

BY-LAWS OF DERBY CITY FLY FISHERS

Original By-Laws approved December 15, 2004.

Revision No. 1:

The By-Laws were revised October 18, 2006 and approved by the membership November 15, 2006.

Revisions included: Article 4, Section 3 – Quorum
 Article 5, Section 1 – Officers
 Article 5, Section 3 – Duties and Responsibilities

BYLAWS OF DERBY CITY FLY FISHERS

ARTICLE 1 – NAME AND PURPOSES

Section 1 – Name. This organization shall be called “Derby City Fly Fishers” and is referred to in these Bylaws as DCFF, the official business address of which will be: Derby City Fly Fishers

c/c Larry Drake
6803 Copra Lane
Louisville, KY 40219

Section 2 - Purposes. This Organization is a non-profit, domestic organization to be organized exclusively for educational and conservation purposes within the meaning of section 501 © (3) of the Internal Revenue Code, Including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © 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: To promote interest through education in the sport of fly fishing and all related subjects including, but not limited to, fly-casting, fly-tying, rod-building, net-building and to assist in the protection and improvement of natural resources which have a direct relationship to fly fishing by arranging meetings, conferences and related educational activities for its members and the public.

ARTICLE 2 – MEMBERSHIP

SECTION 1 – ELIGIBILITY. Anyone who is interested in and capable of furthering the purposes of DCFF shall be eligible for membership subject to the provisions in section 3 of this article.

SECTION 2 – LIMITATIONS. The total membership of DCFF will not be limited to any set number.

SECTION 3 – ACCEPTANCE. Application for membership will be submitted to the Membership Director together with such other information as the board of directors of DCFF elect to require with the application. The applicant will be required to sign a waiver releasing DCFF, its board of directors, and its membership from any liability in case of loss or injury incurred as a result of any function or activities of DCFF and, upon payment of annual dues and signing of waiver, will be admitted to membership and will be entitled to all privileges of membership.

SECTION 4 – HONORARY MEMBER. The Board of Directors of the DCFF may elect any person to the status of honorary member if said person is deemed to

have furthered the purposes of the organization in an outstanding and selfless manner. Honorary members will be entitled to all rights and privileges of the regular members but will not be required to pay any dues.

SECTION 5 – TERMINATION, SUSPENSION, AND RENEWAL. The Board may suspend or change the membership status of a member at any time for infraction of any DCFF rule or for any other cause if the Board shall deem such action to be in the best interest of DCFF. 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. The Board may continue such suspension for a definite term, terminate or rescind the action 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 DCFF shall be vested in the membership through the board of Directors and the procedures outlined in the Bylaws.

SECTION 2 – OFFICERS AND BOARD OF DIRECTORS. The Officers and Directors will be known as The Board of Directors and will manage, direct, control, and administer the property, affairs, and business of DCFF, will put into effect all general policies, directions, and instructions adopted at meetings, and will act for DCFF in all matters within the jurisdiction granted the officers and the Directors by these Bylaws and the membership. Board meetings will be held once each month at a time and place as directed by the board. Each Officer and Director position will have one vote on the Board. A quorum for a meeting of the Board of Directors shall be the smallest number that constitutes a percentage greater than 50% of the total Board.

SECTION 3 – THE BOARD OF DIRECTORS. The Board of Directors will govern the expenditure of all funds of whatever nature. No officer, committee, committee member, or DCFF member may incur any financial obligation for DCFF without first having the approval of the Board and its authority to act for DCFF.

ARTICLE - 4 – MEETINGS

SECTION 1 – REGULAR MEETINGS. Regular meetings of the membership will be held once each month at such a time and place as directed by the Board.

SECTION 2 – PROXY VOICE AND ABSENTEE BALLOTS. Voting by proxy or absentee ballot will not be permitted at meetings of DCFF. It will be assumed that those members not voting on any issue wish to concur with the majority of those who do vote. The President may select a nominations committee to

handle the nominations by the membership of members for office and the voting process.

SECTION 3 – QUORUM. A quorum for a meeting of DCFF for the purpose of a vote, will consist of not less than 10% of the Total Membership.

SECTION 4 – MAJORITY. Every Decision of a meeting will be by a majority of the votes cast.

