



By-Laws of the International Game Fish Association, Inc.

PREAMBLE

Believing that all game fish species and their aquatic habitats are economic, social, recreational and aesthetic assets, which must be maintained, wisely used and perpetuated for posterity; and believing that the sport of game fish angling is an important recreational, economic, and social activity requiring the public to be educated to pursue recreational activities in a manner consistent with sound sporting and conservation practices, The International Game Fish Association, Inc. (the "Corporation") has adopted the following By-Laws:

ARTICLE I NAME

The name of the organization shall be the "The International Game Fish Association, Inc." hereinafter called the "Corporation" or "IGFA" incorporated as a nonprofit membership corporation under the laws of the State of Florida.

ARTICLE II OFFICE

The principal office shall be in the County of Broward, State of Florida. Branch offices may be located in such places as may be determined by the Board of Trustees.

ARTICLE III CORPORATE SEAL

The Corporation shall have a corporate seal bearing the words "The International Game Fish Association", and shall include the Corporation's insignia. This seal shall be copyrighted along with the abbreviated symbol "IGFA". A copy of the impression seal is affixed in the margin of these By-Laws. The Corporation may also use another seal adopted by the Board of Trustees at any meeting.

ARTICLE IV PURPOSES

The purposes of this organization are to accomplish or encourage the following as determined by the Board of Trustees:

- (A) Encourage the conservation of game fish and the promotion of responsible, ethical angling practices through science, education, rule-making, record-keeping and recognition of outstanding accomplishments in the field of angling.
- (B) Promote conservation measures that will ensure the survival of game fish species and the sustainability of their habitats, an adequate fish population and the sustainability of angling sports.
- (C) Encourage and further the study of game fish angling, the species related thereto, and the aquatic habitats of such species.



By-Laws of the International Game Fish Association, Inc.

- (D) Disseminate information and knowledge of scientific studies of commercial and game fish to the general public through digital platforms, publications, books, printed releases and traditional and social media channels.
- (E) Support educational programs for the study, management, and conservation of game fish species and the sustainability of their habitats.
- (F) Formulate and support fair, uniform and ethical international angling rules in order to promote ethical angling.
- (G) Maintain world records of the heaviest fish caught in various categories including all-tackle, line and tippet classes from 1 kg (2.2 lbs) to 60 kg (130 lbs), give recognition to the angler if IGFA International Angling Rules were adhered to in catching of the fish and publish and distribute the records in a World Record Game Fishes book and online annually.
- (H) Maintain a collection of books, publications, historical artifacts, memorabilia, paintings, artwork, photographs and other items broadly related to sportfishing, the fish, their habitat, the anglers, and the industry.
- (I) Support the purposes, goals and mission of the IGFA through its fundraising programs, including but not limited to membership sales, corporate partnerships, donor development, foundation giving, auctions and online merchandise sales.

ARTICLE V BOARD OF TRUSTEES

The property and business of the Corporation shall be governed by the Board of Trustees.

(1) The Board of Trustees shall consist of no less than fifteen (15) and no more than thirty-five (35) members. Members of the Board of Trustees shall be persons elected for a four (4) year term and may serve a maximum of three (3) consecutive terms. Board members shall be on a four (4) year rotation with an approximate twenty-five (25) percent elected each year.

(2) Members of the Board of Trustees must be (1) persons who have materially contributed, financially or otherwise, to the advancement of research and education in the fishery sciences or have contributed substantially to the angling sport or industry, or (2) scientists recognized in the field of fishery science.

(3) New members of the Board of Trustees may be elected by a simple majority of Trustees at any meeting of the Board convened in-person or electronically.

(4) Nominations shall be proposed and seconded only by members of the Board of Trustees.

(5) Trustees shall continue to serve at the pleasure of a majority of the Board of Trustees. Trustees who are absent from two successive meetings of the Board of Trustees shall cease to be active voting members of the Board of Trustees. Such persons may, at the discretion of the Chairman, be renominated to complete their current term, or elected to lifetime Trustee Emeritus status.



By-Laws of the International Game Fish Association, Inc.

(6) The Board of Trustees shall elect a Chairperson who shall continue to serve at the will of the Board of Trustees. The Chairperson shall serve a maximum of two (2) consecutive four (4) year terms except in special circumstances in which the Board of Trustees may approve one (1) additional four (4) year term. His or her duties shall be to preside at all meetings of the Board of Trustees and to Chair the Executive Committee. In lieu of the Chairperson, the Vice-Chairperson or the President shall preside. Upon termination of the Chairperson's final term, the Vice-Chairperson shall assume the role of Chairperson and the Board of Trustees shall appoint another Vice-Chairperson.

(7) Subject to continuing compliance with the Corporation's Code of Conduct, Trustees completing at least six (6) years of Board service in good standing will automatically be elected Trustee Emeritus for life upon retirement from the Board.

(8) Subject to the continuing compliance with the Corporation's Code of Conduct, Presidents of the Corporation completing at least ten (10) years of service in good standing will be automatically elected Trustee Emeritus for life upon retirement from the corporate staff.

