Directors shall receive written resumes from affiliated Chapters by August 15 of the election year. From this list of resumes, the State Board shall select candidates who are members in good standing of the Corporation, and will present ballots of these candidates to each eligible Chapter via the Regional Directors in November of the election year. Ballots will be handed out at each Region's mandatory re-up meeting. After re-ups for the coming year have been completed and their re-up dues have been paid, each re-upped Chapter will use the ballots supplied by the State Board via the Regional Director to cast their Chapter's vote. Each vote must be attested to by the attending Chapter representative's signature of the ballot. After voting the attending Chapter representative will seal the ballot in an envelope and write the Chapter's name prominently on the front of said envelope. The Regional Director will collect these sealed envelopes only from those Chapters that have re-upped and paid their dues for the coming year. These votes shall remain sealed until they are presented at the November Board meeting of the election year at which time the votes from all eligible affiliated Chapters will be tabulated. The candidate receiving the most votes will be elected President. In the event of a tie the Regional Directors, who are not running for President, will cast the tie-breaking vote. Term of office shall be two years, beginning January 1 following election and ending December 31 of the second year after the election.

Section 4. Removal of Board Member: A Board Member may be removed for cause by seventy-five percent (75%) majority vote of the Board of Directors.

Section 5. Regular Meetings: The Board of Directors shall meet at least quarterly to conduct their Corporate affairs. The Board of Directors may provide by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of another designation in the resolution.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 7. Notice: Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice delivered personally or sent by mail, email, or Facsimile to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope to addressee, with postage thereon prepaid. If notice is given by email, or facsimile such notice shall be deemed to be delivered when processed by the respective service. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by-law or by these by-laws.

Section 8. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at any meeting of the Board, a majority of directors present may adjourn the meeting without further notice.

Section 9. Board decisions: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 10. Vacancies: Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the remainder of the term of his predecessor in office. Each such appointment by the Board shall be subject to the approval of the regional membership or general membership at the next regular meeting or general membership meeting of this corporation.

Section 11. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular meeting or special meeting of the Board. Nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof.

ARTICLE FIVE

OFFICERS

Section 1. Officers: The officers of the corporation shall be President, one Regional Director from each region and one Director at Large from each region and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including secretary and/or treasurer, as it shall deem desirable, such officers to have the authority to perform duties prescribed from time to time by the Board of Directors.

Section 2. Election and Term of office: The officers of the corporation shall be elected every two (2) years as prescribed in Article Four, Section 3 and Article 6, Section 2. The President and Regional Directors-at-Large shall be selected in December of the even numbered years. The Regional Directors shall be selected in December of the odd numbered years. Each officer shall hold office until his successor has been duly elected, or appointed to fill a vacancy.

Section 3. Removal: Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies: A vacancy in office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the remainder of the term.

Section 5. Powers and Duties: The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolution or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of the officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE SIX

REGIONAL OFFICERS

Section 1. Regional Directors and Regional Directors-at-Large shall be elected by the North Carolina Bass Federation Chapters within their respective Regions. It will be the duty of the Regional Director to serve as the Regional Board Chairman, to convey the business of the Chapters which he represents to the State Board of Directors, and, in turn, relay the business of the State Board of Directors to the affiliated Chapters.

Section 2. Selection: Selection of the Director, Director-at-Large, and Assistant Director shall be the responsibility of the Regional Board, which will be composed of one representative of each Chapter within the Region of the North Carolina State Bass Federation, Inc. The Regional Director, Regional Director-at-Large and Assistant Director shall be elected by a majority of the Chapter representative present which form the Regional Board. Chapter representative will be one individual designated by his Chapter to represent it on the Regional Board. The Regional Board will meet at least quarterly, selecting the Regional Director and Assistant Director by December 15th of their appointed election year (odd numbered years). The Director-at-Large shall be selected by December 15th of their appointed election year (even numbered years). The Regional Boards will function as the instrument to funnel needs and difficulties of the individual Chapters to the State Federation Board of Directors through their respective Regional Directors.

Section 3. Removal: Should the Regional Director, Regional Director-at-Large or Assistant Director prove unsatisfactory in the position, he may be removed by a two-thirds majority vote of the Regional Board. Should the position of the Regional Director, Director-at-Large, or Assistant Director be vacated by removal, death, illness, transfer, or any other means, an election shall be held immediately to fill the vacant position for the remainder of the term. In the event an individual fills out the remainder of the term, it will not be counted as a full term; therefore, he may be elected for additional terms, should his Region so choose.

ARTICLE SEVEN

REGIONAL BOUNDARIES

Section 4. Boundaries:

A.) Northeastern Region - shall be bound as follows:

- . N: Virginia State line,
- . E: Atlantic Ocean,
- . S: U.S. Highway 70,
- . W: Interstate 95.

B.) Southeastern Region - shall be bound as follows:

- . N: U.S. Highway 70,
- . E: Atlantic Ocean,
- . S: South Carolina line,

- . W: Interstate 95.
- C.) Northern Region - shall be bound as follows:
 - . N: Virginia State line,
 - . E: Interstate I-95,
 - . S: U.S. Highway 64, from Interstate I-95 to
Interstate I-77,
 - . W: Interstate I-77.
- D.) Southern Region - shall be bound as follows:
 - . N: U. S. Highway 64,
 - . E: Interstate I-95,
 - . S: South Carolina State Line,
 - . W: Interstate I-77.
- E.) Western Region - shall be bound as follows:
 - . N: Virginia State Line,
 - . E: Interstate I-77,
 - . S: South Carolina State Line,
 - . W: Tennessee State Line.

