

BYLAWS of the California Bass Federation, Inc.

**A California Nonprofit Mutual
Benefit Corporation**

**Amended
10/28/2011**

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BYLAWS of the California Bass Federation, Inc.

A California Nonprofit Mutual Benefit Corporation

Article I. Name

The name of this organization is California Bass Federation, Inc. (hereinafter referred to as the Corporation.).

Article II. Offices

Section 2.01; Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at 13350 Racquet Ct., Poway, San Diego County, California, 92064. The Board of Directors (the Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws following this section or this section may be amended to state the new location.

Date Changed	New Address
10-8-2011	13350 Racquet Ct., Poway, CA, 92064

Section 2.02; Other Offices

The Board may at any time establish branch or other subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

Article III. Purposes and Limitations

Section 3.01; Purposes

(a) This Corporation is a nonprofit mutual benefit corporation organized under the "California Nonprofit Mutual Benefit Corporation Law". The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under such law. Such purposes for which this Corporation is formed are pleasure, recreation and other nonprofit purposes, including but not limited to the specific purposes stated in these Bylaws. This Corporation is organized exclusively for such purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these Bylaws, the Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i)

by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) The specific purposes of this Corporation shall be as follows:

- (i) To promote public awareness of bass fishing as a major sport;
- (ii) To promote conservation and environmental protection;
- (iii) To promote fellowship among California bass fishermen and women;
- (iv) To introduce the sport of bass fishing to the youth of California;
- (v) To assist the California Fish and Game Department whenever possible;
- (vi) To promote and administer tournaments within the different Regions throughout California;
- (vii) To act as a link between the Corporation's members and other organizations with related or similar purposes.

Section 3.02 Limitations

Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation and the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to the following:

(a) Political Activity. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Directors, trustees, Officers, members, employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed equally to the nonprofit clubs/chapters, who are current members of this Corporation and which are organized and operated exclusively for recreational purposes and which have established their tax exempt status under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3.03 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. "Regions" are geographical areas within the state of California designated from time to time by the Corporation. "Clubs/chapters" are local organizations comprised of individuals within a Region which are recognized from time to time by the Corporation as members of the Corporation.

Article IV. Membership, Affiliation, and Disaffiliation Requirements

Section 4.01 Membership

The Corporation will consist of geographical Regions as established by the Board. Clubs/chapters within a Region are accepted for membership by the Board. The membership of this Corporation shall include all individual members of each club/chapter which is affiliated with the Corporation and for whom dues have been paid to the Corporation, and all members of the Board.

Section 4.02 Affiliation Requirements

Each member club/chapter shall meet the following requirements:

- (a) Maintain a minimum membership of six (6) individual members;
- (b) Submit to the Federation Secretary/Treasurer a signed and completed Affiliation Form, a copy of the chapter's membership roster (including the complete address, phone number and member number of each member), a check in the amount of \$5 per club member (made out to CBF) and in the first year a copy of the club's by-laws;
- (c) Submit to the Federation Secretary/Treasurer immediately as new members are accepted the complete address, phone number and member number of each new member and the \$5 for each new member

Section 4.03 Voluntary Disaffiliation

A club/chapter may disaffiliate from the Corporation by written notice to the Corporation's President.

Section 4.04 Involuntary Disaffiliation

A club/chapter may be disaffiliated from the Corporation for any misconduct in complete disregard of ethical sportsmanlike behavior or failure to comply with the club/chapter requirement in Section 4.02, upon thirty (30) days written notice of intent given to the club/chapter, and vote of two-thirds (2/3) of the Board present at a duly held meeting of the Board at which two-thirds (2/3) of the Board is present. An appeal to the Board for reconsideration must be presented in writing to the Corporation President within thirty (30) days of notification of disaffiliation.

Section 4.05 Individual Membership Revocation and/or Disciplinary Action

When a member is placed on probation, suspended, or removed from a club/chapter roster as a result of disciplinary action for falsifying information, cheating, or other actions detrimental to the interests of the Corporation, the club/chapter shall report the incident to the Corporation's President.

