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CONSTITUTION/BY-LAWS OF THE SOUTHTOWNS WALLEYE ASSOCIATION

ARTICLE 1: DESCRIPTION

Southtowns Walleye Association of Western New York, Inc.

Founded: September 18, 1984 Adopted: April 18, 1985

Amended: October 1986, August 1987, January 1990, November 1993, June 1996, November 1996, July 2000, January 2001, October 2001, January 2003, January 2006, September 2006, January 2010, November 2019

ARTICLE 2: MISSION STATEMENT

Section 2:1 MISSION

The mission of the Southtowns Walleye Association of Western New York, Inc. (STWA) is to further educate our membership and the public on the sport of fishing with a clear focus on community and the outdoors. This commitment to preserving our natural resources for today and future generations is key to the success of our sport, the success of our community, and the fishery.

We strive to promote access to all waters of Lake Erie, its tributaries, the upper Niagara River and all other waters of Western New York with the goal to educate the youth of today in fishing, boating safety, environmental awareness and good sportsmanship without doing damage to our resources and the environment.

With our annual Derby, Scholarships and Club Events throughout the year we pride ourselves on our ever-growing membership and continued drive to make the Western New York area a better place for everyone in our community.

Any and all activities sponsored by STWA shall not infringe upon our mission statement of supporting access to all waters of Western New York.

The association shall not promote any political candidates or parties.

ARTICLE 3: MEMBERSHIP

Section 3.1 MEMBERSHIP

The Club membership year is February 1st through January 31st.

No person shall be denied membership in the STWA on the basis of race, color, religion, gender, national origin, disability, marital status or other characteristics against which discrimination is forbidden by New York State or Federal law. All members will be subject to provisions set forth in the Constitution/By-Laws. All privileges of membership shall be subject to such restrictions and limitations and to such rules and regulations as may, from time to time, be instituted and established by the Board. All members shall respect the legal rights of others as to their methods of fishing and obey all the laws regulating the sport of fishing. In the event that a member is caught cheating in any fishing contest or other club-sponsored event, his or her membership may be terminated and he or she may be banned for life from joining the STWA.

Section 3.2 ADULT MEMBER

Any person sixteen years of age and older and in good standing shall be eligible for membership and will pay the membership rate per the classification.

A separate fee to cover postage and handling will be assessed to all members living outside of the United States who request any club publications.

Section 3.3 JUNIOR MEMBER

Any person under the age of sixteen and in good standing shall be eligible for membership. A one-time processing fee of \$10 shall be charged. Only children age six (6) or older will receive any club publications. In their sixteenth year a junior member will become an Adult Member and will pay the member rate per the classification.

Section 3.4 HONORARY MEMBERSHIP

A written request must be made to the Board of Director's. The Board must approve the membership by a three quarter (3/4) majority vote. Their recommendation must then be presented at the next regular membership meeting where a three quarter (3/4) majority vote is required.

Section 3:5 PROCEDURE FOR MEMBERSHIP

Any application for membership will be accepted upon payment of the annual dues fee as long as the member is in good standing. Club Membership is non-transferable and is confined solely to the holder thereof. Date of Birth is a required field on our membership application. Your personal information will not be shared outside the club.

Section 3.6 DISCIPLINARY ACTION OTHER THAN FINANCIAL MATTERS

A member of the Club may be expelled or suspended, and membership privileges denied for a period of time as fixed by the Board. They may be disciplined for cause, including but not limited to acts, conduct, or behavior wherever occurring. This includes any area fishing contest or Club event. Any violation of any Club rules or regulations which are considered detrimental, injurious, a discredit to the welfare, operations, interest, reputation or good name of the Club or membership will also be subject to reprimand, discipline, suspension or termination of membership.

ARTICLE 4: MEMBERSHIP MEETINGS

Section 4.1 ANNUAL MEETING

An annual meeting will be at the regular general meeting in April of each year.

Section 4.2 NOTICE OF MEETINGS

General membership meetings will take place on the 3rd Thursday of every month unless deemed necessary to change by the Board of Directors. These meetings are open to the public and for any person wishing to attend and learn more about the Association. Sixty (60) current members in good standing shall constitute a quorum.

