

**BY-LAWS**

**OF**

**INTERCLUB BLUEFISH TOURNAMENT,  
INC.**

**Amended March 20, 2013**

## **ARTICLE I**

### **Name**

The name of this Association shall be Interclub Bluefish Tournament, Inc.

## **ARTICLE II**

### **Offices**

The principal office of the Interclub shall reside in Bridgeport, Connecticut, and the location thereof may be changed by the Board of Directors. The Interclub may have such other offices as may from time to time be established by the Board of Directors.

## **ARTICLE III**

### **Purpose and Objectives**

The purpose and objectives of the Corporation shall be as follows:

1. To promote, manage and regulate the annual Interclub Bluefish Fishing Tournament and related events.
2. To formulate and/or amend rules and regulations concerning participation in the annual fishing tournament.
3. To formulate rules and regulations concerning both accepting new fishing/boat/yacht clubs into the Interclub Corporation and ousting existing clubs from said Interclub Corporation.
4. To establish an annual rotation of existing clubs to become the "Host club", in each year, alphabetically, with Fayerweather Yacht Club being Home Club for tournament year 2007. The Directors of the Host Club shall serve as the Officers of the Interclub Corporation for that year
5. To encourage and facilitate fishing in Long Island Sound.
6. To exchange information and ideas.
7. To use all proper and lawful methods to meet such problems as are common to all Members.
8. To do all things necessary, proper and legal for the accomplishment of any of the purposes set forth in the Certificate of Incorporation, including but not limited to the following:
  - a. Collect and disseminate statistics and information.

- b. Conduct activities promoting the annual Interclub Bluefish Fishing Tournament and related events, including advertising and publicity.
- c. Provide a forum for dispute resolution for Members of the Interclub Corporation.

#### **ARTICLE IV**

**Section 1 - Members.** Any Sportsmen's Group (Club) whether individuals, partnership, limited partnership, limited liability company or a corporation, having its main office within the State of Connecticut, shall also be eligible to be a Member of Interclub Bluefish Tournament, Inc. The Members shall have full voting and all other rights and privileges to which a Member in a Connecticut Nonstock Corporation shall be entitled under the Connecticut Revised Nonstock Corporation Act (the "**Nonstock Corporation Act**"), the certificate of incorporation, and these by-laws. The current Members are as presented in Schedule A.

**Section 2 - Admission of Members.** Any Sportsmen's Group (Club) eligible for membership agrees to be bound by the by-laws or amendments prescribed by the Board of Directors, and upon said agreement, shall become a Member

**Section 3 - Voluntary termination of membership.** A Member may withdraw from membership in writing conditioned to take effect upon acceptance by the Board of Directors, and upon compliance with such requirements as the Board of Directors shall impose for the fulfillment of all obligations of the withdrawing Member to the effective date of such withdrawal, which date shall be fixed by the Board of Directors.

**Section 4 - Involuntary termination of membership.** A Member may be terminated by the affirmative vote of the Board of Directors, subject to the ratification thereof by the affirmative vote of two-thirds (2/3) of the Members present at a duly noticed meeting at which there is a quorum. Notwithstanding the foregoing, a decision by the Board of Directors to terminate a Member for non-payment of dues, under Section 1 of Article V, shall not require ratification by the Members.

#### **ARTICLE V**

##### **Membership Dues, Fees and Assessments**

**Section 1 - Annual Dues.** Annual dues for Members may be established by the vote of the Board of Directors at each Annual Meeting of the Board of Directors. Dues shall be payable not later than thirty (30) days after the initial billing date, after which time delinquent Members will be notified in writing of the delinquency status of their membership, and will be provided with an additional thirty (30) day period within which to make payment in full to the Interclub Corporation. At the end of this thirty (30) day period, the Board of Directors of the Interclub shall have the prerogative to terminate from membership any Member whose dues payment to the Interclub remains delinquent.

**Section 2 - Fees.** Initiation fees (which shall be considered to be in the nature of dues for purposes of the Nonstock Corporation Act) and the method of payment thereof may be fixed by vote of the Board of Directors for new clubs wishing to participate.

**Section 3 - Assessments.** Assessments of the Members to meet costs and expenses of the Interclub may be fixed by the affirmative vote of the Board of Directors.

