

BY-LAWS OF THE THREE RIVERS FLY FISHERS

ARTICLE I Organization

This organization shall be called the “**THREE RIVERS FLY FISHERS**” (hereinafter referred to as the Club).

ARTICLE II Purpose

Section 1. Objectives of the Club. The Club is a non-profit membership organization established to cultivate and advance the art, science and sport of fly fishing as the most sporting and enjoyable method of angling and the way of fishing most consistent with the preservation and use of game fish resources, to promote conservation of recreational resources, to facilitate and improve the knowledge of fly fishing, to elevate the standard of integrity, honor and courtesy of anglers and to cherish the spirit of fellowship among anglers everywhere.

Section 2. Activities. The Club will provide services to individuals, associations, leagues, or other organizations of anglers, and organizations concerned with the conservation of recreational resources to help them carry out the purposes of the Club and such of their own programs as are consistent with the purposes of the Club, in their respective localities.

Section 3. Fly Fishing. The Club will publicize improvements in the techniques of fly fishing, fly tying, fly casting and related angling subjects.

Section 4. Liaison With Other Organizations. The Club will affiliate with the Federation of Fly Fishers, Inc., and establish and maintain liaison with other organizations of anglers and conservationists and also with governmental agencies concerned with the sport of angling, and keep its members informed of developments of interest to the membership. (See ARTICLE XV, Addendums, Addendum 1, page 8)

Section 5. Avoidance of Political Activity. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club 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.

ARTICLE III Membership and Dues

Section 1. Classes of Membership. There shall be one class of membership in the Club.

Section 2. Adherence to Objectives. All members shall subscribe to the objectives of the Club.

Section 3. Eligibility. Membership shall not be restricted, and any individual shall be eligible for membership in the Club.

Section 4. Dues. The dues of the members of the Club shall be determined by the Board of Directors, and shall be payable annually unless the Board of Directors shall determine otherwise.

Section 5. Suspension or Termination of Membership. The Board of Directors, by unanimous affirmative vote of all of the members of the Board present and voting, at a meeting at which there is a quorum, may suspend or expel a member.

ARTICLE IV Meetings

Section 1. Place of Meetings. Meetings shall be held on a regular basis within 50 miles of Fort Wayne, Indiana at a place designated by the Board of Directors. Special meetings or events may be held at any location designated by the Board.

Section 2. Notice of Meetings. Notice of each regular and special meeting stating the time, place and purpose thereof, shall be mailed to each Member, addressed to them at their residence or usual place of business, not less than ten (10) days before the day on which the meeting is to be held. Notice may be served in lieu of mailing by publication in the Club newsletter.

Section 3. Quorum. At any meeting of the Club, the quorum will consist of a minimum of one-third (1/3) of those that make up that group.

ARTICLE V Directors

Section 1. General Powers. The Board of Directors shall control the business and affairs of the Club and may exercise all such authority and powers of the Club and do all such lawful acts and things as are not by law, or these By-Laws directed or required to be exercised or done by the members directly.

Section 2. Special Powers. The Board of Directors shall appoint from its membership, or the membership of the Club, such committees as from time to time the Board deems necessary to assist it to carry on the activities and business of the Club, and such committees shall make their recommendations to the Board on matters referred to them. The Board shall also determine the dues and fees to be paid to the Club by the members. It shall review and approve the annual budget.

Section 3. Election of Directors. At each ballot for the elections of Directors at which a quorum shall be present, the persons receiving a plurality of the votes cast shall be deemed elected.

- a. The members shall nominate Directors, except the past President who shall serve as a Director for one year after end of his office without election.
- b. The Board of Directors shall consist of a minimum of five (5) additional members, plus such additional members as the Board may determine, to be elected annually.
- c. All elected Directors shall serve for two (2) years or until the next Election for that position. Terms shall be staggered so that one half of the Directors are elected each year. The initial term length may be determined by the Board.
- d. All Directors shall be members of the Club in good standing, and members of the Federation of Fly Fishers. (See ARTICLE XV, Addendums, Addendum 2, page 8)

Section 4. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of Indiana, 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 5. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine.

Section 6. Special Meetings. Special meetings of the Board shall be held whenever called by the President or Secretary acting with the consent of a majority of the Board.

