

**Capital City Fly Fishers
Bylaws**
Amended by Members on October 9, 2006

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Article I: Name and Principal Place of Business

Section 1:

The name of this corporation is "Capital City Fly Fishers".

Section 2:

The principal place of business is our **secretary's** address. The **board of directors** has the full power and authority to change the principal place of business from one location to another in the county. The **secretary** will note and date any change in address without considering this an amendment to the bylaws.

Section 3:

The purposes for which this corporation is formed are:

- a. The general purposes and powers are to encourage and promote the conservation of wild trout, warm water and salt water fish populations so that these resources will continue to be available for the pleasure and recreation of its members and to do all things necessary to accomplish the purposes hereinabove set forth to the extent permitted to corporations pursuant to the **Nonprofit Corporation Law of the State of Missouri**.
- b. The objectives of this corporation shall be:
 - i. To promote fly fishing as a sportsmanlike and enjoyable way of fishing, consistent with the conservation and wise use of our game fish.
 - ii. To practice conservation of natural resources and to support efforts for environmental quality and pollution control.
 - iii. To provide advice, education, and assistance to promote the art of fly fishing.
 - iv. To promote fly fishing as an alternative to drug and gang activities to the youth of the community.

Section 4:

The corporation is organized pursuant to the Nonprofit Corporation Law of the State of Missouri.

Article II: Membership and Dues

Section 1:

Except as provided in these bylaws, membership shall be limited to persons who are interested in the purposes of this corporation, with no other qualifications except payment of the appropriate dues.

Section 2:

Except as provided in these bylaws, application for membership shall be made in writing on forms prescribed and furnished by this corporation and shall be accompanied by the appropriate dues.

Section 3:

Except as provided in these bylaws, eligible applicants shall be admitted to membership upon payment of the appropriate dues. Each member as evidenced by his/her application form and admission to the corporation agrees to abide by all the terms and conditions set forth in these bylaws and the regulation and limitations promulgated by its duly elected **officers** and **board of directors**.

Section 4:

Applicants becoming members on a date after the beginning of the membership year shall pay only that portion of the annual dues for remaining months of the year.

- a. The annual period shall begin January 1 of each year and end on midnight December 31 of the same year.
- b. An applicant becoming a member at any time after the first day of any month shall be considered as being a member on the first day of said month for purposes of determining the portion of annual dues he/she shall pay.

Section 5:

Membership shall be renewable by the payment of the appropriate dues.

Section 6:

All dues for the renewal of membership shall be paid on or before September 1 of the year prior to the renewal year. Notice that annual dues are due will be in the newsletter and mailed to each member at least 30 days prior to the above date.

Section 7:

Membership not renewed on or before the above date shall be considered expired. If dues are more than 60 days in arrears such membership shall be dropped from the membership roster and all privileges, rights and interest in the corporation shall immediately terminate.

Section 8:

Persons whose dues have expired may be reinstated at any time by payment of the appropriate dues.

Section 9:

The **board of directors**, for just cause and by unanimous vote, shall have the right to terminate the membership of any member, after first giving such member ten (10) days advance written notice and an opportunity to be heard.

Section 10:

A member may withdraw from membership at any time by filing written notice of withdrawal with the **board of directors** and surrendering any current membership card he/she may hold. No refund of any portion of the annual dues shall be made to a member withdrawing from membership.

Section 11:

The **board of directors** shall fix the annual dues from time to time as it deems necessary.

Section 12:

Classes of membership:

- a. Regular members: Persons eighteen (18) years of age or older who have paid the annual dues shall be regular members and shall have full rights and privileges of this corporation with one voting right each.
- b. Family members: Persons who are the spouse and/or children under the age of eighteen (18) years of a regular member shall be family members and may participate in any and all functions and activities of the corporation, but with no voting rights nor the right to receive assets of this corporation upon its dissolution.

