

BYLAWS
OF
Tennessee Valley Fly Fishers
(an Alabama Non-Profit Corporation)
9/20/2018

ARTICLE I - NAME AND PURPOSES

Section 1. Name. This organization shall be called "**Tennessee Valley Fly Fishers**" (an Alabama Non-Profit Corporation) and is referred to in these Bylaws as the "Organization".

Section 2. Purposes. This Organization is a non-profit membership corporation established as a local extension of Fly Fishers International, Inc. (FFI) to be organized exclusively for educational and conservation purposes within the meaning of Section 501(c)(3), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes for which it is organized are as follows:

- A. To provide members with a forum for education and resource stewardship through the sport of fly fishing.
- B. To promote fly fishing through education as the most enjoyable and sporting method of fishing and the method most consistent with the preservation of conservation - wise use - of our fishing waters and game fish.
- C. To provide assistance, advice, and suggestions to other angling groups to help them become more important and effective in their areas.
- D. To publicize the best practices and techniques of fly fishing, fly tying, casting, and other related subjects.
- E. To be the local voice for organized fly fishers as part of the Organization, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies involved in so many aspects of our sport.
- F. To carry out the objectives and purposes of the Organization in their respective localities.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility and responsibilities. Any person who is interested and capable of furthering the purposes of the Organization shall be eligible for election to membership.

A. In consideration of our membership's diversity in age and background, each member shall do his or her part to maintain a pleasant and welcoming atmosphere for all members, prospective members and guests at club meetings and events, remembering that each member is a representative of the entire membership and his or her actions reflect the personality of the club.

B. Members shall communicate and conduct themselves in a professional and socially acceptable manner at all club meetings and events, avoiding any language or behavior that might be offensive to or show disrespect for other members, prospective members or guests.

C. Members are urged to participate in the recruitment process by welcoming guests and new members, introducing them to other members, explaining the opportunities of club membership and hosting them throughout the event to ensure each feels comfortable and will want to return.

Section 2. Membership. The Board of Directors ("BOD") shall establish procedures for the membership application process, classes of membership, and dues and assessments. Each member is expected to actively support the purposes of the Organization.

Section 3. Obligations. The Organization shall be a Charter Club of Fly Fishers International, Inc. Each individual member is required to join and maintain current membership in Fly Fishers International, Inc.

Section 4. Honorary Members. Members who have made significant contributions to this organization may be eligible for an Honorary Membership. Any such member will be exempt from paying annual dues and will receive full membership rights for life. The BOD may award an Honorary Membership by a simple majority vote of the BOD.

Section 5. Member Annual Dues. Annual dues equal to dues assessed by the Fly Fishers International, Inc. (FFI) shall be required of all members of this Organization and shall be used to enroll and/or maintain the members' FFI membership. FFI membership for those designated as Honorary Members will be maintained by the Club. Annual dues will be due by the 3rd Thursday of January of each year. Once dues are paid, that member is considered to be active and eligible to vote and to participate in all club functions and activities.

Section 6. Violation of Club Bylaws. Enforcement of the bylaws stated herein shall be the responsibility of all members. Infractions should be reported to an Executive Officer.

Section 7. Termination, Suspension, and Renewal. The BOD may suspend or change the membership status of a member at any time for infraction of any Organizational rule or for any other cause if the BOD deems such action to be in the best interest of the Organization. The BOD 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 BOD, or a committee appointed by it, concerning the suspension. The BOD may continue for a definite term, terminate or rescind the action or expel the member, and its decision shall be final. Once expelled the BOD may bar that member from all club functions.

ARTICLE III - AUTHORITY

Section 1. The Board of Directors shall have the duty of the general management of the affairs, funds, and records of this organization, and shall possess all expressed or implied powers and duties conferred on them by these Bylaws. The BOD is accountable to the membership.

Section 2. Board of Directors. The BOD shall control the business and affairs of the Organization and may exercise all such authority and powers of the Organization and do all such lawful acts and things as are not by law, the Articles of Incorporation or these bylaws, directed or required to be exercised or done by the members directly.

ARTICLE IV - MEETINGS OF THE ORGANIZATION

Section 1. Annual Meeting. The annual meeting of the membership shall be scheduled once every year on the 3rd Thursday of October.

Section 2. Regular Meetings. Regular meetings of the membership shall be held monthly as determined by the BOD except for the month of October (Annual Meeting) and November (Annual Banquet) unless otherwise announced in the newsletter, website or by email ten (10) days prior to the scheduled meeting.

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

A. The President of the Organization, or in his or 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 BOD signed by not less than 25% of all the active 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. Proxies. Votes on actions at meetings of the general membership may be cast in person or by proxy. Proxy forms shall be designated by the BOD and accepted by the Secretary before the meeting in which it shall be voted.

