

BYLAWS OF
CALIFORNIA FLY FISHERS UNLIMITED

ARTICLE I

Name, Purpose, and Principal Office

Section 1 – Name

The name of this corporation is CALIFORNIA FLY FISHERS UNLIMITED (hereafter “organization”).

Section 2 – Purpose

The purpose of the organization is to promote increased awareness and participation in the art of fly fishing, and to promote and take part in the conservation, preservation, and enhancement of fishery resources.

Section 3 – Principal Office

The principal office shall be in the County of Sacramento, California, at such specific location as the board of directors determines.

ARTICLE II

Membership

Section 1 – Eligibility

Membership shall be open to all persons interested in the purposes of this organization, with no other qualifications or conditions.

Section 2 - Applications

Applications for membership shall be made in writing on forms prescribed and furnished by this organization.

Section 3 - Admission

An applicant shall be admitted to membership after filing a membership application (Article II, Section 2) and upon payment of dues (Article II, Sections 7 & 8). A person may not be admitted or continue as a member until the person executes a one-time 'Waiver of Liability' approved by the Board of Directors, which may be revised from time to time at the discretion of the Board of Directors.

Section 4 - Termination

On January 1 of each year the obligation to pay membership dues for that year shall mature. A member who fails to pay on or before March 1 of that year shall forthwith cease to be a member.

Section 5 - Expulsion

A member may be expelled from membership by the board for cause. Refusal to comply with these Bylaws; or conduct which reflects unfavorably upon this organization may be deemed cause for expulsion. A member so expelled may appeal from the decision of the board of directors at a special meeting of members with voting rights called to consider such appeal. The written appeal request for reconsideration must be submitted, in writing, to the President of the Board of Directors within 30 days from the date of expulsion. It shall be the duty of the board of directors to call such special meeting of the members within thirty (30) days of the receipt of a written request by the expelled member.

Section 6 - Withdrawal

A member may withdraw from membership at any time subject to the provisions of these Bylaws, by filing written notice with the board of directors and forfeiting any dues already paid.

Section 7 – Classes of Members

(a) All classes of members shall execute a one time “waiver of liability” in accordance with Article II, Section 3.

(b) Regular Members – Those persons who have paid their dues (Article II, Section 3) shall be Regular members, and shall have full rights and privileges of this organization, with one voting right each.

(c) Life Members – Those persons who have paid the Life membership fees, equal to ten (10) times the annual dues, and those Regular members, who have paid dues for twenty (20)

consecutive years, shall be Life members. Life members shall be required to pay no further dues, and shall have, for life, full rights and privileges of this organization, with one voting right each.

(d) Associate Members—Members of the immediate family of a Regular or Life member shall be Associate members, and may participate in any and all functions and activities of this organization without paying dues, but with no voting rights.

(e) Honorary - Members—Persons whose actions are consistent with the aims and purposes of this organization, and who are deemed by the board of directors to be worthy of such distinction may be named Honorary members, and, as such, shall pay no dues and have no right to vote. Honorary members will receive a complimentary organization newsletter subscription for one year.

(f) Junior Members – Those persons under the age of eighteen (18) who have paid one-half of the Regular member’s dues shall be Junior members, and shall have full rights and privileges of this organization. A parent or guardian must sign a one-time Waiver of Liability on behalf of the Junior.

(g) Family Members—Family membership shall cost one and one-half of the regular membership dues and shall include the initial member, spouse, and all children under the age of 18 years. The initial member must sign the one-time Waiver of Liability on behalf of the spouse, and all children under the age of 18 years. All family members shall have full rights and privileges of this organization, *including voting rights*.

Section 8— Dues

The amount of the annual dues shall be determined from year to year by the board of directors. A proposed change in the amount of the dues must be ratified by a majority vote of the members with voting rights who are present at the annual meeting of the members. Membership dues are due and payable annually by March 1st.

ARTICLE III

Meetings of Members

Section 1—Regular Meetings

Regular meetings of the members shall be held, normally monthly, at a time and place set by the board of directors, with due advance notice being given to all members.

Section 2—Annual Meeting

An annual meeting of the members shall be held each year at a time and place set by the board of directors, for the purpose of electing officers and directors and transacting other business, which may come before the meeting

Section 3—Special Meeting

Special meetings of the members may be called by the president, and shall be called by the president within two weeks upon written request by two-thirds (2/3) of the board of directors or by not less than one-fourth (1/4) of the members with voting rights, subject to the notice requirements of Section 4 of this article. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called.

