

Capital City Fly Fishers Bylaws

Amended by Members on *September 12, 2023*

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Article I: Name and Principal Place of Business**Section 1: Name**

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

Section 2: Principal Place of Business

The principal place of business is our *treasurer'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: Corporate Purpose

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 purpose 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 *activity* to the youth of the community.

Section 4: Law Governing Corporation

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

Article II: Membership and Dues**Section 1: Qualifications**

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: Application for Membership

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: Admission and Obligations

Except as provided by these bylaws, eligible applicants shall be admitted to membership upon the 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 *publicly declared* by its duly elected officers and board of directors.

Section 4: Annual Dues and Dues of New Members

The membership year shall begin on January 1 of each year and end on December 31 of the same year. Dues paid anytime during the calendar year by a person who has previously been a member of corporation shall be for that membership year. Any person who joins the club as a "new" member (has not previously

been a member) after November 1 of the current membership year, and has paid the dues for the current membership year, shall be considered to be a member in good standing for the next membership year without having to pay additional dues.

Section 5: Renewal of Membership

Membership shall be renewable by the payment of the appropriate dues, *with the exception of those individuals who have been awarded the "Honorary Life" status. Those individuals shall be exempt from payment of annual dues, and shall retain all the rights and privileges of a regular member.*

Section 6: Renewal Date and Notice

All dues for the renewal of membership shall be paid on or before *December 31* of the year prior to the renewal year. Notice that the annual dues are due will be in the newsletter and mailed to each member at least 30 days prior the above date. *Dues renewal post cards will be mailed to the membership between October 15 & November 1.*

Section 7: Expiration

Membership not renewed on or before *March 1* 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: Reinstatement

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

Section 9: Termination and Notice

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: Withdrawal

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: Modification of Dues

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

Section 12: Classes of Membership, Voting Rights, and Privileges

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 member: 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 shall have no voting rights nor the right to receive assets of this corporation upon its dissolution.
- c. Honorary *Life* members: Honorary *Life status is given to a regular member* only after careful consideration and only when a fully qualified *candidate is* nominated. *The award of Honorary Life status to a regular member need not be made every year.* The board of directors shall establish a method of accounting for honorary *life* memberships.
 - i. Nomination and election to honorary *life* membership: Nomination and approval of individuals for the honorary *life* membership is done once per year.

Any member of the corporation may nominate an individual for *this* special membership category. *Nominations shall be made to the board of directors at the November board meeting prior to the year that the honorary life membership will become effective. An affirmative vote of at least eight (8) members of the board of directors is required to approve this honorary life membership. The individual that has attained the status of honorary life membership shall be relieved of the payment of annual dues for life, and shall enjoy all the rights and privileges of membership in the corporation.*

- ii. Criteria for honorary *life* membership:
A person whose actions further exemplify the aims and purposes of the corporation or who has otherwise benefited the corporation or its members to a degree that is above and beyond normal expectations and who is deemed by the board of directors to be worthy of such distinction may receive an honorary life membership. Any person who is being considered for honorary life membership must be a member in good standing by membership in the corporation for at least five (5) years.

Article III: Membership Meetings

Section 1: Date, Time and Place

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, *text message, phone call*, or public service announcement of any change in the time, date, or place of the meeting.

Section 2: Special Meetings

The board of directors may call special meetings at any time, with five (5) days advanced notice of any special meeting by mail, e-mail, *text message, or phone call*.

Section 3: Quorum

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

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 *members* 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: Proper Business

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

Section 6: Governing Rules

"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 later shall prevail.

Article IV: Board of Directors**Section 1: Composition**

The board of directors shall consist of eleven (11) members composed of *six (6)* regular board members, the president, vice-president, secretary, treasurer, *and* news editor.

Section 2: Term

All regular members of the board of directors shall serve a term of *three (3)* years commencing on January 1 and ending December 31, *three* years hence. *Regular board members shall be elected and serve staggering terms so that two (2) regular directors are elected each year; hence each year there will be two (2) directors serving three (3) years, two (2) directors serving two years, and two (2) directors that are serving one (1) year.* 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.

