

**BY-LAWS
OF
TENNESSEE STRIPED BASS ASSOCIATION, INC.**

ARTICLE I

Purpose

Section 1.1 The Tennessee Striped Bass Association, Inc. (TSBA) is a family-oriented, non-profit association designed to promote and maintain the striped bass and Cherokee bass fishery on all of East Tennessee's reservoirs and rivers. Its membership is open to anyone interested in associating with fellow striped bass anglers for a free and open exchange of information on all aspects of fishing for striped bass in East Tennessee. Through monthly meetings, social gatherings, educational seminars and fishing events, the TSBA's primary purposes are fellowship and fun. The TSBA fully supports the TWRA in their efforts to maintain and improve the striper fishery and to educate the public.

Section 1.2 The TSBA expects its members to conduct themselves in a courteous and respectful manner and to be good stewards of the waters that we fish. The waters and the surrounding land are to be left in the same condition as we found them. Also, the most important aspect of

all of our events is that nobody gets hurt. Therefore, the TSBA expects you to obey all of the applicable laws and follow all of the rules of safe boating, trailering and fishing. Remember that you, and you alone, are responsible for the safety of yourself and your passengers. No alcoholic beverages or illegal drugs of any kind are allowed at any TSBA function.

Section 1.3 The purposes for which the corporation is organized are those described in section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Section 1.4 Any person can become a member of the TSBA by completing and signing an application for membership, and paying their dues. A member's spouse and all children under the age of 18 are

considered members. Any new members signing up between October and December will be paid up through the following year. A member will be considered delinquent if they have not renewed their membership by the 31st of January. The club reserves the right to revoke the membership of any member if they are convicted of a major fishing, boating or trailering infraction, or for any action that is in violation of the spirit of Article I hereof. Such revocation shall be by a 2/3 majority of the voting members at any scheduled meeting. There are no refunds for any dues. Honorary membership may be awarded to anyone if approved by a 2/3 majority of the members present at the meeting. By joining the club, each member certifies that they have read these bylaws and agrees to abide by them. No person will be denied membership because of age, race, creed, color or sex.

ARTICLE II

Directors and Members of the Corporation

Section 2.1 The property of this corporation shall be held, and its affairs shall be managed and controlled, by a Board of Directors not to exceed ten in number.

Section 2.2 The number of Directors shall be ten or less. The corporation may have just one Director. Directors shall be elected by the members of the corporation to serve for terms of four years or such lesser period as may be specified at the time of election. The duration of terms shall be so scheduled that the number of seats to be filled shall, so far as practicable, be equal in each succeeding year. The initial Directors of the Corporation shall be Robert Leach, Felix Taylor, David H. Johnson and Janine A. Johnson.

Section 2.3 Directors' Terms shall be deemed to be completed as of the close of an annual meeting.

Section 2.4 Any vacancy in the Board of Directors may be filled for the unexpired term by the votes of a majority of the remaining directors. An election to fill such vacancy may be held at any annual meeting without special notice, or at a stated or special meeting (which for this purpose shall constitute also a meeting of members) provided written notice of such meeting and of the intention to conduct an election thereat shall have been personally served upon each member of the Board or mailed to him at his usual address at least two weeks prior to such meeting.

Section 2.5 The Board of Directors shall elect a Chairman who shall serve for the succeeding twelve month period.

ARTICLE III

Quorum

Section 3.1 One half of the Board of Directors shall constitute a quorum for the transaction of business. If there is only one Director then serving that sole director shall constitute a quorum.

ARTICLE IV

Corporate Officers

Section 4.1 The officers of the corporation shall include a President, a Vice-President, a Secretary, and a Treasurer, and may include an associate Secretary, an assistance Secretary, an associate Treasurer, and an assistant Treasurer. The initial officers shall be: Robert Leach, President; Felix Taylor, Vice President; David H. Johnson Secretary; and, Janine A. Johnson, Treasurer.

Section 4.2 The President must be a member of the Board of Directors. Other corporate officers may be members of the Board of Directors in the discretion of the directors.

Section 4.3 Nominations for corporate officers will be taken at the October monthly meeting. The nomination period will stay open until the November monthly meeting at which time the presiding President will call for any other nominations for officers. Upon his decision, the

President will call the nomination period closed. The corporate officers shall be elected by the members in attendance at the November monthly meeting to serve for a term of one year.

