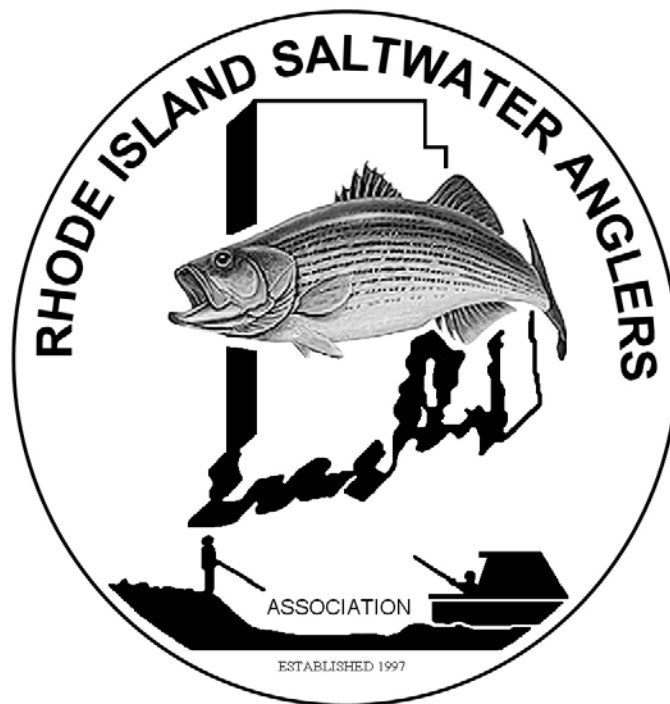


**CONSTITUTION
AND
BY-LAWS
OF THE**



Adopted

January 26, 1998

- 1st Revision: April 26, 1999
- 2nd Revision: November 29, 1999
- 3rd Revision: April 29, 2002
- 4th Revision: June 30, 2003
- 5th Revision: April 21, 2004
- 6th Revision: September 24, 2007
- 7th Revision: July 26, 2010
- 8th Revision: March 25, 2019

**ARTICLE 1
NAME**

Section 1. The name of the organization shall be the Rhode Island Saltwater Anglers Association (Association).

**ARTICLE 2
PURPOSE**

Section 1. The Rhode Island Saltwater Anglers Association is a nonprofit organization, created to provide a forum for recreational saltwater anglers; to provide education to its members and the public concerning fishing techniques, improved catches, and overall enjoyment of fishing; to foster sportsmanship; to support marine conservation and sound management of fisheries resources; and provide a unified voice to preserve and protect the rights, traditions and the future of recreational fishing in Rhode Island.

**ARTICLE 3
MEMBERSHIP**

Section 1. There shall be two categories of membership Regular and Junior.

Section 2. Regular Membership. Applicants for Regular Member (Member) must be at least 18 years of age and shall agree with the Purpose of the Association as stated in Article 2.

Section 3. Junior Membership.

A. A Junior Member must be 17 years of age or younger and must be sponsored by a Regular Member in good standing. Junior Members shall pay no dues and cannot vote on Association matters or elections. Junior Members may serve as non-voting members of committees, but may not serve as chairperson of a committee.

B. A Junior Member will remain in that category until he/she reaches his/her 18th birthday, at which point he/she will automatically be elevated to Regular (adult) Member and shall pay the current dues as assessed in Article 9.

C. Non-Sponsored Junior Membership. A person who is not younger than 16 years of age, nor older than 17 years of age, and who wishes to join the Association, but does not have a parent to join and act as sponsor, shall be allowed to join as a Non-Sponsored Junior Member, providing written permission is granted from the applicant's parent or legal guardian.

ARTICLE 4 OFFICERS

Section 1. The officers of the Association shall consist of President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Sergeant-at-Arms and Immediate Past President.

Section 2. Officers must be Members in good standing and have been Members for at least one year prior to seeking an elected position. The term of office for all officers shall be for one calendar year or until their successors are duly elected and seated.

ARTICLE 5 DUTIES OF OFFICERS

Section 1. President. The President shall preside over all Association meetings and have the right to call special meetings. The President shall be an ex-officio member of all committees. The President may negotiate and sign all legal documents of the Association and shall be an authorized signatory of Association checks.

Section 2. First Vice President. The First Vice President shall assist the President on all matters, and shall temporarily assume the duties of the President in the President's absence, including presiding over meetings. The First Vice President shall attend, when possible, legislative, scientific and fisheries meetings and report the proceedings to the membership.

Section 3. Second Vice President. The Second Vice President shall assist the President on any and all matters. The Second Vice President shall preside over meetings in the absence of the President and First Vice President, and shall attend, when possible, legislative, scientific and fisheries meetings that the First Vice President is unable to attend, and shall report to the membership on meetings attended.