Article V. Board of Directors

Section 5.01 Powers

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the power to:
 - (i) Appoint and remove, at the pleasure of the Board, all Officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation, if any, and require from them security for faithful performance of their duties;
 - (ii) Change the principal office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings;
 - (iii) Adopt and use a corporate seal and alter the form thereof.
- (c) "Executive Board" The Executive Board [as defined in Section 7.01(b)] shall have the authority to conduct business and spend those monies necessary, not to exceed \$500 per expenditure, so as to carry out the requirements of the Corporation.

Section 5.02 Number and Selection of Directors and Restrictions on Directors

- (a) Authorized Number. The authorized number of Directors shall be as follows:
 - (i) Elected Officers as follows: President, Immediate Past President, Vice President, Secretary, Treasurer, State Tournament Director, Conservation Director, Youth/Casting Kids Director, and Webmaster Director;
 - (ii) One Regional Director from each Region; and
 - (iii) One Tournament Director from each Region;
 - (iv) Such other Special Directors and Assistant Directors as the Board elects, appoints, or approves
- (b) Selection. The Board shall be selected as follows:
 - (i) Initial Directors. The initial Board members shall be elected by the incorporator(s) named in the Corporation's Articles of Incorporation;

(ii) Subsequent Directors. At the expiration or earlier termination of the terms of office of the Initial Directors, their successors shall be chosen as follows: Region Directors and Tournament Directors shall be elected by their Regions on a nomination ballot and subsequent ballot sent out to the Region member clubs/chapters by the Board. The out-going President, if not re-elected to the Board, will automatically serve as Immediate Past President for a term of one (1) year. This chair may be vacant and shall not be filled by appointment or election.

(iii) Special Directors. The Board may create temporary or permanent Special Director positions with such titles, terms, authority and duties as consistent with these Bylaws and deemed necessary from time to time by the Board to properly carry out the business of the Corporation and may fill those positions or authorize the President to fill those positions by appointment; and the Board or the President and their successors may remove said Directors.

(iv) Assistant Directors. The State Tournament Director, the Conservation Director, the Youth Director, and/or the Webmaster Director may each appoint one or more assistants to help that Director with the Director's programs and duties, which Assistant Directors shall be approved by the Board and shall have positions with such titles, terms, authority and duties as consistent with these Bylaws and deemed necessary from time to time by the Director, with Board approval, to properly carry out the business of the Corporation

(c) Restrictions. A Director may concurrently serve in one or more elected officer positions and may concurrently serve as an elected officer and as a Regional Director and/or Tournament Director of one or more Regions except a Director serving as Secretary or Treasurer may not concurrently serve as President. A Director serving in more than one position shall have only one vote.

(d) Qualifications. In order to hold the positions of President, Vice President, Secretary, Treasurer, State Tournament Director, or Conservation Director, a person shall have served at least one (1) year as a member of the Board.

Section 5.03 Terms of Office of Directors

(a) Initial Directors. The Initial Directors newly appointed or selected in accordance with Section 5.02(b)(i) shall hold office for staggered terms as follows:

(i) 1½ Year Terms: The following Initial Directors shall serve one and one-half (1½) year terms commencing on June 26, 2003, and ending December 31, 2004: President, Immediate Past President, State Tournament Director, Youth Director, and Region Directors and Tournament Directors from odd numbered Regions.

(ii) 2½ Year Terms: The following Initial Directors shall serve two and one-half (1½) year terms commencing on June 26, 2003, and ending December 31, 2005: Vice President, Secretary, Treasurer, Conservation Director, Webmaster Director, and Region Directors and Tournament Directors from even numbered Regions.

(b) Region and Tournament Directors. Region and Tournament Directors elected in accordance with Section 5.02(b)(ii) shall hold office for staggered terms of two (2) years.

