

BYLAWS OF ROGUE FLYFISHERS, INC.

Article 1 – Purpose

The Rogue Flyfishers, Inc. is a non-profit membership corporation established under the laws of the State of Oregon to promote the conservation, protection, and enhancement of our fish and wildlife resources and habitats; to promote conservation of recreational resources; and to facilitate and improve the knowledge of fly fishing.

Article 2 – Offices

The principal office of the Corporation in the State of Oregon shall be located in the City of Medford, County of Jackson. The Corporation may have such other offices, either within or out of the State of Oregon, as the Board of Directors may designate, or as the business of the Corporation necessitates.

Article 3 – Membership and Dues

Section 1: Qualifications. Any person interested in fly fishing, the preservation of our streams, lakes and rivers or conservation of our natural resources is eligible for membership. Before being eligible for membership, the candidate must pay in advance their annual dues as set forth within.

Section 2: Membership Classification. There shall be five classifications of memberships to the club as follows:

- a. Life Honorary Members: Those individuals so recognized by the Board of Directors for outstanding services to angling, fisheries, and/or conservation.
- b. Regular Family Membership: Those individuals who are members as a family group (i.e., with spouse and children).
- c. Regular Individual Membership: Those members who are members on an individual basis.
- d. Regular Junior Membership: Those regular members who are under 18 years of age.
- e. Life Membership: Those members who have made a lifetime commitment to Rogue Flyfishers with a onetime payment amount to be determined by the Board of Directors. Currently \$350.00.

Section 3: Dues. Annual dues shall be in amounts recommended by the Board of Directors and approved by the membership. A different rate of dues may be charged for each membership classification. All dues shall be due and payable prior to January 1 of each year. A new member joining the Club prior to June 30 of each year shall pay a full year's dues. A new member

joining the Club subsequent to said date will pay one-half the current year's dues. Last Quarter payment of dues in full will apply to the following year's membership.

If a member does not pay their dues by April 1st of the year they become due, the delinquent member shall be officially suspended from the Club. The suspension shall last until payment of Club dues or until otherwise determined by the Board of Directors.

Section 4: Termination. Board of Directors reserves the right to terminate a member(s) club membership should the Board deem such action as warranted by a majority vote of the Board of Directors. The Board need not give a reason for such termination but shall notify the member(s) Ten (10) days prior that their status is being reviewed.

Article 4- General Membership Meetings

Section 1: Regular Meetings. The members shall meet regularly on the third Wednesday of each month at such a time and place as is designated by the Board of Directors and notice of such regular meetings shall be communicated to each member electronically or by mail at least five (5) days prior to the time of said meeting.

Section 2: Special Meetings. Special meetings of the membership may be called at any time upon the petition of at least twenty-five (25) percent of the current membership, or by five (5) Directors of the club for a nine- member Board of Directors, and by six (6) Directors for a ten- or eleven-member Board of Directors. When such a petition is filed, it shall be the duty of the President or their designee to give a regular notice of the time and place of the meeting as requested in said petition.

Section 3: Quorum. A quorum at any meeting of the membership shall consist of the majority of the members present. A majority of the members present at the meeting shall decide any question that may be presented at the meeting.

Section 4: Election of the Board of Directors. The election of the Board of Directors shall be held at the November meeting of the membership, except as provided for special elections for Directors to the Board as specified in Article 5, Section 7.

Article 5 -Board of Directors

Section 1: General Powers. The business and affairs of the club shall be controlled by its Board of Directors.

Section 2: Nature, tenure and qualifications. The number of the Board of Directors of the Club shall be a minimum of nine (9) up to a maximum of eleven (11). The immediate past President shall serve on the Board of Directors for the year following his or her term as President. All Directors will be elected for two-year terms, commencing January 1 of the year following the election in November. The two-year terms of the Directors shall be staggered such that approximately one-half of the Board Membership is elected each year. All members of the Board of Directors must be club members in good standing.

Section 3: Meetings. The Board of Directors shall meet regularly once each month preceding the regular meeting of the general membership at such time and place as may be designated by the Board of Directors. Board meetings are open to all members except those meetings noted as executive sessions.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Secretary and may be held at any place specified in the call. Special meetings may be held at any time or place without notice by unanimous consent of all the members of the Board, or if all members of the Board are present at such meetings.

