



## **ARTICLE 1. Name and Purpose**

### **Section 1. Name**

The name of this nonprofit corporation, chartered under the laws of the State of Ohio, is Miami Valley Fly Fishers, Incorporated, and is referred to in these bylaws as the Club, the official business address of which is given in the Articles of Incorporation.

### **Section 2. Purpose**

The purposes of the Club shall be to promote the interest in angling with fly rods and to assist in the protection and improvement of natural resources which have a direct relationship to fly fishing as a sport by arranging meetings, conferences and competitions, and through related recreational and social activities for the instruction and enjoyment of its members.

## **ARTICLE 2. Membership**

### **Section 1. Eligibility**

Any person 18 years of age or older who is interested in and capable of furthering the purposes of the Club shall be eligible for election to membership, subject to the provisions of these Bylaws.

### **Section 2. Limitations**

Application for membership shall be submitted to the Secretary of the Club together with such other information as the Club may require. The applicant shall upon payment of dues for that fiscal year and initiation fee be admitted to membership and shall be entitled to all the privileges of membership.

### **Section 3. Honorary Member**

The Club may elect any member, regardless of age, to the status of Honorary Member, when such member has furthered the purposes of the Club in an outstanding and selfless manner. Honorary Members shall be entitled to all the rights and privileges of regular members, but shall not be required to pay any dues or assessments.



#### **Section 4. Youth Member**

The Club may elect any person under the age of 18 to the status of Youth Member when such a person is directly sponsored and held accountable by a sponsoring Regular Member in good standing. The Youth Member may participate in any activities of the Club in accordance to the Bylaws, and by permission of the Chairman responsible for the activity. Youth Members may attend official functions of the Club, but only when accompanied by the sponsoring Regular Member. Youth Members are not required to pay any dues or assessments. On attaining the age of 18, the Youth Member can elect to become a Regular Member.

#### **Section 5. Termination, Suspension and Renewal**

Part 1. Any member may resign by a letter addressed to the Secretary of the Club, and the resignation shall become effective upon receipt thereof. Such member shall forfeit all dues and assessments already paid.

Part 2. Membership of any member indebted to the Club and delinquent for more than sixty days shall automatically lapse.

Part 3. The Board may suspend a member at any time for infraction of any Club rule or for any other cause if the Board shall deem such action to be in the best interests of the Club. The Board shall immediately notify a member so suspended of its action in writing. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board or a committee appointed by it concerning his or her suspension. The Board may thereafter continue for a definite term, terminate or rescind the suspension, or expel the member and its decision shall be final.

### **ARTICLE 3. Authority**

#### **Section 1. Membership**

All of the rights and powers which may be exercised by the Club 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 special meeting of the Club.



## **Section 2. Club Officers and the Board**

The Club Officers and the Board shall manage, direct, control and administer the property, affairs and business of the Club, shall put into effect all general policies, directions and instructions adopted at the meetings of the Club, and shall act for the Club in all matters within the jurisdiction granted the Officers and the Board by which these bylaws and the membership.

## **Section 3. The Board**

The Board shall govern the expenditure of all funds of whatever nature. No officer, committee, committee member or Club member may incur any financial obligation for the Club without first having obtained the approval of the Board and its authority to act for the Club.

## **ARTICLE 4. Meetings of the Club**

### **Section 1. Regular Meetings**

Regular meetings of the membership shall be held once each month at such place and time as directed by the Board.

### **Section 2. Special Meetings**

Part 1. Special meetings of the membership shall be held whenever such a meeting is called by:

A. The Board; the President of the Club, or in his absence, death or disability, the Vice President; or,

B. A vote of a majority of the members at a regular meeting of the Club; or,

C. A written petition to the Board signed by not less than 25 percent of all the voting members of the Club. The petition shall state the purpose of such special meeting.

Part 2. A special meeting called under the provision of this section shall be held with in 45 days after calling such a meeting or receipt of such resolution or petition by the Board.

Part 3. Notice of such special meeting shall be given every member by personal delivery or by mail to the member's address on file with the Club not less than 21 days before the date of the special meeting.



### **Section 3. Proxy Votes and Absentee Ballots**

Voting by proxy shall not be permitted at meetings of the Club. Absentee ballots in signed sealed envelope must be given to the Secretary prior to the counting of the vote.

### **Section 4. Quorum**

A quorum for a regular meeting of the Club shall consist of not less than 20 percent of the total membership.

### **Section 5. Majority**

Every decision of a meeting shall be by a majority of the votes cast, unless a larger vote is required by these bylaws.

### **Section 6. Rules of Order**

Meetings shall be conducted in accordance with Roberts' Rules of Order Revised, only if necessary for the orderly conductance of a meeting of the membership, or at the request of any one member and with the approval of a majority of the members attending such meeting.

## **ARTICLE 5. Officers of the Club**

### **Section 1. Board of Directors**

The Board of Directors of the Club shall consist of four members of the Club elected by the membership and the immediate Past President of the Club who is not a member of the Board of Directors.

