

## **CONSTITUTION**

### **MISSISSIPPI GULF FISHING BANKS Inc.**

The Mississippi Gulf Fishing Banks Inc. (MGFB) is a Non-Profit corporation chartered under the laws of the state of Mississippi. We are a group of volunteers who share a passion for our gulf coast. The membership consists of recreational fishermen, charter boat captains, divers and others who are committed to our goals. Our primary purpose is to promote and encourage recreational sports fishing and diving along the Mississippi Gulf Coast. We accomplish this primarily through the construction of artificial reefs. We typically work closely with the Mississippi Department of Marine Resources, members of their Artificial Reef Program and their marine scientists. Our combined efforts result in the acquisition and deployment of artificial reefs in the Mississippi Sound as well as the Gulf of Mexico.

The MGFB usually has a member on site during each reef deployment so a permanent report can be recorded. Typically, the location of these reefs are guarded for twelve months to allow the reef to establish itself as a viable ecosystem. After the waiting period, these locations are made available to the public. As finances allow, each month the MGFB employs a diver to make an underwater assessment of the reefs. Different reefs are chosen at random. The diver takes underwater video and High Definition photos. The diver then prepares a comprehensive report of the reef conditions to include condition and sea life observed. These reports and attendant photos/videos are presented at the MGFB monthly meetings. The observation reports and the deployment reports are also downloaded to the MGFB.Org website. Additionally, the corporation may pursue other business attendant with that of the vested interest of said corporation. This may include issuing membership cards, printing fishing folders and guides, creating fund-raising opportunities and in any approved manner advertise and exploit the Mississippi Gulf Fishing Banks Inc. and fishing/diving areas of the Mississippi Coast area.

**BY-LAWS**  
Of  
**Mississippi Gulf Fishing Banks Inc.**

**Article I.**

**MEETING OF STAKEHOLDERS**

Sec. 1. ANNUAL MEETING. The annual meeting of this corporation shall be held the second Thursday of October 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 six members in good standing including at least three members of the Board of Directors shall constitute a quorum.

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 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**

**BOARD OF DIRECTORS**

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 selected, at least one member shall be elected from those

members actively engaged in the tourism industry, one member shall be elected from the charter boat business and one member representing private boat owners.

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.

1. Regularly attends Board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.

Sec. 5. DIRECTORS' MEETINGS. Monthly meeting of the Board of Directors shall be held on the second Thursday of each month. Special Meeting 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 three 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. However, the offices of secretary and treasurer may be combined into one office. 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 she/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.

##### President

1. Is a member of the Board of Directors.
2. Serves as the Chief Volunteer of the organization.
3. Provides leadership to the Board of Directors.
4. Chairs meetings of the Board.
5. Encourages Board's role in strategic planning.
6. Appoints the chairpersons of committees, in consultation with other Board members.
7. Serves ex officio as a member of committees and attends their meetings when invited.
8. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
9. Monitors financial planning and financial reports.
10. Plays a leading role in fundraising activities (nonprofit only).
11. Evaluates annually the performance of the organization in achieving its mission.
12. Performs other responsibilities assigned by the Board.

##### Vice President

1. Is a member of the Board of Directors.
2. Performs Chair responsibilities when President is not available.
3. Reports to the Board's President.
4. Works closely with the President and other Board members.

5. Performs other responsibilities as assigned by the Board.

#### Treasurer

1. Is a member of the Board.
2. Manages finances of the organization.
3. Administrates fiscal matters of the organization.
4. Provides annual budget to the Board for members' approval.
5. Ensures development and Board review of financial policies and procedures.

#### Secretary

1. Is a member of the Board.
2. Maintains records of the Board and ensures effective management of organization's records.
3. Manages minutes of Board meetings.
4. Ensures minutes are distributed to members before each meeting.
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.
6. Assumes the responsibilities of the Treasurer when necessary.

### **ARTICLE IV**

#### **MEMBERSHIP**

Sec. 1. ELIGIBILITY. Membership in Mississippi Gulf Fishing Banks Inc. shall be open to any person interested in the sports fishing and diving areas in the Mississippi Gulf Coast area; and upon acceptance of application by the Board of Directors; and upon payment of an annual \$10.00 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 they shall be entitled to attend all public functions sponsored by the corporation such as bazaars, dinners, cook-outs, rodeos, etc.

**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 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 amended or replaced or repealed at any annual or special meeting of the membership called for the purpose of amending the above and foregoing By-Laws.

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RALPH HUMPHREY, PRESIDENT

Sworn to and subscribed by me, this \_\_\_\_\_ day  
of \_\_\_\_\_, A.D., 2017.

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Notary public, State of Mississippi, County of Harrison