

**BYLAWS
OF THE
WASHINGTON STATE GUIDES ASSOCIATION**

Revised April 12th, 2021 Effective as of August 7th, 2021

BY-LAWS OF THE WASHINGTON STATE GUIDES ASSOCIATION

ARTICLE I - NAME

The name of this corporation is the Washington State Guides Association (Hereinafter referred to as the Association).

ARTICLE II - OFFICE

The registered office of this Association shall be 14213 70th Ave NW, Stanwood, WA. 98292. The name of its registered agent is Douglas Saint-Denis. The Association may have such other office or offices at such location or locations as from time to time determined by the Board of Directors.

ARTICLE III-PURPOSE

The Association shall be incorporated and operated as a Washington State, mutual benefit, non-profit corporation and exempt from tax under Internal Revenue Code section 501(c)(6), as a business/trade association connected to sport fisheries. The Association shall abide by its Articles of Incorporation as filed with the Washington Secretary of State, initially registered as a corporation on January 2, 2019.

The mission of the Association is to **represent the sport fishing guide community and protect, enhance, and promote healthy sport fisheries and the ecosystems they depend on in Washington State, through cooperation and influence of the Washington Department of Fish and Wildlife and legislation.**

ARTICLE IV - POWERS

The Association shall have all powers to undertake, either alone or in conjunction or cooperation with others, any lawful act and to engage in any and all lawful activities, which may be necessary, useful, suitable or desirable for the furtherance of the purposes of the Association.

ARTICLE V- MEMBERSHIP

SECTION 1. ELIGIBILITY. The Board shall determine eligibility for membership in the Association. Membership shall consist of all fishing guides and charter captains properly licensed by Washington State and presenting proof of current license.

Membership, for purposes of the Association, are as defined by Washington State RCW 24.03.005 (15). Members shall have the rights and privileges as set by policies of the Board and communicated to the membership.

SECTION 2. DUES. The Board of Directors shall set dues for members each year prior to the beginning of the new fiscal/calendar year. Dues will be determined by class of membership: (1) professional member, consisting of fishing guides and charter fishing captains.

All dues will be due and payable on the member's acceptance by the Board into the Association. Each year's dues will be payable on the first day of the new fiscal/calendar year. Dues must be received no later than January 30th of each new year, or membership will be deactivated until dues are remitted. Dues paid during the calendar year will not be prorated.

SECTION 3. SPONSORS. Businesses who are in the sportfishing industry and whom support the sportfishing guides and charter captains through a common interest may be a supporting sponsor. The Board of Directors shall set dues for sponsors each year prior to the beginning of the new fiscal/calendar year. Sponsors shall not have the same voting rights as a member.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Association shall be managed by the Executive Board, hereinafter referred to as Board. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper which are not inconsistent with these By-Laws and the laws of Washington State. The Board shall have the power and authority among other things, to create offices such as Executive Director and employ such Executive Director and staff and fix the compensation, if any, of such staff; to call meetings; to create, select and appoint such executive, general and special committees as it determines to be necessary and convenient for the purposes of the Association; and generally, to exercise all powers necessary for the guidance and exercise of the Associations' purposes.

SECTION 2. NUMBER AND QUALIFICATIONS OF THE BOARD OF DIRECTORS. The Executive Board shall consist of at least five (5) members and no more than eleven (11) members, whom shall be elected as Officers to the Board. Eligibility for nomination to the Executive Board requires 1.) the nominee be a current professional member in good standing at the time of nomination and 2.) have maintained a continuous 2 years active membership without lapse in standing. 3.) an endorsement by at least one current Board member. If all three requirements are met, the member shall be eligible for nomination and election to the Executive Board.

A qualification exception may occur if there is a member in good standing who has less than 2 years active membership. The Board must approve the qualification exception prior to nomination. The member seeking the qualification exception must submit the request in writing to all current Board members no less than 5 days from the date of

opening nominations. The Board must be in quorum to discuss and vote on the qualification exception no less than 1 day prior to the date of opening nominations for the Board position(s) on the ballot.

Nomination for all elected Directors shall be opened from the floor of the Annual General Membership Meeting. Nominations may be submitted verbally from the floor of the Annual General Meeting or be emailed to the Secretary of the Board within 5 days of opening nominations. Nominations may also be made during the calendar year for special elections. Special elections occur in the event a director resigns or is unable to continue as a board member or the Executive Board is increased in number. A nominee receiving a majority of the number of votes for that office shall be declared elected.

At a minimum, the Board shall consist of the President, Vice-President, Secretary, Treasurer, Member-at-Large A.

A member in good standing may vote in person or, vote by mail, or by electronic transmission. Nominations for positions will be open for 5 days and will close at midnight on day 5. Voting for elections shall be completed within 15 days after nominations are finalized.

