

BYLAWS OF SUNCOAST FLY FISHERS, INC.

ARTICLE I - NAME AND PURPOSES

Section 1 - Name. This organization shall be called "**SUNCOAST FLY FISHERS, INC.**" and is referred to in these Bylaws as the "Organization."

Section 2 - Purposes. This Organization is a non-profit membership corporation incorporated under the laws of the State of Florida and established as a local extension of the International 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.

The Organization is dedicated to sharing its total fly fishing experience and to developing interest in fly fishing in both fresh and salt water. It shall promote and teach both fly fishing and related subjects of fly tying, rod building, fly casting, and knot tying. Through collaboration, fellowship, conservation and sportsmanship it will help members become more skilled, have more fun and be more productive in the sport. The Organization supports the conservation of natural resources, boating safety and fishing etiquette.

This includes providing members with a forum for education and resource stewardship through the sport of fly fishing. The Organization promotes 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. The Organization provides assistance, advice, and suggestions to other angling groups to help them become more important and effective in their areas. The Organization serves as 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 so many aspects of our sport.

ARTICLE II - MEMBERSHIP

Section 1 - Eligibility. Membership shall be open to all people. Any person who is interested and capable of furthering the purposes of the Organization shall be eligible for election to membership.

Section 2 - Membership. The Board of Directors ("Board") shall establish procedures for membership application, classes of membership, and dues and assessments. Each member is expected to actively support the purposes of the Organization.

- a. Regular: Any individual who embraces the aims and purposes of the Organization.

- b. Family: A member, spouse and their children 18 years of age or younger. The member and spouse are each entitled to one vote.
- c. Honorary: Honorary membership is conferred upon an individual who not only embraces the aims and purpose of the Organization, but who also has performed exemplary service, deed or activity for the benefit of the sport, the Organization, or the community. Honorary members shall have all of the rights and privileges of a Regular member but are not required to pay dues. A two-thirds majority of the directors at a Board of Directors meeting and a simple majority of the members at a General Membership meeting are required to confer honorary membership.
- d. Business: This category is for any business active in the Organization and is entitled to one vote and a monthly business card type advertisement in the newsletter.

Section 3 - Obligations. Members are required to pay the Organization dues and any fees assessed by the Organization on its membership. The Organization shall be a Charter Club of the International Federation of Fly Fishers, Inc. Each individual member is required to join and maintain current membership in the International Federation of Fly Fishers, Inc. New members shall pay to the Organization their first-year dues for the Federation.

Section 4. Dues. All members, except honorary members, must pay annual dues to the Organization at the September meeting. The amounts of dues for each class of membership shall be established annually by the Board of Directors. Members having joined SFF in June, July and August will not owe membership dues for the subsequent year. If dues are not paid within 30 days, the member may be removed from the membership rolls.

Section 5 - 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 regular business meeting or a duly called meeting of the organization.

Section 2 - Board of Directors. The Board shall control the business and affairs of the Organization and may exercise all such authority and powers of the Organization and do all such lawful acts and things as are not by law, the Articles of Incorporation or these bylaws, directed or required to be exercised or done by the members directly.

ARTICLE IV - MEETINGS OF THE ORGANIZATION

Section 1. Annual Meeting. The annual meeting of the membership shall be scheduled for March or as determined by the Board.

Section 2. Regular and Special Meetings. Regular meetings shall be on the third Thursday of each month, except December, at a time and place determined from time to time by the membership. Special meetings of the membership shall be held whenever such a meeting is called by:

a. The Board, 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. Voting. Each member shall have one vote in all the Organization's business, which shall be cast in person. Proxy voting is not permitted.

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 or by these bylaws.

Section 5. Notice of Meetings. Notice of each annual, regular and special meeting shall state the place, date and hour of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. Notice may be given personally, written, by mail or by electronic transmission and shall be given not less than ten nor more than fifty 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. Notice of the annual and regular meetings may be given in one notice establishing the dates of each meeting for the year.

Section 6. Procedure. Robert's Rules of Order will govern membership meetings.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Number and Selection of Directors. The Board shall consist of eleven persons, including the four officers. Bylaws applicable to Officers are in Article VI. Seven directors shall be elected from the membership for two year terms, which are to be staggered. Four directors shall be elected in even-numbered years and three shall be elected in odd-numbered years.

Section 2. Authority. The Board shall control the business and affairs of the Organization and may exercise all such authority and powers of the Organization and do all such lawful acts and

things as are not, by law, the Articles of Incorporation or these Bylaws, required to be exercised or done by the members directly.