Section 4.4 Any two of these offices other than those of President and Secretary may be held by the same person.

Section 4.5 The Board may appoint such other corporate officers as it may deem expedient, and the President may make such other appointments as shall be necessary for the proper management and conduct of the affairs of the corporation.

Section 4.6 The President shall be the Chief Executive Officer of the corporation. The President shall be subject to the control and shall act in accordance with direction of the Board of Directors. The President shall investigate all matters referred to him/her by the Board and report thereon. The President shall have power to make recommendations to the Board on his/her own initiative. Only the President may release a statement indicating the position of the TSBA.

Section 4.7 The Vice-President shall assist the President in the administration of the affairs of the corporation and shall exercise all the powers and perform all the duties of the President in the absence or incapacity of the President.

Section 4.8 The Secretary shall have charge of records and corporate correspondence, and be custodian of the seal of the corporation. The Secretary shall perform such other duties as may from time to time be assigned to him by the President or the Board of Directors.

Section 4.9 There may be either an associate Secretary or an assistant Secretary or both as the Board may determine from time to time. The associate Secretary shall perform all the duties of the Secretary in the absence or incapacity of the Secretary. If there is no associate Secretary, the assistant Secretary shall perform all the duties of the Secretary in the absence or incapacity of the Secretary.

Section 4.10 The Treasurer shall be responsible for the care and safekeeping of all funds and other property of the corporation which shall come into his possession. The Treasurer shall be responsible for the maintenance of the accounting records of the corporation. The Treasurer shall perform such other duties as may from time to time be assigned to him by the President, the finance and administration committee, or the Board of Directors.

Section 4.11 There may be either an associate Treasurer or an assistant Treasurer or both as the Board may determine from time to time. The associate Treasurer shall perform all the duties of the Treasurer in the absence or incapacity of the Treasurer. If there is no associate Treasurer,

the assistant Treasurer shall perform all the duties of the Treasurer in the absence or incapacity of the Treasurer.

Section 4.12 A corporate officer may be removed from office by a 2/3 vote of a quorum of the Board of Directors for absence at three consecutive monthly meetings. The Board of Directors will take into account all determining factors.

ARTICLE V

Standing Committees

Section 5.1 There shall be a nominating committee which shall consist of the President and the Board of Directors. A chairman of the committee shall be elected annually by the members of the nominating committee from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent. The nominating committee shall consider possible new members of the Board of Directors to fill vacancies thereon and shall make nominations for the election of directors in accordance with Article I. It shall also make nominations for the office of chairman of the Board of Directors and for members of the finance and administration committee in accordance with Article IV and Article V. Three members of the

nominating committee shall constitute a quorum for transaction of the business of that committee.

Section 5.2 The Board of Directors may appoint alternate members of any standing committee to act as substitute for any absent member or members at meetings of such committee.

Section 5.3 A vacancy occurring in a standing committee may be filled at any meeting of the Board of Directors by the election of a member to serve until the following annual meeting.

ARTICLE VI

Special Committees

Section 6.1 When the office of President may have become or is to become vacant, a special committee on Presidential selection shall be appointed by the chairman and shall present its findings to the Board of Directors for action.

Section 6.2 Other special committees may be created from time to time, with their responsibilities and powers specified, by the Board of Directors. Unless other provisions are made by the Board of Directors, the members of such committees shall be appointed by the chairman of the Board of Directors.

ARTICLE VII

Meetings

Section 7.1 The principal office of the corporation shall be 24 Hickory Trail, Norris, Tennessee 37828-0081.

Section 7.2 The annual meeting of the Board of Directors shall be held in the first week of November in each year, unless otherwise arranged by the Board of Directors.

Section 7.3 Stated meetings of the Board of Directors shall be held at such times and places as the Board shall prescribe.

Section 7.4 Special meetings of the Board of Directors may be held at the call of the chairman or upon the written request of four members.

Section 7.5 Notice of meetings shall be given by mailing the same to the usual address of each member of the Board of Directors as it appears upon the books of the corporation, not less than ten days prior to the time of the meeting. Such notice may be waived by written waiver signed by all of the members of the Board of Directors.

