

# CAPE COD SALTIES SPORTFISHING CLUB, INC. BY-LAWS

**BY-LAWS REVISED: February 24, 2021**

## **ARTICLE I            NAME**

The name of this organization shall be the Cape Cod Salties Sportfishing Club, Inc.

## **ARTICLE II            PURPOSE**

The purpose of this organization shall be to promote and encourage interest in saltwater sportfishing; to provide opportunities for those interested in saltwater sportfishing to gather for entertainment and good fellowship; to foster sound conservation practices and laws, and to see that these laws are properly supported and carried out by members; to foster good sportsmanship, to disseminate information concerning saltwater sportfishing both to club members and others; and to encourage a knowledge of environmental science and related fields by means of scholarship grants and community service

This organization has established the Cape Cod Salties Foundation, Inc. (CCSF) as a non-profit organization under Section 501 (c) (3) of Internal Revenue Code of 1954 to solicit grants and to collect tax deductible donations to support the upgrade or construction of artificial reefs, other fishing related projects, and scholarship grants.

## **ARTICLE III            ANTI-DISCRIMINATION POLICY**

The Cape Cod Salties Sportfishing Club shall not discriminate on the basis of gender, sexual orientation, race, color, national or ethnic origin, religious beliefs or affiliations, or political views or party affiliation.

## **ARTICLE IV            OFFICERS**

**Section 1.**     The elected officers of this organization shall consist of a President, a First Vice President, Vice President(s), a Treasurer and a Secretary.

**Section 2.**     The officers shall be elected at the annual meeting of the organization in even calendar years and shall hold their respective offices for two years.

**Section 3.**     Trustee, the most recent Past President.

**Section 4.**     Duties of the Officers:

- a.**            The President shall be the presiding officer of the organization. The President shall appoint chairpersons who shall, in turn, form respective committees necessary to and for the operation and activities of the

organization.

- b.** The First Vice President shall preside in the absence or disability of the President and shall perform such duties as may be assigned by the President and/or the Board of Directors (BOD).
- c.** The Vice President(s) shall have such titles and power, and perform such duties as may be assigned to them by the BOD.
- d.** The Treasurer shall collect all monies due the organization and deposit same in a bank approved by the BOD. The Treasurer present a summarized financial report at every general membership business meeting of the organization. The detailed financial report shall be available upon request and attached to the meeting minutes. The Treasurer shall expend monies only upon presentation of a duly authorized bill, retaining copies of same for the organization's records. The fiscal year shall correspond with the calendar year. All financial accountings of the Treasurer shall undergo an audit after the end of the Treasurer's two year term, or as ordered by the Officers for other specific reasons. Said audit should be performed by a committee consisting of the incoming President, the incoming Treasurer, and a third member appointed by the BOD. The outgoing Treasurer shall provide the audit committee detailed records of income and receipts for expenditures. In the event the outgoing Treasurer was elected for an additional two year term, the BOD shall appoint an additional member to the audit committee. Copies of the audit report shall be made available to the membership upon request.
- e.** The Secretary shall record minutes of all general membership and BOD business meetings of the organization and shall read the minutes of the previous meeting. The Secretary shall prepare correspondence requested by the President and/or BOD, be custodian of all organization records, documents, and correspondence.
- f.** The Trustee shall attend BOD meetings, act as an advisor and have voting privileges on the BOD.
- g.** All officers shall serve as officers of the CCSF if elected at the CCSF annual meeting.

**Section 5.** All officers shall have no term limits.

**Section 6.** Should a vacancy in an elected office occur due to unforeseen circumstances, said vacancy shall be filled for the remaining term of the office by ballot of the membership at a special election.

## **ARTICLE V DIRECTORS**

- Section 1.** Three Directors shall be elected to serve a term of three years with one Director's term expiring on December 31<sup>st</sup> every year.
- Section 2.** The Director(s) shall be elected at the annual meeting of the organization.
- Section 3.** Duties of the Directors shall consist of monitoring all business of the organization.
- Section 4.** The Directors shall be elected for a maximum of two consecutive three year terms in office.
- Section 5.** Should a vacancy in elected Directors occur due to unforeseen circumstances, said vacancy shall be filled for the remaining term of the Director by ballot of the membership at a special election.
- Section 6.** All Directors shall serve as CCSF Directors if elected at the CCSF annual meeting.

**ARTICLE VI BOARD OF DIRECTORS (BOD)**

- Section 1.** The BOD of the organization shall consist of the Trustee, elected current Officers, and Directors.
- Section 2.** The presiding Chairman of the Board shall be the President.
- Section 3.** The BOD shall be the governing body of the organization responsible for reviewing any and all business which comes before the membership of the organization and shall oversee the goals and purposes of the organization to such extent that those goals and purposes are neither diminished nor exceeded to the detriment of the organization.
- Section 4.** The BOD shall have the management and control of all the property, effects and assets of the organization and shall exercise a general superintendence of its affairs and activities and ensure compliance with the organization's Conflict of Interest Policy. The Secretary is custodian of the Conflict of Interest Policy. Copies of the Policy shall be made available to the membership upon request.
- Section 5.** Expenditures.
- a.** All requests for expenditures over \$100.00 coming from the membership at a regularly scheduled meeting must be reviewed and approved by the BOD. The time to review the request shall not exceed two months.
  - b.** The BOD may make expenditures of \$500.00 or less after receiving a majority vote of a quorum of the BOD.