SECTION 5 – RULES OF ORDER. Meetings will be conducted in accordance with “Robert’s Rules of Order, Revised” only if necessary for the orderly conduct of a meeting of the membership, or at the request of any two members attending such meetings.

ARTICLE 5 – GOVERNMENT OF THE DCFF

SECTION 1 – OFFICERS. Officers shall consist of four (4) individuals elected from the DCFF membership, carry the titles of President, Vice President, Secretary and Treasurer. The Officers will be elected each year for a one year term and only be able to hold the same office for two consecutive years. The Board of Directors shall consist of four (4) Officers and nine (9) Directors and one (1) Immediate Past-President position. The Directors will carry the titles of Membership Director, Programs Director, Raffles Director, Trips Director, Conservation Director, Education Director, Newsletter Editor, Webmaster, and Marketing Director. The Directors will be elected each year.

SECTION 2 – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS. The President may select a nominations committee to handle the nominations of members by the membership for office and administrating the voting process. The elections for Officers and Directors will be held at the November general membership meeting with the newly elected Officers and Directors to take office on January 1 of the New Year. Only members who are current in their DCFF annual dues may run for office and vote at elections. A majority vote of members present and voting shall be necessary to elect each Officer and Director. Quorum is required for election of Officers and Directors.

SECTION 3 – DUTIES AND RESPONSIBILITIES.

President

- a. Be the administrative head of the DCFF
- b. Exercise general supervision of DCFF
- c. Preside at every meeting of the DCFF and Board of Directors
- d. Attend, whenever possible, all DCFF functions

- e. Sign contracts and legal documents for, and in the name of, the DCFF, but only when authorized by the Board of Directors.
- f. The preparation and filing of all legally required documents pertaining to the legal and/or tax status of the DCFF including, but not limited to the following; Annual Report filing with Kentucky Secretary of State, Internal Revenue Filings, etc.

Vice President

- a. Fulfill the duties of President in his/her absence
- b. Attend, whenever possible, all DCFF functions
- c. Sign contracts and legal documents for, and in the name of, the DCFF, but only when authorized by the Board of Directors.
- d. Should the president be unable to fulfill his/her obligations to the DCFF and resign, or if the President is removed from office, the Vice President will assume the role of President for the remaining term of office.
- e. In the event that any officer resigns or is removed from office, it will be the responsibility of the Vice President to fulfill the requirements of that position until such time as it is filled.

Secretary

- a. Take charge and be responsible for all clerical work pertaining to the business of the DCFF.
- b. Keep a record of all regular and Board meetings
- c. Presenting a written record of all items of business outstanding as of the last meeting in his/her term of office
- d. Counting and recording all voting
- e. Producing any and all records, correspondence, documents, etc., and any other information in his/her care whenever ordered by the president or the Board
- f. Read the minutes of the previous regular meeting and Board meeting when applicable.
- g. Work in co-operation with the Membership Director in keeping the Membership Directory up to date.
- h. Attend, whenever possible, all DCFF functions.

Treasurer

- a. Be responsible for all financial activity of the DCFF.
- b. Receive all monies and deposit them in a bank or banks approved by the Board of Directors.
- c. Keep a regular and systematic book of accounts.

- d. Present at each Board meeting a statement of all monies received and all expenditures for the previous period.
- e. Exhibit such books and any and all papers and vouchers whenever directed by the President or Board of Directors.
- f. Pay only bills that are presented to him/her by the authority of the Board of Directors.
- g. Sign contracts and legal documents for, and in the name of, the DCFF, but only when authorized by the Board of Directors.
- h. Attend, whenever possible, all DCFF functions.

Membership Director

- a. Assist in the maintenance of an accurate and complete record of all members' names, addresses, phone numbers, and other pertinent information.
- b. Develop and maintain methods of advertising DCFF to the general public to promote new membership.
- c. Keep materials relative to the promotion of the Federation of Fly Fishers available for members.