### **Section 2. Election of Board of Directors**

Part 1. At the first election of the Club the membership shall elect two Board Members for a term of one year, and two Board Members for a term of two years. At each yearly election thereafter, the membership shall elect two Board Members, each for a term of two years. The election of the Board Members shall be held every year during the regular November meeting.

Part 2. A single term of office on the Board is two years. A member can be nominated and serve another two-year term, but the subsequent term shall not be contiguous with the previous term. The membership of the Club endorses such a candidate by election.



### **Section 3. Eligibility**

Any member of the Club in good standing is eligible for election to trustee of the Club, provided such member has attained the age of 18 years prior to the election.

### **Section 4. Officers of the Club**

The Board of Directors shall, every year, elect or re-elect from their own ranks: a President, a Vice President, a Secretary, and a Treasurer.

### **Section 5. Duties of Officers**

Part 1. President - The President shall be the administrative head of the Club, shall exercise general supervision of its affairs, and shall perform all duties required of him by the bylaws or delegated to him by the Board, and all other duties which are usual and incidental to this office. The President shall preside at every meeting of the Club and the Board, and shall, whenever possible, attend all other Club functions. The President shall appoint all committee chairmen and members of committee, except those members of the Nominating Committee. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall together with the Secretary sign all contracts and legal documents for and in the name of the Club, but only when authorized to do so by the Board.

Part 2. Vice President - The Vice President shall, in the absence of the President, preside and perform all the duties as may properly be assigned to him by the President and the Board.

Part 3. Secretary - The Secretary shall take charge of and be responsible for the performance of all clerical work pertaining to the business of the Club, and shall:

- A. Together with the President, and when authorized by the Board, sign all contracts and legal documents for and in the name of the Club.
- B. Keep a record of all meetings of the Club and the Board.
- C. Make and maintain a complete record of all members.
- D. Issue notices of all meetings of the Club to all members, as provided in these bylaws.
- E. Present a written report of the affairs of his office at the last regular meeting of his term.
- F. Cause to be exhibited any and all data, records, correspondence, documents, membership roll, and any other such information in his



care or possession, whenever so directed by the President or the Board.

G. Be allowed, with the consent of the Board, to assign certain of the above duties to the Chairman of the Membership Committee.

H. Count all votes and supervise the counting of all secret ballots.

Part 4. Treasurer - The Treasurer shall be responsible for all financial activity of the Club. The Treasurer shall receive all monies and shall deposit them in a bank or banks approved by the Board. The Treasurer shall:

A. Keep a regular, systematic book of accounts.

B. Exhibit such books and any and all papers and vouchers when so directed by the President or the Board.

C. Submit a written statement of disbursements and receipts to the Board when so directed by the Board.

D. Pay only such bills as are presented to him by the authority of the Board.

E. Sign all checks for the Club and serve as steward of all Club-owned equipment.

### **Section 6. Vacancies**

Should a vacancy occur in any office of the Club, other than because of the regular expiration of a term of office, it shall be the duty of the Board to fill the vacancy for the remaining term of office.

### **Section 7. Impeachment**

Proceedings to relieve an officer or elected office shall only take place at a special meeting called in accordance with the provisions of Article 4. The motion to relieve an officer or elected officer shall require a concurring vote of not less than two-thirds of the members present at such special meeting.

## **ARTICLE 6. Board of Directors and Meetings of the Board of Directors**

### **Section 1. Board of Directors**

There shall be a Board of Directors, herein referred to as "the Board," consisting of the immediate Past President, the President, the Vice President, the Secretary, and the Treasurer.



## **Section 2. Meeting Time and Place**

Meetings of the Board shall be held whenever requested by one or more members of the Board at a time and place mutually agreed upon by the members of the Board. Notice of each meeting shall be given each member of the Board personally or by mail not less than ten days before the date fixed for the meeting.

## **Section 3. Quorum and Decisions**

A majority of the members of the Board shall constitute a quorum. All decisions shall be rendered by a vote of not less than a majority of a quorum.

## **ARTICLE 7. Committees**

### **Section 1. Standing Committees**

The Club shall have standing committees to conduct the activities of the Club. Committee Chairmen shall be appointed by the President and must be approved by the Board. Committee Chairmen may attend or may be requested to attend Board meetings to discuss concerns affecting their area of activity. The Standing committees can consist of, but are not limited to the following activities:

- Membership
- Dinners
- Newsletter
- Conservation
- Fly Casting
- Fly Tying
- Trips and Outings
- Program
- Awards
- Raffles

### **Section 2. Special Committees**

Special committees may be appointed by the President, by the Board, or by members at a business meeting, as deemed necessary.

### **Section 3. Nominating Committee**

A. A Nominating Committee shall be selected by nominations from the floor at the September meeting of each year. The Nominating



Committee shall not consist of more than five members in good standing.

B. No member serving on the Nominating Committee shall lose his eligibility for nomination to office.

C. Any member, after being informed of his or her nomination, has the right to refuse nomination, and may withdraw from nomination at any time.

D. The Chairman of the Nominating Committee shall, at the October meeting, announce to the membership the names of the nominees. Nominations from the floor will be accepted, provided consent of the nominee is given at the time of the nomination.