Section 5.04 Vacancies

(a) Events Causing Vacancy: A vacancy on the Board shall exist on the occurrence of the following:

(i) The death, removal, suspension or resignation of any Director;

(ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 7238 and following of the California Nonprofit Mutual Benefit Corporation Law;

(b) Resignations: Except as provided in this subsection, any Director may resign effective upon giving written notice to the President, Secretary, or Treasurer or a verbal notification to the President, Secretary or Treasurer and one other Executive Board member unless such notice specifies a later time for the resignation to become effective;

(c) Removal of Directors: Subject to the rights, if any, of a Director under any contract of employment, Directors may be removed as follows:

(i) Removal of Club/Chapter Elected Directors. Any Director elected by a club/chapter may be removed, with or without cause, by applicable vote of the members of the club/chapter;

(ii) Board Elected or Appointed Directors. Any Director who was elected or appointed by the Board or the President rather than elected by a club/chapter may be removed with or without cause by the Board or the President who elected or appointed that Director or by the Board or President's successor(s), and

may not be removed without the written consent of the Board or the President who elected or appointed that Director or by the Board or President's successor(s);

(iii) Automatic Removal. Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless (1) the Director requests a leave of absence which is approved by the Directors at a regular or special meeting, in which event the number of Board members will be reduced by one in determining whether a quorum is or is not present; (2) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedures of this subsection or (3) the Board by resolution of the majority of Board members must agree before a Director who has missed three (3) meetings may be reinstated.

(d) Filling Vacancy. A vacancy on the Board shall be filled by vote of the remaining Directors, whether or not less than a quorum, or by a sole remaining Director.

(e) No Vacancy On Reduction Of Number Of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 5.05 Meetings of the Board

(a) Annual Meeting: The Board shall hold an annual meeting in conjunction with the regularly scheduled Board meeting in the month of September of each year for the purpose of organization, election of Officers and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting, Notice of this meeting shall not be required

(b) Other Regular Meetings. The Board shall hold at least three (3) regular Board meetings throughout the year and said meetings shall be held without call and on a date to be fixed by resolution of the Board; provided, however, any given meeting may be dispensed with by majority vote of the Board. Such regular meetings may be held without notice.

(c) Special Meetings.

(i) Authority to Call. Special Meetings Special meetings of the Board for any purpose may be called at any time by when deemed necessary by any three (3) members of the Executive Board.

(ii) Notice of Special Meetings. Notice of Special Meetings shall be given to the members of the Board by one of the following methods:

A) by personal delivery of written notice

B) by first-class mail, postage prepaid

C) by telephone, either directly to the Director or to a person at the Director's office or home that would reasonably be expected to communicate that notice promptly to the Director

D) by telegram, charges prepaid, facsimile transmission, or e-mail.

(iii) Time Requirements. Notices given by personal delivery, telegraph, telephone, facsimile transmission or e-mail shall be delivered to the Director or to the telegraph company at least seven (7) days before the time set for the meeting. Notices sent by first-class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting.

(iv) Notice Contents. The notice shall state the time and the place of the meeting and the manner by which the meeting may be attended by electronic means, if applicable, and It shall also state the intended purpose of the meeting (agenda)

(d) Place of Meetings. Regular and special meetings of the Board may be held at any place that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this section, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(e) Meetings by Electronic Communications Equipment; Any meeting, regular or special, may be held by use of electronic communication equipment, including conference telephone, electronic mail, facsimile or other electronic means, so long as all Directors participating in the meeting can hear one another, or as provided by California Corporations Code Section 7211 and such other applicable laws are may be enacted from time to time and all such Directors shall be deemed to be present in person at such meeting. All meetings will be conducted in accordance with Roberts Rules of Order.

Section 5.06 Quorum

A majority of the Directors currently holding office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.09. Subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating

to: (i) approval of contracts of transactions in which a Director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common Directorship; (iii) creation of an appointment of committees of the Board, and (iv) indemnification of Directors, every action or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.07 Waiver of Notice

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

Section 5.08 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5.09 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than 24 hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.10 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.10 only, All members of the Board@ shall not include Directors who have a material financial interest in a transaction to which the Corporation is a party.

