

# MOUNT TAMALPAIS FLY FISHERS CONSTITUTION AND BYLAWS

## ARTICLE I – NAME AND PURPOSES

**Section 1 – Name.** This organization shall be called MOUNT TAMALPAIS FLY FISHERS and is referred to in these Constitution and Bylaws as the “Organization”.

**Section 2 – Purposes.** This organization is a non-profit membership organization organized exclusively for pleasure, recreation, and other similar non-profitable purposes within the meaning of Section 501(c)(7) 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 promote the art of fly fishing, fly casting and fly tying
- B. To provide a forum for fellowship and sportsmanship
- C. To promote conservation, preservation, and enhancement of fishery resources

**Section 3 – Principal Office.** The principal office shall be in the County of Marin, California, at such specific location as the Board of Directors determines.

## ARTICLE II – MEMBERSHIP

**Section 1 – Eligibility.** Any person who is interested and capable of furthering the purposes of the organization shall be eligible for membership.

**Section 2 – Applications.** Applications for membership shall be made in writing on forms prescribed and furnished by this organization.

**Section 3 – Admission.** An applicant shall be admitted to membership after filing a membership application and upon payment of dues.

**Section 4 – Termination.** Each year the obligation to pay membership dues for that year shall mature on a date as determined by the Board of Directors. A member who fails to pay dues on or before 90 days past that date shall cease to be a member. Membership benefits shall be restored upon receipt by the Club Treasurer of all dues in arrears.

**Section 5 – Dues.** The amount of the annual dues shall be determined from year to year by the Board of Directors. A proposed change in the amount of the dues must be ratified by a majority vote of the members with voting rights who are present at the annual meeting of the members. Dues for new members will be prorated.

## **ARTICLE III – MEETINGS OF MEMBERS**

**Section 1 – Regular Meetings.** Regular meetings of the members shall be held, normally monthly, at a time and place set by the board of directors with advance notice given to all members.

**Section 2 – Annual Meeting.** An annual meeting of the members shall be held each year at a time and place set by the board of directors, for the purpose of electing officers and directors and transacting other business.

**Section 3 - Notice of Meetings.** At least seven (7) days before the date of any annual or special meeting of the members, notice shall be sent by e-mail to each voting member setting forth the time, place and purpose of the meeting. Current meeting information will be made available at the website [www.mttamflyfishers.org](http://www.mttamflyfishers.org).

**Section 4 – Quorum.** A quorum at regular, annual or special membership meetings shall consist of a minimum of one-third of the total members in good standing.

**Section 5 – Manner of Acting.** The vote of a majority of members present at a meeting at which a quorum is present shall decide any questions before such a meeting unless a greater proportion is required by the then-applicable law of the State of California or by these Bylaws.

## **ARTICLE IV - NOMINATIONS AND ELECTIONS**

**Section 1 – Nominating Committee.** The Board of Directors shall appoint a three member nominating committee not later than three months prior to the Annual Meeting. The nominating committee shall present a slate of officer and director nominees to the board, no later than two months before the annual meeting.

**Section 2 – Presentation of Nominations to the Membership.** The board of directors shall present the nominations for president, vice president, secretary, treasurer and the required number of directors to the membership at a regular meeting one month before the annual meeting. After the nominations have been placed before the membership, the president shall call for and accept nominations from the floor. The final list of nominees shall be listed on the website prior to the annual meeting.

**Section 3 – Election.** Election will be by a majority of the votes cast, in person or by proxy, by members in good standing as of the time of the vote at the annual meeting. Officers will be installed during the next general meeting. The period of service for officers is one year. Officers may serve multiple years in one or several positions.

## **ARTICLE V – OFFICERS**

**Section 1 – Enumeration.** The officers of this organization shall consist of a president, a vice president, a secretary and a treasurer.

**Section 2 – President.** The president presides at meetings of the club and board of directors and has general charge of club affairs. The president may appoint members to serve as committee chairpersons as needed.

**Section 3 – Vice President.** The vice-president will assume the duties and role of president in the absence of the president.

**Section 4 – Secretary.** The secretary shall maintain club records and minutes; handle correspondence; maintain an up-to-date membership roster and mailing list; receive, process and file all membership applications. The secretary shall give, or cause to be given, in a manner prescribed in these Bylaws, due notice of all meetings of the members and of all elections.