Section 7. Quorum and Manner of Acting. Except as provided in Section 11 of this Article, a quorum will consist of a minimum of one-third (1/3) of the whole Board of Directors. Any act of a majority of the Directors present at any meeting at which a quorum shall be present shall be deemed an act of the Board. 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 8. Notice of Meetings. Notice of each regular and special meeting of the Board, stating the time, place and purpose thereof, shall be given or mailed to each Director, addressed to them at their residence or usual place of business, not less than ten (10) days before the day on which the meeting is to be held. Notice may be served in lieu of mailing by publication in the Club newsletter. Notice need not be given to any Director if such notice shall be waived by that member 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 9. Informal Procedure. To the extent permitted by law, the Board of Directors may act by mail, telephone, or other methods as requested by the President, or Secretary acting in place of the president, to transact its business.

Section 10. Removal of Directors. Any Director may be removed at any time by the affirmative vote of a majority of a quorum of the whole Board at a regular or at a special meeting of the Board called for that purpose. A quorum for action taken to remove a Director shall be two-thirds (2/3) of the Board of Directors.

Section 11. Vacancies. Any vacancy in the Board caused by death, resignation, removal, increase of the number of Directors, or any other cause, shall be filled by appointment from the President with the advice and consent of the Board of Directors.

Section 12. Reimbursement of Expenses. No part of the net earnings of the Club shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II and to reimburse expenditures made on the Club's behalf.

ARTICLE VI Officers

Section 1. Club Officers. The members of the Club shall elect the officers. The officers shall be the President, the Secretary, the Treasurer and such others as the Board determines. The members at a regular meeting shall submit nominations for officers, then elect the President, Secretary, Treasurer and Directors at a later meeting.

Section 2. Terms of Office. All officers of the Club shall serve for one (1) year and until their successors are elected.

Section 3. Subordinate Officers and Employees. The Board may appoint subordinate officers and employees, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board may from time to time determine. The Board may delegate to any executive officer or to any committee the power to appoint any such subordinate officers and employees and to fix their compensation.

Section 4. Removal. Any officer or subordinate officer of the Club may be removed at any time, by resolution adopted by a majority of the Board at a regular meeting or a special meeting called for the purpose.

Section 5... Vacancies. A vacancy in any office other than the President, because of death, resignation, removal or any other cause, shall be filled by nomination of the President with the advice and consent of the whole Board, from the unexpired portion of the term.

Section 6. President. The President shall be the chief executive officer of the Club and shall have general supervision over the activities of the Club, subject to the control of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried out. The President may sign, with the Treasurer or the Secretary, Certificates of Membership of the Club; and the President must sign, execute and deliver in conjunction with either the Secretary or the Treasurer, in the name of the Club, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing, execution or delivery thereof shall be required by law otherwise to be signed, executed, and delivered and the President may affix the Seal of the Club to any instrument which shall require it. In general the President shall perform all duties incidental to the office of President and such other duties as may from time to time be

assigned to the President by these By-Laws or by the Board of Directors.

Section 7. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Club, shall prepare an annual budget for the Club, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name of and to the credit of the Club in such banks or other depositories as may be designated by the Board; the Treasurer shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the Directors at the regular meetings of the Board or whenever they may require it, a statement of all transactions and an account of the financial condition of the Club; and, in general, the Treasurer shall perform all the duties incidental to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board. The Board may require an independent audit of the Club's accounts at any time. The Treasurer shall hand over to the successor in office within ten (10) days after the election, a complete and accurate financial statement, together with all funds, books, and records pertaining to the office of Treasurer. The Treasurer may sign, with the President, Certificates of Membership in the Club, and the Treasurer may sign, execute, and deliver, in conjunction with the President, in the name of the Club, all deeds, mortgages, contracts, bonds or other instruments as authorized by the Board of Directors.

Section 8. Secretary. The Secretary shall act as a secretary of, and keep the minutes of, all meetings of the Board of Directors and of Members; the Secretary shall cause to be given notice of all meetings of the Members and Directors; the Secretary shall be custodian of the Seal of the Club and shall affix the Seal, or cause it to be affixed, to all membership certificates of the Club and to all documents the execution of which, on behalf of the Club under its Seal, shall have been specifically or Generally authorized by the Board; the Secretary shall have charge of the register of members and also of the other books, records and papers of the Club relating to its organization and shall see that the reports, statements, and other documents required by law are properly kept or filed; and the Secretary shall in general perform all the duties incidental the office of Secretary. The Secretary may sign, with the President, Certificates of Membership in the Club, all deeds, mortgages, contracts, bonds or other instruments as authorized by the Board. The Secretary shall also have such powers and perform such duties as are assigned to the Secretary by these By-Laws, and the Secretary shall have such other powers and perform such duties, not inconsistent with these By-Laws, as the Board shall from time to time prescribe.