- c. Honorary members: Honorary members are given only after careful consideration and only when fully qualified candidates are nominated. These awards need not be made every year. The **board of directors** shall establish a method of accounting for honorary memberships.
- i. Nomination and election to honorary membership: Nomination and approval of individuals for the honorary membership is done once per year. Any member of the corporation may nominate an individual for any special membership category. Nominations must be made in writing to the corporation's president before October 1st of the year preceding the year in which nominations and make a recommendation to the corporation's **board of directors** at the board meeting in November of the year preceding the year the honorary membership will become effective, in accordance with Article IV, Section 4 of these Bylaws. A vote of at least eight of board members is required to approve an individual for the honorary membership.
- ii. Criteria for honorary membership: Persons or organizations whose actions further the aims and purposes of the corporation or who have otherwise benefited the corporation or its members and who are deemed by the **board of directors** to be worthy of such distinction may receive an honorary membership. The honorary membership shall be for the period of one year and may be renewed at the discretion of the board. Honorary members shall have full rights and privileges of this corporation, without payment of dues, but with no voting rights, nor the right to receive assets of this corporation upon its dissolution unless they were already a member of the corporation for the year preceding their honorary membership. Person receiving an honorary membership, who are not already regular members, shall be entitled to become regular members the following year upon payment of regular dues.
- d. Newsletter Membership: Persons or organizations that contribute but are not regular members.

Article III: Membership Meetings

Section 1:

Regular meetings of the members shall be held monthly, at a time and place set by the **board of directors**, with advance notice being given to all members by **mail, e-mail, or public service announcement** of any change in the time, date, or place of the meeting.

Section 2:

The **board of directors** may call special meetings at any time, with **five (5) days'** advanced notice of any special meeting by mail or email.

Section 3:

At any meeting the presence of **twenty percent (20%)** of all members entitled to vote shall constitute a quorum for the transaction of business. The members present at the meeting held for the purpose of nominating directors and officers as provided in Article VI, Section 3 shall constitute a quorum.

Section 4:

Voting members shall have one (1) vote. Directors shall be entitled to vote as members in all matters. At all meetings, except when a majority of the quorum present request a secret ballot, and except where a ballot is required for electing officers and directors, all voting shall be by **show of hands**. No voting by proxy shall be permitted.

Section 5:

The **board of directors** may submit any matter to a vote of the members either at a regular meeting, special meeting or by mail, including the election of **directors** and **officers**, as provided in **Article IV, Section 3**.

Section 6:

Robert's Rules of Order shall prevail at all meetings for the discussion of issues and debate upon any matter brought before a meeting for consideration. If a conflict exists between Robert's Rules of Order and the bylaws, the latter shall prevail.

Article IV: Board of Directors

Section 1:

The **board of directors** shall consist of **eleven (11)** members composed of **five (5)** regular board members, **the president, vice-president, secretary, treasurer, news editor, and past president.**

Section 2:

All regular members of the **board of directors** shall serve a term of **two (2) years** commencing on **January 1 and ending December 31 two years hence.** Directors whose terms expire are permitted to seek a second term by being re-elected by the membership. No director shall serve in excess of two (2) consecutive terms.

The **officers** of the corporation – **president, vice-president, secretary, treasurer, and news editor** -- shall serve **one-year terms commencing January 1 and ending December 31 of that year.** The **president and vice-president** can seek a second term by being re-elected by the membership. The president and vice-president cannot serve in excess of four (4) consecutive terms. The **secretary, treasurer and news editor may serve additional terms if elected by the membership.**

The **past president** shall serve as an officer as long as he/she is the immediate previous president.

Section 3:

At any meeting of the **board of directors** any six (6) directors shall constitute a quorum for the transaction of business at that meeting. Each member of the board present at a meeting shall be entitled to one vote.

Section 4:

Except as otherwise provided in these bylaws, any and all business of the corporation transacted at board meetings must be approved by affirmative vote of at least six (6) of the board members there present. Any business may be submitted to the membership for its approval with **Article III,**

Section 5.

Section 5:

Regular meetings of the **board of directors** shall be held monthly at the all of the president. The **president**, or in his/her absence, the **vice-president**, may call a special meeting of the directors at any time and shall do so on written request of any three (3) directors. Notice of meetings of the **board of directors** shall be given to each director by telephone, mail, e-mail or personally, at least twenty-four (24) hours prior to the meeting.

Section 6:

The **board of directors** meeting shall be open to any member of the corporation. The board may go into closed session when discussing actions involving individual members.

Section 7:

Unless duly excused by the **board of directors**, the office of a **director**, including those of **president** and **vice-president**, shall be declared vacant if he/she is absent from three (3) meeting of the **board of directors.** At each board meeting the board shall vote to excuse or not excuse any absent member.

Section 8:

If the office of **president** becomes vacant, other than by recall, the person then holding the office of **vice-president** shall succeed to the office of **president** for the un-expired portion of the term. Any other vacancy on the **board of directors** shall be filled by majority vote of the remaining **directors** for the un-expired portion of the term.

