

BY-LAWS OF THE IPSWICH FISH AND GAME ASSOCIATION, INC

Section I. ARTICLES OF ORGANIZATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization.

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its members and directors and officers, shall be subject to the Articles of Organization as in effect from time to time. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization.

1.2 Fiscal Year.

The fiscal year of the corporation shall end on December 31, in each year.

1.3 Corporate Seal.

The directors may adopt and alter the seal of the corporation.

1.4 Gender.

The pronoun "he" or "his", when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

Section II. MEMBERS

2.1 Applicants

Any person may become a member of this organization if accepted by a majority vote at a regular meeting of the Association. Every person applying for membership shall be present at the regular meeting during which his or her application shall be voted upon and shall answer any questions raised by the membership regarding the applicant's background and qualifications. All voting shall be done by ballot unless waived by the entire voting membership present, in which case, voting may be done by a show of hands. Rejected applicants may not reapply for membership during that current Association business year. All applications for membership must be endorsed by at least two (2) current voting members in good standing.

All completed applications for membership shall be presented at a regular monthly meeting. Applicants' names and addresses shall be published in that month's newsletter and voting shall take place at the next regular monthly meeting. Membership fees to join this association must accompany the application. **See current fee schedule.**

2.2 Expulsion Any member of this association who is convicted of breaking the fish or game laws of this or any other state may be expelled from membership by a majority vote at a regular meeting of the Association.

2.3 Complaints

Members of this association wishing to make complaints of law breaking in regard to fishing, hunting or trapping shall do so through the President or the Secretary; they are to notify the state commissioner or their deputy. All communications shall be made in the name of the Association.

2.4 Resignations.

Any member may resign at any time by giving notice of his resignation in writing to any officer or director of the corporation.

Section III. MEETINGS OF MEMBERS

3.1 Place of Meetings.

All meetings of the members shall be held at such place within the United States of America as is named in the call.

3.2 Annual Meeting.

The annual meeting of the members shall be held on the second Monday in April and shall be called by the president, chairman, treasurer, secretary or any director. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

3.3 Special Meetings.

Special meetings of the members may be called by the president, the chairman, or by any director, and shall be called by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other officer, upon written application of any member or members entitled to vote at the meeting. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of such member or members shall have jurisdiction in equity to authorize one or more such members to call a meeting by giving such notice as is required by law.

3.4 Notice.

Notice of the time and place of each meeting of the members shall be given to each member by mail at least five days or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting, addressed to him at his usual or last known business or residence address, or in person or by telephone at least twenty four hours before the meeting.

Whenever notice of a meeting is required to be given to members under applicable law, the Articles of Organization or these By-laws, a written waiver of notice, executed before or after the meeting by a member or his duly authorized attorney and filed with the records of the meeting, shall be deemed equivalent to such notice.

3.5 Quorum.

At any meeting of the Association, ten members present (*exclusive of officers*) shall constitute a quorum for the transaction of business. **No business shall be transacted unless a quorum is present.**

3.6 Voting.

At all meetings, every member shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members represented at the meeting shall decide any question brought before the meeting, except when a larger vote may be required by law, the Articles of Organization, or these By-laws. Members may vote by written proxy dated not more than six months before the meeting named, which shall be filed with the secretary of the meeting before being voted.

3.7 Action by Consent.

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all of the members consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

Section IV. BOARD OF DIRECTORS

4.1 Powers.

The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation, except with

respect to those powers reserved to the members by law, the Articles of Organization or these By-laws.

4.2 Number and Election.

There shall be eleven (11) initial directors and they shall be those persons named as directors in the Articles of Organization. Thereafter, the directors shall be elected at the annual meeting of the members. The members may elect from time to time additional directors of the corporation.

4.3 Term of Office.

The Board of Directors shall consist of eleven members, made up as follows: four officers elected annually and seven directors elected by ballot as follows: two for one year, two for two years, and three for three years, and on the expiration of their term, directors shall be elected for a three year term.

4.4 Resignations.

Any director may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the secretary, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

4.5 Removals.

A director may be removed with or without cause by the vote of a majority of the directors or by a majority vote of the members. A director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

4.6 Vacancies.

Any vacancy in the board of directors may be filled by the directors at any meeting, unless previously filled by the members. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

Section V. MEETINGS OF THE BOARD OF DIRECTORS

5.1 Annual Meeting.

The annual meeting of the board of directors shall be held each year immediately after and at the place of the annual meeting of the members at which the board is elected. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

5.2 Regular Meetings.

Regular meetings of the directors may be held at such places and at such times as the chairman, the president, or the directors may determine.

5.3 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the chairman, the president, or by one or more directors.

5.4 Place of Meetings.

All meetings of the directors shall be held at the principal office of the corporation in Massachusetts or at such other place within or without the United States as shall be fixed by the president, the chairman, or by the directors.