Section 7.6 Participation by one or more directors by means of a conference telephone or similar equipment allowing all persons participating in the meeting of the Board of Directors, or of any committee

thereof, to hear each other at the same time shall constitute presence at such meeting.

Section 7.7 The Annual Meeting of the Board of Directors shall be held in the first week of November unless otherwise arranged by the Board of Directors. Special Meeting of the members may be called by the Board of Directors at any time.

Section 7.8 Only active, adult members who are current on their dues may vote on any issue addressed at a meeting of the members. Any member can sponsor a guest(s) and bring them to two meetings or TSBA events. Membership is required thereafter. All guests must sign the waiver shown in Appendix A to attend any club event. The TSBA will not hold any events or associate with any other organization without the approval of a majority of the members at a meeting of the members. Any individual member, including the officers and directors, may associate with any person or organization as they see fit.

ARTICLE VIII.

Committee Meetings

Section 8.1 The Nominating committee shall keep records of its proceedings and report the same to the Board of Directors at each succeeding meeting. These records shall be in the custody of the Secretary.

ARTICLE IX.

Seal

Section 9.1 The seal of the corporation shall have inscribed thereon the following words and figures: “Tennessee Striped Bass Association, Inc.”

ARTICLE X

Amendment

Section 10.1 The Bylaws may be modified by a 3/4 majority of the active members at any meeting. No vote may be taken until each member has had a chance to express their opinion on the matter. If the vote is successful, then this written document will be modified to reflect the change. Any member can call for a delay in the vote until the next meeting to allow absent members to attend the following meeting and participate in

the vote. This can occur only once on each issue, and it cannot be invoked for the election of officers as that date is known in advance.

ARTICLE XI

Indemnification

Section 11.1 The corporation shall indemnify its directors and officers to the fullest extent provided by the Tennessee Not-for-Profit Corporation Laws and, except as provided in that law, the corporation is authorized to provide additional indemnification pursuant to agreement, resolution of the Board of Directors, or provision of the by-laws of the corporation.

Section 11.2 By becoming a member of the TSBA, each member and their immediate family agrees to forever and irrevocably release and discharge the TSBA, its officers, directors and all of its members, successors and assigns, of and from all claims, causes of action, suits, costs, liabilities, demands and damages whether in law or equity, both known and unknown, existing and future, of any kind whatsoever arising in or out of being a member, or from participation in any TSBA function or event.

ARTICLE XII

Financial Administration

Section 12.1 The fiscal year of the corporation shall commence on the first day of January in each year.

Section 12.2 The securities of the corporation and evidences of property shall be deposited in such safe deposit or other corporation and under such safeguards as the Board of Directors committee shall designate. Access shall be had to securities on the part of the corporation only by persons designated for that purpose by the Board of Directors.

Section 12.3 The Board of Directors shall provide for the signing of checks or other disbursement orders by such one or more officers or agents as may be deemed advisable.

ARTICLE XIII

Compensation of Officers

Section 13.1 No TSBA member shall receive any compensation in any form for services to the club other than for reimbursement of actual expenditures made on behalf of the TSBA and which are verified and substantiated.

ARTICLE XV

Rules of Order

Section 15.1 The rules contained in “Robert’s Rules of Order” shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the constitution and bylaws or special provisions of the corporation.

ARTICLE XVI

Dissolution

Section 16.1 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

Approved by its officers:

Revision 1 – November 16, 2004

- 1 – Section 1.4 on Page 3: Article III was changed to Article I
- 2 – Section 13.1 on Page 13: This read as follows “The officers and directors shall receive no monetary compensation for serving in such capacities.....

Revision 2 – February 20, 2006

- 1 – Paragraph 4.3 was changed from “The corporate officers shall be appointed by the Board to hold office at the pleasure of the board” to “Nominations for corporate officers will be taken at the October monthly meeting. The nomination period will stay open until the November monthly meeting at which time the presiding President will call for any other nominations for officers. Upon his decision, the President will call the nomination period closed. The corporate officers shall be elected by the members in attendance at the November monthly meeting to serve for a term of one year.”
- 2 – Paragraph 4.12 was added: “A corporate officer may be removed from office by a 2/3 vote of a quorum of the Board of Directors for absence at three consecutive monthly meetings. The Board of Directors will take into account all determining factors.”

