

BYLAWS
FOR A PENNSYLVANIA NONPROFIT BUSINESS CORPORATION

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

CORPORATION BUREAU

BYLAWS FOR THE NONPROFIT CORPORATION

OF THE

Pennsylvania Bass Federation, Inc.

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ARTICLE I
Name and Non-Profit Purposes

Section 1. Name. The name of the corporation is Pennsylvania Bass Federation, Inc. (the “Federation”).

Section 2. IRC Section 501(c) (7) Purposes. The Federation is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) of the Internal Revenue Code (IRC) and shall not act so as to impair its eligibility under this IRC section.

Section 3. Specific Objectives and Purposes. The Federation is dedicated to the enhancement, restoration, preservation and public access to our water resources through conservation awareness, and education. The specific objectives and purposes of the Federation shall be:

- A. To promote and improve bass fishing in Pennsylvania by supporting local bass fishing groups;
- B. To support ecological and environmental improvements on regional, state and local levels;
- C. To promote the highest degree of sportsmanship amongst its members by functioning as a dynamic and effective link with all Chapters;
- D. To provide education and activities related to bass fishing to youth;
- E. To promote conservation related to bass fishing;
- F. To engage in any other lawful act or activity for which corporations may be recognized under the Nonprofit Corporate Law of 1988 (15 Pa.C.S. §§ 5101 et seq.)

ARTICLE 2
Offices

Section 1. Registered Office. The registered office for the Federation in the Commonwealth of Pennsylvania shall be the home residence or domicile of the current sitting President of the Federation, or at the Vice President of the Federation home resident or domicile if the President is incapacitated or has been removed from office in accordance with these Bylaws. The registered office shall revert back to the President’s home residence or domicile upon the President regaining capacity or upon election of a new President.

Section 2. Other Offices. The Federation may establish offices at such other places within or outside of the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine is necessary and proper to conduct activities of the Federation as may be required.

ARTICLE 3
Board of Representatives

Section 1. Powers. The Federation shall have a Board of Representatives (herein after referred to as the “Board”), that shall have the authority to incur liabilities against the Federation, expend the Federation’s funds, approve the sale and exchange of corporate property and attend to such other matters connected with the conduct of the Federation, as, from time to time it may determine appropriate.

A. To maintain membership on the Board, each Board Representative shall:

1. Be a member in good standing of the Federation and the Club that they individual represent.
2. Attend 75% of the Federation’s Board meetings.

B. Each District of the seven districts shall elect one Representative from the Board, for a one year term, to the Steering Committee (hereinafter “Steering Committee”). These seven Representatives shall have one vote each to cast at Steering Committee meetings and at Executive Committee Meetings.

C. The Executive Committee shall consist of the seven district elected Representatives, the President, Vice President, Treasurer and Secretary of the Federation. Each member shall be entitled to cast one vote, unless an Executive Committee member abstains from voting.

D. The Steering Committee shall:

1. Serve as liaison between the Federation’s Officers and the affiliated Clubs;
2. Assist the President and Officers in any function that relates to the operation and autonomy of the Districts they represent;
3. Have the duty to monitor these Corporate Bylaws, standing rules and procedures;
4. Monitor the corporate books and records of accounts;

5. Under President's direction, assist all standing and special committees;
6. Report to the Executive Committee any concerns or information from their individual District and relay these matters to the President. Additionally, the Steering Committee will report all Executive level information back to the respective Clubs;
7. Three (3) Steering Committee members will serve on the Finance and Budget Committee, if any, and assist the President and Treasurer in all budgetary concerns. These members will be appointed before the first Board meeting of the Calendar Year ("CY"), and will serve for that CY;
8. Monitor the Federation as a whole in all its functions and as a group try to resolve issues of importance as part of the Executive Committee through discussion, debate and voting at the Executive Committee, and;
9. Select a Chairman and Co-Chairman to act as the Committee's spokesman and chair for their meetings for that CY.
10. Annually report to the Board during the last quarter of each CY about their monitoring of the books and accounting of the Federation. This is to ensure:
 - a. The Federation books and accounts shall be kept in accordance with good and acceptable general accounting principals;
 - b. All corporate funds are properly safeguarded and all receipts and expenses are properly recorded; and
 - c. The Federation's financial books and accounts are being reviewed annually by the Executive Committee.

