

WOMEN OF FISHERIES, INC.  
BY-LAWS  
AMENDED December 16, 2025

Article 1 – Name, Objectives, and Nature of the Organization

Section 1.1. Name: The name of this organization shall be the Women of Fisheries, Inc., hereinafter referred to as the Women of Fisheries. The Women of Fisheries was founded as a Facebook group on July 26, 2018, under “Being Female in Fisheries.” The name was changed on February 5, 2019, to the Women of Fisheries.

Section 1.2. Nonprofit Status: This organization is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. On January 13, 2020, the group filed to be formally recognized under the State of Florida as a nonprofit corporation and received its Employer Identification Number of 84-4363423 on January 21, 2020.

Section 1.3. Mission: The mission of this organization is to connect, support, and amplify the experiences of women in fisheries science.

Section 1.4. Vision: To provide a thriving, inclusive community where women in fisheries science are empowered to excel, connect with peers, and lead meaningful change. Women of Fisheries is committed to amplifying women’s voices, celebrating their accomplishments, and supporting them at every career stage—ensuring that diverse perspectives contribute to the advancement of fisheries science.

Section 1.5. Fiscal Year: The fiscal year shall begin on January 1 and end on December 31 of each year.

Article 2 – Board of Directors

Section 2.1. General Powers: The affairs of the Women of Fisheries shall be managed by its Board of Directors.

Section 2.2. Number, Tenure, and Qualifications: The Board shall determine the number of Directors, provided that there shall be not fewer than three (3). Directors shall serve a three (3) year term and may continue to serve for additional consecutive or nonconsecutive years thereafter. New Directors shall be elected by unanimous vote of existing Directors. Directors shall be Women of Fisheries members.

Section 2.3. Board Decisions: The Board shall control and manage the affairs and business of the Women of Fisheries. The authority to authorize the expenditure of Women of Fisheries funds is exclusively that of the Board. The Board may delegate limited expenditure authority to Officers or Committee Chairs for approved activities and budgets.

Section 2.4. Resignation and Removal: A Director may resign by delivering written notice to the Board. A Director may be removed for cause or failure to participate by majority vote of the remaining Directors after reasonable notice and opportunity to respond.

Section 2.5. Vacancies: Any unplanned vacancy occurring on the Board may be filled by unanimous vote of the Directors.

Section 2.6. Compensation: Directors shall receive no compensation for their services as Directors. The Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Directors performing duties as Directors.

Section 2.7. Indemnification: To the fullest extent permitted by law, Women of Fisheries shall indemnify and hold harmless any Director, Officer, or authorized representative acting in good faith and within the scope of their duties against any liability or expense incurred in connection with such actions. Indemnification shall not apply to acts of willful misconduct, gross negligence, or criminal activity.

### Article 3 – Officers

Section 3.1. Officers: All Officers shall be members of the Board of Directors. Officer positions include President, Vice President, Secretary/Treasurer, and Committee Liaison for each established committee. The Board may, by majority vote, establish additional officer positions as needed. Officers shall have the authority to perform the duties prescribed by the Board.

Section 3.2. Election and Term of Office: Officers shall be elected by a majority vote of the Board at the first meeting held in even-numbered years. The term of office shall be a minimum of two (2) years. New offices may be created and filled at any meeting of the Board. An Officer shall continue to serve until their successor has been duly elected, unless removed earlier by the Board. No individual may hold more than one officer position simultaneously unless approved by a majority vote of the Board.

Section 3.3. Removal and Vacancies: Any Officer elected by the Board may be removed by majority vote of the Board whenever, in their judgment, the best interests of the Women of Fisheries would be served. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by a majority vote of the Board.

#### Article 4. Duties of Officers

Section 4.1. President: The President shall be the executive officer of the Women of Fisheries and shall have control and supervision of the affairs of the Women of Fisheries, as directed by the Board. The President shall preside at all meetings of the Board and shall perform all duties inherent to the office as prescribed by the Board.

Section 4.2. Vice President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and in so acting, the Vice President shall have all of the powers of the President. The Vice President shall perform all other duties as prescribed by the Board.

Section 4.3. Secretary/Treasurer: The Secretary/Treasurer shall prepare the minutes of Board meetings, present financial statements to the Board at least quarterly, prepare an annual financial report for review, serve notices as required by these Bylaws or law, be custodian of the Women of Fisheries records including accounting records and financial statements, be responsible for the timely filing of reports or returns required for the Women of Fisheries to obtain and maintain tax exempt status under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, receive and deposit the Women of Fisheries funds, and perform other duties as prescribed by the Board.

Section 4.4. Committee Liaison: The Committee Liaison shall facilitate communication between the Board and designated committees, assess committee needs, report on committee activities and outcomes at regular Board meetings, and coordinate support from the Board as needed.

#### Article 5 – Committees

Section 5.1. Committee Establishment: The Board may designate one or more Committees to accomplish specific objectives, and the Chairs of the Committees. Standing committees may include, but are not limited to, the Outreach Committee. Committees shall operate under the direction of the

Board and report recommendations for approval. Committees may not take actions binding on the organization without prior Board approval. Committees may be disbanded once their duties are fulfilled or by majority vote of the Board.

Section 5.2. Committee Chair: A Chair may designate committee members to include Women of Fisheries members. A Chair is responsible for scheduling and leading committee meetings, coordinating with committee members, summarizing annual accomplishments, and ensuring that committee objectives are achieved.

## Article 6 – Meetings

The Board of Directors shall meet at least once every quarter, with monthly meetings being preferred. Meetings can be conducted via videoconference.

## Article 7 – Quorum and Voting

Section 7.1. Quorum: A majority of the Directors in office, but not fewer than three (3), shall constitute a quorum for the transaction of business at any meeting. Actions of the Board may be taken without a meeting if all Directors consent in writing or electronically.

Section 7.2. Voting: Unless otherwise specified in these bylaws, actions of the Board shall be approved by a majority vote of Directors present at a meeting at which a quorum is established. Only Directors shall have voting privileges at Board meetings. Voting by proxy shall not be permitted.


## Article 8 – Conflict of Interest

All Directors, Officers, and Committee Members shall disclose potential conflicts of interest and recuse themselves from discussions or votes where such conflicts exist. The Board shall maintain and annually review a Conflict of Interest Policy.

## Article 9 – Amendment of Bylaws

These Bylaws may be amended by majority vote of the Board at any meeting, provided that written notice of the proposed amendment is distributed to all Directors at least ten (10) days in advance.

Amended Bylaws adopted by resolution of the Board of Directors:

By: 

Date: 12/15/2025

President

By: 


Date: 12/16/2025

Vice President

By: 


Date: 12/15/2025

Secretary/Treasurer

By: 

Date: 15 Dec 2025

Outreach Committee Liaison

By: 

Date: 12/15/2025

Board Member

By: 

Date: 12/15/2025

Board Member