2.1 PRESIDENT. The President shall preside at all meetings of the Association and act as a Chairman of the Executive Board. The President shall in general supervise and control all the business and affairs of the corporation. The President shall sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and prescribed by the Board from time to time.

The President shall appoint such Special Committees as are authorized by the By-Laws, or by resolution of the Association or by the Executive Board. The President shall appoint the Chairman of any Special Committee of the Association and shall be an ex-officio member of any Special Committee. The President shall be responsible to the Executive Board and the Association for the proper functioning of all committees and shall perform such other duties as may from time to time be assigned by the Executive Board or by resolution of the Association.

2.2 VICE-PRESIDENT.

The vice-president will assist the President in any manners necessary, including presiding over meetings when the President isn't available. The vice-president shall act in the stead of the President, when the President is absent.

2.2 SECRETARY. The Secretary shall be responsible for all corporate records,

shall keep the minutes of the Board meetings and see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

2.3 TREASURER. The Treasurer shall act in the stead of the Secretary, when the Secretary is absent. The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, and see that all such banks, trust companies or other depositories shall be selected in accordance with these By-Laws. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to that office by the President or by the Board.

2.4 MEMBER AT LARGE A. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

2.5 Advisory Member 1. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

2.6 Advisory Member 2. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

2.7 Advisory Member 3. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

2.8 Advisory Member 4. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

2.9 Advisory Member 5. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

2.10 Advisory Member 6. Perform such duties pertaining to the office as may be directed by the President or as may be provided elsewhere in the By-laws. Assist the Chairperson(s) of special committees in duties as required. Promote new professional membership.

SECTION 3. TERM OF OFFICE. One person may hold the position of several offices. The term of office for each officer shall be for two years, or until his or her successor is elected. Officers shall be members of the Board and shall be elected by

the membership at its annual meeting. The Executive Board may consider the expulsion of any member for unprofessional conduct or other just cause. Such expulsion shall require a two-thirds vote of the Executive Board of the Association.

3.1 CYCLE OF ELECTIONS. Subsequent to 2 years of service on the board position, each odd year, President, Secretary, Member-at Large A, Advisory Member 2, Advisory Member 4, Advisory Member 6 will be nominated by membership during the Annual General Membership Meeting.

Subsequent to 2 years of service on the board position, each even year, Vice-President, Treasurer, Advisory Member 1, Advisory Member 3, Advisory Member 5 will be nominated by membership during the Annual General Membership Meeting.

SECTION 4. MEETINGS. The annual meeting of the Board shall be held in January of each year or as the Board shall determine. Notice of such meeting shall be made by the Secretary to the Board no less than 10 (10) days prior to such annual meeting.

An annual meeting of the membership may be held during the month of January, or as the Board shall determine, for the purposes of informing the members of the activities of the Association.

The Secretary shall notify members of membership meetings.

4.1 REGULAR MEETINGS. Regular meetings shall be held at such times and at such locations as determined by the Board. Reasonable notice of such meetings shall be made to all members of the Board by the Secretary.

4.2 SPECIAL MEETINGS. Special meetings or emergency meetings of the Board maybe called by or at the request of the President, or the written request of three or more members of the Board. The request shall designate a time and a location for such meeting, and the person or persons requesting such meeting. Special meetings should have a quorum of the Board. Special meetings should provide reasonable amount of notice to the other members of the Board to respond and attend the meeting.

4.3 MANDATORY MEETINGS. The Executive Board members shall attend a minimum of 8 meetings annually. These meetings may be in person or via teleconference. Any scheduled meeting that cannot be attended, will be marked either excused or absent. In order for a meeting to be excused, the Executive Board member shall notify the President, Vice-President or Secretary in advance of the scheduled meeting, they are unable to attend the meeting. This notice may be via phone call, email, text or in person.

SECTION 5. QUORUM. A quorum at a Board meeting is required to transact Association business. A quorum shall be a majority of the number of directors in office immediately prior to the meeting.

SECTION 6. MANNER OF ACTING. The act of the majority of the Executive Board present at the meeting at which a quorum is present shall be the act of the Board, unless a higher number of Directors is required by these By-laws (as in Section 8, Removal of Director) or by Washington law, RCW 24.03.110. Washington law requires a majority vote of all directors in office in order to establish committees, to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, and/or to merge or to dissolve the corporation.

Any meeting of the Executive Board may be held by telephone or telecommunications in which all participating Board Members may communicate simultaneously with each other.

SECTION 7. REQUIREMENTS FOR VOTING. Actions taken by the Executive Board shall not take place without sufficient education on the subject matter. Ideally, opposing views on an issue will be brought forth and presented before an action is taken.

Board Members not present at the educational meeting forfeit their right to vote as long as the Board was given sufficient notice of the issue to be voted on in a previously distributed agenda and/or notice.

SECTION 8. REMOVAL OF BOARD MEMBER. An Executive Board member may be removed with or without cause by a vote of two-thirds or more of the Board. In addition, a cumulative total of four or more unexcused absences within a calendar year, from a regular meeting of the Board, shall allow the Board, in its sole discretion, by majority vote, to remove such Executive Board member.