Section 4.3 ATTENDANCE AT MEETINGS

Every such member who is in good standing, shall be entitled to attend all general membership meetings.

Section 4.4 SPECIAL MEETINGS

Special meetings of the membership may be called by the President whenever it is deemed necessary or at direction of the Board.

ARTICLE 5: THE BOARD OF DIRECTORS

Section 5.1 CONSISTENCY OF THE BOARD

There shall be a Board consisting of fifteen (15) members of the Club, each holding a position for a term of three (3) years. The terms of five (5) of such members shall expire each calendar year. The Board shall include at least five (5) members who shall qualify as Directors as defined

below. The Board may increase or decrease the size of the Board from time to time if necessary to have at least three (3) Directors.

Section 5.2 DUTIES

The Board of Directors shall have the care, management and control of the property and money of the Club. It shall direct all affairs of the Club; select and fill any vacancies for the unexpired terms of Directors, and hold regular monthly meetings. It shall discuss infractions and violations of the Constitution/By-Laws, Rules and Regulations and take such disciplinary action as necessary. The board shall have power and authority to enforce the Constitution/By-Laws, Rules and Regulations and have the power and authority to make such rules and regulations, not in conflict with the Constitution/By-Laws. The Board may deem it necessary and proper to perform and exercise its functions and to conduct the business affairs to care for and maintain the property of the Club.

Section 5.3 FINANCES

The Board shall have power and authority to expend and disburse the money of the Club for the purposes and benefit of the Club, and for the same purposes and benefit, it may incur expenses and obligations on behalf of the Club. No money shall be expended or expenses incurred by any Director, or member of the Club except upon the approval of the Board.

All money paid as dues and received from other income sources shall be paid into the appropriate fund. Funds shall be deposited with such banks, trust companies or savings institutions, as the Board of Directors shall deem necessary.

The Executive Committee shall be able to make purchases not to exceed \$100 in total per month unless previously authorized by the general membership. Any request for an expenditure in excess of \$500 must be referred to the Board of Directors for its consideration and recommendation. The recommendation shall be reported at the next general membership meeting.

The Board of Directors shall have the authority to act on behalf of the Membership to the extent that emergency repairs or service requires prompt action. This emergency business will be reported at the next Board and general membership meeting.

No other member of this association shall contract for, or cause to be incurred in the name of this association any debts without first the authorization of the Board of Directors and/or approval of the membership.

Section 5.4 BUDGET

The Board shall prepare and adopt an annual budget of revenue and expenditures for each of the Club's operations. The Board shall provide all members with a financial statement upon request.

Section 5.5 RULES & REGULATIONS

The Board shall make rules and regulations on matters affecting the club and not determined or provided for in the Constitution/By-Laws. The Board shall, as may be necessary, issue rules and regulations interpreting and/or implementing definitively the provisions of the Constitution/By-Laws. Further, the Board shall have power to make rules governing its own body.

ARTICLE 6: OFFICERS & SERGEANTS AT ARMS

Section 6.1 CONSISTENCY OF THE OFFICERS & SERGEANTS AT ARMS

There shall be eight (8) Officers and two (2) Sergeants at Arms, each holding a position for a term of two (2) years. The two-year term of the Assistant Treasurer and one (1) Sergeant at Arms expire during the term of the Treasurer and the other Sergeant at Arms.

Section 6.2 DUTIES OF THE OFFICERS

All Officers shall have such authority and perform such duties and functions in the management of the Club as shall be provided and prescribed by the Constitution/By-Laws as set forth below.

ARTICLE 7: NOMINATION & ELECTION OF DIRECTORS

Section 7.1 ANNUAL ELECTION

The annual election of Director's, Officer's and Sergeants at Arms shall be held at the January meeting by secret ballot between 3:00PM and 8:00PM. The results will be announced after the official closing of an election. Any member running for office must be in good standing and a member for a minimum of six (6) months, a United States citizen and a resident of New York State. All tellers are to be appointed by the acting President.