## **ARTICLE 8. Finances**

### **Section 1. Fiscal Year**

The fiscal year of the Club shall begin on January 1, and end on December 31 of the same calendar year.

### **Section 2. Dues Payable**

All dues shall be for the calendar year of the Club, and shall become due and payable on the first day of the calendar year. Any new member paying dues for the first time on or after September first will be considered a paid-up member for the next fiscal year.

### **Section 3. Amount of Dues and Initiation Fee**

Part 1. The amount of the annual dues and the amount of the initiation fee shall be established by the Board before the end of the fiscal year for the immediately succeeding fiscal year. Such dues and fees shall continue from year to year until changed by the Board and approved by the membership.

Part 2. No refund of dues shall be made under any circumstances.

### **Section 4. Assessments**

The Club by the concurring two-thirds vote of not less than 20 percent of the total membership may levy an assessment on its members at a regular meeting, provided notice of the intention to levy an assessment, stating the amount thereof, the necessity and the reasons therefore, date payable, and time within which it must be paid before a member will be considered in default, shall be mailed to every





member not less than 30 days prior to the meeting of the Club at which the proposed assessment is to be voted on. Such an assessment on the members shall be alike and equal for each thereof, except as modified by Article 2 of the bylaws, and shall in any fiscal year not exceed the amount of the normal annual dues required to be paid by the member that year.

### **Section 5. Annual Budget**

At its first meeting of each calendar year, the Board shall prepare an annual budget showing in detail the anticipated income and expenditures of the Club. Unless otherwise directed by a meeting of the Club, the Board shall not adopt any budget which will exceed the estimated income of the fiscal year.

### **Section 6. Financial Disclosure**

Any member can request to view the financial statements of the Club. Such financial statements shall be provided within 10 days after a written request is received by the Board.

### **Section 7. Expenditures**

Part 1. No member, officer or representative of the Club shall have authority to contract any obligation for the Club, or to expend any money of the Club unless the contract or commitment has been authorized by the Board or by a specific resolution at a regular meeting of the Club, and unless the Board has made an appropriation of funds for the purpose.

Part 2. Every expense and financial liability of the Club and every expenditure of money of the Club shall be evidenced by a voucher or other appropriate instrument signed by a person or persons properly authorized to incur the expense, liability or expenditure with the date of such expenditure.

Part 3. The Treasurer shall establish petty cash accounts as authorized by the Board. These funds shall be disbursed for the usual petty cash purposes, by the person named in the Board authorization of the account. Statements of expenditures shall be duly recorded and the expenditures approved by the Treasurer before the account is replenished.



## **Section 8. Special Funds**

Part 1. The Board, or membership at a regular meeting, may establish special funds to be set aside for specific purposes and may appropriate deposits of monies to such special funds from time to time.

Part 2. No expenditures shall be made from such special funds other than for the purposes designated when the fund was established, except that the Club by the concurring two-thirds vote of not less than 20 percent of the total membership may borrow monies from a special fund provided notices of the intention to borrow, stating the amount thereof, the necessity and the reasons therefore, and method of repayment shall be mailed to every member 21 days prior to the meeting of the Club at which the proposal to borrow is voted upon.

Part 3. The Club by the concurring two-thirds vote of not less than 20 percent of the total membership may eliminate a special fund and cause such fund to be stricken off the records provided notice of the intention of elimination, stating the purpose of which the monies therein, if any, shall be used and the reasons and the necessity therefore shall be mailed to every member 21 days prior to the meeting of the Club at which the proposal to eliminate is to be voted upon.

## **ARTICLE 9. General Provisions**

### **Section 1. Endorsements**

Neither the Club nor any individual member acting on behalf of the Club shall make endorsements or recommendations directly or indirectly of a political party or of a nominee for public office or of a commercial material or object.

### **Section 2. Official Attendance Record**

Every member attending a business meeting or any other official function of the Club shall sign the official attendance record. The purpose of the attendance record shall be to determine if a quorum is present, and to determine a member's eligibility for election to the Nominating Committee.



### **Section 3. Relations with Other Organizations**

The Club shall have no financial interest in the property, assets or liabilities or 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 membership of the Club.

### **ARTICLE 10. Club Rules**

The Club may adopt such rules as it desires to govern its competitive and usual activities without previous notice by a simple majority vote of a quorum at any business meeting. The Club rules may be suspended at any meeting by a majority vote of a quorum, or the rules may be amended or rescinded by a two-thirds vote of a quorum. If notice of the proposed action was given at a previous meeting, or in the call for this meeting, the Club rules may be amended or rescinded by a majority vote of a quorum.

### **ARTICLE 11. Amendments to the Bylaws**

These bylaws may be amended at any meeting of the Club provided that a notice stating the purpose of each proposed amendment and the reason for it is mailed to every member in good standing and entitled to vote, not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on. A concurring vote by two-thirds of the members present shall constitute acceptance of the amendment.

### **ARTICLE 12. Distribution of Assets Upon Dissolution**

Upon dissolution of the Club, its net assets, after payment of claims and expenses, shall be equally divided between every member of the Club in good standing at the time of the dissolution.