Section 5: Special Meeting Notice. Notice of special meetings of the Board shall be given in writing, delivered to each director in person, or by mail at their last-known post office address or electronically. The notice need not state the object of the meeting. Said notice, if mailed, shall be mailed not less than five (5) days, or if delivered in person or electronically, not less than three (3) days before the time of such proposed meeting.

Section 6: Quorum. A quorum of any meeting of the Board of Directors shall consist of five (5) for a nine-member Board of Directors and shall consist of six (6) for a ten or eleven-member Board of Directors. The majority of members of the Board of Directors present shall decide any question that may come before the Board of Directors.

Section 7: Elections. The Board of Directors shall appoint a Nominating Committee, which shall report recommendations to the Club, via the Board of Directors, on or before the September membership meeting of each year. The Nominating Committee shall nominate at least one person for each vacant elective position on the Board of Directors. The report of the Committee shall be published in the October and November newsletters. The election shall be held at the November membership meeting. Prior to voting on the recommendations of the Committee to fill the vacancies on the Board of Directors, the members present at a general membership meeting may make additional nominations from the floor. Special elections for Director(s) to the Board, should there be open position(s) above the minimum required that were not filled during the normal-sequence Director elections held at the November membership meeting, are allowed any month other than October and November. Anyone nominated from the floor must be present and accept the nomination. Such special elections shall be held at a monthly meeting of the general membership and require a majority vote by the members present. Board candidate(s) for such special elections shall be nominated by a majority of members on the Board of Directors. The office term for Directors elected under the special-election provisions shall extend through December of the next calendar year from the year of their election.

Section 8: Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 9: Action without meeting. The Board of Directors may take action without a meeting if the action is taken by all members of the Board and all members of the Board sign consent to the action in writing. Any action taken by unanimous written consent shall have the same effect as if passed by the Board of Directors at a regular meeting.

Section 10: Ad Hoc Committee. The Board of Directors may from time to time appoint an Ad Hoc Committee that shall consist of two (2) or more directors. The Board of Directors may grant such authority to the Ad Hoc Committee as the Board of Directors deems appropriate.

Section 11: Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of Oregon for the County of Jackson, such distribution to be exclusively for such purposes or to such organization or organizations as said court determines to be organized and operated exclusively for such purposes.

Article 6 – Officers

Section 1: Number and Qualifications. The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer and shall be selected from members of the Board of Directors.

Section 2: Election of Officers. Election of officers shall be made by the Board of Directors at the Board of Directors meeting of the Club in January of each year. The candidate receiving the highest number of votes for each office shall be elected. Each candidate must be a member of the Board of Directors.

Section 3: Removal. Any officer or agent elected by the members or appointed by the Board of Directors, may be removed by the Board of Directors whenever, in its judgment, the best interests of the Club would be served thereby.

Section 4: Duties of the Officers.

- a. **President.** The President shall preside at all meetings of the Membership, shall be a member of the Board of Directors, shall preside over meetings of the Board of Directors, and shall have the general supervision of the affairs of the Club. The immediate past President shall serve as a member of the Board of Directors for the ensuing year following their term as President
- b. **Vice-President.** The Vice President shall fulfill the duties of the President in the absence of the President or their inability to act or when directed by the Board of Directors.
- c. **Secretary.** The Secretary shall keep the minutes of the membership meetings and the Board of Directors meetings in one or more books or electronically for that purpose. The Secretary or their designee shall see that all notices are given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be a member of the Board of Directors. They shall be custodian of the Club records. The Secretary or their designee shall keep a register of post office addresses of each member and in general perform all duties from time to time assigned to the Secretary by the President or Board of Directors.

- d. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the club. He or she shall receive and give receipts for money due and payable to the Club from any source whatsoever and deposit all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and in general shall perform all duties incident to the office of Treasurer and such duties as from time to time may be assigned to him or her by the President or Board of Directors.

Article 7–Amendments

Section 1: Amendments. These Bylaws may be amended by two-thirds vote of the members present at a general meeting. Before any amendments shall be considered, it must be presented at a general meeting of the Club immediately prior to the meeting said amendment is voted on, or said amendment must be published in the Club bulletin distributed immediately prior to the meeting said amendment is voted on.

Amended and accepted by Rogue Flyfishers, Inc. TBD