Section 4—Notice of Meetings

At least seven (7) days before the date of any annual or a special meeting of the members, written notice shall be mailed by first class mail or emailed to each voting member setting forth the hour, day, place, and purpose of the meeting, as determined and established by the president or the board of directors. Notice in the newsletter shall constitute notice under this section.

Section 5—Quorum

At any regular, annual, or special meeting of the members, the actual presence of twenty-five (25) members entitled to vote shall constitute a quorum for the transaction of business.

Section 6—Manner of Acting

The vote of a majority of members present in person at a meeting at which a quorum is present shall decide any question before such a meeting unless a greater proportion is required by the then-applicable law of the State of California, by the Articles of Incorporation, or by these Bylaws.

Section 7—Voting by Mail

Any matter which is to be voted upon by the members at any annual or special meeting may be submitted, at the discretion of the board of directors, by mail *or email*, to all members eligible to vote, requesting their written vote, in such manner as the board of directors shall determine

consistent with the then-applicable law of the State of California.

Section 8—Proxies

Voting by proxy shall not be permitted on any matter.

ARTICLE IV

Nominations and Elections

Section 1—Nominating Committee

(a) A nominating committee shall consist of five (5) members, at least two (2) of whom shall be members - at- large of the organization. A majority of the nominating committee shall be present in person to constitute a quorum for the transaction of business.

(b) The president-elect shall nominate the nominating committee members for consideration and appointment by the board of directors. This committee shall be appointed no later than at the board of directors' meeting three months prior to the annual meeting.

(c) The responsibility of the nominating committee shall be to present a single slate of officer and director nominees to the board, for its ratification, no later than two months before the annual meeting. The nominees shall be for the offices of president-elect, first and second vice-presidents, secretary, treasurer, and three or four of the directors, depending on the rotation of these positions needed to compose a full board of directors. The committee shall disband after the slate of the nominees is presented to the board.

Section 2—Presentation of Nominations to the Membership

The board of directors shall present the nominations for president-elect, first and second vice-presidents, secretary, treasurer, and the required number of directors to the membership at a regular meeting one month before the annual meeting. After the nominations have been placed before the membership, the president shall call for and accept nominations from the floor. The final list of nominees shall be listed in the newsletter mailed to members prior to the annual meeting.

Section 3—Vacancy in Office of President-Elect

If a vacancy exists in the office of the president-elect, the nominating committee shall add the position of president to the slate of officer nominees.

Section 4—Balloting

All elections shall be by secret ballot except where there is only one (1) nominee for any office or vacancy. Ballots shall be passed out at the time of election to all Regular, Life, and Family members. A plurality of votes shall elect if there are more than two candidates.

Section 5—Tellers

For each election the president shall appoint three (3) members with voting rights as tellers, one of the three as chief teller. Voted ballots shall be opened and tallied by the Tellers, and results of the tally shall be promptly announced.

ARTICLE V

Officers

Section 1—Enumeration

The officers of this organization shall consist of a president, a president-elect, past-president, a first and a second vice president, a secretary, and a treasurer.

Section 2—President

The president shall preside at all meetings of the members and board of directors and perform all other duties as customarily pertain to the office of president, or as may be set forth in these Bylaws, or prescribed by the board of directors. The president may appoint members to serve as committee chairpersons as needed. The president may remove any committee chairperson who was appointed and not elected by the general membership.

Section 3—President-elect

The president-elect shall have and may exercise all the powers and duties of the president during the temporary absence or disability of the latter. The president-elect shall have such other powers and perform such other duties as may be prescribed by the president or board of directors. The president-elect shall oversee the function of the membership director. Upon completion of the current president's term, the president elect shall be installed as president and shall serve until a successor is installed.

Section 4—Vice Presidents

The first and second vice presidents, in temporary absence of the president and president-elect, shall preside at meetings of the organization and of the board in order of their rank. The vice-presidents, upon assignment by the president and in accordance with an organization chart adopted as a part of board policy, shall oversee their respective areas of responsibility. They shall have such powers and perform such other duties as prescribed by the president and board of directors.