Programs Director

- a. Coordinate, for each regular meeting, a program of fly fishing related nature (films, slides, guest speakers, discussion panel, short duration projects or demonstrations, swap or action meets) including preparation of visual aids equipment (projectors, VCR/DVD, television, screens, etc.)
- b. Setup outdoor fishing meetings for the summer meetings at local lakes, ponds, or streams usually with the assistance of the Trips Director.
- c. Supply a list of all programs scheduled for the following year to the Secretary by the December meeting of each year.

Raffles Director

- a. With the Treasurer, select items to be raffled off at each monthly meeting (rods, reels, lines, hooks, flies, vests, fly boxes, etc.) and maintain an adequate supply of said items to cover at least the next three (3) regular meetings.
- b. Coordinate ordering of equipment for DCFF members from wholesale discount vendors as a service to members at no cost.
- c. Keep aware of the pricing of fly fishing and related subject equipment and maintain a library of current catalogs for use by the general membership.
- d. Maintain lists of equipment for beginning fly fishers and fly-tiers (including tackle, materials, publications, etc.)

Trips Director

- a. Coordinate the planning of a least four local, one day fishing trips and at Least four remote (long distance, multi-day) fishing trips each year (separate from regular outdoor meetings.)
- b. Assist the programs director in setting up outdoor meetings.
- c. Maintain a file of information on fishing license fees in the various states in which trips are planned.
- d. Maintain a file of accommodations (motels, lodges, campgrounds, etc.) in the various areas where trips are planned.
- e. Maintain a file of insect activity (hatches) and corresponding fly patterns which are effective for a given area, stream, river, lake, etc.

Conservation Director

- a. Promote the protection and improvement of related natural resources, the ethics and etiquette of fly fishing and the benefits of catch-and-release fishing.
- b. Supervise the development of a list of local conservation projects to be submitted to the membership and board.
- c. Coordinate the planning of any active conservation project in which DCFF becomes involved.

Education Director

- a. Coordinate all teaching activities of DCFF and ensure that proper handouts, supplies, materials, tools, etc. are available for such classes.
- b. Coordinate and supervise a youth education program on fly fishing and related topics.
- c. Establish at least three events each year to be included on the calendar of events. These events should be open to the public.
- d. Ensure that the members of DCFF are also provided with whatever Fly fishing-related class opportunities as is possible and desirable.
- e. Maintain a directory of DCFF teaching activities.

Newsletter Editor

Produce or cause to be produced through the efforts of other members of DCFF, an informative newsletter on a monthly basis. This newsletter should include, but is not limited to, reports on past and upcoming meetings or events of DCFF, articles on fly fishing-related subjects, maps or directions to DCFF events, welcome to new DCFF members and general information as is related to the purposes of the organization. This may entail the coordination

of the actual setup of the articles and making sure the newsletter is available to the general membership by e-mail or on the web site at least one week in advance of the normal general meetings.

Webmaster

- a. Will create, update, maintain, and manage all aspects of the DCFF website.
- b. For the purpose of posting, will gather or produce club pictures, articles, maps, and any other general club information that would promote the opinion and purpose of DCFF and/or be of interest or enjoyment to the general public, club members, and affiliates.
- c. Will publicize and promote the website as a central area of information and as a tool for event registration and reservation.
- d. Attend, whenever possible, all DCFF functions.

Marketing Director

- a. Create ideas for items that will promote DCFF and our conservation efforts for a vote before the DCFF Board of Directors.
- b. Supervise the distribution of all merchandise items through sales or give away.
- c. Keep a financial record of the purchase and sale of all merchandise and report the financial status at the monthly board meeting.
- d. Advertise and promote the club and club events and activities through various channels including display of flyers and business cards with merchants.
- e. Attend, whenever possible, all DCFF functions.

Immediate Past-President

- a. Serve in a consulting capacity to facilitate the transition of the office of president and assist and support directors as needed.
- b. This person will be able to serve in this position during the full term of the new president at which time the new past president would take this position.
- c. The term could be extended if the new president resigns before one year of service or declines to serve in this position after his term has expired.
- d. Appointment to this position is at the discretion of the new president.
- e. This position will have voting rights on the board.
- f. Attend, whenever possible, all DCFF functions.

SECTION 4 – BOARD OF DIRECTORS

The Board of Directors shall consist of the officers listed in Article 5, Section 1.