Section 2. Responsibilities of Board Representatives, Term to be Served. Each Board Representative shall ensure the following requirements are satisfied:

- A. Represent the membership of their respective Club and convey the business of that membership to the Board and in turn, relay the business of the Board to the Club members.
- B. Hold office for a term of one (1) year, and until their successors have been duly elected and qualified.

C. Remain as a Board member until their respective successors shall be elected and shall qualify for membership on the Board.

D. Maintain as current the name and address of that Club's Representative and their first alternate Representative to the Federation. Should a change in Representative occur, that change shall be reported to the Federation's Secretary prior to the next scheduled Board meeting.

E. Maintain a roster of the Club's membership and Officers with in their respective Club.

Section 3. Alternative Representative. Each affiliated Club shall elect an alternate Representative who meets the requirements to qualify as a Representative. The Club's alternate Representative will represent the Club at Board meetings in the absence of the primary Representative. Alternate Representative's shall be appointed to fill unexpired terms of office of primary Representative should the position become vacant for any reason.

Section 4. Removal from Office. Clubs shall have the right at any time to remove their Representative from office **for cause**, by majority vote of that Club, after giving that representative an opportunity to be heard. "Cause" may be construed to include (1) failure to attend 75% of Board meetings, and (2) any instance in which the Representative is placed in bad standing.

Section 5. Regular Meetings. Regular meetings of the Board shall be held each quarter during the CY, on such dates, at such a place, and at such a starting time as shall be coordinated and determined by the President.

Section 6. Special Meetings. Special meetings of the Board may be called, at any time, by the President or by a majority of the Officers or a majority of the Representatives, by submitting a written request to the Secretary stating the object of the meeting. Notice of any special meeting of the Board shall be posted on the Federations official web site ("Web-Site"), by the Secretary not less than fourteen (14) days before such meeting. The notice shall state the place, time and purposes for which the meeting was called.

Section 7. Notice of Meetings. Except as detailed in Section 6 above, no further notice of any regular meeting of the Board need be given, other than by transmission via the Web-Site of the date, time and place of the Meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of the meeting.

Section 8. Voting. At all meetings of the Board, each affiliated Club via their Representative or Alternate Representative shall have one vote. Proxy votes

during Board meetings are hereby prohibited, and therefore the Representative from each Club must be present to place his/her vote.

Section 9. Quorum. A Quorum of the Board shall exist if ~~Thirty-thirtyfive-one~~ ~~(3351)~~ percent of Clubs in Good Standing per the membership records, which are represented by properly appointed Representatives, attend any Board meeting. If no Quorum exists then no business may be transacted at the meeting other than general discussion. No minutes shall be required if no Quorum exists. However, no Quorum will be required if the agenda for the Board meeting was posted on the Web-Site thirty (30) days prior to the Board meeting and at such meeting all business on the Agenda may be transacted, voted on and carried. At such a meeting minutes shall be taken.

Section 10. Compensation. Representatives shall not receive any salary for their services as Representative. Representatives may however be reimbursed for travel and reasonable out of pocket expenses incurred in connection with their service on the Board. Additionally, Representatives shall not be precluded from serving the Federation in any other capacity and said individual may be reimbursed for expenses incurred on behalf of the Federation beyond their normal duties as Representative.

Section 11. Chairman of the Board. The President of the Federation shall act as Chairman of the Board of Representatives and he or she shall run the meetings in accordance to the Modern Rules of Order as a guide.