SECTION 9. RESIGNATION. Any Board member may resign his or her office at any time, such resignation to be made in writing, and shall take effect from the time of its delivery to the President or to a majority of the Board. The Board shall appoint a qualified individual to replace a resigning Board member, who shall serve out the remainder of the resigned Board member's term.

SECTION 10. INFORMAL ACTION BY EXECUTIVE BOARD MEMBERS. Any action required by law, the Articles of Incorporation or the By-Laws to be taken at a meeting of the Board or any other action which may be taken at a meeting of the Board, may be taken without a meeting if all Board members consent to such action. Such consent must be in writing setting forth the action so taken and signed by all of the Executive Board members. Such action shall have the force and effect as may other action taken by the Executive Board.

SECTION 11. COMPENSATION. Executive Directors shall receive no compensation for their services as Directors, but the Executive Board may, by resolution, authorize reasonable reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by the designated Officers of the Association.

Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable compensation for such services provided that the Board's conflict of interest policy is followed.

SECTION 12. INDEMNIFICATION. To the fullest extent allowed by law for non-profit corporation, indemnification for any individual Director and/or Officer for any judgment, fine, claim, action or suit brought or proceeding, actual or threatened and including reasonable attorney's fees and costs and expenses, brought by reason of such person being a Director and/or Officer shall be to the fullest extent allowed by RCW 23B.17.030

SECTION 13. SPECIAL COMMITTEES. The Board may, at its option, select and appoint special committees, composed of any number of Board members, Advisory members, or any other Association members, or any other interested individuals, and serving for any length of time designated by the Board.

The scope of authority and the subject matter of problems to be handled by the special committees may be as broad or as narrow as the Board determines, bound only by the scope of authority of the Board itself.

The Board may also modify or terminate such special committees as the Board determines is in the best interests of the Association.

ARTICLE VII - FISCAL YEAR.

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December of each year.

ARTICLE VIII- INSURANCE.

The Board may procure such insurance at such limits covering such risks as it from time to time determines is in the best interest of the Board, without limit.

ARTICLE IX- AMENDMENTS.

These By-laws may be amended, in whole or in part, by the Board by a majority vote of Board members present, if a quorum is present.

The Association's Articles of Incorporation may be amended, in whole or in part, in accordance with RCW 24.03.160 by a vote of the majority of Directors in office.

Prior to the adoption of any amendment, each Board member shall be given at least 5 days' notice of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed

amendment and contain a copy or summary of the proposed amendment.

ARTICLE X – FINANCES.

The limit for incidental purchases by the Treasurer is \$100.00. Any purchases above \$100.00 will require a vote of the Board. The President may authorize an additional member of the Executive Board to sign drafts and checks.

ARTICLE XI – DISCRIMINATION POLICY.

Association is a 501 (c) (3) non-profit organization. Association is committed to providing an environment that is free from discrimination in membership and opportunity because of a person’s race, color, religion, sexual orientation, creed, national origin, gender, disability, age or military status. It is the policy of Association to ensure that all those qualified members who seek membership in this organization shall be able to do so without discriminating interference. The Executive Board of Association shall see that all members of the organization promote an environment that is free of discrimination.

The Executive Board of Association shall:

1. Make reasonable accommodation when necessary.
2. Investigate alleged complaints of discrimination in a timely manner.
3. Take appropriate corrective/disciplinary action if warranted if a complaint is validated.
4. Ensure that all members of the organization are aware of the Association discrimination policy.
5. Continuously be aware of current court decisions in Equal Opportunity issues that could affect the organization.


AMENDMENT OF BYLAWS

The Board of Directors of the WASHINGTON STATE GUIDES ASSOCIATION amended the foregoing Bylaws of the corporation at its organizational meeting held on 04-12-2021 to be effective as of 08-07-2021.



President – Doug Saint-Denis

08-07-2021
Date



Vice-President – Robert Kratzer

08-07-2021
Date




Secretary – Ryan Gausman

08-07-2021
Date



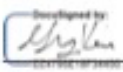
Treasurer – Jon Blank

08-07-2021
Date



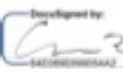
Member-at-Large A – Marc Bush

08-07-2021
Date



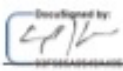
Advisory Member 1 – Greg Kain

08-07-2021
Date




Advisory Member 2 – Cameron Black

08-07-2021
Date



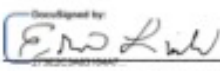
Advisory member 3 – Cary Hoffman

08-07-2021
Date



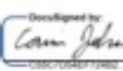
Advisory Member 4 – Mark Coleman

08-07-2021
Date



Advisory member 5 – Eric Linde

08-07-2021
Date



Advisory member 6 – Camrin Johnson

08-07-2021
Date