

## CONSTITUTION

### MISS GULF FISHING BANKS, INC.

The Miss Gulf Fishing Banks, Inc., is a non-profit corporation, chartered under the laws of the State of Mississippi for the purpose of providing, generating, encouraging, and promoting recreation and recreational facilities along the Mississippi Gulf Coast and particularly, encouraging and promoting sport fishing as a recreation in the Mississippi Sound and the Gulf of Mexico; This corporation may also pursue other business attendant with that of the vested interest of said corporation such as issuing membership cards, printing fishing folders and guides, issuing "snapper-backer" cards, and in any manner approved advertise and exploit fishing banks and fishing areas of the Mississippi Coast area.

BY-LAWS  
of  
MISS GULF FISHING BANKS, INC.

ARTICLE I.  
MEETING OF STOCKHOLDERS

Sec. 1. ANNUAL MEETING. The annual meeting of this corporation shall be held the second ~~WEDNESDAY~~ <sup>THURSDAY OF OCTOBER</sup> at such place and at such time as the Board of Directors may designate within the State of Mississippi. Notice of such meeting shall be given to all members, as their address appears on record or the minutes of the corporation, not less than ten days prior to such annual meeting.

Sec. 2. QUORUM. A total of ~~15~~<sup>8</sup> members in good standing including at least 4 members of the Board of Directors shall constitute a quorum. *Amandat*  
*12-13-79*

Sec. 3. SPECIAL MEETINGS. Special meetings of the membership may be called by the President or the Board of Directors or upon demand of twenty members at any time upon written notice of such special meeting to all members not less than ten days prior to the date of such special meeting.

Sec. 4. VOTING. Each member in good standing and who is present shall have one vote and there shall be no voting by proxy.

ARTICLE II

Sec. 1. NUMBER. The Board of Directors of this corporation shall consist of nine members of the corporation selected from the active membership, with at least one of the nine members each coming from Jackson and Harrison Counties. Of the nine so elected, at least one member shall be elected from those members actively engaged in the tourist industry, one member shall be elected from members actively engaged in the charter boat business and one member shall be elected from those members actively engaged in the commercial fishing industry and one coming from private boat owners. In addition to the nine members so elected, there shall be five additional members of the Board of Directors including the President of the Board of Supervisors of Jackson County, the President of the Board of Supervisors of Harrison County, a representative of a Coast Chamber of Commerce to be elected by the Board who shall also act as Secretary to this organization, a representative of the Mississippi <sup>Bureau of Marine</sup> ~~Marine Research~~ Resources Council, to be designated by that body, and ~~a representative of the Mississippi Marine Conservation Commission to be designated by that~~ ~~body.~~

*Amended  
1-10-80*

Sec. 2. HOW ELECTED. The Board of Directors shall be elected at each annual meeting by a majority vote of members in good standing who are present.

Sec. 3. TERM OF OFFICE. The slate for the Board election shall be selected by a special nominating committee composed of five members appointed by the President. Nominations may also be made from the floor at the annual meeting. The term of office of the Board of Directors shall be for one year and thereafter until their successors shall have been elected.

Sec. 4. DUTIES OF DIRECTORS. The Board of Directors shall have the full and complete control and general management of the affairs and business of this corporation.

Sec. 5. DIRECTORS' MEETINGS. Monthly meetings of the Board of Directors shall be held on the second ~~Wednesday~~ <sup>THURSDAY</sup> of each month. Special meetings of the Board of Directors may be called at any time by the President of the Board of Directors upon written notice to all members of the Board of Directors.

Sec. 6. QUORUM. A quorum for the meeting of the Board of Directors shall be ~~seven~~ <sup>five</sup> members of the Board of Directors.

### ARTICLE III

#### OFFICERS

Sec. 1. NUMBER. The officers of this corporation shall consist of a president, vice-president, secretary, and treasurer, provided however, the offices of secretary and treasurer may be combined into one office, and said officers shall be appointed and elected at the first meeting of the Board of Directors following the annual membership meeting. The

secretary or treasurer will become a member of the Board of Directors if he is not already such. The officers so elected shall be selected from those directors elected by the active membership.

Sec. 2. DUTIES OF OFFICERS. The duties of such officers shall be determined and fixed by the Board of Directors and may be varied by the Board of Directors from time to time.

#### ARTICLE IV.

#### MEMBERSHIP

Sec. 1. ELIGIBILITY. Membership in Miss. Gulf Fishing Banks, Inc., shall be open to any person interested in the development of sports fishing areas in the Mississippi Gulf Coast area; and upon acceptance of application by the Board of Directors; and upon payment of an annual \$5.00 dues assessment.

Sec. 2. MEMBERSHIP RIGHTS. The rights of membership shall privilege a member to attend all general membership meetings and exercise the right of one vote on all matters put to the floor; and he shall be entitled to attend all public functions sponsored by the corporation such as bazaars, dinners, cook-outs, rodeos, etc.

Sec. 3. ASSOCIATE MEMBERS. Associate memberships may be issued. This membership entitles a person to be a member of the "Snapper-Backer" Club upon the payment of \$2 annually and shall carry no voting privilege.

#### ARTICLE V.

##### BILLS, NOTES, ETC.

Sec. 1. The Board of Directors shall designate such bank or banks as shall handle the banking affairs of this corporation and may change such banking institution from time to time at their discretion, provided, however, that all notes and obligations of the corporation shall require the signature of the President and one other officer of the corporation after both have been authorized to act by resolution of the Board of Directors of the corporation.

#### ARTICLE VI.

##### AMENDMENTS

Sec. 1. HOW AMENDED. These By-Laws may be altered or amended or repealed at any annual or special meeting of the membership called for the purpose of amending the above and foregoing By-Laws.