Section 3. Eligibility. To be eligible to hold office as an officer or director, a member must meet the following requirements:

Have voted in at least one election of officers.

Have attended at least two-thirds of the regular meetings during the last year.

Have demonstrated an active interest in the Club functions by participation in meetings, outings, banquets, etc.

Section 4. Election and Term of Office. Officers and directors shall be elected at the March regular membership meeting following the procedure described in Article VII, Section 3.

Section 5. Participation on the Board. Directors are expected to serve as standing committee chairpersons. Directors are expected to attend all board meetings. Two unexcused absences or a total of four absences during a calendar year shall be grounds for removal from the Board. An unexcused absence is defined as an absence without prior notification to the President or presiding officer.

Section 6. Place of Meeting. The Board shall hold its meetings at such place or places as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice.

Section 7. Regular and Special Meetings. Regular meetings of the Board shall be held on the first Thursday of each month or as determined by the Board (but not less than once a year) and places as the Board may determine. Special meetings of the Board may be called by the President, and shall be called by the President or the Secretary upon the written request of any three directors. Notice of special meetings shall be given in person or by first class mail to each director not less than ten days before the date of the meeting.

Section 8. Quorum and Manner of Acting. A quorum will consist of six of the eleven Directors of the whole Board. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. To the extent permitted by law, the Board may act by mail, telephone, or electronic mail. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum can be achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken.

Section 9. Notice of Meetings. Notice of each regular and special meeting stating the time and place shall be given to each member of the Board personally or by mail, phone, or electronic means. The notice shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting. Notice need not be given to any Director if such notice shall be waived by

that Director and business may be transacted by the Board at a meeting at which every member of the Board shall be present, though held without notice.

Section 10. Participation in Meetings. Any one or more of the Board or any committee of the Board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in the meeting constitutes presence in person at the meeting. Any action required or permitted to be taken by the Board or committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The Board or committee may exercise this action by written consent by means of electronic transmission.

Section 11. Executive Board. The Board may, at any time, establish an Executive Board (or Committee) as provided for by Article VII, Section 1 to act on behalf of the full Board between meetings of the Board to the extent permitted by law.

Section 12. Vacancies. Any vacancy in the Board shall be filled by appointment from the President with the advice and consent of the Board for the unexpired portion of the term.

Section 13. Removal of Directors. Any Director may be removed at any time with or without cause by the affirmative vote of a majority of a quorum of the membership at a regular or at a special meeting of the Board called for that purpose. Any Director may be removed for cause by the affirmative vote of the Directors provided there is a quorum of not less than a majority of Directors present at the meeting of the Directors.

ARTICLE VI – OFFICERS

Section 1. Eligibility. To be eligible to hold office as an officer or director, a member must meet the following requirements:

Have voted in at least one election of officers.

Have attended at least two-thirds of the regular meetings during the last year.

Have demonstrated an active interest in the Organization's functions by participation in meetings, outings, banquets, etc.

Section 2. Officers and Terms. The officers of the Organization will be a President, one or more Vice Presidents (the number to be determined by the Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Officers shall serve for a term of two years, or until their successors are elected, and are eligible to succeed themselves once. Terms of the Officers are to be staggered with the President and Vice-President elected in even-numbered years and the Treasurer and Secretary in odd-numbered years. Officers are:

- a. President: Presides at meetings of the Organization and Board of Directors (Board) and has general charge of the Organization's affairs. The President shall appoint the members

of all standing and ad hoc committees. Upon leaving office, the President becomes an honorary non-voting Director for a one year term.

- b. Vice President: Performs all duties of the President in his absence or at his request and assumes that office in the event of a vacancy. Is in charge of all committees. Performs such other duties as determined from time to time by the Board of Directors or the President.
- c. Secretary: Keeps minutes of membership and Board of Directors meetings. Handles correspondence. Is custodian of corporate records. Sees that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Treasurer: In charge of billing and collection of dues and disbursements. Keeps official list of members and prepares budget reports. Provides a monthly treasury report to the membership at the General meeting. Has custody of and responsibility for all funds and securities of the Organization. Deposits all moneys received by the Organization in such banks or other depositories as are selected by the Board of Directors.

Section 3. Election. Officers and directors shall be elected at the March regular membership meeting following the procedures described in Article VII, Section 3

Section 4. Other Officers and Employees. The Board may elect or appoint such other officers and employees as it deems desirable, such officers and employees to have the authority, and to perform the duties prescribed, from time to time by the Board. The Board shall fix the compensation for any paid officer, 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 5. Removal. Any officer of the Organization may be removed at any time, by resolution adopted by a majority of the whole Board at a regular meeting or a special meeting called for that purpose.