Section 9:

The **board of directors** shall have the duty of the general management of the corporation and shall exercise all corporate powers of the corporation. Any action taken by the **board of directors** shall be consistent with these bylaws and with the Articles of Incorporation. Each member of the **board of directors** shall have a thorough knowledge of the corporation's bylaws and their effect on all corporate activities.

Article V: Recall of Board Members

Section 1:

Any **director** may be removed with cause by two-thirds (2/3) vote of all members entitled to vote at the special meeting called for that purpose.

Section 2:

The **president** of the corporation, upon receipt of a petition from any member entitled to vote, calling for the removal of any director(s) and signed by twenty percent (20%) of the members entitled to vote, shall forthwith give notice of a special meeting for that purpose. At said meeting the question of removal shall be put to a vote of the membership.

- a. The **president** shall call special meeting within thirty days (30) of receipt of the removal petition, providing the petition conforms to the requirements of this section.
- b. Any vacancy or vacancies created by the removal of directors pursuant to this article, shall be filled in accordance with **Article VI** with the following modifications:
 - i. **Article VI, Section 2:** The meeting for nominations shall be called within thirty (30) days of the date of the special meeting creating the vacancy or vacancies.
 - ii. **Article VI, Section 3:** Ballots shall be mailed within ten (10) days of the date of the above nomination meeting.

Article VI: Election of Officers and Directors

Section 1:

A nominating committee consisting of three members shall be appointed by the board of directors for the purpose of presenting a slate of **officers** and **directors** to the members in sufficient time to comply with Article VI, Section 3. All members, including board members may serve on the committee: however, only one may be a member of the current **board of directors**.

Section 2:

The criteria to be utilized by the nominating committee for nomination of any prospective **officer** or **director** shall be the following:

- a. For office of **president, vice-president and treasurer**, that individual has been a member for a minimum of **two (2) years**.
- b. For the position of **secretary, news editor and director**, that individual has been a member for a minimum of **one (1) year**.

- c. For the position of either **officer** or **director**, that individual has been a contributor to and an active participant in corporate activities.
- d. For the position of either **officer** or **director**, that the individual shall provide diversity of opinion and diversity of association so that the potential for formation of cliques is avoided and an atmosphere for healthy discussion is fostered.
- e. For the position of either **officer** or **director**, that the individual shall understand the need for budgets, and their importance in maintaining monetary control, fiscal responsibility and a financially healthy corporation.

Section 3:

The nominating committee shall nominate at least one (1) regular member for all positions for **officers** of the corporation and at least one (1) regular member for the positions of **directors** up for election, having secured in advance an agreement by each nominee that he or she will serve, if elected.

- a. At the **November** meeting of the members or at a special meeting of the members called for the purpose of nominating **officers** and **directors**, held at least forty-five (45) days before the expiration of the term of office of said **officers** and **directors**, the nominations of the nominating committee shall be placed before the membership.
- b. After the nominations of the nominating committee have been placed before the membership, the **president** shall call for and accept nominations of regular members from the floor. Nominations from the floor may be verbal, in writing, or both. No one person shall be nominated for more than one (1) of any of the above mentioned offices. If a person is nominated for one or any of said positions, and if at the above mentioned meeting, either in writing or in person, declines to accept such a nomination, then he or she may be nominated for any other office. Members nominated from the floor for any position shall meet the criteria for officers and directors as set forth in **Article VI, Section 2** of the bylaws.
- c. If no nominations are forthcoming from the floor and providing there are no more nominations than vacancies to be filled, then immediately after the close of nominations, a motion by the president that the nominees be elected by acclamation shall be made.

Section 4:

If more than one candidate is nominated for an office, the **president** shall mail or cause to be mailed to members eligible to vote, a letter or newsletter containing the names of those nominated to any office open for election. The **president** shall prepare, or cause to be prepared, ballots and an election by secret ballot will be held at the **December** meeting. Ballots will be issued only to members eligible to vote. The president shall verify, or cause to be verified, the eligibility of all persons issued ballots. Members shall have one (1) vote for each office. There shall be no voting by proxy. The president shall appoint two (2) tellers to tally the ballots.

Section 5:

The person receiving the highest number of votes cast for each office shall be elected to that office and shall take office **January 1**.