ARTICLE 4

Officers

Section 1. General Provisions. The Officers of the Federation consist of a President, Vice-President, Secretary and Treasurer. All Officers shall be natural persons of full age and shall be Individual Members of the Federation. Any two or more offices can be held by the same person. The Officers shall be elected by a Majority vote of the Board of Representatives. The Executive Committee shall consist of all Officers of the Federation and the Steering Committee, as described in Article 3. The Executive Committee is empowered with carrying out the directives of the Board. When the Board is not in session the Executive Committee may conduct any and all necessary and proper business. The Board of Representatives shall have the power to override or modify any action of the Executive Committee or any Officer of the Federation but only by a vote of 2/3's majority.

A. The Executive Committee may only act by a majority of its members at any meeting.

B. The Executive Committee, when acting within its delegated authority, shall be the same as if conduct by the Board. This provision does not dilute the power of the Board.

C. The Executive Committee shall prepare an agenda for each Board meeting prior to such meeting. This agenda will be made available to the Board 30 days prior to the scheduled meeting via internet posting. Internet posting is hereby deemed the official form of communication in this instance. Officers shall be required to attend 75% of the Board meetings. If the Officers absent is unexcused or not for a legitimate reason the Officer may be place in bad standing by the Board and be removed from office.

D. During Board meetings, Officers may perform dual functions, i.e. Federation Officer and Club Representative.

E. The Executive Committee shall define what "Bad Standing" is in the regulations or policies they establish by majority vote. After establishing what Bad Standing is, the Secretary shall post the definition on the Web-Site. The regulation and policy shall be reviewed every year. ~~Bad Standing is not subject to ex post facto, and the definition can be amended and applied to members or clubs retroactively.~~

Section 2. Election of Officers. A nomination committee shall nominate officers of the Federation. The Nomination Committee shall be comprised of all District Chairmen and will accept resumes from any Federation member within their respective District who is eligible for office as delineated below. Nominations must be submitted sixty (60) days prior to the November Board meeting. The Nominating Committee will meet thirty (30) days prior to the November Board meeting to verify the individual's eligibility for office and place the names on a ballot for vote at the November Meeting. A copy of the ballot shall be posted on the Web-Site at least 15 days before the November Meeting. Election of officers will take place at the November Board meeting and will be the FIRST order of new business. An Officer for each position will be elected by majority vote (and has received the most votes per position) from those present at the November meeting. If a District Chairmen applies to be an Officer, upon submission of a resume, the chairmen must be removed from the nomination committee. The vice-chairman from that district will then participate on the nomination committee in the excused-chairman's place.

Section 3. Term of Office. The term of office for all Pennsylvania Bass Federation Officers shall be a period of two (2) years. All positions will be filled simultaneously and officers shall take office on January 1 of the next CY. Officers may be elected for an unlimited number of consecutive or inconsecutive terms for the same position. If an Officers position becomes open because of death, disability, removal or resignation, the President shall

appoint an individual in Good Standing to fill said office for the remainder of that Officers term.

Section 4. Eligibility for Office. To be eligible for office, the person shall:

- A. Be a member in good standing with the Federation and with whatever other organization the Federation is affiliated;
- B. Be a member of an affiliated Club of this Federation for a minimum of one (1) year, and;
- C. Submit a resume to the election committee sixty (60) days prior to the November Board meeting.
- D. Pass a Criminal Background Check. No one having been convicted of a felony or convicted of a misdemeanor for financial, sexual or veracity type crimes shall be eligible for any Officer position.

Section 5. Removal from Office. Any officer may be removed from office for cause by a two-thirds (2/3) vote of the entire Board, after being given an opportunity to be heard. The Board shall make this determination under the guidance of what is in the best interests of the Federation. "Cause" may be construed to include but not limited to: (1) failure to attend 75% of Board meetings, (2) any instance in which the representative is placed in bad standing, (3) arrest or conviction of a serious crime, (4) misuse of Federation funds or property, (5) substantiated allegation of abuse of children, (6) Breach of Fiduciary Duty, and (7) attempting to dissolve the Federation. The procedures and policies for Removal from office shall be established by the Board.

