

AMENDED CONSTITUTION AND BYLAWS
OF
SHASTA MAYFLIES

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AMENDED CONSTITUTION AND BYLAWS
OF
SHASTA MAYFLIES

ARTICLE I - NAME AND PURPOSES

Section 1: **Name.** This Organization shall be called Shasta Mayflies and is referred to in these Constitution and Bylaws as the "Organization."

Section 2: **Purposes.** This Organization is a non-profit membership organization established as a social club within the meaning of Section 501(c)(7).

The purposes of the Organization are:

- a. To encourage women's awareness of fly fishing as a sport;
- b. To improve our skills as fly fishing anglers through a fellowship of friendly exchange of fly fishing, casting, and catch and release techniques;
- c. To promote and encourage youth, physically challenged, and senior fly fishing anglers;
- d. To function as an effective link with other groups in the community; and
- e. To encourage conservation of resources.

ARTICLE II - MEMBERSHIP

Section 1: **Number of Members.** The Organization shall begin with and maintain at least five (5) members.

Section 2: **Requirements of Membership.** Any person who supports the purposes of the Organization as outlined in ARTICLE I Section 2 above, voluntarily expresses an interest in membership, and pays dues each year shall be eligible for membership. It shall be the policy of the Organization to provide membership to all eligible persons without regard to race, color, religion, sex, marital status or national origin. The Board of Directors (Board) shall establish procedures for membership application, classes of membership, and dues and assessments.

Section 3: **Membership Dues.** The membership dues shall be paid annually for a single membership or for a family membership. Membership dues are due January 1 of each year. Dues are non-refundable. Dues will be on a calendar basis, and new members joining after July 1 shall pay one-half (1/2) the annual dues.

Section 4: **Honorary Members.** Persons whose actions are consistent with the aims and purposes of this Organization and who are deemed by the Board of Directors to be worthy of such distinction may be named Honorary Members for one year and as such shall pay no dues and have no voting privileges. Honorary membership can be renewed each year by a vote of the Board of Directors.

Section 5: **Life Members.** Persons whose involvement in the Organization has been extraordinary over an extended period of time and who are deemed by the Board of Directors to be worthy of such distinction may be named Life Members. Such persons shall pay no dues but will have voting privileges.

Section 6: **Non-liability of Members.** A member of the Organization shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Organization.

Section 7: **Termination of Membership.** A membership and all rights of membership shall terminate on occurrence of any of the following events:

- a. Resignation or death of a member;
- b. Expiration of the period of membership, unless the membership is renewed;
- c. Nonpayment of dues by April 1 of each year;

d. Suspension or termination of the membership by the Board for infraction of any Organizational rule or for any other cause if the Board shall deem such action to be in the best interest of the Organization. In this case, the Board shall immediately notify the member of its action and the reasons in writing. The member shall be entitled to a reasonable opportunity to be heard by the Board, or a committee appointed by it, concerning the suspension or termination. The Board may continue for a definite term, terminate or rescind the action or expel the member, and its decision shall be final. Any member expelled from membership shall not receive a refund of dues already paid.

ARTICLE III - MEETINGS

Section 1: **Annual Meeting.** The members shall meet annually in December of each year for the election of officers and board members for such terms as are fixed by Article IV Section 4 and Article V Section 4 of these bylaws. If the election shall not occur at any such meeting of members, the Board shall, or five (5) percent of the members may, cause the election to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the annual meeting of the members.

Section 2: **Regular Meetings.** Unless otherwise provided by the Board, a regular meeting of members shall be held each month at such time and place to be announced by the Board.

Section 3: **Special Meetings.** Special meetings of the membership shall be held whenever such a meeting is called by:

- a. The Board, the President of the Organization, or in her absence, death or disability, the Vice-President, or
- b. A vote of the majority of the members at a regular or special meeting of the Organization; or
- c. A written petition to the Board signed by not less than 25% of all the voting members of the Organization. The petition shall state the purpose of such special meetings.

Business conducted at special meetings shall be identified in the call of the meeting and limited thereto.

Section 4: **Voting Membership.** Each regular or life member is entitled to one vote on each matter submitted to a vote of the members. A family membership is entitled to one vote.

Section 5: **Voting Rights.** Members entitled to vote shall not be permitted to vote or act by proxy.