## **ARTICLE VI**

### **Membership Meetings**

**Section 1 - Annual Meetings.** The Annual Meeting of the Members shall be held at such place as the Board of Directors shall fix, on the third Wednesday of March of each year and notice thereof shall be issued by mailing the same not less than twenty (20) days before such meeting, to the last recorded address of each Director. If, in any year, the Annual Meeting of Members is not held on the above date for any reason, then the Annual Meeting may be called at any time after the above date in the manner set forth below for calling Special meetings of Members. At each Annual Meeting, the Members shall elect the Officers for the ensuing year and may bring up any matter relating to the affairs of the Interclub, whether or not stated in a notice of meeting, *except that*, unless stated in a written notice of meeting **(a)** no by-law may be brought up for adoption, amendment or repeal, **(b)** no matter (other than the election of Directors) may be brought up which expressly requires the vote of Members under the Nonstock Corporation Act, **(c)** no votes shall be taken on the admission of new Members or on the involuntary termination of any Member or, and **(d)** no votes shall be taken on the removal of a Director from office. All Members on the rolls of the Interclub as of the twenty-first (21<sup>st</sup>) day prior to the date of the Annual Meeting shall be entitled to notice and to be present and to vote at such meeting.

**Section 2 - Meetings.** Regular meetings of the Members shall be held whenever and wherever the Members shall specify by resolution. At each Meeting the Members may bring up any matter relating to the affairs of the Interclub, whether or not stated in a notice of the meeting, *except that*, unless stated in a written notice of the meeting **(a)** no by-law may be brought up for adoption, amendment or repeal, **(b)** no matter may be brought up which expressly requires the vote of Members under the Nonstock Corporation Act, **(c)** no votes shall be taken on the admission of new Members or on the involuntary termination of any Member, and **(d)** no votes shall be taken on the removal of a Director from office.

**Section 3 - Special Meetings.** Special Meetings of the Members may be called at any time by the Board of Directors or President. Special Meetings of the Members shall be called by the Secretary upon the written request of at least ten percent (10%) of the Members, which written request shall specify the purpose or purposes for which the proposed Special Meeting is to be held. If the Secretary does not call the meeting within fifteen (15) days after receipt of the Members' request, the Special Meeting may be called by the Members making the request. At each Special Meeting, the Members may transact only such business as is within the purpose or purposes described in the notice of meeting.

**Section 4 - Attendance and Quorum.** A Member shall be subject to expulsion from the Interclub Bluefish Tournament, Inc., at the discretion of a majority vote of the Board of Directors, if at least one of the Member's Directors fails to attend at least two of the last

three monthly meetings immediately prior to the tournament itself, or at least one of the Member's Directors fails to attend at least two of the three monthly meetings prior to the Annual Award Banquet. The presence in person of forty percent (40%) of the Members shall constitute a quorum at any meeting of the Members, except for those matters for which a greater quorum requirement is specified by the Nonstock Corporation Act, the certificate of incorporation of the Interclub or these by-laws. A Member is considered present if at least one of the Member's Directors is present.

**Section 5 - Voting Rights and Requirements.** Each Member shall be entitled to one vote on each matter submitted to Members for action. If only one Director of the Member is present this Director can vote in behalf of the Member. If two Directors of the Member are present, they must collaborate and cast a single vote in behalf of the Member. Affirmative action on any matter shall require that more Members votes are cast in favor of the action than are cast opposing it at a meeting of Members at which a quorum is present; provided, however, that for those matters for which the affirmative vote of a greater proportion of the votes of the Members may be required by these by-laws, the Nonstock Corporation Act, or the certificate of incorporation of the Interclub, the affirmative vote of the proportion so designated shall be required.

**Section 6 - Concurrent Meetings with Board of Directors.** The Annual, Regular or Special Meetings of the Directors may be held concurrently. Concurrent meetings of the Board of Directors shall be referred to as meetings of the Interclub.

**Section 7 - Adjournment of Members' Meetings.** If a quorum is not present at any Annual or Special Meeting of Members, the Members present may, by the affirmative vote of a majority of the Members represented at the meeting and entitled to vote at the meeting, adjourn to such future time and place as shall be agreed upon by them and announced at the meeting before adjournment, and notice of adjournment shall be given to the Members not present or represented at the meeting. If a quorum is present at any Annual or Special Meeting of Members, the Members present or represented at the meeting may, by the affirmative vote of a majority of the Members represented at the meeting, adjourn to such future time and place as shall be agreed upon by them and announced at the meeting before adjournment, and no notice of adjournment need be given to Members not present at the meeting, unless the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

**Section 8 - Transaction of Business Without Meeting.** No business transactions will be taken without a meeting unless expressly stated via a motion and passed by a majority vote at a regular or annual meeting.