Section 6. Duties of the Executive Committee. The duties of the Officers shall include the following:

- A. President. The President shall:
 - 1. Preside over all Executive Committee and Board Meetings.
 - 2. Have the power to enter into contracts unilaterally on behalf of the Federation, if the contract is under two years and the value of the contract is for equal to or less than two thousand five hundred dollars (\$2,500). If a contract exceeds two years or is above \$2,501, the president shall seek and must obtain Board approval before entering into said contract.
 - 3. Direct all official business of the Federation.

4. Appoint standing and special committee chairmen of the Federation as appropriate, and assist and direct all standing and special committees as needed.
5. Preside as Chairman of the Finance and Budget Committee, if any.
6. At the first business meeting of the year, present a statement of anticipated revenues and expenditures (Budget), for approval by the Board.
7. Schedule regular (quarterly) and special meetings of the Executive Committee and Board, as well as notify the Directors, Officers and Steering Committee of the meeting dates, times and places.
8. Assume adequate supervision of all Federation sponsored events.
9. Initiate disciplinary actions with respect to violations of bylaws, regulations and procedures committed by Federation members. Submit violations by members to the Steering Committee for review.
10. Shall be considered to be on all committees in the Federation and may conduct himself or herself accordingly. However, no attendance requirement shall exist for the President in relations to committees.
11. The President is required to be bonded, which shall be paid for out of the funds of the treasury.

B. Vice President. The Vice President shall perform all duties assigned to him by the President, and shall:

1. Preside over meetings in the absence of the President.
2. In the event that the President's office becomes vacant and upon further approval of the Executive Committee, the Vice President shall assume the President's responsibilities until a special election can be held.
3. Call and chair the Steering Committee's first meeting of each year.

C. Secretary and Membership. The Secretary shall:

1. Keep a record of the proceedings (minutes) of any and all meetings of the Board and of the Executive Committee;
2. Maintain a current mailing, e-mail and telephone listing of the Executive Committee and the Board, which shall be distributed to each District Chairman and Club Secretary, a copy to be made available in January of each CY and posted on the Web-Site;
3. Publish all Notices on the Web-Site and all other web postings required by the President;
4. Maintain the record of attendance for Executive Committee and Board meetings. A sign-in attendance sheet will be used at meetings and made a part of the minutes;
5. Maintain and have custody of the General Record of the Federation, including but not limited to the Executive Committee and Board rosters, meeting minutes, attendance records and rosters of committee chairmen;
6. Maintain a file of all affiliated Clubs, and an up-to-date roster of each Club's Officers, and;
7. Maintain correspondence to third parties as directed by the President or Executive Committee.

D. Treasurer. The Treasurer shall have the care and custody of and shall be responsible for all the funds, securities, records of indebtedness and other monetary related documents of the Federation. The person shall deposit all funds in the name of the Federation in such banks, or trust companies, or other depositories or safe deposit vaults as the Board may designate. He or she shall sit on the Finance and Budget Committee, if any, to assist the President and the committee in preparing the budget proposal for the November Board meeting. The Treasurer also shall:

1. Sign, make and endorse in the name of the Federation all checks, notes, drafts, bills of exchange, acceptances, and other instruments for the payment of money, and payout and dispose of and receipt therefore, under authorization and direction of the President; Vice President if acting as President, or by a vote of a majority of the Board;