Section 6: **Quorum.** A quorum at any regular or annual or special meeting of the members shall consist of fifteen percent (15%) of the members entitled to vote. No official business may be conducted at any meeting unless a quorum is present. The act of a majority of the members present at meetings at which there is a quorum will be the act of the Organization, unless a greater number is required by law or by these bylaws.

Section 7: **Notice of Meetings.** Notice of each annual, regular or special meeting shall state the place, date, and hour of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. Notice of the meetings may be e-mailed or included in newspapers.

Section 8: **Conduct of Meetings.** The President of the Organization, or in her absence, the Vice President or any other person appointed by the President or chosen by a majority of the members present, shall be Chairman of and shall preside over the meetings of members.

The secretary of the Organization shall act as the secretary of all annual or special meetings of the members; provided that in her absence, the chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

ARTICLE IV - OFFICERS

Section 1: **Officers.** The officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

Section 2: **Duties of Officers.**

a. **President:** The President shall preside over all meetings of the members and of the Board of Directors; direct all official business; appoint committee chairs and serve as ex-officio member of all committees, and supervise all Organization functions. The President may sign, with any other proper officer of the Organization authorized by the Board, any instruments which the Board has authorized to be executed. The President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

b. **Vice President:** The Vice President shall assist the President; preside at meetings in absence of President; and shall have all the powers and duties of the President during any absence or disability of the President. The Vice President will perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board from time to time. The Vice President may serve as a committee chair if requested by the President.

c. **Secretary:** The Secretary shall maintain accurate minutes of all annual and special meetings of the membership and all meetings of the board of directors; the Secretary shall handle correspondence for the Organization in the absence of a Corresponding Secretary. The Secretary will perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board from time to time.

d. **Treasurer:** The Treasurer shall collect and disburse money; have charge and custody of and be responsible for all funds of the Organization; maintain accurate financial records; present a current financial report at each meeting of the Board of Directors; and prepare a yearly budget for approval by the Board. The Treasurer will perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board from time to time.

Section 3: **Elections of Officers.** The election of officers shall be held annually at the annual meeting during the month of December. The nominations for officers shall be presented by the nominating committee at the November meeting or other meeting so designated. Additional nominations may be presented from the floor. Election shall be by simple majority of members present.

Section 4: **Term of Office.** The term of office is for one year and shall begin on January 1 and end the last day of December or until a successor assumes office. There shall be no term limits. Any officer may be removed at any time by resolution of the Board. A quorum for action taken to remove an officer shall be two-thirds of the Board of Directors.

Section 5: **Vacancies.** In the event an office becomes vacant, the Board, by simple majority, shall appoint a member to fill the unexpired term of the individual vacating the office.

Section 6: **Eligibility to Hold Office.** A person must be a member of the Organization, have shown an active interest in club functions, and shall owe no past dues. In order to fully promote the purpose of the Organization as a women-oriented fly fishing club, club offices are limited to women. The office of President must be filled by a member who has served at least one year on the Board.

ARTICLE V - BOARD OF DIRECTORS (BOARD)

Section 1: **Directors.** The Board of Directors shall consist of the elected officers, the immediate past president and six (6) female members. The six board members will be elected at the annual membership meeting by a simple majority of members present. The nominations for board members shall be presented by the nominating committee at the November meeting or other meeting so designated. Additional nominations may be presented from the floor. No board member will receive a fee for her services.

Section 2: Duties of the Board.

- a. The President will call and preside at all Board meetings.
- b. The Secretary will record minutes at Board meetings.
- c. The Board will develop goals, plans, and activities for the organization.
- d. Board members may be asked by the President to serve as committee chairs.
- e. The Board shall review and approve the budget and expenditures of the Organization, enter into contracts in the name of and on behalf of the Organization, and make other decisions in accordance with these bylaws.
- f. The Board may accept on behalf of the Organization any contributions or gifts for the general purpose or for any special purpose of the Organization.
- g. The Board of Directors shall have the right to take action by email or other electronic transmission. This procedure is intended to be used in deciding and approving routine and ordinary issues such as budget items, scheduling, and other repetitive matters needed in operating the normal business of the club. Any result of the vote taken shall have the same effect as though taken at a meeting of the Board of Directors.