Section 3: Quorum

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: Voting

Except as otherwise provided in these bylaws, any and all business of the corporation transacted at the 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 *in accordance* with Article III, Section 5.

Section 5: Meetings, Date, Time and Notice

Regular meetings of the board of directors shall be held monthly at the *call* of the president. The president, or in his/her absence, the vice-president, may call a special meeting of the board of 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 each director by telephone, mail, e-mail, *text message*, or personally, at least twenty-four (24) hours prior to the meeting.

Section 6: Board Meetings, Open and Closed Portions

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: Vacancies

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) meetings of the board of directors. At each board meeting the board shall vote to excuse or not excuse any absent member.

Section 8: Filling Vacancies

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: Duties and Powers

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: *Special Meetings and Voting*

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

Section 2: *Procedures and Notice Requirements*

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 *then* 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 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: *Nominating Committee*

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: *Criteria for Selecting Officers and Directors*

The criteria to be used in 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: *Non-Contested Officers and Election by Acclamation*

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 the 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: *Voting*

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: *Computation of Election Results*

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

Article VII: Officers

Section 1: *Special Offices*

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

Section 2: *Duties of President*

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 other such duties as prescribed by the board of directors. The president shall serve as the election officer, presiding over all elections.

Section 3: Duties of Vice-President

The vice-president shall have and may exercise all the powers and duties of the president during the absence or disability of the later and shall perform such 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: Duties of Secretary

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: Duties of Treasurer

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 such form and detail as the board may require and shall 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's property and shall provide the incoming treasurer with the inventory at the joint February board of directors meeting.

Section 6: Duties of News Editor

Subject to control and direction of the board, the news editor shall prepare and distribute a newsletter to *all* members in good standing. The 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 a thorough knowledge of the corporation's bylaws and their effect on all corporate activities.

Section 7: Compensation

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: Deposit of Funds and Approval of Accounts**

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 instrumentality thereof. Such deposits shall be made in the name of the corporation only.

Section 2: Records Required of Institutions Holding Accounts on Deposit

No funds shall be deposited in any account at any 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: Procedure for Submission and Finalization of a Balanced Budget

The president shall establish a budget committee from the members of the board and shall request prior 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: Receipt and Approval Required for Reimbursement

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: Deadline for Transfer and Balancing of Books of Accounts

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: Audit of Financial Records prior to Acceptance by Board of Directors

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 the 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 by 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 ensure 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: *Semi-Annual Review of Financial Records by Board of Directors*

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

Section 8: *Maintenance of Receipt Book and Receipting of Funds*

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: *Limitations on Powers of Board of Directors*

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: *Questions Involving Individuals Pecuniary Interest Abstention from Discussion or Voting*

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 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, *with an* 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 *being deliberated upon*.

Section 3: *Minutes, Recording and Maintenance of Corporate Documents*

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 board of directors, shall be contained in the minute books of the 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: *Inspection of Corporate Books*

All books of accounts and other records of the 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: *Reporting of Unlawful Activities*

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: *Gender or Number*

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

Section 7: *Annual Awards*

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

Section 8: *Banquet Arrangements*

An annual banquet will be held each year for the purpose of raising funds *as needed* for club activities, *or for other purposes as directed by the board of directors*. The president, with the approval of the board of

directors, shall appoint a committee at the first regular (*January*) meeting after the new officers take office. *The committee shall be composed of five (5) members of the corporation and shall include three (3) regular board members, one of which shall have three years remaining in his term, one which shall have two years remaining in his term, one which has one year remaining in his term, and two members at large. The two (2) at large members are not required to hold an elected office in the corporation. The committee shall be formed to serve approximately one year in advance of the anticipated banquet date to allow for adequate time for preparation and arrangements.* The board will set the date of the banquet on approximately the same date, usually within the first third of each year, *January, February, March or April.*

Article X: Amendments to Bylaws

Section 1: Amendment of Bylaws by Board of Directors

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

Section 2: Amendment of Bylaws by Membership Only

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 of 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: Distribution of Assets

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 a 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(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the board of directors may determine.