## **ARTICLE VII**

### **Board of Directors**

**Section 1 - Powers.** The Board of Directors shall have supervision, control and direction of the property and affairs of the Interclub and the making of policy determinations

**Section 2 - Board of Directors.** Annually each club of the Interclub shall elect two Directors to make up the total Board of Directors for the Interclub, said Directors to hold

office for a term of one year. There shall be no limit on the number of consecutive terms for which a person may be elected to the Board of Directors. In the calendar year in which that particular club is serving as the "Home Club" for the annual Interclub Bluefish Fishing Tournament and related events, the two elected Directors from that club shall also be the officers of the Interclub.

**Section 3 - Removal.**

Removal of a Director from the Board of Directors shall require a 2/3 vote of the Members. Upon such vote, the Board of Directors shall request that the Member club appoint a replacement Director in accordance with Article VII Section 2. Should the Member club choose not to replace the Director, the removal of the Director shall not take place.

**Section 4 - Vacancies.** Vacant Directorships shall be filled for the unexpired portion of the term by vote of the Members at the particular club that has the vacancy.

**Section 5 - Meetings.** Regular meetings of the Board of Directors shall be held at the time and place specified from time to time by resolution of the Board of Directors. Notice of the meetings need not be given.

**Section 6 - Special Meetings.** Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon written request of Directors of any two Members. If the President shall not call such meeting within seven (7) days after receipt of the written request, the Directors making the request may call the meeting. Notice may be given by the Members calling the meeting. At least two (2) days oral or written notice of each special meeting stating the date, time and place of the meeting shall be given to each Director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting. A Director may waive notice of a meeting by a written instrument executed and filed with the Secretary of the corporation either before or after the meeting. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A Director attending or participating in a meeting shall be deemed to have waived any required notice to him of the meeting, unless the Director, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**Section 7 - Quorum and Voting Requirements.** A quorum shall exist at any meeting of the Board of Directors if Directors representing a majority of the Members are present. The affirmative vote of the Members present at a meeting at which there is a quorum shall be required for action by the Board of Directors on any matter, except for those matters for which the vote of a greater proportion of the Members is required by the Nonstock Corporation Act, the certificate of incorporation, or these by-laws.

**Section 8 - Participation in Meeting by Teleconference or Similar Means.** A Director may participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting may simultaneously hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 9 - Transaction of Business Without Meeting.** Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all of the Members of the Board of Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included with the minutes or filed with the Interclub records reflecting the action taken. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date.

**Section 10 - Committees.** The President of the Board of Directors may designate two (2) or more Directors to constitute an executive committee or other committee. Each committee shall have and may exercise the authority of the Board of Directors as provided in the resolution establishing the committee, provided that no committee may (a) approve or recommend to the Members action that must be approved by the Members under the Nonstock Corporation Act, (b) fill vacancies on the Board of Directors or any of its committees, (c) amend the certificate of incorporation or by-laws of the Interclub, or (d) approve a plan or merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Interclub, other than in the usual and course of affairs of the Interclub, or approve a proposal to dissolve. The provisions set forth above regarding meetings, transaction of business without a meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall also apply to committees and their Members. Each committee shall serve at the pleasure of the President of the Board of Directors.

**Section 11 - Compensation of Directors.** The Directors shall not receive compensation for their services as Directors. By vote of the Board of Directors, the Directors may be allowed reimbursement of expenses and fees for attendance at meetings of the Board of Directors and committees as set forth in the vote. Nothing in this section shall be construed to preclude any Director from serving the Interclub in any other capacity and receiving compensation for his or her service.

**Section 12 - Order of Business.** Unless altered by a vote of the Directors, the order of business for meetings of the Board of Directors shall be as follows:

1. Call to order
2. Presentation of minutes of the previous meeting
3. Treasure's Report
4. President's Report
5. Reports of Committees
6. Good and Welfare
7. Unfinished business
8. New business
9. Adjournment

When not in conflict with the by-laws, "Roberts Rules of Order" shall govern the conduct of meetings.