Section 4. Secretary. The Secretary shall keep accurate minutes of all Association meetings and keep records and perform duties of any other matters listed elsewhere in these By-Laws.

Section 5. Treasurer. The Treasurer shall have custody of all funds of the Association. The Treasurer shall keep accurate records of all receipts, debts, bills, income and expenses, and shall produce said records, on demand. The Treasurer shall provide a report of financial status and transactions to the Association at each Business Meeting and the Annual Meeting. The Treasurer shall maintain an Association checking account; shall be an authorized signatory of checks, and pay all debts and bills incurred by the Association.

Section 6. Sergeant-at-Arms. The Sergeant-at-Arms shall maintain order during all meetings, supervise the entrance at meetings, and shall assist the presiding officer upon request.

Section 7. Immediate Past President. The Immediate Past President shall be the most recent, previously elected president. The Immediate Past President shall assist the President in assuming the presidency, and shall assist the President in all matters as needed. The Immediate Past President must be a member in good standing, and have not lost good standing during term of office. In the event that the Immediate Past President holds the office of Executive Director, the office of Immediate Past President shall be deemed vacant.

ARTICLE 6 BOARD OF DIRECTORS

Section 1. The Board of Directors (Board) is the governing body of the Association. It shall consist of the Officers of the Association, as described in Article 4, and six Directors, elected by the Association. The President shall serve as Chairman of the Board, but shall not vote on Board matters except to break a tie vote. The Board may meet between regular meetings of the Association to conduct routine business of the Association. The Board must report to the Association of each meeting held and of business conducted. The Board and its members shall have fiduciary responsibilities to the Association. Board Members may not act individually in conducting Association business.

Section 2. In the event of a vacancy on the Board of Directors resulting from a resignation or inability to serve, the President shall nominate a Member to serve the remainder of the term, with the consent of the Board.

Section 3. The Board shall be responsible for establishing Policies and Procedures for the Association and for developing a long-range, comprehensive plan that outlines the goals of the Association, with a timetable to achieve those goals. This plan shall be reviewed and updated as necessary on an annual basis.

Section 4. Officers and Directors shall be mindful that they represent the Association, and shall conduct themselves in an appropriate manner. Furthermore, they shall be aware of the behavior of all Members and persons at Association events, and shall demand appropriate conduct or sportsmanship when necessary.

ARTICLE 7 EXECUTIVE DIRECTOR

Section 1. General. The Executive Director of the Association shall be selected by and shall serve at the direction and will of the Board of Directors.

A. The Executive Director shall be the chief operating officer of the Association with the powers and duties as described by these By-Laws.

B. All Board decisions relating to the hiring, terms of employment, compensation, benefits, termination or duties of the Executive Director must be decided by a two-thirds (2/3) majority of the full Board.

Section 2. Relations with Board.

A. The Board shall be responsible for hiring and establishing the compensation package for the Executive Director as well as all other terms and conditions of employment that are not directly covered in these By-Laws.

B. The Executive Director shall follow and execute the Policies and Procedures of the Association as established by the Board.

C. The Executive Director shall manage the affairs of the Association as counseled by the Board.

D. The Executive Director may also be elected for a simultaneous position on the Board of Directors but shall have no vote on the Board of Directors as the Executive Director.

E. The Executive Director shall attend meetings of the Board of Directors and shall be allowed to actively participate in their deliberations.

F. The Executive Director shall assist the Board in developing the long-range comprehensive plan for the Association.

G. The long-range, comprehensive plan developed by the Board shall serve as the guiding directive for the activities of the Executive Director.

H. When issues related to the employment of the Executive Director are discussed by the Board, the Executive Director shall recuse himself or herself from that proceeding.

I. The Board shall confirm the appointment of the Executive Director annually.

J. The Executive Director shall only hire staff with Board approval.

Section 3. Legal Authority.

A. The Executive Director may negotiate and sign all legal documents of the Association.

B. The Executive Director shall get the approval of the Board before committing the Association to any obligation, debt and/or commitment that may be construed as a liability to the Association that falls outside of the Board approved budget or the Association's normal affairs.

Section 4. Fiscal Duties.

- A. The Executive Director shall operate within budgets set by the Board.
- B. The Executive Director shall cooperate with the Board of Directors and execute Association fiscal policies and operations.
- C. The Executive Director shall oversee all regular and special funds of the Association unless directed otherwise by the Board.
- D. The Executive Director shall authorize all reimbursements of expenses within the budget set by the Board.