5.5 Notice of Meetings.

Notice of the time and place of each meeting of the directors shall be given to each director by mail at least five days or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting, addressed to him at his usual or last known business or residence address, or in person or by telephone at least twenty four hours before the meeting. Notice need not specify the purposes of the meeting unless required by law, the Articles of Organization, these By-laws, or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, or (ii) removal or suspension of an officer or director. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him before or at the commencement of the meeting.

5.6 Quorum.

At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

5.7 Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers and appointment or election of committees, unless otherwise provided by law, the Articles of Organization, or these By-laws.

5.8 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

5.9 Presence Through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section VI. OFFICERS AND AGENTS

6.1 Number and Qualification.

The officers of the corporation shall be a president, vice-president, treasurer, secretary and such other officers, if any, as the members may determine. The corporation may also have such agents, if any, as the *directors* may appoint. The secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

6.2 Election.

The president, vice-president, treasurer and secretary shall be elected annually by the members at the annual meeting of the members. Other officers, if any, may be elected by the members at any time.

6.3 Term.

The president, vice-president, treasurer and secretary shall each hold office until the next annual meeting of the members and until their successors are chosen and qualified.

6.4 Chairman of the Board of Directors.

If a chairman of the board of directors is elected, he shall preside at all meetings of directors and members at which he is present, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

6.5 President and Vice Presidents.

Unless the directors otherwise specify, the president of the corporation shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The vice president, or first vice president if there are more than one, shall have all the powers and duties of the president during the absence of the president or in the event of his inability to act. Vice presidents, if any, shall have such other duties and powers as the directors shall determine.

6.6 Treasurer.

The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He shall have such other duties and powers as designated by the directors or the president.

6.7 Secretary.

The secretary shall record and maintain records of all proceedings of the directors and of the members in books kept for that purpose, which shall be kept within the Commonwealth at the principal office of the corporation or at the office of its secretary or of its resident agent. Such books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and members and the address of each. If the secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

6.8 Resignations.

Any officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the secretary or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.9 Removals.

An officer may be removed with or without cause by the vote of a majority of the directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the board.

6.10 Vacancies.

The directors shall elect a successor if the office of the president, treasurer or secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and secretary until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

Section VII. COMMITTEES

The directors may elect or appoint one or more committees, which shall consist solely of directors. The directors may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Unless the directors otherwise determine, the Executive Committee (if any) shall have all of the powers of the directors during intervals between meetings of the directors, except for the powers specified in Section 55 of Chapter 156B of Massachusetts General Laws. Unless the directors otherwise determine, committee meetings shall be held at such places and at such times as the chairman of such committee shall determine.

The provisions of Sections 5.5 (notice of meetings), 5.6 (quorum), 5.7 (action by vote), 5.8 (action by writing) and 5.9 (presence through communications equipment) shall apply to committee meetings as nearly as may be, with the terms "committee" or "committee member(s)" substituted for "board of directors" or "directors)." The members of any committee shall remain in office at the pleasure of the directors.

Section VIII. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, a vice president or the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer (who may be one and the same person), shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions or votes of the corporation.

Section IX. CONFLICT OF INTEREST

Subject to the Articles of Organization and any applicable law, the directors shall adopt a conflict of interest policy covering the corporation's directors, officers, and such staff as may be specified in the policy.

Section X. AMENDMENT

These By-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments. The directors may also make, amend or repeal these By-laws in whole or in part and shall give written notice of such action to the membership before the next meeting of members. Any such alteration, amendment or repeal by the directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting. Any amendment, alteration or repeal of a by-law by the directors as provided for in this Section shall be valid and given full force and effect unless and until acted upon by the members.

Section XI ELECTIONS COMMITTEE

An elections committee consisting of three members shall be appointed by the President no later than the regular January meeting of members. Their duties are to submit a list of names for nomination as officer for the ensuing year. Nominations submitted for officers of the positions of Secretary, Treasurer, and Vice President may be of person in the general membership of good standing. Nomination for the office of President must be of person presently serving, or having served in the past, on the Board of Directors of the Ipswich Fish and Game Association, Inc.

11.1 Nominations:

Nominations of officers shall be made in the following manner:

At the February meeting, the Secretary shall post a blank nomination paper on the Association's bulletin board showing all offices to be filled. Any member wishing to hold office shall place his or her own name in nomination by signing the nomination paper. At the March meeting, nominations may be made from the floor for any office. After floor nominations are made and closed, the President shall appoint an elections committee of three members not nominated for office. Their duties shall consist of printing ballots, conducting the election, and counting the ballots and votes. Members will have until one week following the March meeting to place or withdraw their name from nomination. At this time, the list will be removed from the

bulleting board by the elections committee. If at this time any office does not have a candidate, the elections committee shall find a qualified candidate from the membership and have is or her name printed on the ballot.

The officers of the Association shall be nominated in the above manner and notice give thereof to the members by publicly posting on the Association's bulletin board at least two weeks prior to the annual meeting. A plurality of all votes shall elect.

Voting will take place from 6-8 p.m. on the night of the Annual Meeting. At 8:00 p.m. the polls will be closed.