

ENGLEWOOD FISHING CLUB, INC.

BY-LAWS

Updated and Amended June 11, 2015

ARTICLE I

1. The name of the Corporation is ENGLEWOOD FISHING CLUB, INC. (hereinafter referred to as the "Club").

ARTICLE II

1. The Club shall have perpetual duration until such time as a standing duly elected Board of Directors deems it necessary to dissolve the Englewood Fishing Club Inc. as per Article X.

ARTICLE III

1. The Club is a not for profit corporation. The purposes for which the Club is organized are:

(A) The specific and primary purpose for which the corporation is formed is:

- (a) To promote and inculcate interest in the civic and social affairs of the community through fishing activities;
- (b) To encourage the activity of fishing among its members;
- (c) To promote and exchange ideas among its members and other anglers;
- (d) To hold meetings and social gatherings for the better realization of the above-named purposes.
- (e) To educate members and meeting guests in fishing skills, by monthly instruction from Charter Captains and regional experts.

(B) The general purpose for which the Club is formed is to operate exclusively for such educational and charitable purposes as will qualify it as a tax exempt organization.

(C) This Club shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV -OFFICERS AND DIRECTORS

1. The Board of Directors (hereinafter referred to as the "Board") and Officers of the Club shall be Club members, duly elected to the Board. The elected Board shall consist of nine (9) total members. Officers of the Club shall be nominated from the Board, elected by the Board (per Article VII) and consist of:

(A) President

- (a) Presides over all meetings

- (b) Directs all official business
- (c) Guides and directs members and Officers/Directors toward the Club goals and missions
- d) Assists all Officers and Directors with their duties as needed.

(B) Vice-President

- (a) Assists the President when needed
- (b) Presides over meetings when President is not able to attend
- (c) Assists the President in running the Club
- (d) The Vice-President will be in charge of communicating and organizing Club meetings.

(C) Treasurer

- (a) Shall be responsible for the collection and maintenance of all monies and funds for the Club.
- (b) Shall account for and maintain, in a general business manner, an accounting of all Club monies, funds and finances.
- (c) Will prepare and present two reports to the Board at the January Board meeting (the Annual Revenue & Expense Report and the Annual Projected Budget Report).
- (d) Will also present a monthly report on the Club's finances.
- (e) Will disburse funds as ordered by the Board, taking proper vouchers, and reporting such disbursements to the Board.
- (f) Will chair a meeting in December of all Board members to develop a Club budget for the following year.

(D) Secretary

- (a) Shall record and maintain accurate minutes of all Board meetings.
- (b) Present to the Board, in a timely manner, a copy (written or electronic) of minutes for the Board to review.
- (c) Maintain and/or record all written documents of the Club's activities.
- (d) Provide written records to any members as directed by the Board.
- (e) The Secretary will be in charge of communicating and organizing Club meetings.

2. An "assistant" may be appointed by the President to assist Club Officers in their duties.

3. In case of long term absence or resignation of any Officer or Board member, the Board may delegate the powers/duties of said Officer or Board member to any other Officer or Director.

(A) Temporary replacement of board member or officer.

4. Officers and Directors shall not receive any salary for their services.

5. An Officer or Director of the Club may be removed from office for:

(A) Reasons in Article V (2)

(B) Non-performance of duties including, but not limited to, non-attendance at Board meetings.

(C) Removal shall follow the directive under Article VII (4).

ARTICLE V - MEMBERSHIP & QUORUMS

1. Only fully paid up members shall be considered to be in "good standing" and shall be empowered to be members of the Board or vote. Membership dues shall be as designated by the Board annually, payable by the January General meeting of the calendar year. Membership shall include the immediate family including spouse and dependent children up to 18 years of age or above in cases of dependent children who are mentally or physically disabled. Membership shall constitute one (1) vote on any business or agenda.

2. A member shall be removed from the membership roll by the Board for:

(A) Failure to pay dues. Failure to pay dues will be cause for automatic removal from membership.

(B) Any action by the member which would reflect dishonor or disgrace to the Club or any Club member.

3. A general membership quorum necessary for voting on Club business and in elections shall be a minimum of fifteen (15) members or thirty (30%) of the total membership in good standing.

4. A Quorum of the Board in the conduct of business shall be a minimum of four (4) Directors or Officers of the Board, of which at least two (2) officers must be present.

ARTICLE VI -MEETINGS

1. Regular meetings will be held on the second Thursday of every month, unless specified

otherwise, at a time and location to be advised. Board meetings will be held on the third Wednesday of every month, at a time and location to be advised, and may be attended by any members in good standing to observe the Board meeting process. The visiting members may only address the Board with the permission of the President. Board meetings may be changed at the discretion of the President. Committee meetings will be called by the Committee Chairman as and when necessary.

2. The order of business to be conducted at the regular meetings of the Club will normally be as follows:

(A) President opens the meeting at 6:30pm.

(B) A brief business session including Treasurers and Committee Reports, old and new business.

(C) Seminars

(D) President closes the meeting.

3. General membership meetings may be open or closed to the public at the discretion of the Board of Directors.

4. Board of Directors meetings may follow the following format:

(A) Establish that a quorum of officers and members has been met.

(B) Report from committees.

(C) Old business.