Section 9. Office Line of Succession. In the event of a vacancy due to death, resignation, removal, or any reason, in the office of the President, the Secretary of the Club shall then assume that office. The then vacated office of Secretary shall be filled by the mechanisms as stated in Article VIII, Section 6.

ARTICLE VII Resignation

Any member, Director or Officer may resign their office at any time by giving written notice of his resignation to the President or the Secretary of the Club. Such resignation shall take effect at the time specified therein, or if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE VIII Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1. Execution of Contracts. In addition to the provisions of Article VIII of these By-Laws, the Board may authorize the President, Secretary, or Treasurer, in the name and on behalf of the Club, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; except as is provided by Article VIII, Section 7, of these By-Laws with respect to the powers and authority of the President, and unless so authorized by the Board or expressly authorized by these By-Laws, no officer or agent or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it pecuniary liable for any purpose or to any amount.

Section 2. Loans. No borrowing shall be contracted on behalf of the Club and no note or other evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. When authorized by the Board to do so, the Treasurer of the Club thereunto authorized may borrow for the account of the Club and execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Club, and may pledge, hypothecate or transfer any securities or other property of the Club as security for any such loans or advances. Such authority, when granted by the Board, must be confined to a specific transaction.

Section 3. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of monies out of the funds of the Club and all notes or other evidences of indebtedness of the Club shall be signed on behalf of the Club in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trusts companies or other depositories as the Board may select or may be selected by any officer or officers of the Club to whom such power may from time to time be delegated by the Board; and, for the purpose of such deposit, the President, the Treasurer, the Secretary or any other officer or agent of the Club to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for payment of monies which are payable to the order of the Club.

ARTICLE IX Offices and Books

Section 1. Offices. The principal office of the Club shall be at such place s the Board may determine. The Board may from time to time and at any time establish other offices or branches of the Club at whatever place or places seem to it to be expedient.

Section 2. Books. There shall be kept at the office of the Club correct books of all the business and transactions of the Club, a copy of these By-Laws and the register of membership of the Club, which shall contain the names, alphabetically arranged, of all persons who are members of the Club, showing their respective place of residence, and the time when they, respectively, became the members thereof.

ARTICLE X Fiscal Year

The fiscal year of the Club shall be as determined by the Board of Directors.

ARTICLE XI Waiver of Notice

Whenever under the provisions of any law of the State of Indiana, the By-Laws or any resolution of the Board, the Club or the Board is authorized to take any action after notice to Members or Directors or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if, at any time before or after such action shall be completed, such notice or lapse of time shall be waived in writing by the person or persons entitled to said notice or entitled to participate in the action to be taken, or in the case of a member, by an attorney thereunto authorized. Any meeting at which all members or, in the case of a meeting of the Board, all Directors are present, or with respect to which notice is waived by any absent member or Director, may be held at any time, for any purpose and at any place, and shall be deemed to have been validly called and held; and all acts done and business conducted at any such meeting shall be deemed valid in all respects.

ARTICLE XII Amendments

These By-Laws may be amended at any Meeting of the Club Board of Directors. The affirmative vote of two-thirds (2/3) of the voting Board of Directors shall be required for the adoption of any amendment. Notice of the proposed amendment, subscribed by five (5) Directors, together with the text of the proposed amendment, shall be delivered to the Directors as outlined in Article VII of these By-Laws.

ARTICLE XIII Property of The Club

All property, real, personal, and mixed, which the Club shall ever receive shall be used exclusively for charitable, educational, scientific, and conservation purposes. Upon the dissolution of the Three Rivers Fly Fishers, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any tax code, subject only to any order of a court of competent jurisdiction.

ARTICLE XIV

The Club of Fly Fishers will function under “Robert’s Rules of Order, Revised” except as specified by the Articles of Incorporation and these By-Laws.

ARTICLE XV Addendums

Addendum 1. 5/1/2013 (revised to read)

ARTICLE II Purpose

Section 4. Liaison With Other Organizations. The Club will affiliate, establish, and maintain liaison with other organizations of anglers and conservationists and also with governmental agencies concerned with the sport of angling, and keep its members informed of developments of interest to the membership.

Addendum 2. 5/1/2013 (revised to read)

ARTICLE V Directors

Section 3. Election of Directors. At each ballot for the elections of Directors at which a quorum shall be present, the persons receiving a plurality of the votes cast shall be deemed elected.

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