Revision 3 – February 18, 2008

- 1 – Paragraph 2.5 was changed from “The Board of Directors shall elect a Chairman who shall serve from the succeeding twelve month period.”
to
“The Board of Directors shall elect a Chairman who shall serve for the succeeding twelve month period.”

- 2 – Paragraph 5.1 was changed from “There shall be a nominating committee which shall consist of the President and four other members of the Board of Directors, the latter to serve for four-year terms or such lesser terms as may be specified at the time of elections to provide for orderly rotation with one term ending each year. Members of the committee shall be elected to the requisite terms at each annual meeting on nomination of the chairman of the Board of Directors. A chairman of the committee shall be elected annually by the members of the nominating committee from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent. The nominating committee shall consider possible new members of the Board of Directors to fill vacancies thereon and shall make nominations for the election of directors in accordance with Article I. It shall also make nominations for the office of chairman of the Board of Directors and for members of the finance and administration committee in accordance with Article IV and Article V. Three members of the nominating committee shall constitute a quorum for transaction of the business of that committee.”
to
“There shall be a nominating committee which shall consist of the President and the Board of Directors. A chairman of the committee shall be elected annually by the members of the nominating committee

from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent. The nominating committee shall consider possible new members of the Board of Directors to fill vacancies thereon and shall make nominations for the election of directors in accordance with Article I. It shall also make nominations for the office of chairman of the Board of Directors and for members of the finance and administration committee in accordance with Article IV and Article V. Three members of the nominating committee shall constitute a quorum for transaction of the business of that committee.”

- 3 – Paragraph 7.1 was changed from “The principal office of the corporation shall be in 2329 Ravenridge Trail, Jefferson City, Tennessee.”
to
“The principal office of the corporation shall be 24 Hickory Trail, Norris, Tennessee 37828-0081.”
- 4 – Paragraph 11.2 was changed from ”By becoming a member of the TSBA, each member and their immediate family agrees to forever and irrevocably release and discharge the TSBA, its officers, directors and all of its members, successors and assigns, of and from all claims, causes of action, suits, costs, liabilities, demands and damages whether in law or equity, both known and unknown, existing and future, of any kind whatsoever arising in or out of being a member, or from participation in any TSBA function or event.”
to
“By becoming a member of the TSBA, each member and their immediate family agrees to forever and irrevocably release and discharge the TSBA, its officers, directors and all of its members, successors and assigns, of and from all claims, causes of action, suits, costs, liabilities, demands and damages whether in law or equity, both

known and unknown, existing and future, of any kind whatsoever arising in or out of being a member, or from participation in any TSBA function or event.”

Appendix A - TSBA Release Form for Guests

By signing below, I do hereby voluntarily release and forever discharge the Tennessee Striped Bass Association, hereinafter called the TSBA, its officers and all of its members from any and all liability claims, demands, actions or rights of action, which are related to, arise out of, or are in any way connected with my participation in any program or event sponsored by the TSBA, including specifically but not limited to, the negligent acts or omissions of TSBA members, for any and all injury, death, illness or disease and/or damage to me or my property.

I further agree to hold harmless and indemnify the TSBA, its officers and its members and all other persons or entities for any such injury, death, illness, disease, property damage or expenses arising from or connected with my participation in any program or event sponsored by the TSBA. I agree that, if TSBA or any of its officers or members is forced to defend any action, lawsuit, or litigation by me, my executors or my heirs, on my behalf, my heirs or executors and I agree to pay their costs and attorney fees if they successfully defend such action, lawsuit or litigation.

I further agree not to sue, assert or otherwise maintain any claim against TSBA, its officers or any of its members and all other persons or entities, for any injury, death, illness or disease, or damage to my property, arising from or connected with my participation in any TSBA activity or event.

In signing this document, I fully recognize that, if anyone is hurt or property is damaged while I am engaged in these activities, I will have no right to make a claim or file a lawsuit against the TSBA, its officers or any of its members, even if they or any of them negligently caused the bodily injury or property damage.

I understand that this is the entire agreement between me and the TSBA, its officers and all of its members and that it cannot be modified or changed in any way by the representations or statements of any TSBA member or agent of TSBA or by me.

My signature below indicates that I have read the entire document, I understand it completely, and I agree to be bound by its terms.

(This is a release form to be signed by guests at special events only.)

Signature _____ Date _____

Print Name: _____