**Section 5 – Treasurer.** The treasurer shall collect dues and initiation fees; receive proceeds from raffles, sales and contributions for deposit to the club treasury; make disbursements from the club treasury for all expenses; maintain accurate and current financial accounting records of all funds and transactions.

**Section 6 – Terms of Office.** Elected officers shall take office on the first day of the organization's program year for a term of one (1) year, or until they are re-elected, or until their successor takes office.

**Section 7 – Vacancies.** If the President vacates the office during the term, the Vice-president shall be President. Any other vacancies during the term shall be filled by appointment by the board.

## **ARTICLE VI – BOARD OF DIRECTORS**

**Section 1 – General Powers and Duties.** The board of directors shall have the duty of the general management of the affairs, funds and records of this organization. The board is accountable to the membership.

**Section 2 – Number and Qualification.** The board of directors shall consist of the President, Vice-president, Secretary, Treasurer and one to five other directors. The past

President shall become an honorary board member for the year following his presidency.

**Section 3 – Term of Office.** Directors elected at an annual meeting shall take office on the first day of the organization’s program year for a term of one year, or until their successors take office.

**Section 4 – Vacancies.** Any director vacancy on the board of directors shall be filled by a majority vote of the remaining directors. A director so elected shall serve the remaining term of the director replaced, subject to ratification by a majority vote of the voting members at the next regular meeting of the membership.

**Section 5 – Meetings.** Meetings of the board of directors may be called by the president, or in the president’s absence, the vice president. The president may call a special meeting of the board of directors at any time, and shall do so if requested by any three (3) members of the board of directors.

**Section 6 – Quorum.** At any meeting of the board of directors, a majority of the total number of members of the board shall be a quorum for the transaction of business at the meeting.

**Section 7 – Notice.** Notice of any meeting of the board of directors shall be given at least five (5) days prior, either personally, by e-mail, mail or telephone.

## **ARTICLE VII – FISCAL RESPONSIBILITIES**

**Section 1 – Fiscal Year.** The board of directors shall establish the fiscal year of the organization.

**Section 2 – Funds.** All funds of the organization shall be deposited to the credit of the organization, in a bank or equivalent fiduciary account approved by the board of directors.

**Section 3 – Annual Budget.** The board of directors shall approve the annual budget of estimated income and expenditures after learning the result of the organization’s major annual fund-raiser. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of directors.

**Section 4 – Financial Authority.** No officer, director, nor member may commit for the expenditure of any organization funds without first receiving approval of the board of directors.

**Section 5 – Liability.** No officer, director, nor member shall be personally liable for any board-approved obligations, past or present, of the organization, except for the payment of one’s own dues.

## **ARTICLE VIII – GENERAL**

**Section 1 – Records.** Copies of the organization papers of this organization, its Bylaws and all amendments, results of nominations and elections, minutes of all meetings of the members, and of the board of directors, shall be contained in the minute books of this organization, together with any other papers of important historical value. The minutes of all meetings shall be signed by their presiding officer or chairperson and by the secretary or other person attending to their recording.

**Section 2 – Inspection of Records.** All books of account and other records of this organization shall be made available for inspection by any member, and to any duly authorized representative of the United States of America or the State of California upon presentation of proper credentials.

**Section 3 – Parliamentary Authority.** The rules contained in the current edition of Robert’s Rules of Order shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE IX – DISSOLUTION**

This organization is not organized, nor shall it be operated, for gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. No part of the profits or net income of this organization shall ever benefit any private individual. Upon the dissolution or winding up of the organization, its assets remaining after the payment of, or provision for payment of, all debts and liabilities shall be distributed to a non-political, non-profit fund, foundation, or corporation which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and has as a main purpose the conservation, preservation, and enhancement of fishery resources.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended at any annual or special meeting of the organization. The affirmative vote of two-thirds (2/3) of the members of the organization 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 have been sent to the members prior to the date set for the meeting at which the amendment is to be presented. Notice on the website shall constitute notice under this Article.

Corte Madera, California

Adopted by the Board of Directors, April 21, 2005

Ratified by Membership, April 21, 2005

Amended in San Rafael, California

Adopted by the Board of Directors, June 19, 2012

Ratified by Membership, June 19, 2012

Amended in San Rafael, California

Adopted by the Board of Directors, July 17, 2014

Ratified by Membership, November 18, 2014