- c. The President may authorize the payment of routine expenditures of \$500 or less.
- d. All expenditures in excess of \$500.00 must be approved by a majority of the members present at a regularly scheduled meeting.

**Section 6.** Scheduled meetings of the BOD are held one hour prior to scheduled general membership meetings. Members and guests are welcome at the scheduled BOD meetings. Additional meetings of the BOD shall be held when deemed necessary and may be called by any member of the BOD. A quorum of 4 members of the BOD shall be required to conduct business.

**Section 7.** The Club's Liability Insurance Policy shall be maintained at a minimum of one million dollars (\$1,000,000.00) of coverage. The BOD shall review the Policy at the meeting prior to renewal of the Policy and update the Policy, if required.

**Section 8.** All members of the BOD shall attend at least 75% of the scheduled BOD meetings in any calendar year. Any BOD member failing to meet this requirement will forfeit their office upon a vote of the BOD, unless the BOD determines there were extenuating circumstances for the absences.

## **ARTICLE VII ELECTIONS**

**Section 1.** A Nominating Committee consisting of three members shall be appointed by the President each October to canvass members in good standing and select nominees for Officers and Directors(s). The Nominating Committee shall present its nominees at the November meeting. Additional nominations may be made from the floor by the membership. Nominations shall remain open until the time of election.

**Section 2.** Elections shall take place at the Annual Meeting to be held in the month of December of each year. A majority vote of a quorum of the membership shall rule. Duly elected Officers and Director(s) shall assume office 1 January to correspond with the fiscal year of the organization.

**Section 3.** A special election with no less than seven days notification may be called by the BOD in the event a vacancy should occur.

## **ARTICLE VIII MEETINGS**

**Section 1.** Regular meetings shall be held monthly on the 4th Wednesday unless otherwise specified by the BOD due to a special event or holiday conflict.

**Section 2.** The annual meeting shall be held in December of each year.

**Section 3.** Special meetings may be called at the discretion of the President or the BOD.

**Section 4.** All meetings shall be conducted in accordance with the procedures prescribed in “Robert’s Rules of Order”, subject to such modification as may be necessary to conform with these By-Laws.

**Section 5.** Order of Business: Secretary’s Report, Treasurer’s Report, Committee Reports, Old Business, New Business, and Adjournment.

**Section 6.** Quorum: Twenty members in good standing shall constitute a quorum of the organization for the transaction of meeting business by majority vote of the members present and voting; except for the amendments or revisions to these By-Laws or to change membership dues, for which a two-thirds majority of the members present and voting shall be necessary.

## **ARTICLE IX MEMBERSHIP**

**Section 1.** Any person interested in the purpose of the organization and who has attained the age of 18 may become a member upon submission of an application.

**Section 2.** Categories of Membership

- a.** Individual or Family (includes children and grandchildren up to and including 18 years of age and extended up to and including 23 years of age if a full time or part time student, or a member of the military). Dues shall be assessed annually.
- b.** Life Members shall include all Past Presidents and any other member upon recommendation by the BOD, elected by unanimous vote at a regular meeting. Life Members shall have a voice and vote in all matters and shall not be assessed annual dues.
- c.** Honorary Members shall be any persons who have exhibited an active interest in the purposes/goals of the organization and, upon recommendation by the BOD, elected by a simple majority vote at a regular meeting. Honorary members shall have a voice but no vote in all matters and shall not be assessed dues.
- d.** Any person interested in the purpose of the organization and has not attained the age of 18 may become a Junior Member upon submission of an application. Junior Members shall have voice and vote in all matters and shall not be assessed annual dues.

**Section 3.** Dues

- a.** Dues shall be payable on 1 January of each year and will be deemed delinquent if not received by 15 March.

- b.** Members with delinquent dues forfeit membership. Membership may be reinstated at any time by the payment of dues for the current fiscal year.

- c. A new member joining during October, November, or December shall have membership extended thru 31 December of the following year without additional payment of dues.
- d. The annual dues shall be periodically reviewed by the BOD and presented for approval by a two-thirds majority vote of the members at a September meeting.
- e. As a payment option, annual dues may be prepaid for a five year period at a discounted rate. The discount rate is set by the BOD. In the event of a member's death during the five year period, the unused portion of the dues shall be donated to the CCSF Scholarship Funds. The five year prepayment option is limited to fifty individual or family memberships.

**Section 4.** A member shall be suspended or expelled for any violation of the stated purposes of the organization as set forth in ARTICLE II, subject to review by the BOD.

**ARTICLE X SCHOLARSHIP GRANTS**

**Section 1.** Scholarship grants are based on funds available, field of study, merit, need, and are in accordance with ARTICLE III, Anti-Discrimination Policy.

**Section 2.** Scholarship grants are funded and administrated by the CCSF.

**ARTICLE XI AMENDMENTS AND REVISIONS**

**Section 1.** The By-Laws shall be reviewed by the BOD every two years and updated, if necessary.

**Section 2.** Proposed amendments and revisions to the By-Laws shall be approved by the BOD and presented to the membership at a general membership meeting. Marked up copies of the proposed changes shall be available for review by the membership. Amendments and revisions shall be passed according to ARTICLE VIII, Section 6.

**ARTICLE XII DISSOLUTION**

Upon dissolution of the Cape Cod Salties Sportfishing Club, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner, or to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.