2. Provide a statement of the condition of the finances of the Federation at each regular Board meeting, and at such other times as shall be required;
3. Keep full and accurate records of all of the Federation's financial business and other such books of accounts as the Board may require, and shall show these records to any Executive Committee member or Board Representative, upon request of five (5) business days prior written notice;
4. Prepare and submit a complete CY financial report at the subsequent year's first Board meeting;
5. Pay statements from Officers and committee members only when clearly authorized by the President and when fully documented by receipts;
6. Issue statements and collect for financial obligations owed to the Federation;
7. Be bonded by the Federation for the faithful discharge of his duties in such amount and with such surety as the President and Board may prescribe;
8. Maintain custody of corporate accounts and disbursements in accordance with generally acceptable accounting principals. At the end of the Treasurer's term the records must be inventoried. All active records shall be turned over to the succeeding Treasurer. All inactive files shall be archived in the Federation's files as directed by the President or Board. Valuable corporate documents deposited elsewhere shall be inventoried by the outgoing and incoming Treasurers while in the presence of the President, or Vice President if delegated too, prior to the acceptance of office by the new Treasurer, and;
9. Prepare and file annual financial reports with appropriate state and federal agencies.

ARTICLE 5

Members and Affiliation

Section 1. Eligibility. All district level organizations (hereinafter referred to as "Clubs") and their members are eligible for membership in the Federation only if active status is maintained. The qualifications for active status for individuals and chapters as follows:

A. Active Status Afforded to Individual if:

1. Current membership in whichever association the Federation is duly affiliated with, as determined by the Board;
2. Yearly dues are paid to the Federation; and
3. The individual is not in Bad Standing.

B. Active Status Afforded to a Club if:

1. The Club maintains a minimum of six (6) active members in good standing on their respective roster;
2. All Club members abide by the bylaws of the Federation;
3. All Club members must remain current members in good standing of any organization the Federation is affiliated with, and;
4. The Club must not be in Bad Standing.

Section 2. Privileges. An active Club, as defined in the preceding section and its members will be granted the following rights and privileges:

- A. Representation and voice for their Club at the District and State level via their Representative.
- B. Voting rights.
- C. Participation in the PA Bass Federation Team Tournament.
- D. Participation in District and State Federation Tournaments when individual membership dues are paid.
- E. Access to the Web-Site, information, newsletter, correspondence and other rights granted to Clubs and members with an active status.
- F. All other rights and privileges as determined by the Executive Committee.

Section 3. Rectifying Bad Standing.

A. The Executive Committee shall create regulations and policies for a member to apply to be reinstated to the Federation and resolve and Bad Standing issues. Every member shall have the right to be heard at one Board

meeting or at a Bad Standing Committee meeting, if such a Committee is established, to seek reinstatement to the Federation.

ARTICLE 6

Disaffiliation and Removal from Office

Section 1. Club Disaffiliation:

A. A formal complaint shall be submitted in writing from a member or Executive Committee to the District Chairman where the Club is located. The writing shall state all the facts, circumstances and allegations against the Club. The District Chairman shall conduct an investigation to take no longer than forty-five days and prepare a written report that shall be submitted to the Executive Committee prior to the next scheduled board meeting. The District Chairman shall place the issue on the agenda for the next Board meeting and report his or her findings to the Board at said meeting and act as prosecutor. The Club Representative may prepare and present a defense and respond to any inquires at said meeting. The Chairman of the Board shall act as mediator. The Board shall vote for retention, probation or disaffiliation/Bad Standing; 2/3's majority vote is required for passage. Any other policies and procedures regarding Club disaffiliation shall be established by the Executive Committee with Consent of the Board.

Section 2. Disaffiliation of an Individual Member and Officers:

A. A complaint shall be submitted by a Club, District or member of the Federation to the President or Vice President. The complaint shall be in writing and shall state all the facts, circumstances and allegations against the member. The President shall investigate or establish a committee to investigate the allegation. The President shall have no more than Thirty days to report the findings and the written complaint to the entire Executive Committee. The Executive Committee shall listen to the Presidents findings and read the written complaint. The Executive Committee shall vote yes or no, as whether to forward this matter to the Board for its consideration. Majority of the Executive Committee must vote yes for the matter to continue. If a no vote takes place the matter is dismissed. If vote passage is a yes, then the President shall place the matter on the next Board meetings agenda. At said Board meeting the Vice President shall present the Executive Committees findings and reasoning. The member may prepare and present a defense, respond to the allegation and answer any Board inquires. The Chairman of the Board shall act as mediator. The Board shall vote for retention, probation or disaffiliation/Bad Standing; 2/3's majority vote where a proper quorum exists shall be required for vote passage.