SECTION 5 – EXPANSION OF THE BOARD OF DIRECTORS

At its discretion, the Board of Directors may recommend to the membership at large that the number of Directors be expanded to more efficiently conduct the club's business. These additional positions of Directors will have to be approved by the membership at large and then the Board will fill these positions if in months other than November. If a Director position is deemed to be no longer useful or required, The Board of Directors may move that Director position be removed to the membership at large. The membership at large may then vote to dissolve the position effective from the date of that vote.

SECTION 6 – VACANCIES. Should a vacancy occur in any office of DCFF, other than due to the regular expiration of a term of office, it will be the duty of the Board to fill the vacancy for the unexpired term of office.

SECTION 7 – IMPEACHMENT. Proceedings to relieve an officer of elected office shall only take place at a regular meeting. The motion to relieve an officer of elected office will require a concurring vote of not less than two-thirds of the members present at such general meeting. Provided a quorum is established as in Article 4 - Section 3 above.

ARTICLE 6 – COMMITTEES

SECTION 1 – STANDING COMMITTEES. Any officer or director may establish a committee of DCFF members and/or other directors to assist in the fulfillment of the duties of his/her office. Committee members will be solicited from the general membership at regular meetings or through notices in the monthly newsletter or through direct personal contact.

ARTICLE 7 – FINANCES

SECTION 1 – FISCAL YEAR. The fiscal year for DCFF will begin on January 1 of each year and end on December 31 of the same calendar year.

SECTION 2 – DUES PAYABLE. Annual dues will become payable on January 1 of each calendar year and cover the next twelve (12) months. A three month grace period will be given before marking any member as inactive.

SECTION 3 – AMOUNT OF ANNUAL DUES. The amount of the annual dues will be established by the board before the end of business at the November meeting for the immediately succeeding fiscal year. Such dues will continue from year to year until changed by the board. No refund of dues will be made under any circumstances. All dues will be due January 1st of each Year. For new members between January 1st and June 30th they will pay the full dues. If paid between July 1st and December 31st a new member would pay only half of the dues.

SECTION 4 – EXPENDITURES. No member, officer, or representative of DCFF will have the authority to contract any obligation for DCFF, or to expend any money of DCFF unless the contract or commitment has been authorized by the board or by a special resolution at a regular meeting, and unless the board has made an appropriation of funds for that purpose. Every expense and financial liability of DCFF and every expenditure of money of DCFF will be evidenced by a voucher or receipt or other appropriate instrument authorized to incur the expense, liability, or expenditure.

ARTICLE 8 – GENERAL PROVISIONS

SECTION 1 – ENDORSEMENTS. 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 or campaign on behalf of any candidate for public office.

SECTION 2 – RELATIONS WITH OTHER ORGANIZATIONS. The organization will have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it is affiliated.

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 © (3) of the internal revenue code, or corresponding section of any future federal tax code; or
- b. A corporation to which contributions are deductible under section 501 ©

(3) of the internal revenue code, or corresponding section of any future federal tax code.

ARTICLE 9 – AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any general meeting of the organization provided that a notice stating the purpose of each proposed amendment and the reason for it is posted to the web site and e-mailed to every member in good standing and entitled to vote 30 days prior to the date of the meeting at which the proposed amendment is to be voted upon. Provided a quorum is established, a vote of a majority of 60% of the total membership present will constitute acceptance of the amendment.

Article 10 – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the internal revenue code, or corresponding section of any future federal tax code subject only to any order of a court of competent jurisdiction.

As approved by vote of the membership at a general meeting held November 15, 2006 and hereby attested by the following Officers and Members of the Board of Directors:

Phil Kirkland, President

Larry Drake, Immediate Past-President

Brian Kaluzny, Vice President

Stuart Emery, Co-Secretary

Mary Pat Emery, Co-Secretary

Frank Bizzell, Treasurer

Kim Smith, Education Director

Bernie Rauen, Co-Membership Director

Carla Rauen, Co-Membership Director

Pat Carroll, Conservation Director

Mark Vincent, Programs Director

Barry Chafin, Trips Director

Gerald McDaniel, Raffles Director

Piper Turner, Newsletter Director

David Campbell, Webmaster Director

Scott DeWees, Marketing Director