(D) New Business.

ARTICLE VII -ELECTION OF OFFICERS & DIRECTORS

1. Every other year, at the regular October membership meeting nominations of members to stand for election to the Board of Directors will be solicited. At the following November meeting, the Board shall present a slate of nominees for the election of Board members for the upcoming term. The members nominated shall be reviewed by the Election Committee, for accuracy and qualifications prior to presentation to the general membership. The general membership will then be advised of the revised slate of nominees and elections will take place at the regular December meeting. The term of office for Directors and Officers is two calendar years.

2. Officers of the Club will be nominated by and from the newly elected Board. Nominations for Officers will be voted on and elected to their posts by the majority of Board members present at the first calendar regularly scheduled Board meeting following the elections.

3. In the event of Officer or Director vacancies, the remaining members of the Board shall ask for volunteers/nominations from the membership to fill the unexpired term. The replacement officer/director will be "appointed" by the Board, with the approval of the majority of the Board, and serve until the next election.

4. Should an Officer or Director need to be removed from office, the following procedure must be followed:

(A) A written request must be presented to the Board, giving full statement and reason for removal.

(B) A Board must convene to review the request.

(C) Two-thirds of the full Board (6 Directors) must vote in the affirmative in order to remove any Officer or Director.

(D) The President shall inform the Officer or Director, in writing, of the decision of the Board and removal from office.

(E) The President shall inform the general membership of the decision of the Board.

(F) Should the action be against the club President, the Vice President shall be acting official in place of the President.

ARTICLE VIII - COMMITTEES

1. The Club shall have, but not limited to, the following standing committees with volunteers and appointees as appropriate.

2. Each committee shall have a chairperson, who is responsible for that committee and report to the Board in a timely manner, on the status of that committee.

3. Committees:

(A) Membership Committee - This committee shall be responsible for duties involving Club membership, which include:

- (a) Establish a structured (or use existing) format which allows persons to become Members
- (b) Provide a venue by which persons can become a member (e.g. sign up at meetings, website, other)
- (c) Establish a written documentation of the Club membership.
- (d) Provide all Officers and Directors with timely updated membership documentation and projects.
- (e) Establish and provide a means by which any funds received from members be channeled to the Treasurer of the Club for accounting.
- (f) Periodically review status of current Club membership and future membership endeavors.
- (g) Maintain written records of the committee.
- (h) Provide notification to all members, Board and outside agencies of all meetings and events by means of newsletter.

(B) Events & Meetings Committee - This committee shall be responsible for:

- (a) Scheduling and coordinating meetings, seminars, events and community volunteer efforts.
- (b) Maintain written records of the committee.

(C) Fishing & Tournament Committee - This committee shall be responsible for:

- (a) The coordinating and scheduling of all fishing and fishing tournaments, per the direction of the Board.
- (b) Coordinating fishing events and tournaments with other committees to ensure project commitment.
- (c) Establish a format which allows for the involvement of members including the Board and Officers.

(d) Provide the Board and committee chairpersons, timely updates of this committee and any project involvement.

(e) Provide the Board with written documentation of each project.

(D) Website Committee - this committee shall be chaired by the webmaster, if the webmaster is a Club member. If the webmaster is not a Club member, the Board shall appoint a chairperson. This committee shall be responsible for:

(a) Assuring the Club website is properly operational and functional as per the direction of the Board.

(b) Updating the Club website in a timely manner with provided information for changes.

(c) Notify members and the Board of any functional or critical changes to the website which might affect the members.

(d) Provide a format or forum by which the membership will have input to the website.

(e) Provide written periodic update reports to the Board.

(E) Social Committee -this committee shall be responsible for:

(a) Coordinating and scheduling the Club's social activities.

(b) Providing social activities to all other committees as requested or needed.

(c) Providing a means by which Club members may have input or assistance to the committee.

(d) Providing the membership and Board a timely status report of all social activities.

(F) Special Committees -The Board may form special committees to assist with running the Club. These special committees shall report to the Board as appropriate.

ARTICLE IX -BY-LAW AMENDMENTS AND VOTES

1. The By-Laws may be amended at any regular meeting by two-thirds vote of the members present, provided notice of the proposed amendment has been presented to the membership at least one regular meeting prior to the vote.

2. All other Club and Board business votes require a simple majority vote for passage, provided the "quorum" requirements are met with the exception noted in Article X.

ARTICLE X - DISSOLUTION OF CLUB

1. In the event it becomes necessary to dissolve the Club, a standing duly elected Board of Directors may dissolve the Englewood Fishing Club Inc., only after:

(A) Presenting a written termination procedure to the full general membership for approval of dissolution.

(B) Providing written documentation of a 100% vote in the affirmative, for dissolution, by the present Board of Directors.

(C) The written termination documentation approved by the Board shall be communication to the membership one month prior to the Club vote. The termination vote by the membership shall be by ballot with minimum 75 percent (75%) of the members present to win approval.

(D) Complying with all state and local laws pertaining to dissolution.

2. Upon dissolution of the Club, the net assets of the Club are to be distributed to an appropriate NOT FOR PROFIT ENTITY as decided by the Board.

Amended by the present Board of Directors as per Article IX of these Bi-Laws on June 11, 2015.