Section 5. Meetings and Voting.

- A. The Executive Director shall attend such meetings of the Association, its units, and related bodies as may be required in the discharge of the Executive Director duties.
- B. The Executive Director shall be an ex-officio member of all Association committees.
- C. The Executive Director may act as any Regular Member of the Association and serve as a voting member or chair of any committee, with the exception of when any committee position shall be deemed by the President as a conflict of interest with his/her appointment as the Executive Director.
- D. The Executive Director shall present a written report of the state of the Association at the Annual Meeting.
- E. The Executive Director shall send notices to all Members of all Special Meetings.

Section 6. Other Duties.

- A. The Executive Director shall be in charge of any Association headquarters, any Association staff and all Association operations; and shall be responsible to the Board of Directors for all property and equipment owned and used by the Association.
- B. The Executive Director shall be the managing director of any publications issued by the Association, including the Association monthly newsletter and any other publications that the organization may institute by direction of the Board.
- C. Unless otherwise directed by the Board, the Executive Director shall act as Chief Operating Officer for any functions that are sponsored under the aegis of the Association, such as, but not limited to, the New England Saltwater Fishing Show.

D. The Executive Director shall, in the absence of or under the supervision of the Association Secretary, direct such functions as are necessary for meeting the responsibilities assigned to the Association Secretary.

ARTICLE 8 COMMITTEES

Section 1. The President may create any committees as may be necessary to achieve Association interests or business. Each committee shall elect a chairperson, keep minutes of committee meetings and give reports of their operations and expenditures. Said committees shall remain in existence until their duties and/or purpose has been achieved.

Section 2. The Board of Directors shall have authority to override any action or decision of any committee, which in the opinion of the board, is contrary to the best interests of the Association.

Section 3. No committee shall sign contracts or legal documents.

ARTICLE 9 MEETINGS

Section 1. General. The Rhode Island Saltwater Anglers Association will hold a monthly meeting. Types of meetings shall include Seminars, **Quarterly** Business Meetings and the Annual Meeting to take place in December of each year. More than one type of meeting may occur on the same date.

Only Members in good standing shall be allowed to vote in elections or on matters pertaining to the Association during any Association meeting. The Secretary shall be responsible to confirm that business is decided by Members in good standing.

Section 2. Seminars. Seminars shall be held to provide the forum as described in Article 2, Purpose.

Section 3. ~~Quarterly~~ Business Meetings. A **Quarterly** Business Meeting **open to all Members in good standing shall be held in March, June, September and December of each year. at the discretion of the Board of Directors, whenever the Board decides that a dialogue with the Membership or vote by the Membership is in the best interest of the Association. The President shall direct the Executive Director to send written notification with a draft agenda to the Association at least twenty (20) days prior to the time of the Business Meeting. A minimum of 35 Members must be present to constitute a quorum.**

Section 4. Annual Meeting. The Board of Directors shall **designate one meeting** schedule each December **as for** the Association's Annual Meeting, at which the Elections of Officers shall occur, and the Board of Directors and each committee's chairperson shall present their annual report to the Association. Except for circumstances caused by an emergency as determined by the Board, the

date of the Annual Meeting shall be published in the Association monthly newsletter at least three (3) months prior to the Meeting.

Section 5. Special Meeting. A special meeting may be called upon written request signed by at least twenty-five (25) Members. Upon receipt of said request, the President shall direct the Executive Director to send written notification to the Association of the special meeting. Notice must be sent within five (5) days of receipt of the request, and the meeting must be held within twenty (20) days of the request. Only business described in the request may be discussed.

Section 6. The President may convene a Business Meeting during any month.

ARTICLE 10 DUES

Section 1. Annual dues shall be determined by a majority vote of the Association. All dues shall be payable on or before each Member's anniversary date of Membership, which shall be the last day of the month in which he or she joined.

Section 2. The Executive Director shall send written notification to all Members, at least 30 days prior to their anniversary date, advising them of dues assessed to them. Any Member who fails to pay dues within 30 days after their anniversary date shall be considered not in good standing. Any Member who fails to pay dues after 90 days of their anniversary date shall be automatically dropped from the Association.

ARTICLE 11 ELECTIONS

Section 1. Election of Officers and Directors will take place during the Annual Meeting.

A. By September 1 of each year, the President shall appoint an Election Committee Chairman, who shall organize an Election Committee consisting of no less than three Association Members. No member of the Election Committee may be a current Officer or Director or a candidate for office.

B. The Election Committee shall develop a slate of at least one candidate for each Officer or Director position.

C. The Secretary or Executive Director shall announce in the Association monthly newsletter for August and September that the date of the Close of Nominations for the election of Officers and Directors shall be October 15.