Article VI. Committees

Section 6.01 Committees of the Board

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or in any committee which has the authority of the Board;
- (b) Establish or fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Appoint any other committees of the Board or the members of these committees;
- (e) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors have a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 6.02 Meetings and Actions of the Committees

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

Article VII. Officers

Section 7.01 Officers

(a) Officers. The Officers of the Corporation shall be a President, Immediate Past President, Vice President, Secretary, Treasurer, State Tournament Director, Conservation Director, Youth Director, and Webmaster Director. An Officer may concurrently serve in one or more elected Officer positions and may concurrently serve as an elected Officer and as a Regional Director and/or Tournament Director of one or more

Regions, except that a Director serving as Secretary or Treasurer may not concurrently serve as President. A Director serving in more than one position shall have only one vote.

(b) Executive Board. The Executive Board shall be comprised of the President, Vice President, Secretary, Treasurer, State Tournament Director, and Conservation Director and The Executive Board will have the authority to conduct business and spend those monies necessary, not to exceed \$500, to carry out the requirements of the Corporation.

Section 7.02 Election of Officers

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be chosen by the Board, subject to the rights, if any, of an Officer under any contract of employment.

Section 7.03 Other Officers

The Board may appoint and may authorize the President or another Officer to appoint any other Officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

Section 7.04 Removal of Officers

Officers may be removed as provided for in Section 5.04(c) for removal of Directors.

Section 7.05 Resignation of Officers

Any Officer may resign upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 7.06 Vacancies in Office

A vacancy occurring in any office because of death, resignation, removal, or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Article VIII. Duties Of Officers And Directors

8.01 President

Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and the Agent of Service of Due Process of the Federation and shall preside over all meetings of the Board, E Board and special meetings of the Federation. He shall direct all official business, supervise all activities and be the official representative of the Federation. He shall also delegate such duties as may be appropriate to better serve the Federation and maintain liaison with, The Bass Federation (hereafter: designated as TBF). He shall be the deciding vote on those issues that result in a tie when voted on by the other members of the Board or Executive-Board. This will be the only time that the President shall cast a vote. The President shall be a signatory on all Federation accounts so that he would be able to conduct financial transactions in an emergency or at the request of the Secretary and/or Treasurer.

8.02 Vice President

The Vice President shall assist the President upon request, preside in the absence of the President and, should it become vacated, assume the responsibilities of the office of the President, serving until the Board elects a replacement to fill the unexpired term. He shall also be the membership chairman for the Corporation. The Secretary and/or Treasurer shall provide him with chapter rosters of the affiliated clubs, complete with chapter officer names and names, addresses, phone numbers and TBF numbers of their membership so that he can maintain them for the Corporation.

8.03 Immediate Past President

The Immediate Past President shall assist the President upon request, and serve in an advisory non-voting capacity on the Board.

8.04 Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and the Executive Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the

State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall also maintain a complete and accurate record of the membership of the Corporation, as well as a record of the proceedings of all meetings of the membership. The Secretary shall give or cause to be given notice of all meetings of the Board, Executive Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such powers and perform such other duties as may be prescribed by the Board or these Bylaws.

8.05 Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall be a signatory on all Corporation accounts and is authorized to pay all normal operating costs incurred by the Corporation and pay reasonable expenses of Board members when submitted in writing for payment. The Treasurer shall receive and disburse all monies upon approval of the Board, deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall obtain documentation for all monies spent, and shall disburse the funds of the Corporation as may be ordered by the Board. The Treasurer shall maintain accurate financial records, present a current financial report at each Board meeting, make available an annual report for the membership and see that an annual audit is performed and presented to the Board. The Treasurer shall render to the President when requested an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaw. The Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer upon death, resignation, retirement or removal from office.

8.06 State Tournament Director

The State Tournament Director shall be responsible for planning, organizing and operating all state level tournaments. The State Tournament Director shall also be the coordinator and Board liaison to the State Team and shall coordinate and assist each Region with scheduling and conducting their tournaments. The State Tournament Director shall make decisions, with final authority on the proper conduct, procedures and other matters relating to the orderly conduct of all Corporation tournaments, and shall be accountable to the Board for those decisions. The State Tournament Director shall also be the Chairman of the Tournament Rules Committee, which will be perpetual, and will make recommendations to the Board on tournament rules and changes to tournament rules. The State Tournament Director may appoint, with the approval of the Board, assistants to help with tournament operations.