Candidates for Officers, Directors, or Sergeants at Arms positions must be eighteen (18) years of age or over and be in good standing.

Section 7.2 NOMINATIONS

Nominations for a Director’s position will take place at the November and December regular membership meeting and shall be made by a member in good standing. Nominees must be in attendance to accept their nomination or a member must present a letter of acceptance to the Recording Secretary within ten (10) days after to the nomination.

In order to be nominated for an Officer’s position, the nominee must be a current Director with at least two (2) years of experience. Nominations for an Officer’s position will also take place at the same regular membership meetings and shall be made by a member in good standing.

Section 7.3 VACANCIES

Any vacancies occurring for an elected Director’s position during the first year of their term shall be filled by the member who has the next highest vote total from the most recent election. If that member is no longer interested in a Director’s position, the next highest vote total after that will be recommended for the position. Shall there be no interest from any individual on the ballot, a recommendation from the general membership will be reviewed by the Board. Any vacancy for a Director’s position occurring after the first year of their term shall be nominated and voted on by the Board with a majority vote as the deciding factor with no absentee ballots permitted.

Any vacancies occurring for an elected Officer’s position during their term shall be filled by a Director and shall be nominated and voted on by the Board with a majority vote as the deciding factor.

Any vacancy after the first year of office shall be filled by a majority vote of the Board of Directors within a sixty- (60) day period of time. Recommendations of candidates should come from the most recent election before considering others.

Section 7.4 TELLERS

The President shall appoint a committee of tellers, comprising of three (3) members. The tellers shall count the vote immediately after the closing of the polls, certify and return to the Recording Secretary in writing the names of the candidates elected and any tie votes.

All records of the election will be sealed and given to the President to be used for future vacancy recommendations.

ARTICLE 8: DIRECTORS & OFFICERS

Section 8.1 OATH OF OFFICE

Directors and Officers shall have the responsibility to discharge the duties of their respective positions in good faith and with the degree of diligence, care and skill which ordinarily prudent individuals would exercise under similar circumstances in like positions. Every elected or appointed Director and Officer shall, entering the duties of office, take the “Oath of Office.”

Section 8.2 REMOVAL OF DIRECTORS & OFFICERS

- Any Director or Officer, elected or appointed by the Board, may be removed by the Board with cause. Notice of the proposed removal shall be given to such Director or Officer who shall have the right to appear and offer any proper defense thereto at the meeting at which action is taken. A majority of the votes cast at such meeting shall be sufficient for removal.

Section 8.3 RESIGNATIONS

Any Officer or Sergeant at Arms resigning their position may not run for any office for a minimum of two years after the expiration of the office they were previously elected to. Any Director resigning their position may not run for any office for a minimum of three years after the expiration of the office they were previously elected to.

Section 8.4 THE PRESIDENT

The President shall have general supervision of the affairs of the Club. The President shall have these specific duties and responsibilities:

- Serve as Chair of the Board and preside at all meetings of the membership
- Represent the Club at all public functions and events
- Execute such contract and instruments in the name of the Club as authorized and delegated by the Board
- Perform all duties as outlined by the Constitution/By-Laws and Board
- To see that all Board decisions, actions, policies, and directives are carried into effect and implemented
- To be accountable to the Board and responsible to it from time to time as required for all Club actions taken by the President
- To offer advice and guidance from time to time to the Board
- To oversee and consult with all Club committees in the matter of their duties

- To oversee all Club activities
- To oversee its members
- To dispose of routine Club matters arising in the regular course of Club business, except in such matters where the Board should be consulted
- To exercise the general powers and duties usually vested in the office

Section 8.5 THE VICE PRESIDENTS

The Vice Presidents shall, in the order of their elections, in the absence or incapacity of the President, perform the duties and exercise the powers of the President, They shall also perform such duties and powers as the Board may prescribe. The 1st Vice President shall have the power, in the absence or incapacity of the President, to perform the duties and exercise the powers of the President. The 2nd Vice President shall have the power, in the absence or incapacity of the 1st Vice President to perform the duties of the 1st Vice President.