ARTICLE VI MEETINGS OF THE BOARD OF TRUSTEES

Meetings of the Board of Trustees shall be convened as follows:

(1) The annual meeting shall be held in January in Florida unless the Trustees are otherwise notified in writing. A quorum shall consist of a majority (51%) of the membership of the Board of Trustees. The fiscal year shall end on the 30th day of September.

(2) Other meetings may be called at any time by the Chairperson of the Board of Trustees or any two officers concurring or by a majority of the Board of Trustees.

(3) A notice of the time and place of the meeting shall be delivered electronically to each member of the Board of Trustee and the President of the Corporation at least five (5) business days prior to the date of the meeting indicating the topics that will be discussed or actions that will be taken at the meeting.

(4) No meeting of the Board of Trustees shall have power to pass resolutions or otherwise to transact business unless a quorum consisting of a simple majority of the Board of Trustees is present, except that resolutions regarding (i) changes in the By-Laws, (ii) sale or purchase or real estate, (iii) resolutions regarding the Corporation's endowment funds or (iv) the dissolution of the Corporation shall require a three-fourths majority of the entire Board of Trustees. A member of the Board of Trustees may attend any meeting in person or by telephonic or other electronic manner where each member can hear and be heard by each other member and each such member will be counted for purposes of a quorum. The Board of Trustees may not take action or adopt resolutions without a quorum present at the time the action is voted upon.



By-Laws of the International Game Fish Association, Inc.

(5) The Secretary of the meeting shall prepare minutes of the meeting which contain all resolutions adopted by the Board of Trustees at such meeting. The minutes shall become official when reviewed and adopted by the Board of Trustees at a subsequent meeting.

(6) Any action or resolution that may be adopted or approved by the Board of Trustees at a duly called meeting may be adopted by a unanimous written consent of the Board of Trustees without a meeting.

ARTICLE VII OFFICERS

Officers shall consist of a Chairperson, Vice Chairperson, President, Executive Director, Secretary, Treasurer and Historian, or as otherwise determined by the Board of Trustees. All such officers shall be nominated by the Chairperson and approved by the Board of Trustees.

ARTICLE VIII MANAGEMENT

(A) The management of the Corporation and the implementation of the policies of the Board of Trustees shall be carried out by the President, and by those to whom he or she shall delegate authority.

(1) The signature of the Chairperson, President, Secretary or Treasurer shall appear on all contracts.

(2) The Chairperson and President shall be ex-officio, voting members of all committees.

(3) In his or her absence or disability, the duties of the President shall be carried out by the Executive Director or, as directed, by the Board of Trustees.

(4) The Executive Committee shall be composed of up to seven (7) of the officers or permanent committee chairs as appointed by the Board of Trustees, including the Chairperson, Vice Chairperson, President, Treasurer and up to three At-Large Trustees, and as such it shall perform such duties as authorized by the Board of Trustees, including, but not limited to, approving purchase and sale of securities, real estate, boats or other property, and all other duties or functions on behalf of the Board as deemed by the Executive Committee to be necessary to perform as the occasion may arise between the meetings of the Board of Trustees. Any such actions should be reported to the full Board of Trustees.

(B) Checks may be drawn over the signature of any one officer or his or her designee. The Secretary and Treasurer shall perform the functions usual to such offices and shall prepare reports to the Board of Trustees for presentation at the annual meetings or as directed by the President or Board of Trustees.



By-Laws of the International Game Fish Association, Inc.

ARTICLE IX COMMITTEES

(A) Committees and Committee Chairs shall be appointed by the Chairperson of the Board of Trustees for the purpose of advising the Board of Trustees and the Officers of the Corporation. Membership of the Committees may include any member or officer of the Corporation and is not limited to members of the Board of Trustees. The terms of Committee Chairs and membership of the Committees shall be two (2) four (4) year terms unless extended by the Chairperson or Board of Trustees.

(B) The following committees shall be permanently established:

(1) A Finance Committee shall be appointed to oversee the Corporation's financial management and reporting.

(2) A Conservation Committee shall be appointed to oversee the Corporation's scientific research programs and policy positions.

(3) A Rules Committee shall be appointed to oversee the Corporation's international angling rules and any changes thereto. Any proposed changes in the international angling rules shall be voted upon by the Board of Trustees. Any member in good standing may propose an angling rule change or modification to the Rules Committee for its consideration and review. The Rules Committee shall have the power to interpret the international angling rules. Any aggrieved person may appeal any ruling to the Board of Trustees.

(4) A Membership and Marketing Committee shall be appointed for the purpose of overseeing the Corporation's representative, corporate, club, captain, weigh station and individual membership programs and marketing strategies.

(5) A Recognition Committee shall be appointed for the purposes of overseeing the Corporation's recognition programs and may form sub-committees for the purposes of selecting individuals to receive honors such as induction into to the IGFA Fishing Hall of Fame or the IGFA Tommy Gifford Award.

(6) An Education Committee shall be appointed of overseeing the Corporation's education programs and curriculum development.

