

FREE STATE FLY FISHERS, INCORPORATED

BY-LAWS

ARTICLE I

Section 1 – Purpose

The purpose of this corporation (hereafter referred to as the Club) shall be as stated in the original 1978 and amended 2002 Articles of Incorporation.

Section 2 – Place

The Club shall have and continuously maintain in the state of Maryland a registered office and a registered agent, which agent shall always be a resident of the State of Maryland, and which office shall always be within the State of Maryland.

ARTICLE II
MEMBERSHIP

The members in good standing with the Club shall be the persons who have paid the required annual membership dues. Membership in this Club is not transferrable or assignable.

ARTICLE III
OFFICERS

Section 1 – Officers of the Club

The officers of the Club shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer.

Section 2 – Election and Terms of Office

Each summer or fall the Leadership Team shall meet and agree upon a slate of candidate officers for the coming year. The President or his designee shall present that slate of candidates to the general membership at the regular October meeting. Also, at the regular October meeting, the floor shall be opened for additional nominations from the members in good standing, after which no additional nominations will be accepted. Within ten (10) days after the October meeting the names of all candidates for each office will be presented to the entire membership via the club's electronic media—email list, website and Facebook or their equivalents. The club's electronic media will announce that an in-person vote of hands from the membership present at the regular November meeting will suffice as the election of officers. A quorum of the membership as defined in these By-Laws must be present for the election to occur. Votes submitted as absentee votes or electronically transmitted votes for members absent from the meeting shall be counted. Officers-elect shall be announced immediately and shall assume office on the following January 1. Each elected officer shall hold office for one (1) year from the date of his installation, or until such time as his successor shall be elected. Any elected officers may be removed from office for just cause by two-thirds vote of the membership present at a designated regular meeting.

ARTICLE IV
MEETINGS OF THE MEMBERSHIP

Section 1 – Regular Meetings

The time and place of all regular meetings of the membership shall be as designated by the Leadership Team. The Secretary shall be instructed to notify, in writing via electronic media to all members in good standing of the time, date and place of each meeting at least seven (7) days prior to the holding of the meeting.

Section 2 – Quorum

Twenty-five (25) percent of the total annual membership shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting if decisions affecting the Club are being asked of the membership.

ARTICLE V
LEADERSHIP TEAM

Section 1 – General Powers and Qualifications

The affairs of the Club shall be managed by the Leadership Team (formerly referred to as the Board of Directors). The Leadership Team shall consist of the five (5) officers—President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer—and two (2) Directors who are not officers. The Directors shall not be elected in the same manner as officers. The Directors shall be appointed by the five officers and will include the preceding President, when possible. Any Leadership Team member who ceases to be a member in good standing in the club shall cease to be a member of the Leadership Team.

Section 2 – Meetings

An annual meeting of the Leadership Team shall be called by the President at a time convenient to ensure the maximum Leadership Team members participation. The President may invite various club coordinators to participate in the meeting. The Leadership Team may provide by resolution, the time, date and place for the holding of additional meetings of the Leadership Team.

Notice of any meeting of the Leadership Team shall be given at least five (5) days previous thereto by notice to each Leadership Team member.

A majority of the Leadership Team shall constitute a quorum for the transaction of business at any meeting of the Leadership Team. If less than a majority of Leadership Team members is present, the members present shall adjourn the meeting and reschedule it.

Section 3 -- Vacancy

Any vacancy except the President, occurring on the Leadership Team shall require the Leadership Team to announce that nominations and elections shall be held at the next regular meeting of the membership providing that the announcement shall be in writing to each member at least seven (7)

days prior to the meeting. Should the vacancy occur in the office of the President, this vacancy shall be filled by the First or Second Vice-President, in that order.

Section 4 – Compensation

Leadership Team members shall not receive any compensation for their services.

ARTICLE VI CONTRACTS

The Leadership Team may authorize any officer or officers, agent or agents of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be in general or confined to specific instances.

Section 1 – Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Club shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall, from time to time, be determined by resolution of the Leadership Team.

Section 2 – Deposits

All funds of the Club shall be deposited and to the credit of the Club in such banks, trust companies or other depositories as the Leadership Team may select.

Section 3 -- Gifts

No member of the Club shall solicit or accept for his own use any contribution or gift to the Club. The Leadership Team may accept on behalf of the Club any contribution, gift, bequest or device for the general purpose or for any of the special purposes of this Club.

ARTICLE VII BOOKS AND RECORDS

The Club shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members and Leadership Team, recording all decisions made, and shall keep, at the registered or principal office, a record giving the names and addresses of the members. Such books and records shall be kept by the Secretary and Treasurer. All books and records of this Club may be inspected by any member or his agent or attorney, or any proper corporate authority. All financial records of the Club shall be audited subsequent to the regular November meeting and prior to the regular January meeting by a special committee of not less than two (2) nor more than four (4) members in good standing as appointed by the Leadership Team.

ARTICLE VIII
DUES

Section 1 – Annual Dues

Annual membership dues are due and payable on January 1 for the current year. Dues must be received by the March meeting to sustain membership.

Section 2 – Partial Dues

New membership applicants subsequent to October 1 will pay the full price for membership and will be credited with membership for the subsequent year.

Section 3 – Amount of Dues

Changes to the amount of membership dues shall be recommended by the Leadership Team and voted upon by the membership of the club at a regular meeting. The Club's electronic media will announce that an in-person vote of hands from the membership present at the designated regular meeting will suffice for the change in membership dues. A quorum of the membership as defined in these By-Laws must be present for the vote on the change in membership dues to occur. Votes submitted as absentee votes or electronically transmitted votes for members absent from the meeting shall be counted.

ARTICLE IX
COORDINATORS AND COMMITTEES

The Leadership Team shall appoint coordinators responsible for carrying out the various operations of the Club. Members will be notified of the appointment of such coordinators through the Club's electronic media including the Club's newsletter.

The Leadership Team may appoint, from time to time, special committees to be responsible for special programs, activities, etc. as deemed necessary by the Leadership Team.

ARTICLE X
AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the in-person vote of hands of two-thirds of the Club's members present at a designated regular meeting, provided that at least thirty (30) days written notice is given to the full membership via the Club's electronic media of the intention to alter, amend or repeal, or to adopt new By-Laws. The written notice will fully describe the nature of the proposed changes and the rationale for them and will designate the date and time of the regular meeting when the proposal will be voted upon. A quorum of the membership as defined in these By-Laws must be present for the vote on the amendment of the By-laws to occur. Votes submitted as absentee votes or electronically transmitted votes for members absent from the meeting shall be counted.