

# **BYLAWS OF The Florida Big Bend Flyfishers, Inc.**

## **ARTICLE I - NAME AND PURPOSES**

### **Section 1 - Name.**

This organization shall be called "**The Florida Big Bend Flyfishers, Inc.**" or "**FBBF**" and is referred to in these Bylaws as the "Organization".

### **Section 2 - Purposes.**

This Organization is a non-profit membership corporation established as a local extension of the Federation of Fly Fishers, Inc. (Federation) to be organized exclusively for educational and conservation purposes within the meaning of Section 501(c)(3), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. It is organized for the following purposes:

- A. To provide members with a forum for education and resource stewardship through the sport of fly fishing;
- B. To promote fly fishing through education as the most enjoyable and sporting method of fishing, and the method most consistent with the preservation of conservation - wise use - of our fishing waters and game fish;
- C. To provide assistance, advice, and suggestions to other angling groups to help them become more important and effective in their areas;
- D. To publicize the best practices and techniques of fly fishing, fly tying, casting, and other related subjects;
- E. To be the local voice for organized fly fishers as part of the Federation, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies involved in our sport.
- F. To carry out the objectives and purposes of the Federation in their respective localities.

## **ARTICLE II - MEMBERSHIP**

### **Section 1 - Eligibility.**

Any person who is interested and capable of furthering the purposes of the Organization shall be eligible for membership.

### **Section 2 - Membership.**

The Board of Directors shall establish procedures for membership application, and dues and assessments. Each member is expected to actively support the purposes of the Organization.

**Section 3 - Obligations.**

The Organization shall be a Charter Club of the Federation of Fly Fishers, Inc. Each individual member is required to join and maintain current membership in the Federation of Fly Fishers, Inc.

**Section 4 - Termination, Suspension, and Renewal.**

The Board may suspend or change the membership status of a member at any time for infraction of any Organizational rule or for any other cause if the Board shall deem such action to be in the best interest of the Organization. The Board shall immediately notify the member of its action and the reasons in writing. The member shall be entitled to a reasonable opportunity to be heard by the Board, or a committee appointed by it, concerning the suspension. The Board may continue for a definite term, terminate or rescind the action or expel the member, and its decision shall be final.

**ARTICLE III - AUTHORITY**

**Section 1 - Membership.**

All of the rights and powers which may be exercised by the Organization shall be vested in the membership. These rights and powers shall be subject to exercise or change by the membership at a special meeting of the organization.

**Section 2 - Board of Directors.**

The Board shall control the business and affairs of the Organization. They may exercise all such authority and powers given to the Organization as directed by the membership.

**ARTICLE IV - MEETINGS OF THE ORGANIZATION**

**Section 1. Annual Meeting.**

The annual meeting of the membership shall be scheduled as determined by the Board.

**Section 2. Regular and Special Meetings.**

Regular and special meetings of the membership shall be held whenever such a meeting is called by:

- A. the President of the Organization, or in his or her absence, death or disability, the Vice-President; or
- B. a vote of the majority of the members at a regular or special meeting of the Organization; or
- C. a written petition to the Board signed by not less than 25% of all the voting members of the Organization. The petition shall state the purpose of such special meetings.

Business conducted at Special meetings shall be identified in the call of the meeting and limited thereto.

**Section 3. Proxies.**

Votes on actions at meetings of the general membership must be cast in person. Proxy votes shall not be accepted.

**Section 4. Quorum.**

At any general membership meeting, the quorum shall consist of those members present. The act of a majority of the members present at meetings at which there is a quorum will be the act of the Organization, unless a greater number is required by law.

**Section 5. Notice of Meetings.**

Notice of each annual, regular and special meeting shall state the place, date and hour of the meeting. If the notice is given personally, by email, or by first class mail, it shall be given not less than five (5) nor more than thirty (30) days before the date of the meeting. Notice of the meetings may be included in newspapers, newsletters or other periodicals regularly published by or in behalf of the Organization. If mailed by other than first class, it shall be given not less than thirty days before such date. Notice of the annual and regular meetings may be given in one notice establishing the dates of each meeting for the year.

**ARTICLE V - OFFICERS**

**Section 1. Officers.**

The officers of the Organization shall be a President, a Vice President, a Secretary, a Treasurer. Any two or more offices may be held by the same person, except the offices of President.

**Section 2. Election and Term of Office.**

The officers of the Organization will be elected annually by the membership at the regular annual meeting. The Nominating Committee shall place the slate of nominees before the membership. New offices may be created and filled at any meeting of the Board. All officers will hold office for one year or until their successors are elected.

**Section 3. Other Officers and Employees.**

The Board may elect or appoint such other officers and employees as it deems desirable. Such officers and employees will have the authority, and perform the duties prescribed by the Board. The Board shall fix the compensation for any employee, or agent of the Organization. The Board may delegate to any executive officer or to any committee the power to appoint any such other officers and employees and to fix their compensation.

