

NBT Corporate Bylaws

These are the bylaws of The National Bass Fishing Trail, Inc., a LLC 501 C 4 corporation.

Article I: Meetings of Members

1. The annual meeting of members will be held during the week of the National Championship in June each year. Annual meeting of members will begin at 7:00 p.m. and will take place at the designated headquarters of that year's National Championship.

2. Bi-Annually, the annual meeting, the members will elect a board of five directors and may take any other member action permitted by state law.

3. A special meeting of the members and/or directors may be called at any time by the president.

4. At least 30 days before an annual or special meeting, the secretary will send a notice of the meeting to each member. The notice must be sent by first class mail and must state the time and place of the meeting. For a special meeting, the notice must also include the purposes of the meeting; no action can be taken at a special meeting except as stated in the notice, unless all members consent.

5. Members may attend a meeting either in person or by proxy. A quorum of members at any members meeting will consist of the directors of a majority of the members outstanding. If a quorum is present, the members may adjourn from day to day as they see fit, and no notice of such adjournment need be given. If a quorum is not present, the members present in person or by proxy may adjourn to such future time as they agree upon; notice of such adjournment must be mailed to each member at least 15 days before such adjourned meeting.

6. Each member, whether represented in person or by proxy, is entitled to one vote for standing in his or her name on the books of the trail.

7. Proxies must be in writing.

8. Members' actions require the assent of a majority.

9. Members may, by written consent, take any action required or permitted to be taken at an annual or special meeting of members. Such action may be taken without prior notice to members. The written consent must:

* state the action taken, and

* be signed and dated by the board of directors having at least the number of votes that would be needed to take such action at a meeting.

If the written consent is not signed by all board members the secretary will within three days send a copy of the written consent to the board members who did not sign it.

Article II: Board of Directors

1. The board of directors will manage the business of the corporation and will exercise all of the powers that may be exercised by the corporation under the statutes of the State of Alabama, the articles of incorporation or the corporate bylaws.

2. A vacancy on the board of directors by reason of death, resignation or other causes may be filled by the remaining directors, or the board may leave the position unfilled, in which case it will be filled by a vote of the members at a special meeting or at the next annual meeting. During periods when there is an unfilled vacancy on the board of directors, actions taken by the remaining directors will constitute actions of the board.

3. The board of directors is required to meet semi-monthly in person or by live electronic means. The board may call off a semi-monthly meeting for valid reasons but at no time is the board allowed to meet less than once a quarter. At regular meetings, the board may take any actions allowed by law or these bylaws. Special meetings may be called by the president giving 15 days written notice to all directors. A notice of a special meeting must be sent by first class mail, and must state the time, place and purposes of the meeting; no action can be taken at a special meeting of directors except as stated in the notice, unless all directors consent.

4. A quorum for a meeting will consist of three directors. A board member may give proxy to another board member for any given meeting and may do so in writing or by electronic means. If by electronic means that proxy must be emailed or text to all board members by the person giving the proxy.

5. Directors will act only by unanimous assent of the directors.

6. The directors will not be compensated for serving as such. A director may, however, serve in other capacities with the corporation and receive compensation for such service.

7. Directors may, by written consent, take any action required or permitted to be taken at a directors' meeting. Such action may be taken without prior notice to the directors. The written consent must:

* state the action taken, and

* be signed and dated by at least the number of directors whose votes would be needed to take such action at a meeting.

If the written consent is not signed by all directors, the secretary will within three days send a copy of the written consent to the directors who did not sign it.

8. Directors may meet or participate in meetings by telephone or other electronic means as long as all directors are continuously able to communicate with one another.

Article III: Officers

1. The officers of the corporation will consist of:

- * a president
 - * a vice president
 - * a youth coordinator
 - * a sponsor/promotions director
 - * a secretary/treasurer/general bookkeeper
- and any other officers that the board of directors may appoint.

2. The president will preside at all meetings of the directors and members, and will have general charge of the business of the corporation, subject to approval of the board of directors.

3. In case of the death, disability or absence of the president, the vice president will perform and be vested with all the duties and powers of the president.

4. The secretary will keep the corporate records, including minutes of members' and directors' meetings and consent resolutions. The secretary will give notice, as required in these bylaws, of members' and directors' meetings.

5. The treasurer will keep accounts of all moneys of the corporation received or disbursed, and will deposit all moneys and valuables in the name of the corporation in the banks and depositories that the directors designate within two weeks of receipt any said moneys. Checks against trail accounts will be signed as directed by the board of directors.

6. The compensations of all officers will be fixed by the board of directors and may be changed from time to time by the board of directors.

7. NBT Board of Directors Roles and Duties

- I. The **President** will preside at all meetings of the directors and members, and will have general charge of the business of the corporation, subject to approval of the board of directors. President will organize National Tournament and will direct such tournament or appoint an official Tournament Director. Recruit and interview District Directors and submit

- for approval of the Board. Keep in regular contact with District Directors and submit to board for approval the expectations of District Directors.
- II. The **Vice-President** will assist the President in the business of the organization. In case of the death, disability or absence of the president, the vice-president will perform and be vested with all the duties and powers of the president. The Vice-President will assist the President in locating future sites for the NBT National Championship.
 - III. The **Secretary/Treasure** will keep the corporate records, including minutes of members' and directors' meetings and consent resolutions. The Secretary/Treasure will give notice, as required in these bylaws, of members' and directors' meetings.
The Secretary/Treasure will keep accounts of all moneys of the corporation received or disbursed, and will deposit all moneys and valuables in the name of the corporation in the banks and depositories that the directors designate within two weeks of receipt any said moneys. Checks against trail accounts will be signed as directed by the board of directors.
 - IV. The **Sponsorship Director** will be responsible for the recruitment of possible sponsors of NBT. The sponsor director will create, organize, and negotiate contracts with such sponsors. The sponsorship director will distribute sponsor prizes to district directors and to the members at our National Tournament. The sponsorship director is responsible of keeping contact with current sponsors and keeping them informed of progress with NBT. The sponsorship director will report to the President about potential developments of Sponsors and submit reports to Board on Progress of contacts.
 - V. The **Junior Program Director** will head up the Junior Division and its promotion. The Junior Director will be in charge of Junior Division and its activities at the National Tournament. The Junior Director will assist with the Sponsorship director for sponsors for the junior division as well as prizes for the juniors at the National Tournament.

*It shall be the responsibility of all members of this board to actively promote the growth of the organization, including recruitment of members, districts, and sponsors, as well as be active in the public relations of the organization. Each officer will prepare a report for EVERY board of directors meeting on their activities to promote NBT including but not limited to providing lists of contacts for recruiting members, districts and sponsors as well as any public relations they have conducted such as media interviews or other contacts.

Article IV: Fiscal

1. The books of the corporation will be closed at a date to be selected by the directors prior to the filing of the first income tax return due from the corporation. The books will be kept on a cash basis.

2. Within 75 days after the corporation's fiscal year ends, the treasurer will provide each member with a financial statement for the corporation. This will be provided via email to as many members as possible to reduce mailing costs.

Article V: Amendments

Any of these bylaws may be amended or repealed by a majority vote of the members at any annual meeting or at any special meeting called for that purpose.

Adopted by the members of The National Bass Fishing Trail, Inc. on: November 2006
By: Mike Raney, Donnie Story, Margaret Lowe, Ray Clark and Bob Shearer.

Amended by the members of The National Bass Fishing Trail, Inc. on 03/01/2013
Affirmed by officers, Mike Raney, Donnie Story, Joel Wendt, Ray Clark and David Lowrie.