B. The procedure and outline in Article 6 section 2 paragraph A above shall be used for removal of Officers. The Officer being sought to be

removed shall not be able to act as Chairman of the Board or prosecutor for his or her own Board hearing, nor shall he or she be able to cast a vote at the Executive Committee regarding the disaffiliation/Bad Standing issue they are facing.

Section 3. Disaffiliation of the Federation from another Association.

A. The Federation may disaffiliate or change its affiliation with any organization at any time. To do so the issue shall be placed on the Agenda for the next Board meeting after thirty (30) days written notice (by placing on the Web-Site) has been given. The Board shall vote to Disaffiliate or Affiliate with and organization after arguments for and against have been made. The Chairman of the Board shall mediate the discussion. A quorum must be present for the vote and the vote shall carry with a 2/3's majority. All other procedures shall be established by the Executive Committee with consent of the Board.

ARTICLE 7
Districts

Section 1. District Divisions.

- A. The Pennsylvania Bass Federation shall be comprised of District Divisions.
- B. The number of Districts will be an odd number for Steering Committee voting purposes.
- C. The physical boundaries of Districts will be determined by county lines.
- D. The responsibility to create and/or alter Districts will be vested in the Federation and approved by a majority vote of the Board.
- E. The Districts shall create their own Bylaws, regulations and procedures that shall be consistent with the State Bylaws.
- F. If a District dissolves their assets and bank accounts shall be maintained by the Treasurer of the Federation until a new District is created to replace the dissolved District. If none is established within one year the funds shall be distributed equally between all the remaining Districts.

Section 2. District Level Meetings.

A. Each District Board shall meet at least six (6) times per year to conduct District business. District Boards may meet more often at their discretion.

B. By December 1 of each CY, a tentative schedule of District meetings for the following CY shall be forwarded to the Federation's Secretary and all Clubs in the respective District for reference.

ARTICLE 8 Committees

Section 1. Committees. The Executive Committee, by simple majority vote, shall appoint and establish committees when economically feasible to do so, and when necessity requires. Term of appointment to committees shall be determined by the President. To be eligible for appointment, a committee candidate must be a member in good standing of the Pennsylvania Bass Federation and an active member of an affiliated Federation Club. The following are typical committees formed in the past that may be established to conduct Federation business: Membership Committee, Federation Tournament Committee, Youth Activities Committee, Conservation Committee, Newsletter and Publication Committee, and Finance and Budget Committee. The President is a defacto member of all committees. Procedures for the Committees shall be established by the Executive Committee.

Section 2. Special Committees. Special committees may be formed by the Board, but only for closely defined purposes, and in no case may the tenure of a special committee exceed two (2) years from the date of appointment. Special committees may not supersede or otherwise infringe upon the duties and responsibilities of other committees. The President is a defacto member of all special committees. Procedures for the Special Committee shall be established by the Executive Committee.

ARTICLE 9 Financial Management

Section 1. Federation Level Finances. The financial management of the Federation will rest with the Treasurer, and if need be a Budget Committee, the Executive Committee and the Board.

Section 2. Banking. A Bank account shall be established for the Federation. (hereinafter referred to as "Treasury Account"). All Federation income and expenses will be managed by the Treasury Account.

A. Tax and Financial Records shall be handled by the Treasurer.

B. The Executive Committee or Budget Committee, if established, will examine all expenditures made by the Federation and ensure that all will not exceed the Federation's budget. All requests for non-budgeted expenditures will be reviewed by the Executive Committee or Budget Committee, if established, via telephone or by meeting, and then be judged according.