Section 8.6 THE TREASURERS (TREASURER AND ASSISTANT TREASURER)

The Treasurers shall have the custody of all funds of the Club that may come into the Treasurers hands, and the Treasurers shall be under the direction of the Board. The Treasurers shall have these duties and responsibilities:

- To deposit all monies due to the Club
- To process expenditures on behalf of the Club with a signature from self and one (1) from the President or 1st Vice President
- To report a monthly statement to the Board and Membership and answer questions thereon

Section 8.7 THE RECORDING SECRETARY

The Recording Secretary shall be under the direction of the President and of the Board and shall have these duties and responsibilities:

- To attend all meetings of the Board and of the membership
- To take and keep minutes of the proceedings of such meetings and certify the correctness of same in an official file and shall have the custody thereof

Section 8.8 THE CORRESPONDING SECRETARY

The Corresponding Secretary shall be under the direction of the President and of the Board and shall have these duties and responsibilities:

- To attend all meetings of the Board and of the membership
- To prepare and send required notices of the Board and membership meetings
- To carry on the official correspondence of the Club as directed, except such as assigned to other Officers
- To report the receipt of any communications as needed

Section 8.9 THE MEMBERSHIP SECRETARY

The Membership Secretary will be responsible issuing membership cards in a timely manner and shall be responsible for keeping updated records on the status of membership so that it can be reported on at the regular monthly meetings.

ARTICLE 9: COMMITTEES

Section 9.1 COMMITTEES

The formation of all committees shall be the responsibility of the President. Each committee will have at least one (1) member of the Board of Directors on it. The only exception will be the Audit Committee.

Section 9.2 PRESIDENT'S ADVISORY COMMITTEE

This will be comprised of past Presidents and shall serve in an advisory role to the Board of Directors but do not have any voting privileges other than what is afforded to them as a general member of the Club.

Section 9.3 AUDIT COMMITTEE

The Audit Committee members, if appointed, shall be a committee of the Board and will consist of Independent members. The Audit Committee shall handle the Club's (a) conflict of interest matters, (b) whistleblower policy matters, and (c) audit matters.

Section 9.4 COMMITTEES OF THE CLUB

All committees shall report directly to the President and the President to the Board. All committees that are not designated as committees of the Board shall be committees of the Club

and act in an advisory role to the Board of Directors. The committees of the Club, shall include but not be limited to the following:

Derby, Ethics, Expo, House & Grounds, Membership, Youth

Section 9.5 COMMITTEE MEMBERS

After commencement of a calendar year and before the first (1st) regular meeting of the Board and no later than the second (2nd) regular meeting, the President shall appoint the members of each of the committees of the Club, including the Chairs thereof. Committee members shall serve for and during the calendar year in which such members were appointed, and each of such committees have at least four (4) regular members. The Chair of each committee shall be a member of the Board. Any of such members, including any Chair, may at the discretion of the Board or at the discretion of the President be removed.

Section 9.6 ETHICS & GRIEVANCE COMMITTEE

The Ethics & Grievance Committee shall be comprised of five (5) voting members, the chair of which shall be a member of the Board and which shall be directly answerable and responsible to the Board. Each member shall be appointed by the President subject to approval of the Board.

ARTICLE 10: AMENDMENTS TO THE CONSTITUTION/BY-LAWS

Section 10.1 AMENDMENTS OR PROPOSALS & PROCEDURES

An amendment to the Constitution/By-Laws may be proposed, in writing only, at a regular monthly meeting. At that time the President may form a Constitution/By-Laws Committee for review of the proposal and upon the completion their findings will be reported at the next regular membership meeting. Their findings will be published and must be acted upon and adopted by three quarters (3/4) of the membership present at the following regular membership meeting. (Example: Proposal made at the January meeting, findings report at the February meeting and voted on at the March meeting.)

ARTICLE 11: PARLIAMENTARY PROCEDURE

Section 11.1 PARLIAMENTARY PROCEDURE

The Parliamentary Procedure of the Club shall be governed at all times by Roberts Rules of Order, unless they conflict with the Constitution/By-Laws.