Article VII: Officers

Section 1:

The officers of the corporation shall consist of **president, vice-president, secretary, treasurer and news editor**.

Section 2:

The **president** shall preside at all meetings of the members 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** shall have a thorough knowledge of the corporation's bylaws and their effect on all corporate activities. He/she shall also give or cause to be given in the manner prescribed in these bylaws, due notice of all meetings of the members and of all elections and shall perform such other duties as prescribed by the **board of directors**. The **president** shall serve as the election officer, presiding over all elections.

Section 3:

The **vice-president** shall have and may exercise all the powers and duties of the **president** during the absence or disability of the latter and shall perform such other duties as may be prescribed by the **board of directors**. He/she shall succeed to the office of **president** for the duration of the term at such time as a vacancy occurs in the office of **president**. Said succession shall be temporary until the election of a new **president**, if such vacancy was created by recall. The **vice-president** shall have a thorough knowledge of the corporation's bylaws and their effect on all corporate activities. The **vice-president** shall preside over meetings of the **board of directors**. The **vice-president** shall also serve as **program chairman** and be responsible for all programs at the monthly meetings.

Section 4:

The **secretary** shall prepare and maintain full and complete records of all meetings of the members and of the **board of directors** including maintenance of the corporation's official minutes. The **secretary** shall have a thorough knowledge of the corporation's bylaws and their effect on all corporate activities.

Section 5:

Subject to the control and direction of the **board of directors**, the **treasurer** shall:

- a. Have custody of all funds and securities of this corporation;
- b. Sign notes, releases and other instruments that pertain to the business and obligations of the corporation;
- c. Provide and maintain a full and complete record of the accounts of this corporation in books belonging to the corporation, including its assets, its liabilities and its financial condition, and shall see that all expenditures are duly and properly authorized;
- d. Prepare and submit to the **board of directors** after the close of each month, a statement of financial condition of the corporation, in such form and detail as the board may require and shall also present a summary of each statement at the next regular meeting of the membership. The **treasurer** shall have a thorough knowledge of the corporation's bylaws and their effects on all corporate activities; and
- e. The **treasurer** shall have custody of all the corporation's valuable papers. The **treasurer** shall be responsible for an annual inventory of corporation property and shall provide the incoming treasurer with the inventory at the joint **February** board of directors meeting.

Section 6:

Subject to the control and direction of the board, the **news editor** shall prepare and distribute a newsletter to all members in good standing. This newsletter shall be distributed in time to arrive prior to the scheduled monthly meeting of members. The **news editor** will, in cooperation of the treasurer, maintain an accurate mailing list of members eligible to receive the newsletter. Members may elect to receive the newsletter by e-mail. The **news editor** shall have thorough knowledge of the corporation's bylaws and their effect on all corporate activities.

Section 7:

No **officer** or **director** shall receive any compensation for his or her services, except for authorized expenses incurred in connection with corporate business.

Article VIII: Corporate Finances**Section 1:**

All funds of the corporation not otherwise used shall be deposited in a commercial or savings account in one or more banks approved by the **board of directors**, whose accounts are guaranteed by the United States of America or by an instrumentality thereof. Such deposits shall be made in the name of the corporation only.

Section 2:

No funds shall be deposited in any account at any financial institution unless that institution provides quarterly reports, at a minimum. Such reports shall be provided to the **board of directors** on a quarterly basis.

Section 3:

The **president** shall establish a budget committee from the members of the board and shall request prior to the January Board meeting, a proposed budget reflecting anticipated income and expenses for the current year. At the same time, the **president-elect** shall appoint a budget committee to review, modify and propose a balanced corporate budget to the **board of directors** for modification and finalization no later than the **March** board meeting. The board shall adopt and approve a balanced budget by the conclusion of the **March** board meeting. In the event a balanced budget is not approved and adopted at the **March** board meeting, no funds shall be expended nor checks written on any corporate account until a balanced budget has been approved and adopted.

Section 4:

No person shall be entitled to reimbursement for any expenses on behalf of the corporation unless they have first presented an original receipt for such expenses to the treasurer of the corporation and have obtained prior approval from the **board of directors** for the expenditure. In the event an original receipt is not available, the person shall provide the **treasurer** with documentation of the expense.

Section 5:

The corporation's books of account shall be balanced and audited by January 31 and turned over to the newly elected **board of directors** and **treasurer**. No funds shall be expended nor check written on any corporate account until the books have been accepted by the new **board of directors** and **treasurer**, except for the **January** expenses.