Section 3: **Political Activities.** Policy governing the political activities of the Board of Directors shall be as follows: The board will take no position on the election of any political candidate, nor allow the distribution of campaign literature at its meetings. In elections where particular issues are raised that have relevance to the Organization, the board may, at its discretion, invite comments of all candidates in a campaign to speak on those issues, giving each equal time or space (they will be limited to the issue or issues alone and may not use the opportunity to solicit either votes or funds for their campaigns). These policies do not restrict the board from taking positions on pieces of legislation, policies, or government agencies, or those of private organizations where such issues have relevance to this Organization.

Section 4: **Quorum.** A quorum at meetings of the Board shall consist of a simple majority of the existing board members.

Section 5: **Term of Office.** The term of office is for one year and shall begin on January 1 and end the last day of December, or until a successor assumes office. There shall be no term limits. Any director may be removed at any time by resolution of the Board. A quorum for action taken to remove a director shall be two-thirds of the Board of Directors.

Section 6: **Vacancies.** In the event a director position becomes vacant, the President, with approval of a simple majority of the Board, shall appoint a member to fill the unexpired term of the individual vacating the position.

Section 7: **Eligibility.** A person must be a member of the Organization, have shown an active interest in club functions, and shall owe no past dues. In order to fully promote the purpose of the Organization as a women-oriented fly fishing club, eligibility to serve as a director shall be limited to women.

ARTICLE VI - COMMITTEES

Section 1: **Standing Committees.** The Board of Directors shall establish standing committees consistent with these Bylaws, as deemed necessary. All standing committees will serve one year or until a new committee is appointed. All committees shall be formed, organized, operated, and disbanded in accord with the interests of the Organization.

Section 2: **The Nominating Committee.** The Nominating Committee shall consist of a minimum of three (3) members appointed by the President and approved by the Board. The members of the Nominating Committee shall present a list of nominees for Officers and Directors to the membership at the November meeting or other meeting so designated. No member serving on the nominating committee shall lose eligibility for nomination for office.

Section 3: **Other Committees.** The Board of Directors shall establish other committees consistent with these Bylaws, as deemed necessary. Any such committees will serve one year, or until their task is completed, or until a new committee is appointed. All committees shall be formed, organized, operated, and disbanded in accord with the interests of the Organization.

ARTICLE VII - RESIGNATION

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

ARTICLE VIII - FINANCES

Section 1: **Fiscal Year.** The fiscal year of the Organization shall be January 1 to December 31.

Section 2: **Funds.** The funds of the Organization shall not inure to the benefit of any private individual. Should dissolution of this Organization become necessary, any residual assets will be donated to a charitable organization supporting the purposes of the Organization of fly fishing and/or conservation.

Section 3: **Separate Accounts.** Funds may be separated or divided into individual accounts as needed or as directed by the Board of Directors.

Section 4: **Depository of Funds.** The funds of this Organization shall be deposited in a federally insured bank or credit union. Withdrawal of funds for any purposes of this Organization may be made only by check, signed by any two (2) of the duly authorized officers: President, Vice President, Secretary or Treasurer.

Section 5: **Donation of Funds.** The Board shall reserve the right to donate funds to outside groups when such donations would, in the opinion of the Board, be in keeping with the stated purposes of this Organization.

ARTICLE IX - RULES OF ORDER

Section 1: **Roberts Rules of Order.** Meetings of the Organization will function under *Roberts Rules of Order, Newly Revised Edition*, only if necessary for the orderly conduct of meetings, or the request of any one member and the concurrence of a majority of the voting members attending such meeting.

Section 2: **Order of Business.** The order of business at meetings of the Board of Directors shall be as follows: Call to Order; Approval of Minutes of last meeting; Reports of Officers, Directors, Committees; New Business; Old Business; Adjournment.

ARTICLE X - APPROVAL OF CONSTITUTION AND BYLAWS

These Amended Constitution and Bylaws shall become binding and effective when they are duly accepted at a meeting of the membership, notice of which was given as provided by Article III Section 7, and signed by the President and Secretary of the Organization.

ARTICLE XI - AMENDMENTS

These bylaws may be amended at a regular meeting by a two thirds (2/3) majority vote of members present. A notice of proposed amendment shall be presented to membership at least one regular meeting prior to the vote.

Ida Morton, President

Della Martin, Acting Secretary

Date: _____