Section 5. Quorum. At any general membership meeting, the quorum shall consist of those members present. The act of a majority of the members present at meetings at which there is a quorum will be the act of the members unless a greater number is required by law or by these bylaws.

Section 6. Notice of Meetings. Notice of each annual, regular and 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 may be given personally, written, by mail or by electronic transmission and shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of the meetings may be included in newspapers, newsletters or other periodicals regularly published by or behalf of the Organization. Notice of the annual and regular meetings may be given in one notice establishing the dates of each meeting for the year.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Number of Directors. The BOD shall consist of the four (4) executive officers and the five (5) directors. Vacant director positions are permitted and any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Other Officers and Employees. The BOD may elect or appoint such other officers and employees as it deems desirable. Such officers and employees are to have the authority and to perform the duties prescribed, from time to time by the BOD. The BOD shall fix the compensation for any paid employee, or agent of the Organization.

Section 3. Election and Term of Office. The election of Officers and Directors shall be held every year at the Annual Membership Meeting. The Nominating Committee shall place the slate of nominees before the membership as defined in Article VIII Section 2. All directors shall serve for two years and/or until their successors are duly elected at the next Annual Membership Meeting. To ensure continuity of management, terms of office shall be staggered with the President, Treasurer, Communications Director, Activities Director and Membership Director being elected on even years and the Vice President, Secretary, Conservation Director and Education Director being elected on odd years.

Section 4. Eligibility. Any member of the Organization in good standing is eligible for election to the BOD.

Section 5. Resignation. Any Director or Officer may resign their 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.

Section 6. Removal of Officers and Directors. Any Officer or Director may be removed with or without cause by the affirmative vote of 2/3 of the full BOD.

Section 7. Vacancies. Any vacancy in the BOD, other than the President, shall be filled by appointment from the President with the advice and consent of the BOD for the unexpired portion of the term. If a candidate cannot be found, the duties of the vacant position may be assigned to a current board member or the office may be left vacant except for the offices of president, vice president, secretary and treasurer which must be filled. A vacancy in the office of the President, the Vice President shall assume that office.

Section 8. BOD members shall be required to sign a conflict of interest policy and to abide by such policy.

Section 9. Place of Meeting. The BOD may hold its meetings at such place or places as the BOD may determine or as specified in the respective notices.

Section 10. Notice of BOD Meetings. Notice of each regular meeting stating time and place shall be given to each member of the BOD and general membership personally or by mail, phone or electronic means. Notice of the meetings may be included in newspapers, newsletters or other periodicals regularly published by or behalf of the Organization. The notice shall be given not less than ten (10) days before the date of the meeting. Business may be transacted by the BOD by electronic transmission or at a meeting at which every member of the BOD shall be present, though held without notice.

Section 11. Quorum and Manner of Acting. A quorum will consist of a majority of the Directors of the whole BOD. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the BOD unless the act of a greater number is required by law or by these bylaws. 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. Any one or more members of the BOD or any committee of the BOD may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Such participation in a meeting constitutes presence in person at the meeting.

Section 12. Regular Meetings. Regular meetings of the BOD shall be held not less than once a year at such times and places as the determined by BOD.

Section 13. Special Meetings. Special meetings of the BOD may be called by the President or the Secretary and shall be called by upon the written request of any three (3) Directors.

Section 14. Electronic Meetings. Any action required or permitted to be taken by the BOD or any committee of the BOD may be taken without a meeting if a majority of the BOD or the committee consent in writing to the adoption of a resolution authorizing the action. The BOD or committee may exercise this action with written consent by means of electronic transmission. Resolutions adopted by the BOD in this manner will be entered in the official minutes of the following BOD meeting.

ARTICLE VI – EXECUTIVE OFFICERS

Section 1. Officers. The Executive Officers shall include a President, Vice President, Treasurer, and Secretary and shall be nominated and elected by the membership. Officers requiring funds to perform their duties will submit a request for such funds in accordance with Article XI Section 2.

Section 2. Election and Term of Office. The election of officers and term of office shall be consistent with Article V Section 3.

Section 3. President. The President will be the principal executive officer of the Organization and shall have the general powers of supervision and management over the business and affairs of the Organization. The President will preside at all meetings. The President may sign, with the Secretary or any other proper officer of the Organization authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the BOD or by these bylaws or by statute to some other officer or agent of the Organization; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the BOD from time to time.

Section 4. Vice President. The Vice President shall perform the duties of the President in the President's temporary absence and in the event of a vacancy in the office of the President; the Vice President shall assume that office. It shall be the responsibility of the Vice President to plan and schedule monthly programs and in general perform all duties incidental to the office of Vice President and such other duties as may be prescribed by the BOD from time to time.

