

CONSTITUTION AND BYLAWS OF THE GULF COAST FLY TYERS

ARTICLE I - NAME AND PURPOSE

Section 1 - Name. This organization shall be called "Gulf Coast Fly Tyers" and is referred to in these Constitution and Bylaws as the "Organization".

Section 2 - Purpose. This Organization is a non-profit membership organization 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 tying and 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 tying, fly fishing, and other related subjects;
- E. To be the local voice for organized fly fishers as part of the FFI, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies that are involved in so many aspects of our sport; and
- F. To carry out the objectives and purposes of the Organization in their respective localities.
- G. To have FUN! The intent of this Organization is to provide a wholesome, educational and fun environment, free of the hassles of leadership and the politics of power.

ARTICLE II - MEMBERSHIP

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

Section 2 - Membership. The Board of Directors (Board) shall establish procedures for membership application, classes of membership, and dues and assessments. Each member is expected to actively support the purposes of the FFI, the Gulf Coast Council - FFI, and 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 - Termination, Suspension, and Renewal. The Board may suspend or change the membership status of a member at any time for infraction of any Organization rule or for any other cause if the Board shall deem such action to be in the best interest of the Organization. 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 for a definite term, terminate or rescind the action or expel the member, and its decision shall be final.

ARTICLE III - AUTHORITY

Section 1 - Membership. All of the rights and powers which may be exercised by the Organization shall be vested in the membership. These rights and powers shall be subject to exercise or change by the membership at a regular business meeting or a duly called meeting of the organization.

Section 2 - Board of Directors. The Board 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 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 as determined by the Board.

Section 2 - Regular and Special Meetings. Regular and Special meetings of the membership shall be held whenever such a meeting is called by:

- A. The Board or the 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 Board signed by not less than twenty-five (25) percent of all the voting members of the Organization. The petition shall state the purpose of such meetings and in the case of a Special meeting, the business to be conducted shall be identified in the call of the meeting and limited thereto.

Section 3 - 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 Board and accepted by the Secretary before the meeting in which it shall be voted.

Section 4 - 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 Organization, unless a greater number is required by law or by these bylaws.

Section 5 - 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. If the notice is given personally, electronically or by first class mail, it 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 in behalf of the Organization. If mailed by other than first class, it shall be given not less than thirty (30) days before such date. 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 and Selection of Directors. There shall be a Board of Directors consisting of not less than four (4) persons as determined by the Board.

Section 2 - Election and Term of Office. The election of the Directors shall be held every five (5) years at the Annual Membership Meeting. The Nominating Committee shall place the slate of nominees before the membership. All directors shall serve for five (5) years and/or until their successors are duly elected at the next Annual Membership Meeting.

Section 3 - Eligibility. Any member of the Organization in good standing is eligible for election to the Board.

Section 4 - Place of Meeting. The Board may hold its meetings at such place or places as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice.

Section 5 - Regular Meetings. Regular meetings of the Board shall be held not less than once a year at such times and places as the Board by resolution may determine.

Section 6 - Special Meetings. Special meetings of the Board may be called by the President or the Secretary, and shall be called by the President or the Secretary upon the request of any three (3) Directors. The request may be made by mail, phone, or electronic means.

Section 7 - Quorum and Manner of Acting. A quorum will consist of one third (1/3) of the Directors of the whole Board. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the Board, 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.

Section 8 - Notice of Meetings. Notice of each regular and special meeting stating the time and place shall be given to each member of the Board by mail, phone, or electronic means. The notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice need not be given to any Director if such notice shall be waived by that Director and business may be transacted by the Board at a meeting at which every member of the Board shall be present, though held without notice.

Section 9 - Meetings. Any one or more members of the Board or any committee of the Board 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. Participation in a meeting constitutes presence in person at the meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The Board or committee may exercise this action by written consent by means of electronic transmission.

Section 10 - Executive Board. The Board may, at any time, establish an Executive Board (or Committee) as provided for by Article VII, Section 1 to act on behalf of the full Board between meetings of the Board to the extent permitted by law.

Section 11 - Vacancies. In the event of a vacancy in the office of President, the Senior Vice President shall assume the office of President for the remaining unexpired portion of term. A new Senior Vice

President shall be immediately appointed by the Board to fill the unexpired term. Any other vacancy in the Board shall be filled by appointment by the Board for the unexpired portion of the term.

