

CONSTITUTION AND BY-LAWS

OF THE

Kentucky Bass Federation, Inc.

Amended and Adopted by the Board of Directors on November 11, 2006.

ARTICLE I

Section 1. The name of this organization shall be the Kentucky Bass Federation, Inc (KBF).

ARTICLE II

Section 1. The purpose and objectives of this organization are as follows:

a. To serve as an organization in which the individual chapter clubs in the state of Kentucky affiliated with The Bass Federation Inc. (TBF Inc) may be united to the benefit of their common interests and causes.

b. To act as an agency to assist member chapters in whatever manner deemed practical and beneficial. The Federation shall not infringe upon member chapters contrary to their autonomous entity.

c. To act as an agency between TBF Inc., and member chapters in the Federation in whatever matters deemed practical.

d. To assist and cooperate with the Kentucky Department of Fish and Wildlife and its agencies in matters mutually beneficial.

e. To become politically and legally involved in such matters that are consistent with the goals of the TBF Inc. and the Federation which may arise on a national, state or local level.

f. To preserve and further the sport of Bass angling by actively becoming engaged in the area of environment, pollution and youth participation.

g. To promote, organize and conduct an annual Kentucky Bass Federation, Inc. tournament or tournaments in a manner consistent with the format of the TBF Inc. tournaments to determine the members of a team to represent the state of Kentucky at any TBF Inc. tournament.

h. To promote, assist and facilitate the formation of additional Bass clubs to become affiliated with the TBF Inc. and the Kentucky Bass Federation, Inc.

ARTICLE III Membership

Section 1. Any club whose principle meeting place is within the state of Kentucky may become a chapter member of the Federation. Any club wishing to join the Kentucky Bass Federation, Inc. must have 80% Kentucky Residents.

Section 2. Individual members of such chapters automatically become members of the Federation.

Section 3. Each member chapter must have 100% of its membership who are members of FLW Outdoors.

Section 4. Should a member chapter of the Federation decide to drop its membership, it may do so at any time by written request.

Section 5. Any member chapter may be dropped from membership in the Federation for reasons which are not consistent with the policies of the Federation including:

- a. Failure to pay annual dues as prescribed by the Board of Directors in a timely manner.
- b. Flagrant and/or continuous action or expression demonstrating a belief inconsistent with and contrary to the purpose of the Kentucky BASS Federation, Inc.
- c. Scheduling chapter tournaments on any dates on which KBF events are to be held.

ARTICLE IV Dues and Monies

Section 1. Chapter dues must be paid to the KBF by December 31st of each year. The amount of dues will be set forth by the Board of Directors.

Section 2. The Federation may accept monies from the TBF Inc. using said monies as indicated by the KBF Board.

Section 3. Monies may be derived from Tournament entries and the sale of Federation patches, decals, shirts, hats, etc.

Section 4. Monies may be derived from special projects, which may be sponsored by this organization. Such projects must be consistent with the goals and policies of the organization and approved by the Board of Directors of the Federation.

Section 5. Monies in excess of costs in the operation of the Federation regional qualifying tournaments shall revert to the general fund.

Section 6. Under no circumstances shall the Federation accept monetary or in kind assistance from individuals, businesses, corporations, government agencies, or any other donors, if there is prima facie evidence that the goals of these entities are contrary to those of the organization.

Section 7. Should this organization disband, any and all monies or assets remaining after all indebtedness has been satisfied shall be distributed equally among active member's chapters.

Section 8. All KBF income and expenses will be reviewed by the Board of Directors each year.

ARTICLE V Board of Directors, Manners of Election;

Terms of Office, Duties

Section 1. The KBF Board of Directors shall consist of three officers (the President, Vice President, and Secretary/Treasurer) and 12 regional directors (three from each region). The Board of Directors will convene at least semi-annually to conduct the business of the Federation. Additional meetings will be held at the discretion of the President. The Board of Directors will elect, by secret ballot, the President and Vice President. The Board of Directors will elect the Secretary-Treasurer with approval from the

President. President will appoint from the Federation: Chairmen for the Environmental/Conservation Committee, Tournament Committee, Youth Activities Committee, and any Special Committee.

Section 2. The nominations and elections for the offices of President and Vice President shall be conducted at the last scheduled board meeting of the year a term is to expire, with the new officers to be installed at the first Board Meeting the following year.

Section 3. The nominations for Regional Directors will be requested from each chapter within the region where a vacancy occurs in a current term or at the end of a term. All nominations for Regional Directors must be submitted in writing. Each chapter will have one vote.

a. Eligibility for Officers and Regional Directors.

1. Regional Directors - These persons must be a member in good standing with the KBF and active in an affiliated chapter of the Federation.