Section 5—Secretary

The secretary shall prepare and maintain full and complete records of all meetings of the members and of the board of directors. The secretary shall give, or cause to be given, in a manner prescribed in these Bylaws, due notice of all meetings of the members, of all elections, and shall have other powers and perform other duties prescribed by the president or the board of directors.

Section 6—Treasurer

The treasurer shall be responsible for the control, receipt, and custody of all assets of the organization; preparation and submission to the board of directors of an annual budget; disbursement of assets as authorized by the board of directors; reporting receipt, use, and disbursements of all assets of the organization; monitoring, preparing, and filing all required federal and state legal reports; and making monthly financial reports to the board of directors and an annual report to the board and the members in such format as the board of directors shall direct. The treasurer shall have such other powers and perform such other duties as may be assigned by the president or board of directors.

Section 7—Terms of Office

Elected officers shall take office on the first day of the organization's program year for a term of one (1) year, or until their successor takes office.

Section 8—Removal

An elected officer may be removed, with or without cause, by a two-thirds (2/3) of the total membership of the board of directors. An officer so removed may appeal from the decision of the board of directors at a special meeting of members with voting rights called to consider such appeal. It shall be the duty of the board of directors to call such special meeting of the members within thirty (30) days of the receipt of a written request by the expelled officer.

Section 9—Vacancies

In the event of a vacancy in the office of president, the president-elect shall serve for the vacated president's unexpired term. The vacated office of president-elect shall then be filled by the members with voting rights at a special election called by the board of directors.

In the event of a vacancy in the office of vice-president, secretary or treasurer, the board of directors shall fill the position by a majority vote. An officer so elected shall serve the remaining term of the officer replaced, subject to ratification by a simple majority vote of the voting members, present in person, at the next regular meeting of the membership.

If the unexpired term is more than half a term the officer is considered to have served a full term.

ARTICLE VI

Board of Directors

Section 1—General Powers and Duties

The board of directors shall have the duty of the general management of the affairs, funds, and records of this organization, and shall possess all expressed or implied powers and duties conferred or imposed on them by these Bylaws, which are not so specifically conferred or imposed upon others, and are permitted by the then-applicable law of the State of California. The board is accountable to the membership.

Section 2—Manner of Acting

The act of a simple majority of the board of directors present in person at a meeting at which a quorum is present shall be an act of the board of directors, unless the act of a greater number is required by law or by these Bylaws.

Section 3—Number and Qualification

The board of directors shall consist of the seven officers (6) immediate past-president, and the seven directors to a total of fourteen (14) members.

Section 4—Term of Office

Directors elected at an annual meeting shall take office on the first day of the organization's program year for a term of one year, or until their successors take office.

Section 5—Vacancies

Any director vacancy on the board of directors shall be filled by a majority vote of the remaining board members directors. A director so elected shall serve the remaining term of the director replaced, subject to ratification by a majority vote of the voting members at the next regular meeting of the membership. If the unexpired term is more than half a term the director is considered to have served a full term.

Section 6—Absence

The position of an officer or director shall be declared vacant upon a majority vote of the board if the officer holder is absent from three (3) consecutive regular board meetings without verbal or written explanatory correspondence acceptable to the board of directors. Such vacancy shall be filled as prescribed in Section 5 in this Article.

Section 7—Removal

An immediate past-president or director may be removed, with or without cause, by a two-thirds (2/3) of the total membership of the board of directors. A person so removed may appeal from the decision of the board of directors at a special meeting of members with voting rights called to consider such appeal. It shall be the duty of the board of directors to call such special meeting of the members within thirty (30) days of the receipt of a written request by the expelled past-president or director.

Section 8—Meetings

Meetings of the board of directors may be called by the president, or, in the president's absence, the president-elect. The president, or, in the president's absence, the president-elect, may call a special meeting of the board of directors at any time, and shall do so on written request of any three (3) members of the board of directors.

Section 9—Quorum

At any meeting of the board of directors, a majority of the total number of members of the Board shall be a quorum for the transaction of business at the meeting.

Section 10—Notice

Notice of any meeting of the board of directors shall be given at least five (5) days prior thereto either personally, or by mail, email, newsletter, or by telephone, subject to a waiver of notice. The attendance of a Director shall constitute a waiver of notice.