## **ARTICLE VIII**

## **Officers**

**Section 1 - Election of Officers.** In the calendar year in which a particular club is serving as the "Home Club" for the annual Interclub Bluefish Tournament and related events, the two elected Directors for that club shall also serve in the capacity of Vice President and Secretary for that year. For the offices of President and Treasurer the nominees can come from the members of the Board of Directors or from the membership of any of the member clubs, providing that such nominees must be members in good standing of their respective clubs. In the event that no nominees come forward for either the position of President or Treasurer, the Directors from the "home Club" shall serve in these positions. All officers shall be elected at the annual meeting of the Interclub for that fiscal year.

**Section 2 - Terms.** Officers so elected shall take office immediately upon election and shall serve for the one year that club is serving as the "Home Club" and until a successor has been elected and qualified. Officers shall be eligible for re-election for an unlimited number of terms. Vacancies in any office shall be filled by the Board of Directors.

**Section 3 - Duties of Officers.** The duties of the President, Vice President, Secretary, and Treasurer shall be those usually imposed upon such offices and such as may be fixed from time to time by the Board of Directors.

## **ARTICLE IX**

### **Finances**

**Section 1 - Fund.** This Interclub is a non-profit organization, having been founded for the purposes and objectives stated in the certificates of incorporation and in these by-laws and not with the expectation of making a profit. The funds of the Interclub shall be used solely for the purposes and objectives specified in the certificate of incorporation and in these by-laws.

**Section 2 - Bonding.** The Board of Directors may require at the Interclub's expense, that any person entrusted with the handling of the Interclub's funds furnish a suitable fidelity bond.

**Section 3 - Deposit of Funds.** The funds of the Interclub shall be deposited in such bank or depository as the Board of Directors shall select.

## **ARTICLE X**

### **Contracts, Checks and Funds**

**Section 1 - Contracts.** Contracts shall be executed in the name of and on behalf of the Interclub only by persons duly authorized by the Board of Directors.

**Section 2 - Checks.** Checks, drafts, orders, payments, notes and evidence of debt, shall be signed by the Treasurer or by the President.



## **ARTICLE XI**

### **Gifts**

The Board of Directors may accept, on behalf of the Interclub, gifts for furtherance of the purposes and objectives of Interclub.

## **ARTICLE XII**

### **Fiscal Year and Books and Records**

The fiscal year of the Interclub shall commence on January 1<sup>st</sup>. The books and records of the Interclub shall be kept at the principal office of the Interclub, or by appropriate Officers of the Interclub, and shall be subject at all reasonable times to inspection by Members.

## **ARTICLE XIII**

### **Certificates of Membership**

The Board of Directors may issue certificates setting forth a Membership; provided that such certificates shall state on the face thereof that the membership is not transferable and that it is subject to termination as is provided by these by-laws.

## **ARTICLE XIV**

### **Auditors**

There shall be three (3) auditors named by the Board of Directors and such auditors shall be persons who do not hold any other office. The auditors shall examine the books and records of the Interclub and shall report thereon at the annual meeting. The auditors may designate a certified public accountant to audit the books and records of the Interclub.

## **ARTICLE XV**

### **Dissolution**

The Interclub may be dissolved in compliance with the requirements of the Nonstock Corporation Act upon the requisite vote of the Board of Directors.

## **ARTICLE XVI**

### **Amendments**

The by-laws may be amended only upon the approval of the Board of Directors. Approval of the amendment by the Board of Directors at any properly noticed meeting thereof at

which there is a quorum shall require the affirmative vote of two-thirds (2/3) the Members present at the meeting.

## **ARTICLE XVII**

### **General and Restrictive**

Nothing herein shall constitute the Members as partners for any purpose. No Member, officer, agent or employee shall be liable for acts or failure to act on the part of any other Member, officer, agent or employee of the Interclub. No Member, officer, agent or employee shall be liable for his acts or failure to act except for such acts as shall result from willful misfeasance.

## **ARTICLE XVIII**

### **Indemnification**

The Interclub shall be bound by and comply with the indemnification provisions of Section 33-1117 and Section 33-1122 of the Nonstock Corporation Act pertaining to indemnification of Directors, officers, employees and agents. The Interclub may procure insurance providing greater indemnification.

**Schedule A**  
**Member Clubs**

**Bridgeport Boat Owners Association**

**East End Yacht Club**

**Fairfield Boat Owners Association**

**Fayerweather Yacht Club**

**Harbor Valley Yacht Club**

**Miamogue Yacht Club**

**Milford Striped Bass Club**

**Pequonnock Yacht Club**

**Pootatuck Yacht Club**

**Port Five Fishing club**

**Rivercliff Yacht Club**

**Stratford Boat Owners Association**

**Valley Yacht Club**