2. Office of President - This person must be a member in good standing with KBF and active in an affiliated chapter of the Federation. To be nominated, elected, or to assume the office due to a vacancy of the President, you must meet the following requirements. You must currently be a Regional Director or Secretary-Treasurer who has served one year on the board, the incumbent President, or the Vice President.

3. Office of Vice President - This person must be a member in good standing with KBF and active in an affiliated chapter of the Federation. To be nominated, elected, or assume office due to a vacancy you must meet these requirements. You must currently be a Regional Director or Secretary-Treasurer who has served one year of the current term or previously has served as a Regional Director. The incumbent President and incumbent Vice-President are also eligible. This person must have actively participated in a major project of the Federation, or otherwise demonstrated active interest in the efforts of the Federation.

b. Voting:

1. All Regional Directors present shall be entitled to vote on all matters before the Board. The officers will vote collectively only in case of a tie.

c. Term of Office:

1. President, Vice President and Secretary-Treasurer will serve a two-year term. Officers will be installed at the first Annual Meeting of the year and serve until their elected term has expired.

2. Officers may serve more than one term if re-elected and meet the requirements in Section 3.a.2. and 3.

d. Duties:

1. President - preside over meetings of the Board or special meetings of the Federation; direct all official business; supervise all Federation activities; appoint and be an ex-officio member of all Standing and Special Committees; be an official representative of the Federation in the relationship of other organizations; delegate such duties as may be appropriate to better serve the Federation; maintain liaison with the TBF Inc.

2. Vice President - assist the President upon request; preside in the absence of the President; assume the office of President should it be vacated.

3. Secretary-Treasurer - record accurate minutes of all regular meetings; maintain regular correspondence with the member chapters; receive and distribute all monies upon approval of the Board; maintain accurate financial records and present a current balance at each Board meeting; submit a report to the membership. An annual audit shall be conducted by an Auditing Committee selected from membership and presented to the Board at its January meeting.

e. Removal of Officer:

1. Any officer may be removed from office by a two-thirds vote of the Board upon 30 days prior notice to the board of directors and the officer in question.

Section 4. a. The Federation will be composed of three Regional Directors from each Region and selected by the Federation membership from that Region. Nominees must be members in good standing with the KBF and of an affiliated Federation Chapter.

b. It will be the duty of the Regional Directors to convey the business of the Chapters which he represents to the Board of Directors, and in turn, relay the business of the Board of Directors to the affiliated Chapters. Regional Directors shall serve a term of three years.

c. Voting on Regional Directors shall be the responsibility of the Chapter Presidents within the region.

d. Should a director prove unsatisfactory in the position, he may be removed by a two-thirds majority vote of the Board. Should the position of Director be vacated by removal, death, illness, transfer or any other means, an election shall be held immediately to fill the vacant position for the remainder of the term. It will not be counted as a full term; therefore, he may be re-elected for additional terms should his region so choose.

ARTICLE VI Federation Geographical Regions

Section 1. The Federation shall be divided into four geographical regions.

Section 2. These geographical regions shall be the Northern Region, Eastern Region, Western Region and Southern Region. Map is attached and is part of KBF Bylaws.

Section 3. Should the geographical location of a chapter be such that there is a question as to its regional designation, the Board of Directors shall assign said chapter to a region.

ARTICLE VII Meetings

Section 1. There shall be at least two (2) meetings of the Board of Directors and of all chapters representative, one in January and another in October. Exact date, time and place of these meetings shall be at the call of the President. Each club is asked to attend all meetings.

Section 2. Special meetings may be called by the President or at the request of any three elected members of the Board of Directors. Exact time and place shall be at the call of the President or the Directors requesting such meeting.

ARTICLE VIII Tournaments

Section 1.

- a. The KBF shall sponsor and conduct a minimum of four (4) qualifying tournaments annually for the purpose of selecting representatives to participate in the Kentucky State Championship Tournament.
- b. Participants in KBF qualifying tournaments must be a member of an affiliated chapter with the KBF, a member of FLW Outdoors and be listed on the club roster as submitted to the President or Secretary/Treasurer of the KBF.
- c. Tournament rules are attached and made part of these Bylaws.

ARTICLE IX Standing Committees; Purposes, Duties

Section 1. The President shall appoint the following Standing Committees, and such other special committees as may become necessary. Terms of appointment to Standing Committees shall be one year or less. To be eligible for appointment, a committee candidate must be a member in good standing of KBF and of a KBF Chapter affiliated with the Federation.

a. Environmental Committee: The purpose of this committee shall be to protect our natural environment from harmful change; to document and report to the proper authorities violations of local, state and federal anti-pollution laws, statutes, regulations, ordinances and other regulatory devices, to take political action where appropriate; to undertake informational and educational programs to bring to the public a great awareness of threats to our environment; and above all, to take leadership roles in repairing harm that has already been done to the life giving waters of America.

b. Tournament Committee: This committee shall plan, assist, advise, organize and operate all Federation Tournaments, determine eligibility, collect entry fees, set an awards list, rules with final authority on the proper conduct of all Federation tournaments. Provided, whoever, that all such Federation tournaments will be conducted within the spirit and the letter of the current Federation Tournament Rules. It will be the primary duty of the Tournament Committee to so conduct its affairs that only honor, integrity, sportsmanship and the highest ideas of fair play will accrue to it, and thus to each and every member of the Federation.