Section 12 - Removal of Directors. Any Director may be removed at any time with or without cause by the affirmative vote of a majority of a quorum of the membership at a regular or at a special meeting of the Board called for that purpose. Any Director may be removed for cause by the affirmative vote of the Directors provided there is a quorum of not less than a majority of Directors present at the meeting of the Directors.

ARTICLE VI - OFFICERS

Section 1 - Officers. The officers of the Organization will be a President, a Senior Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

Section 2 - Election and Term of Office. The officers of the Organization will be elected every five (5) years by the Board at the regular annual meeting of the Board. The Nominating Committee shall place the slate of nominees before the Board. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. All officers will hold office for five (5) years or until their successors are elected. Upon election, these officers shall then become directors if not currently a director.

Section 3 - Other Officers and Employees. The Board may elect or appoint such other officers and employees as it deems desirable, such officers and employees to have the authority, and to perform the duties prescribed, from time to time by the Board. The Board shall fix the compensation for any paid officer, employee, or agent of the Organization. The Board may delegate to any executive officer or to any committee the power to appoint any such other officers and employees and to fix their compensation.

Section 4 - Removal. Any officer of the Organization may be removed at any time, by resolution adopted by a majority of the whole Board at a regular meeting or a special meeting called for that purpose.

Section 5 - Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 6 - 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 of the Board. The President may sign, with the Secretary or any other proper officer of the Organization authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Organization; and such other duties as may be prescribed by the Board from time to time.

Section 7 - 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 Board; 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 Board.

Section 8 - 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; 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 Board of Directors.

ARTICLE VII - COMMITTEES

Section 1 - Committees of Directors. With the exception of the Nominating Committee as set forth in Article VII, Section 3, the Board may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent defined by the Board, shall have and exercise the authority of the Board in the management of the Organization. Actions of these committees shall be ratified by the Board as a whole. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or a Director by Law.

Section 2 - Other Committees. Other committees not having and exercising the authority of the Board in the management of the Organization may be appointed in such manner as may be designated by a resolution adopted by the Board or Executive Committee. Except as otherwise provided in such resolution, participants of each such committee shall be members of the Organization, and the President shall appoint the member thereof. Any members thereof may be removed by the Board or by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Organization shall be served by such removal.

Section 3 - Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) Organization members selected by the Board. The members of the Nominating Committee shall elect a chairperson and shall present a list of nominees for Directors before the membership at the Annual Membership Meeting held during the election year. 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. The Nominating Committee shall have exclusive powers to determine the final slate of nominees for Directors and only that slate will be brought before the membership for a vote.

Section 4 - Operation of Committees. Committees serve at the pleasure of the Board. While committees may be authorized by the Board 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 Board 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 Board and their activities are subject to review by the Board.

ARTICLE VIII - RESIGNATION

Any Director or Officer may resign their office at any time by giving written notice of resignation, either by letter or email, 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.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts. The Board 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.

Section 2 - Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issues 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 Board. In the absence of such determination by the Board, 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 Board may select.

Section 4 - Gifts. The Board 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 Board may determine. The Board 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 Board of Directors and committees having any of the authority of the Board 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 FFI.

Section 2 - Budget. The Board shall review and approve the annual budget for the Organization submitted by the Treasurer.

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, members 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 the FFI at such time and in such a manner as determined by the 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 in writing by both parties and approved by the Board.

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) an organization 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) an organization, 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

These bylaws may be amended at any annual or special meeting of the Board of Directors. The affirmative vote of two-thirds (2/3) of the entire Board of Directors 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 members of the Board as outlined by the notice requirements of Article V, Section 8. The amendment will then be presented to the FFI Board for approval and will go into effect upon such approval.

ARTICLE XV - 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(c)(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.

ARTICLE XVI - 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.

ARTICLE XVII - CONFLICT OF AUTHORITY

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

ARTICLE XVIII - APPROVAL OF CONSTITUTION AND BYLAWS

These Constitution and Bylaws shall become binding and effective when they are duly accepted at a meeting of the Membership, notice of which was given as provided by Article IV, Section 5; approved by the Board of Fly Fishers International, Inc. and signed by the President and Secretary of the Organization.

Approved