The Election Committee shall solicit input from the current Board and the general membership of the Association. Nominations may be submitted to the Secretary, Executive Director or Election Committee Chairman up to the date of the Close of Nominations.

B. The Election Committee shall advise the candidates of the duties of the office and confirm the willingness of those candidates to assume the position, if they are elected.

C. Members shall be notified of the slate of candidates prior to the Annual Meeting.

D. At the start of the election segment of the Annual Meeting, the Officers and Directors shall step down and the Chairman of the Election Committee shall assume temporary control of the meeting, which shall include responsibility for conducting the election process until a qualified candidate is elected to each position.

E. The Election Committee shall present its entire slate of candidates to the Members present.

F. All candidates must be present at the Annual Meeting. If a candidate is unable to attend the Annual Meeting due to exceptional causes such as illness, family emergency or extraordinary work obligations, the candidate must, prior to the start of the Annual Meeting, present a written statement to either the Executive Director or Election Committee Chairman explaining the reasons for not attending. The Executive Director or Election Committee Chairman shall determine the validity of any written statement as soon as possible. If the statement is deemed valid, the candidate shall remain on the ballot. If the statement is deemed invalid or questionable, the person making that determination (Executive Director or Election Committee Chairman) shall pass the statement to a committee consisting of the President, 1st Vice President and 2nd Vice President for final determination of the statement. If the statement is deemed valid the candidate shall remain on the ballot. If the statement is deemed invalid, the candidate shall be removed from the ballot.

G. All Members must cast their vote in person.

H. The Election Committee shall collect, supervise and tabulate ballots and announce the results. If a slate of candidates consists of only one candidate for each available position, the Election Committee Chairman may (by a seconded and approved motion), cast one vote to accept the entire slate, which action shall be considered as a plurality vote.

I. No one shall be declared elected to any office unless they receive a plurality of the votes cast. In cases of failure to receive a plurality of votes cast for any position, there shall be one or more run-off elections between those tied with the most votes cast for that position.

J. The Election Committee shall cease to function upon the conclusion of the election, when all positions are filled, at which time the Officers and Directors shall assume their normal roles and the President shall continue the Annual Meeting. If for some reason a conclusion to the election cannot be reached for any position within two hours of successive voting, the Election Committee Chairman shall recess the process, the existing Board shall return to its normal role and the President shall establish a time when the vote process may continue.

K. No Member can hold more than one elected office at the same time.

L. No two immediate family members may hold office at the same time.

Section 2. Elected Officers and Directors shall assume their positions on January 1 immediately following the election.

ARTICLE 12 CODE OF CONDUCT.

Section 1. General. All Association Members (Regular and Junior) shall agree to conduct themselves in accordance with the “RISAA Code of Conduct” passed by and published by the Board of Directors,

Section 2. Grievances. The Board of Directors shall address complaints of Members against one another or may initiate its own complaint against a Member. Complaints may only apply to violations of these By-Laws and/or non-conformance to the RISAA Code of Ethics.

Section 3. Registering a Complaint. The complaining Member must detail the complaint in writing and present it to any Board member. The Secretary or Executive Director shall detail any complaint initiated from the Board of Directors.

Section 4. Resolving a Complaint. Upon receipt of the written complaint, the accused Member shall be notified of the complaint and the Board shall convene within 30 days of the notification date so that all parties may present grievances and rebuttal.

If said complaint is found to be justified, the Board shall be empowered to mediate the grievance; or, in a case of severe misconduct, the Board shall revoke the offender’s Membership. A majority vote of the Board shall be required to revoke said Membership.

Section 5. Appeal. The offending Member may appeal the revocation by a written request for a hearing before the Association at the next Business Meeting. A majority vote of Members present at said Business Meeting shall be required to reverse the revocation.

ARTICLE 13 REVISIONS AND AMENDMENTS

Section 1. These By-Laws may be revised or amended by a written resolution proposing such change from either the Board of Directors, or a petition signed by twenty-five (25) Members. Said resolution shall be presented to the Secretary or Executive Director, who will then notify Members

in writing of the proposed changes at least twenty (20) days prior to a Business Meeting where a final vote will take place that will require approval by 2/3 of Members present.

ARTICLE 14 PARLIAMENTARY PROCEDURE

Section 1. All points of law and order, not covered in these By-Laws, and where these By--Laws remain silent, shall be governed by “*Roberts Rules Of Order*” (revised).

ARTICLE 15 DISSOLUTION

Section 1. Upon the dissolution of the Rhode Island Saltwater Anglers Association, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or 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 the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.