Section 5. Borderline Chapters:

- A.) New Chapters may elect region to become affiliated with.
- B.) Affiliated chapters may change regions by letter of petition to the North Carolina Bass Federation, Inc., Board of Directors for approval. This change of Region affiliation will be permitted one (1) time only.

ARTICLE EIGHT

COMMITTEES

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office may designate and appoint the three (3) following standing Committees and other Special Committees as from time to time may be appropriate. The Terms of appointment to a standing Committee shall be two years or less, expiring on the second December 31st after appointment. No member of a standing Committee shall serve more than three consecutive terms on such Committee. To be eligible for appointment to any Committee a member must be a member in good standing of TBF/FLW and of North Carolina Bass Federation, Inc.

Section 2. Environmental Committee: The number of members to serve on this committee shall be determined and appointed by the Board of Directors. The purpose of this committee shall be to secure and protect our natural environment from harmful change; to document and report to proper authorities violations of local, state and federal anti-pollution laws, statutes, regulations, ordinances and other regulatory devices; to take political action, within the scope of the authority of the charter of this corporation and the laws of the State of North Carolina as they relate to lobbying to improve our environment; to take legal action where appropriate; to maintain class actions where advisable and proper under the terms of the charter of this corporation; to undertake informative and educational programs to bring to the public a greater awareness of threats to our environment; and, above all to take a leadership role in repairing the harm that has already been done to the life giving waters of the United States of America and the State of North Carolina.

Section 3. Tournament Committee: The members to serve on this committee shall be approved by the Board of Directors. The purpose of this committee shall be to plan the Annual North Carolina Bass Federation, Inc. Championship Tournament. They will collect entry fees, set an awards list, rule the final authority on the proper conduct, procedures, qualifications and other matters related to the conduct of this tournament. The Annual North Carolina Bass Federation, Inc. Championship Tournament will determine eligibility to enter the National Southern Division Championship Tournament. All North Carolina Bass Federation, Inc. Championship Tournaments shall be conducted within the spirit and letter of the current national tournament rules. All State Tournaments will be open to North Carolina Bass Federation members 16 years of age or older. It will be the primary duty of the State Tournament Committee to so conduct its affairs that only honor the integrity and sportsmanship and the highest ideals of fair play will accrue to it, and thus to each and every member of the TBF/FLW.

Section 4. Youth Activities Committee: The number of members to serve on this committee shall be determined and appointed by the Board of Directors. The purpose of this committee shall be: To plan, organize and implement statewide Bass Youth Activities to introduce young fisherman to the goals of NCBass and to give the youths of the State of North Carolina basic rules of honesty, integrity, fair play and good sportsmanship, and to give them an introduction to the sheer joy of fishing.

Section 5. Special Committees: Special committees may be formed by and appointed by the Board of Directors, but only for closely defined purposes, and in no case may the tenure of a special committee exceed two years from the day of its appointment. Special committees may not supersede or otherwise infringe upon the duties and responsibilities of any standing committee unless a resolution to that effect is passed by unanimous vote of the Board of Directors.

Section 6. Removal: Any member of any committee may be removed by the person or persons authorized to appoint such members to the committee, standing or otherwise, whenever in their judgment the best interest of the corporation shall be served by such removal.

ARTICLE NINE

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws to enter into any contract and delivery any instrument in the name of and on behalf of the corporation and such authority may be general or may be confined to specific instances, but in all cases shall be authorized first by a resolution of the Board of Directors.

Section 2. Checks, Drafts, or Orders: All checks drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers,

agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President and Co-Signer approved by the State Board of Directors.

Section 3. State President, Treasurer, Regional Directors and Co-Signer must be bonded. The amount of bond shall be determined by the State Board of Directors.

Section 4. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE TEN

BOOKS AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and the membership committee and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, his agent or attorney for any proper purpose at any reasonable time.

ARTICLE ELEVEN

FISCAL YEAR

Section 1. The fiscal year of the corporation shall be the calendar year in each year beginning at midnight on the 1st day of January of the year and concluding at the end of the 31st day of December of the year.

ARTICLE TWELVE

DUES/FEES

Section 1. Annual Dues and Fees: The board of directors shall determine from time to time the amount of initiation fee, annual dues and related fees payable to the corporation by general members and shall give appropriate notice to the membership.

Section 2. Payment of Dues and Fees: Dues and fees shall be paid annually in advance in November and delinquent on the first day of January of each year. New clubs will be affiliated with the North Carolina Bass Federation, Inc. upon payment of dues.

ARTICLE THIRTEEN

SEAL

Section 1. The Board of Directors shall provide a corporate seal which shall be as affixed in this margin.

ARTICLE FOURTEEN

WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given under the provisions of Article Three of these by-laws or under the provisions of the corporate charter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FIFTEEN

AMENDMENT OF BY-LAWS

Section 1. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty days notice in writing is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the Directors at any regular or special meeting or as either case may be.

ARTICLE SIXTEEN

DISSOLUTION CLAUSE

Section 1. If the necessity arises that the North Carolina Bass State Federation, Inc. should dissolve, all monies and other assets of the organization shall be donated to a charitable organization or institution, accredited by the I.R.S. No monies and/or assets may accrue to the benefit of any NCBass Federation member.

AFFIRMATION OF REVISIONS

Revision Effective Date: January 1, 2016

PRESIDENT _____

SECRETARY _____

NORTHERN REGION:

Director _____

Director at Large _____

NORTHEASTERN REGION:

Director _____ N/A _____

Director at Large _____ N/A _____

SOUTHEASTERN REGION:

Director _____

Director at Large _____

SOUTHERN REGION:

Director _____

Director at Large _____

WESTERN REGION:

Director _____

Director at Large _____