**Section 4. Removal.**

Any officer of the Organization may be removed at any time, by resolution adopted by a majority of the membership at a special meeting called for that purpose.

**Section 5. Vacancies.**

A vacancy in any office shall be filled by the Board for the unexpired portion of the term. In the event of a vacancy in the office of the President, the First Vice President shall assume that office until such time as a replacement shall be appointed by the Board.

**Section 6. President.**

The President will be the principal executive officer of the Organization and shall have the general powers of supervision and management over the business and affairs of the Organization. The President will preside at all meetings of the Board. The President will sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed,

**Section 7. Vice President.**

The Vice President shall have such duties as determined from time to time by the Board or the President. The Vice President shall perform the duties of the President in the President's absence.

**Section 8. Treasurer.**

The Treasurer will have charge and custody of and be responsible for all funds and securities of the Organization; shall prepare an annual budget; shall write the checks and pay the bills for the Organization; shall receive and give receipts for monies due and payable to the Organization, and shall deposit all such monies in the name of the Organization in such banks, or other depositories as are selected by the Board; and shall perform all the duties incident to the office of Treasurer.

**Section 9. Secretary.**

The Secretary shall keep the minutes of all meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

**ARTICLE VI - COMMITTEES**

**Section 1. Committees of Members.**

The Board may designate and appoint one or more committees, each of which shall consist of two or more members, which committees shall have and exercise the authority of the Board in the management of the Organization. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by Law.

**Section 2. Nominating Committee.**

The Nominating Committee shall consist of a minimum of three (3) members selected by the Board. The members of the Nominating Committee shall present a list of nominees

for Officers before the membership at the Annual Meeting. No member serving on the nominating committee shall lose eligibility for nomination for office. Members nominated by the Nominating Committee shall be so informed and their consent obtained prior to the announcement of their name into nomination. Nominations from the floor will be accepted provided consent of the nominee is given at the time of the nomination.

## **ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1. Contracts.**

Any contract affecting the membership shall be signed by the President and one other officer of the organization.

### **Section 2. Checks, Drafts, etc.**

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by the Treasurer or the President.

### **Section 3. Deposits.**

All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

### **Section 4. Gifts.**

The Board may accept on behalf of the Organization any contribution, gift, or bequest for the general purpose or for any special purpose of the Organization.

## **ARTICLE VIII - OFFICES, BOOKS AND RECORDS**

### **Section 1. Offices.**

The principal office of the Organization shall be at such place as the Board may determine. The Board may from time to time and at any time establish other offices or branches of the Organization at whatever place or places it deems to be expedient.

### **Section 2. Books and Records.**

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors and committees. The records of the Organization may be inspected by any member of the Organization, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX - FINANCE**

### **Section 1. Fiscal Year.**

The fiscal year of the Organization shall be the same as the fiscal year established by the Federation.

**Section 2. Budget.**

The Board shall review and approve the annual budget for the Organization submitted by the Treasurer.

**Section 3. Expenditures.**

No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

**Section 4. Financial Statements.**

Financial statements shall be submitted to the Federation as such time and in such manner as determined by the Federation. The Federation will include the Organization in its Group 990 Tax Return.

**ARTICLE X - GENERAL PROVISIONS**

**Section 1. Avoidance of Political Activity.**

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 2. General Activities.**

Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

**ARTICLE XI - NONDISCRIMINATION**

It shall be the policy of the Organization to provide equal membership, employment, or service opportunities to all eligible persons without regard to race, color, religion, sex, or national origin.

**ARTICLE XII - AMENDMENTS**

These bylaws may be amended at any special meeting of the Organization called for that purpose as provided herein. The affirmative vote of two-thirds (2/3) of the members present shall be required for the adoption of any amendment. Notice of the meeting and proposed amendment, together with the text of the proposed amendment, shall be delivered to the members as outlined in these By-Laws. The new amendment must be approved by the Federation Board before the will go into effect.

#### **ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code subject only to any order of a court of competent jurisdiction.

#### **ARTICLE XIV - RULES OF ORDER**

Meetings of the Organization will function under "Robert's Rules of Order, Revised" for the orderly conduct of meetings.

#### **ARTICLE XV - CONFLICT OF AUTHORITY**

Any conflict between these bylaws and a Federation instrument which specifically controls activities of a Charter Club, shall be decided in favor of the Federation's instrument.

#### **ARTICLE XVI - AUTHORIZATION**

By unanimous vote of members present at the regular membership meeting of April 17, 2006, these By-Laws were adopted. Until otherwise revised or replaced, these shall be the governing documents of the Florida Big Bend Flyfishers Club and shall supersede all previous By-Laws.

Signed this Eighteenth day of April, in the year of Two Thousand and Six.

Gerald F. Bell, President