8.07 Conservation Director

The conservation Director shall maintain liaison with the other State Federation Conservation Directors, and coordinate all state level environmental activities and be responsible for verifying that all chapters satisfy environmental activity requirements. He shall also keep all chapters apprised of pertinent environmental programs. He may, with the approval of the Board, appoint assistants to help with his programs and duties.

8.08 Youth Director

The Youth Director shall coordinate all state level youth activities and be responsible for verifying that all chapters satisfy youth activity requirements. He will also keep all chapters apprised of pertinent youth programs. He is responsible for the coordination of all Federation activities associated with the Youth programs including, scheduling of events, assisting chapters with events when necessary, recycling of supplies and planning of the state finals competition. He may appoint, with the approval of the Board, an assistant to help with his responsibilities.

8.09 Webmaster Director

The Webmaster Director shall be responsible for the maintaining the Corporation's website on the Internet which shall contain the Corporation's Newsletter. The Webmaster Director shall coordinate the website postings, announcements, articles, and sale of advertisements, and is responsible for the content of the website. The Webmaster Director may appoint, with the approval of the Board, an assistant to help with these responsibilities.

8.10 Regional Directors

Regional Directors are responsible for servicing the clubs/chapters in their respective Regions. A Regional Director shall attend at least one (1) meeting per year of each club/chapter's President in the Region(s) he/she represents and shall hold at least two (2) meetings per year with an unaffiliated club/chapter in the Region(s) he/she represents.

8.11 Tournament Directors

Tournament Directors are responsible for running the Regional qualifying tournaments for the Region(s) in which they represent.

8.12 Special Directors

Special Directors are assigned or appointed for a short term, not to exceed the remainder of the current term and are a non-voting Directors of the Corporation.

8.13 Assistant Directors

Assistants are normally non-voting members who, when representing their Director at a Board or Corporation meeting, will have the ability to vote in his or her absence.

Article XIX. Indemnification and Insurance

Section 9.01 Indemnification

(a) Right of Indemnity. To the full extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings, as that term is used in such Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such Section. Expenses as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

(b) Approval of indemnity. Upon written request to the Board by any person seeking indemnification under Section 7237(a) or Section 7237(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation.

Section 9.02 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents of the Corporation, against any liability asserted against or incurred by an Officer, Director, employee or agent in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

Article X. Records and Reports

Section 10.01 Maintenance of Corporate Records

The Corporation shall keep:

- (a) Adequate and correct chart of accounts;
- (b) Minutes in written form of the proceedings of the Board, Executive Board and committees of the Board;
- (c) A record of its members, giving their names and addresses and the class of membership held.

Section 10.02 Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and the records of each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10.03 Annual Reports

Except as provided under Section 8321 of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the Corporation, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal Year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 10.04

Section 10.04 Annual Statements of Certain Transactions and Indemnifications

The Corporation shall prepare annually and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the Corporation:

- (a) Any transaction to which the Corporation, its parent or its subsidiary was a party, and in which any Director or Officer of the Corporation, its parent or subsidiary (but mere common Directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000).
 - (b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation pursuant to Section 9.01 hereof
- The statement shall include a brief description of the transaction, the names of the Director(s) or Officer(s) involved, their relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest: provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

Article XI. Construction and Definitions

Section 11.01 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "A person@" includes both a legal entity and a natural person.

Article XII. Amendments

Section 12.01 Action by the Board

The Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board after recommendations for amendments have been submitted to the Board at least thirty (30) days prior to the Board meeting in which the amendments are to be voted on.

Section 12.02 Limitations on Amendment of Bylaws

Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend or reduce the term of a Director or Officer beyond that for which such Director was elected.

Section 12.03 Maintenance of Records

The Secretary or Treasurer of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary or Treasurer, is attached to the official Bylaws of the Corporation and is maintained with the official records of the Corporation at the principal office of the Corporation.

Article XIII. Junior Federation

Section 13.01 Junior Federation

The Youth Director may establish a Junior Federation and maintain Bylaws to govern it. These Bylaws and all state level Junior Federation activities must be approved by the Board and the Youth Director shall keep the Board informed of all Junior Federation activities.