Section 5. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Organization; shall prepare an annual budget to the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in such banks, trust companies, or other depositories as are selected by the BOD; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the BOD.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; oversee the annual inventory of organizations property and

in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the BOD of Directors. Club business conducted through electronic BOD meetings will be entered in the official minutes of the following BOD meeting.

Section 7. Immediate Past President. The immediate past president of this organization is eligible and encouraged to serve on the BOD in an advisory, non-voting capacity for a period of one year following their term of office for the purpose of continuity and direction.

ARTICLE VII – Directors

Section 1. The membership shall nominate and elect Directors for Activities, Communication, Conservation, Education, and Membership. These Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this organization. Each Director shall be required to make monthly contributions to the club newsletter. Directors requiring funds to perform their duties will submit a request for such funds in accordance with Article XI Section 2.

Section 2. Election and Term of Office. The election of officers and term of office shall be consistent with Article V Section 3. The term of office for each Director shall be two years.

Section 3. Activities Director. The Activities Director shall organize (plan, staff, inform & coordinate) all club outings not relating to conservation and education; provide membership notification of all planned activities at least 2 months prior to the event occurrence whenever possible (club calendar of events, newsletter article); maintain the organization activities calendar and work in conjunction with the Education Director to develop public appearance opportunities & programs to provide public awareness of our club and its purpose.

Section 4. Communications Director. The Communications Director shall be the club contact/coordinator to the public media and other fly fishing clubs; be the primary administrator of the organization's social media accounts, assemble, publish and distribute the monthly newsletter of this organization; maintain and update the club website and solicit local advertising, at some fee or consideration, for incorporation into the club newsletter/website; develop and maintain the club literature/signage (i.e., brochures, etc.) and supply to other Directors for their use as required. The Communications Director shall maintain a newsletter distribution list consisting of present and past club members, of businesses and/or organizations that are associated with the Organization, and members of the general public who have requested the newsletter.

Section 5. Conservation Director. The Conservation Director shall develop and direct all conservation activities and outreach of this Organization, keep the membership informed of state and federal fishing regulations and any changes to these established regulations.

Section 6. Education Director. The Education Director shall plan and develop educational programs and activities for this Organization and the public. Educational programs include, but are not limited to, fly tying, fly casting, rod building, and other general fly fishing subject matter (i.e., knots, gear, bugs, new member class, etc.); maintain/update the library holdings (reference material, tapes, CD's, etc.); maintain educational materials and equipment of this Organization and work in conjunction with the Activities Director to develop public appearance opportunities & programs to provide public awareness of the club and its purpose.

Section 7. Membership Director. The Membership Director shall be the contact/coordinator with current, past and prospective members; update, maintain and share with the BOD the membership roster and associated data; process requests for membership and coordinate dues receipt with Treasurer; create and maintain name badges for current members; provide guest badges for club visitors and develop and maintain a "new member" package containing appropriate club information. The Membership Director will provide the email addresses of new members to the Communications Director. The Membership Director shall be the club contact/coordinator with Fly Fishers International.

ARTICLE VIII – COMMITTEES

Section 1. Committees. Committees may be appointed or designated by a resolution adopted by the BOD. Participants of such committee shall be members of the Organization except as otherwise provided. Any member may be removed by the BOD whenever in their judgment the best interests of the Organization shall be served by such removal. All findings, recommendations of such committee will be presented to the BOD for action.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least 2 members the BOD. The members of the Nominating Committee shall elect a chairperson and shall present a list of nominees before the membership at the Annual Membership Meeting. No member serving on the nominating committee shall lose eligibility for nomination for office. Members nominated by the Nominating Committee shall be so informed and their consent obtained prior to the announcement of their name into nomination. Any member has a right to refuse nomination and may withdraw from nomination at any time. Nominations from the floor will be accepted provided consent of the nominee is given to the Secretary at the time of the nomination.

Section 3. Operation of Committees. Committees serve at the pleasure of the BOD, While committees may be authorized by the BOD to control their affairs, through the use of bylaws or a similar document, to include how members of the committee are selected and removed, the BOD reserves the authority to appoint or remove any person on the committee with or without cause. Committees shall only have the powers specifically delegated to them by the BOD and their activities and findings are subject to review and approval by the BOD.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The BOD may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. In the absence of such determination by the BOD, such instruments shall be signed by the Treasurer or the President.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other pieces of evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the BOD. In the absence of such determination by the BOD, such instruments shall be signed by the Treasurer or the President.

Section 3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the BOD may select.

Section 4. Gifts. The BOD may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Organization.