ARTICLE X Amending of Bylaws or Constitution

Section 1. These Bylaws may be amended at any duly called meeting of the Board of Directors by a majority vote of those representatives present, providing a written notice has been presented to each Board Member not less than 15 days prior to the meeting.

CHAPTER RESPONSIBILITIES

Chapters retain their own unique identity. The Federation does not, and will not, interfere with a Chapter's internal affairs. As long as a club maintains its KBF Chapter in good standing, and adheres to the ideas of good sportsmanship and conservation thereof, the Chapter is acceptable for affiliation with the Kentucky Bass Federation, Inc. (KBF).

To maintain affiliation with the KBF, each Chapter must adhere to the following requirements:

Board of Directors Meeting - There are at least two (2) Board meetings of all Chapter Representatives each year, one in January, and the other is typically in October. Each Chapter should be represented at these meetings.

Regional Meetings - The Directors of each region are asked to offer at least one (1) Regional Meeting annually for those Chapters within their region. Each Chapter should be represented at such meetings.

Member clubs should avoid scheduling any events on dates, which KBF State qualifying tournaments or any other KBF events are to be held.

Chapter Membership Roster - Each Chapter is responsible for keeping its membership roster up-to-date with the KBF. The addition or deletion of individual members should be made as they occur. A current membership roster must be received by KBF prior to the January Board of Directors meeting of each year.

Dues and Assessment - Each Chapter is required to submit annual dues by December of each year. The amount of dues shall be designated by the Board of Directors. A check for the proper amount must accompany the Chapter's membership roster and be received prior to the December 31st due date.

THE REGIONAL DIRECTOR'S ROLE

There are three (3) Directors in each region. Directors are elected by the Chapter Representatives within their respective region to serve a term of three (3) years. There is no restriction on the number of terms a Director may serve.

Outgoing Directors relinquish their seats on the Board at such time as their Chapter Representatives duly elect a replacement. The Regional Director nominations should occur sometime prior to the January Board of Directors meeting so that newly elected Directors can be seated at that time.

It is very important that each Region take great care in selecting individuals to serve as their Regional Directors. Candidates should possess a genuine desire and willingness to work for and in, the best interest of each club, the region, and the Federation as a whole.

Upon accepting a Regional Director's position, the individual assumes certain obligations and expectations. He is expected to be active and involved in the many facets of the organization.

A Director should be willing to:

1. Attend all Board Meetings.
2. Work in concert with other Regional Director, arrange, schedule, and attend the meeting of his region.
3. Assist, guide and advise, or possibly conduct the Regional Qualifying Tournament, the State Championship Tournament, and TBF Inc. sponsored events. He may also be called upon to solicit prizes for these events.
4. Help coordinate or assist in Federation special projects.
5. Maintain personal contact with the Chapters within his region and assist them as needed. An equal number of Chapters should be assigned to each Director of the region to alleviate duplication and to ensure adequate contact.
6. Meet with and encourage clubs to become involved and active in Federation programs.
7. Assist clubs in receiving proper recognition for their project and public service functions that reflect favorably upon the Chapter and the Federation, i.e., local media, newsletters, etc.

As one can see, Regional Director wears many hats. He is an avenue of information, a facilitator, a solicitor, a decision-maker, and a worker. It is imperative that prospective candidates be made aware of these expectations and that the Chapter Representatives actively seek the best possible candidates for their Regional Director positions.

OFFICER ROLES

The offices of President and Vice President shall be determined by an election of the Board of Directors conducted during the last Board of Directors meeting during the last year of their term.

The Officers-Elect are installed at the annual January Board Meeting and serve for a two-year term or until a successor is duly elected.

Upon election, officers assume certain duties and responsibilities. They include but are not limited to:

President

1. Preside over all meetings of the Board of Directors.
2. Direct all official business of the Federation.
3. Supervise and direct all Federation activities.
4. Appoint and be an ex-officio member of all Standing and Special Committees.
5. Act as the Federation's liaison with other organizations.
6. Maintain liaison with the TBF Inc. Federation Chapter Department
7. Delegate such duties as may be appropriate to better serve the Federation

Vice President

1. Assist the President upon request.
2. Preside in the absence of the President.
3. Chair Committees as directed by the President.
4. At the President's request, supervise and direct activities of the Federation.

Should an officer prove unsatisfactory, he may be removed from office by a two-thirds vote of the Board of Directors upon thirty (30) days prior notice to the officer in question.