Section 6:

A committee of four (4) members in good standing, appointed by the **president** with the approval of the **board of directors**, shall review the financial records of the corporation before the financial records are accepted by the incoming **board of directors**.

- a. The committee shall consist of the outgoing and incoming **treasurer** of the corporation, and two non-board members who have been regular members for more than two years. If the outgoing and incoming **treasurer** of the corporation is the same person, then an additional non-board member who has been a regular member for more than two years shall be added to the committee.
- b. The incoming **treasurer** shall be the leader and will be responsible for completing the review before **January 31**.
- c. At a minimum, the review will consist of the following:

- i. a review of all the corporation's transactions in the prior year;
 - ii. All cancelled checks for the prior year shall be compared to the appropriate receipt or documentation.
 - iii. The bank statements for the prior year shall be compared to the treasurer's reports for the same months and all deposits verified.
 - iv. All transactions in the prior year shall be examined to insure that they are in accordance with the bylaws of the corporation and are consistent with corporation's tax-exempt status.
- d. Any single accounting deficiency in excess of twenty-five dollars (\$25.00) shall be reported to the board of directors in writing. A cumulative accounting deficiency in excess of fifty dollars (\$50.00) shall also be reported to the **board of directors** in writing.

Section 7:

The **board of directors** shall review the books of account on a semi-annual basis, at a minimum.

Section 8:

The **treasurer** shall maintain a receipt book and provide a receipt for all funds received by the treasurer, retaining a duplicate copy of each receipt issued.

Article IX: General

Section 1:

Every power, duty, authority and function of members, directors and officers of this corporation shall be exercised in strict conformity with these bylaws and under the Articles of Incorporation of this corporation.

Section 2:

No **director, officer** or **member** of the corporation, either directly or indirectly, shall participate in the deliberation upon or consideration of any question involving his/her pecuniary interest or that of any corporation, partnership or association (other than this corporation) in which he/she is directly or indirectly interested. If such a question is before the **board of directors**, the interested officer, director or member shall withdraw from the meeting during the deliberation, and in this case the remaining **directors** present shall, by affirmative vote of at least **five (5)** of the board members there present, exercise all power of the **board of directors**, but only with respect to the one issue.

Section 3:

Copies of the organization papers of the corporation, 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 corporation, together with any other papers of important historical value. The **presiding officer or chairperson and the secretary** or other person attending to their recording shall **sign** the minutes of all meetings.

Section 4:

All books of accounts and other records of this corporation, upon reasonable notice, shall be made available for inspection by any member entitled to vote and to any duly authorized representative of the United States of America or the State of Missouri upon presentations of proper credentials.

Section 5:

It shall be the responsibility of the **board of directors** to report any illegality involving the assets of the corporation or books of accounts to the appropriate law enforcement authorities.

Section 6:

Assumed in these bylaws, the masculine or feminine and the singular or plural member, shall each be deemed to include the other whenever the context so indicates.

Section 7:

The **president** shall appoint at the **March** meeting a committee of three members to recommend members and non-members for awards to be presented at the annual banquet.

Section 8:

An annual banquet will be held each year for the purpose of raising funds for club activities. The **president**, with approval of the **board of directors**, shall appoint a committee at the first regular meeting after the new officers take office. The board will set the date of the banquet on approximately the same date each year.

Article X: Amendments to Bylaws

Section 1:

Except as otherwise provided in these bylaws, the **board of directors** may amend the bylaws in accordance with Article IV, Section 3 and 4.

Section 2:

The following bylaws shall only be adopted, amended or repealed by the vote of a majority of a quorum at a meeting of regular members duly called pursuant to Article III:

- a. Bylaws fixing or changing the number of directors;
- b. Bylaws fixing or changing the voting right of any or all members;
- c. Bylaws fixing or changing the procedure for recall of any or all directors;
- d. Bylaws fixing or changing the term of directors;
- e. Bylaws fixing or changing the requirements for a quorum at any or all membership meetings;
- f. Bylaws fixing or changing the requirements of a quorum for any or all board meetings; and
- g. Bylaws fixing or changing the number of votes necessary to approve any and all business at board meetings.

Article XI: Right on Dissolution

Section 1:

Upon the dissolution of the corporation, the **board of directors** shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such an organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501©3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the **board of directors** shall determine.