(7) A Development Committee shall be appointed for the purpose of overseeing the Corporation's fundraising strategies.

(8) An Endowment Committee shall be appointed for the purpose of overseeing the Corporation's endowment funds once those accounts reach a value of \$2 million in assets under management.

(C) Notwithstanding anything to the contrary set forth in the By-Laws, the Corporation's Executive Committee shall have, and may exercise, all of the authority of the Board of Trustees in connection with the contemplated sale or lease of all or part of the Corporation's current property and office space, and to take any and all actions in furtherance of the foregoing. The affirmative vote or approval of a majority of the members of the Executive Committee is an act of the Executive Committee.



By-Laws of the International Game Fish Association, Inc.

ARTICLE X IGFA REPRESENTATIVES

The Membership and Marketing Committee will receive nominations and shall appoint IGFA Representatives. These representatives may be elected to serve in specific geographical areas, or they may be designated as “at large” representatives. Their duties shall be to act as liaison representatives between the headquarters of the Corporation and the recreational anglers, angling clubs, scientific institutions, general public and government agencies in their geographic region. IGFA Representatives shall reflect the Corporation’s objectives and policies in their respective areas of appointment. Efforts shall be made to have Representatives serving in every recognized angling area of the world.

ARTICLE XI MEMBERSHIP

(A) Classes of Membership. At the recommendation of the President, the Board of Trustees shall establish various classes of membership in the Corporation and shall set the requirements, including the amount of dues payment and/or charitable donation, necessary to qualify for each class, all of which is to be published by the Corporation.

(B) Approval of Membership. Members shall be approved by the President and must acknowledge the Corporation’s Code of Conduct.

(C) Membership Termination. Membership shall end:

1. when dues are in default;
2. when a valid mailing or emailing address is no longer available;
3. upon the death or resignation of a member;
4. for cause, when a member is convicted of violation of environmental law, or is deemed to have committed acts contrary to the written policies of the Corporation or contrary to conduct expected of ethical and responsible anglers; the President may terminate the member, or deny renewal of the membership.

(D) Reinstatement. Following termination of membership as defined herein, a membership may be reinstated by reapplication with payment of dues, or by submission of a valid mailing address if dues are still current. If the membership has been lapsed for six months or more, the new annual expiration date and new annual payment month shall be determined by the date of reinstatement. If membership is terminated for cause as provided herein, reinstatement of membership status shall require approval of the President.

ARTICLE XII MEMBER’S PRIVILEGES

All classes of members shall receive such publications and other benefits and privileges as may be selected by the President and staff.



By-Laws of the International Game Fish Association, Inc.

ARTICLE XIII FINANCIAL BENEFITS PROHIBITED

No member or officer of the Corporation may receive dividends or financial benefit from the activities of the Corporation except in respect of such reasonable salaries as may be paid to employees for services actually rendered and such reasonable expenses that are authorized and directly related to the Corporation's business. All officers, trustees and employees must sign and comply with the Code of Conduct attached hereto as Exhibit A or as further approved by the Board of Trustees.

ARTICLE XIV ASSOCIATED ORGANIZATIONS

Subject to the approval of the Board of Trustees, the following may become associated organizations with the privileges of membership:

(A) Established and recognized organizations, institutions and government agencies, both domestic and international, that are engaged in the sciences relating to game fishes or have an exchange of related information and data with the Corporation, shall be granted status as Member Scientific Institutions.

(B) Industrial corporations and organizations wishing to contribute to the Corporation for the continuation, extension and expansion of the Corporation's objectives and principles may, by invitation of the President and/or staff, become Corporate Members or Corporate Partners in such special classes as the President and staff may establish from time to time. Corporate Members and Partners shall qualify by an annual membership fee or in-kind donation or by other evidence of interest in the support of the sciences relating to game fishes, or the other Corporation objectives that shall be acceptable to the Membership and Marketing Committee.

ARTICLE XV PRIZES AND MEDALS

The Board of Trustees may, at its discretion, award, at appropriate times and intervals, prizes, medals, plaques, or other suitable forms of recognition, to those who by virtue of their scientific research, or who by virtue of activities relating to game fishes or the conservation thereof, have made outstanding contributions to the sport of angling.

ARTICLE XVI INTERIM VACANCIES

Vacancies on the Executive Committees shall be filled by the Corporation's Board of Trustees. Vacancies among the elected Officers shall be filled by the remaining Officers. Vacancies so filled shall entitle the person selected to hold office only until the next Annual Meeting.

ARTICLE XVII



By-Laws of the International Game Fish Association, Inc.

SPECIAL COMMITTEES

The Corporation's Chairperson or the Board of Trustees is empowered to appoint committees from time to time as the need for them arises, and shall have power to employ special service assistants and clerical help as from time to time may be required to carry on the work of the Corporation.

Certified by the undersigned, President of the Corporation, to be correct as adopted by the Board of Trustees as of their meeting of March 29, 2019.

Nehl Horton
President

Revised 3/29/19