ARTICLE X - OFFICES, BOOKS, AND RECORDS

Section 1. Offices. The principal office of the Organization shall be at such place as the BOD may determine. The BOD may from time to time and at any time establish other offices or branches of the Organization at whatever place or places it deems to be expedient.

Section 2. Books and Records. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its BOD of Directors. All books and records of the Organization may be inspected by any member of the Organization, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI – FINANCE

Section 1. Fiscal Year. The fiscal year of the Organization shall be the same as the fiscal year established by the Organization.

Section 2. Budget. Officers and Directors requiring funds to perform their duties will submit a request for such funds to the Treasurer by the 15 of July. The BOD shall review and approve the annual budget for the Organization submitted by the Treasurer at the August BOD meeting and present the annual budget to the membership for approval at the Annual Meeting in October. The BOD will have the authority to shift funds from one budget line to another as needed and to increase funding, not to exceed \$250 per line, by a majority vote of the BOD. Unforeseen (unbudgeted) expenses will require a unanimous vote of the BOD.

Section 3. Expenditures. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

Section 4. Financial Statements. Financial statements shall be submitted to FFI as such time and in such manner as determined by FFI. If authorized by the Organization, the FFI will include the Organization in its Group 990 Tax Return.

ARTICLE XII - GENERAL PROVISIONS

Section 1. Avoidance of Political Activity. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization 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.

Section 2. Relations with Other Organizations. The Organization shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it may be affiliated unless specifically agreed upon in writing by both parties and approved by the BOD.

Section 3. General Activities. Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE XIII - NONDISCRIMINATION

It shall be the policy of the Organization to provide equal membership/employment/service opportunities to all eligible persons without regard to race, color, religion, sex, or national origin.

ARTICLE XIV – AMENDMENTS

Section 1. The affirmative vote of a majority of the BOD shall be required for the adoption of any amendment. Notice of the meeting and proposed amendment, together with the text of the proposed amendment, shall be delivered to the membership as outlined by the notice requirements of Article IV, Section 5. The amendment will then be presented to the Organization BOD for approval and will go into effect upon such approval.

Section 2. Proposed Amendments. Any member of the Organization may propose amendments to these bylaws. The proposed amendments must be submitted in writing to the President or Vice President of the Organization.

ARTICLE XV - CLUB ACTIVITIES AND OUTINGS

Section 1. Club Activities and Outings. All active members are eligible to participate in Club activities and outings. The Activity or Outing Coordinator hereafter referred to as Coordinator, should strive to incorporate some aspect of conservation, education and community service in every club activity or outing. It is incumbent on the Coordinator and experienced members to ensure that all members get the most out of each activity or outing.

Section 2. Deposits. Club Outings may require deposits in advance to cover expenses such as lodging, guide services, etc. If deposits are deemed necessary, no member will be considered a participant in the activity or outing until the member has paid his or her deposit. All deposits will be made to the club Treasurer or the Activities Director via personal check or cash. Only a canceled check or a receipt of payment will serve as proof as payment.

Section 3. Deposit Amounts. The Coordinator responsible for the outing will determine the amount of deposit required of each participant and determine if the deposit is refundable or nonrefundable.

Section 4. Deposit Due Date. Deposits will be accepted from the date the outing is announced up to the outing date if space is available. Deposits will be accepted on a "first come" basis and ensures the member a position within the group.

Section 5. Payment Consequences. A deposit may become nonrefundable if used to satisfy pre-commitments (i.e. airline tickets, guide services, fishing lodges, etc.). A member desiring to cancel out of the trip for any reason may seek a refund, however, there is no guarantee a refund will be possible due to commitments made for that outing. The Activities Director and/or Coordinator will determine whether a refund is possible. Once the outing start date is within 30 days no reimbursements of prepayments will be considered. Any member may find a replacement if he or she must withdraw from the outing, thereby providing a possible mechanism for recouping the deposit.

Section 6. Nonrefundable Deposits. The Coordinator may require nonrefundable deposits when costs are fixed and a late cancellation will adversely impact the remaining participants. When possible, a replacement will be selected from the standby list. In such cases, the replacement will reimburse the member's deposit. Outings requiring a nonrefundable deposit will be clearly defined prior to the acceptance of a member's deposit. (i.e. Presentation, Club News or email)

ARTICLE XVI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code subject only to an order of a court of competent jurisdiction.

ARTICLE XVII - RULES OF ORDER

Meetings of the Organization will function under "Robert's Rules of Order, Revised" 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 unless otherwise directed by a majority of the Board of Directors at any meeting.

ARTICLE XVIII - CONFLICT OF AUTHORITY

Any conflict between these bylaws and an FFI instrument which specifically controls activities of a Charter Club shall be decided in favor of FFI's instrument.

Approved by:

President

Secretary

Date