Section 6. Vacancies. A vacancy in any office other than the president, because of death, resignation, removal or any other cause, 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.

ARTICLE VII – COMMITTEES and CHAIRS

Section 1. Committees of Directors. The Board may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent defined by the Board, shall have and exercise the authority of the Board in the management of the Organization. Actions of these committees shall be ratified by the Board as a whole. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility

imposed upon the Board or a Director by Law. However, no committee (including an Executive Committee or Board) shall have the power to: (a) amend the articles of incorporation; (b) amend the bylaws; (c) fill vacancies on the board; or (d) terminate memberships.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Organization may be appointed in such manner as may be designated by a resolution adopted by the Board or Executive Committee. Except as otherwise provided in such resolution, participants of each such committee shall be members of the Organization, and the Chairperson of the Board shall appoint the member thereof. Any members thereof may be removed by the Board or by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Federation shall be served by such removal.

Section 3. Nominating Committee. The Board will name a Nominating Committee of at least three members from the voting membership and preferably two Board members. The members of the nominating committee shall elect a chair. The makeup of the Committee will be announced at the January membership meeting. The Nominating Committee will solicit candidates and will prepare a slate of candidates which it will present at the February membership meeting. Further nominations will be accepted from the floor at that meeting, following which the nominations will be closed. No member serving on the Nominating Committee shall lose eligibility for nomination for office or directorship. Voting will take place at the March membership meeting and will be by secret written ballot in the case of contested offices or directorships. The Nominating Committee will control the balloting process and count the ballots. The elected officers and directors will assume their duties at the April or next Board meeting.

Section 4. Chairs. The Board shall appoint a current member as a Chair to conduct specific activities of the Organization. When a Chair is established a description of the duties of the chair shall be documented. Activities conducted by the Chair shall be reported to the Board at its regular meetings. Chair appointments serve at the pleasure of the Board.

Section 5. Operation of Committees and Chairs. Committees and Chairs serve at the pleasure of the Board. While committees and chairs may be authorized by the Board to control their affairs through the use of bylaws or a similar document to include how members of the committee or chair are selected and removed, the Board reserves the authority to appoint or remove any person on the committee or chair with or without cause. Committees and chairs shall only have the powers specifically delegated to them by the Board and their activities are subject to review by the Board.

ARTICLE VIII - RESIGNATION

Any Director or Officer may resign their office at any time by giving written notice of resignation to the President or the Secretary of the Organization. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the President.

Section 3. Deposits. All funds of the Organization shall be deposited from time to time 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, bequest or devise for the general purpose or for any special purpose of the Organization.

ARTICLE X - 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 having any of the authority of the Board of Directors. All books and 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 XI - 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. Income. Dues and other monies received will be used to defray the expenses incurred by the Organization, including but not limited to the cost of materials and postage for publishing a newsletter, membership in national and local organizations, trophies and awards, and equipment for use of the members. The Board may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the

Club. All funds of the Club shall be deposited from time to time in such banks or other depositories as the Board may select.

Section 4. 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. Expenses incurred by club members performing Club business must have prior approval of an authorized officer, and appropriate receipts must be presented prior to reimbursement. Single disbursements greater than \$300.00 must be approved at a membership meeting. Also see Article IX Section 2.

Section 5. Financial Statements. Financial statements shall be submitted to the Federation as such time and in such manner as determined by the Federation. If authorized by the Organization, the Federation will include the Organization in its Group 990 Tax Return.

ARTICLE XII - 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. Relations with Other Organizations. The Organization shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it may be affiliated, unless specifically agreed in writing by both parties and approved by the Board.

Section 3. 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 XIII - NONDISCRIMINATION

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

ARTICLE XIV - AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Board of Directors. The affirmative vote of two-thirds (2/3) of the entire Board of Directors 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 of the Board as outlined by the notice requirements of Article V, Section 8. The amendment will then be presented to the Federation Board for approval and will go into effect upon such approval.

ARTICLE XV - 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 XVI - RULES OF ORDER

Meetings of the Organization will function under "Robert's Rules of Order, Revised" only if necessary for the orderly conduct of meetings, or the request of any one member and the concurrence of a majority of the voting members attending such meeting.

ARTICLE XVII - 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.

Revised and approved by members of SFF April 17, 2014

Kirk Burton, President

Date

Tom Trukenbrod, Vice-president

Date

Karen Warfel, Treasurer

Date

Ken Hofmeister, Secretary

Date