C. Any changes to the yearly budget significant enough to exceed revenues must be reported to the Board at the next quarterly meeting, accompanied with an explanation.

D. Financial reports will be issued to the Federation's Treasurer by all Districts on a quarterly basis for review and will be compiled for the Board's quarterly meeting as a Treasurer's Report.

Section 2. District Level Finances. Individual accounts will be required for each District, to include a checking account, savings account, ledgers and deposit slips. All District funds will be handled through this account, with the District Treasurer accountable for all transactions. A ledger will be maintained by each District and may be reviewed at any time by the Federation's Treasurer, Executive Committee and Budget Committee. Any tax documents required to be filled by the District shall be completed by the appropriate District treasurer. A copy of statements, taxes and bookkeeping will be turned over to the Federation's Treasurer each CY for review by the Board or appropriate committee.

ARTICLE 10

Special Appointments

The Executive Committee may appoint several positions to serve as Coordinators on an individual basis as follows under this Article. These appointments will come from volunteers with certain expertise, or in some cases, may be contracted from persons outside the Federation to perform such duties as approved by the Board and the Executive Committee. The term of appointment shall be for one (1) year, but not limited to one term. Term of appointment will rest with the Executive Committee.

ARTICLE 11

Income and Dues

Section 1. The Use of Funds. Funds for the support and maintenance of the Federation will be derived from membership dues, fundraisers, assessments, special projects and donations. No donations or financial assistance will be accepted from individuals, businesses, corporations or government agencies if there is evidence that the goals of these entities are contrary to the goals of the Federation.

Section 2. Dues. Cost of dues will be considered on a yearly basis by the Executive Committee and presented to the Board for consideration and a vote at the November Board meeting. Dues shall be paid by November 1 of each year. Individual membership dues will be paid to the member's Club Secretary.

Section 3. State Tournament Funding. State tournament revenue shall be used to fund state tournament function solely.

ARTICLE 12 Miscellaneous

Section 1. Dissemination of the Federation Roster. A roster of the Federation, its Clubs and individuals shall not be given to any outside organization or individual unless approved by a majority vote by the Board.

Section 2. Apply Modern Rules of Order Only. The Modern Rules of Order may be used as a guide for running all Federation level meetings.

Section 3. Interpreting Bylaws. Interpretation of these Bylaws shall rest exclusively with the President and Executive Committee. If there is a conflict of interpretation for any other entity that requires resolution, the Executive Committee will review the request and deliver their interpretation. That decision will be final.

Section 4. Contracts. The Board may authorize any officer or officers, employee or employees to enter into any contract or other binding instrument on behalf of this Federation and such authority may be general or confined to specific instances. Except as herein provided, or as authorized by the Board, no officer, agent or employee, other than the President under these Bylaws, shall have any power or authority to bind this Federation by any contract or engagement or course of action, or to pledge the Federation's credit or to render the Federation liable, for any purpose or for any amount.

Section 5. Fiscal Year. The fiscal year of the Federation shall begin on January 1 and end on December 31.

Section 6. Endorsement for Public Office. This Federation shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in Federation meetings.

ARTICLE 13 Amending the Bylaws

Procedure to Amend. These Bylaws may be amended by using the following procedures:

A. A Bylaw change proposal is submitted to the Federation's Executive Committee, or made at any Executive Committee meeting. The President shall call a Special Meeting of the Executive Committee to be held within ten (10) days to consider the bylaw change or addition.

B. The proposal will then be voted on by the Executive Committee at their next meeting. A two-thirds vote is required for the proposal to move forward for a Board vote.

C. Notification of the Bylaw proposal shall be posted on the Web-Site at least 10 days prior to the next Board meeting if the Executive Committee has voted to move the proposal forward.

D. Final approval to the proposed Bylaw change will then be made by all Board members at the next Board meeting. Final approval of all changes to the Bylaws will be made by a two-thirds majority of all Board members voting where a proper quorum exists.