ARTICLE VII

Fiscal Responsibilities

Section 1—Fiscal Year

The board of directors shall establish the fiscal year of the organization.

Section 2—Funds

All funds of the organization shall be deposited to the credit of the organization, under such conditions and in such depositories as shall be approved yearly by the board of directors.

Section 3—Annual Budget

The board of directors shall approve the annual budget of estimated income and expenditures. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of directors.

Section 4—Financial Authority

No officer, director, or member, may commit for the expenditure of any organization non-program budgeted funds or amounts in excess of any program budget, without first receiving approval of the board of directors.

Section 5—Liability

No officer, director, nor member shall be personally liable for any board-approved obligations, past or present, of the organization, except for the payment of one's own dues.

Section 6—Audits

A committee of at least one (1) director and two (2) members shall be appointed yearly by the board of directors to conduct an annual audit of the organization's financial records at the close of each fiscal year and at such other times as the board may authorize. The audit, which may be

contracted out, shall be due to the board of directors by ninety (90) days after the close of the fiscal year.

Section 7—Gifts

Only the board of directors may accept, maintain or dispose of any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization.

Section 8—Establishment of a Foundation

The board of directors may establish a foundation for such purposes as decided by the board of directors; except such purposes shall be consistent with goals of this organization. The officers and directors of this organization shall serve as officers and directors of the foundation.

ARTICLE VIII

General

Section 1—Conformity

Each and every power, duty, and function of the members, the officers, the immediate past-president, and the directors of this organization shall be exercised in strict conformity with these Bylaws, the Articles of Incorporation of this organization, and by the then-applicable laws of the State of California.

Section 2—Removal from Office

Notwithstanding any other provisions of these Bylaws, any officer, the immediate past-president, or director of this organization may be removed from office by the affirmative vote of two-thirds (2/3) of the members with voting rights present at a special meeting of the members, called for the purpose, but only after the board member has an opportunity to be heard.

Section 3—Conflict of Interest

No officer, immediate past president, or director of this organization shall, either directly or indirectly, participate in the deliberation upon, or consideration of, any question involving that of their own, or that of a family member's, monetary interest or that of any corporation, partnership, or association (other than this organization) in which the individual, or a family

member is directly or indirectly interested. If such a question is before the board of directors, the interested officer, immediate past-president, or director shall withdraw from the meeting during such deliberations, and, in such a case, the remaining board members shall, by majority vote, exercise all powers of the board of directors, but only with respect to the one issue. The board member(s) who have so withdrawn shall be considered “present” for the purpose of determining a quorum.

Section 4—Records

Copies of the organization papers of this organization, its Bylaws, and all amendments thereto, results of nominations and elections, minutes of all meetings of the members, and of the board of directors, shall be contained in the minute books of this organization, together with any other papers of important historical value. The minutes of all meetings shall be signed by their presiding officer or chairperson and by the secretary or other person attending to their recording.

Section 5—Inspection of Records

All books of account and other records of this organization shall on appropriate notice be made available for inspection by any member, and to any duly authorized representative of the United States of America or the State of California upon presentation of proper credentials.

Section 6—Waiver of Notice

Whenever any notice is required to be given under the provisions of the law of the State of California, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

Section 7—Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or law.

ARTICLE IX

Dissolution

This organization is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is

organized solely for nonprofit purposes. No part of the profits or net income of this organization shall ever benefit any private individual. Upon the dissolution or winding up of the organization, its assets remaining after the payment of, or provision for payment of, all debts and liabilities shall be distributed to a non-political, non-profit fund, foundation, or corporation which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and has as a main purpose the conservation, preservation, and enhancement of fishery resources.

ARTICLE X

Amendments

These Bylaws may be amended by a vote of two-thirds (2/3) of the members with voting rights present, and voting at any regular or special meeting of the members, provided that the amendments shall have been approved by a majority of the board of directors, present at a regular or special meeting of the board, and that notice including the amendments shall have been sent made available to the members with voting rights prior to the date set for the meeting at which the amendment is to be presented. Notice on the CFFU website, in hardcopy handouts at Club meetings, or mailed upon request in the newsletter shall constitute notice under this Article.

Sacramento, California

Adopted by Board of Directors, August 4, 1992

Ratified by Membership, September 1, 1992

Amended November, 1993

Amended September, 1999

Amended May 2006

Amended December 2007

Amended September 2008