



Bylaws of the Alaska Fly Fishers

Version (V.2017) adopted November 5, 2017, amended June 4, 2018

ARTICLE 1 NAME, OBJECTIVES AND JURISDICTION

Section 1. Name of the Organization

The name of the Club shall be "ALASKA FLY FISHERS." It is the intent of the membership of the Club that it shall be headquartered in the Municipality of Anchorage, Alaska. And it shall constitute a chapter of the (Federation of) Fly Fishers International (FFI).

In these bylaws, the ALASKA FLY FISHERS will be referred to as "the Club" and its governing board as the "Executive Board."

Section 2. Objectives

The Club's objectives shall be to preserve the sport of fly fishing, advance the principles of fair chase and fair catch, educate members and the public in the necessity of preserving our outdoor heritage, promote the ethical utilization of all the resources of our woods and waters, and to organize and unite the fly fishers of Alaska for mutual and community benefit.

Section 3. Organization

The Club shall be non-profit under section 501 (c)(3) of the Internal Revenue code and organized upon democratic principles.

Section 4. Jurisdiction

The Club does not claim any exclusive territorial jurisdiction but shall concern itself with the whole of Alaska and its membership shall be open to any and all persons.

Section 5. Governing Board

The affairs of the Club shall be conducted by a Board of Directors which shall be called "The Executive Board," elected by and from its members.

ARTICLE 2 MEMBERSHIP

Section 1. Qualification

Membership shall be open to all parties interested in furthering the objectives of the Club and shall not be limited in regard to age, sex, or national origin.

Section 2. Application for Membership

Application for membership shall be made on paper forms or online as provided by the Executive Board and shall be accompanied by dues in full. Members shall be encouraged to join and maintain membership in Fly Fishers International (FFI).

Section 3. Honorary Membership

The Executive Board shall be empowered to award honorary membership in the Club to persons to whom they deem to have helped further the objectives of the Club. Such honorary memberships shall be for the current fiscal year only except that upon motion from the floor and with the concurrence of the membership, longer periods may be awarded.

At the December meeting, the President may select a member whom he or she will be awarded "The President's Award". This may include an annual membership or lifetime membership (to be determined by the Executive Board).

Section 4. Membership List

The list of the Alaska Fly Fishers membership is to be considered confidential. Information contained on the list is to be used only for purposes directly supportive of Club functions, as approved by the Executive Board. Access to the list is restricted to Club members, under the guidance of the Executive Board.

ARTICLE 3 MEETINGS

Section 1. Regular Meeting

Regular meetings shall be held monthly at a time and place determined by the Executive Board.

Section 2. Annual Business Meeting

There shall be held, during the first week of November of each year, an annual meeting, at which the election of the coming year's officers shall be conducted. Thirty (30) days' notice of the annual meeting shall be given to the membership.

Section 3. Quorum at General Membership Meeting

A quorum shall be necessary for the transaction of any business at a meeting of the Club. A quorum shall consist of ten percent (10%) of the total paid membership.

Section 4. Parliamentary Procedure

- (a) Meetings of the Club shall be conducted according to recognized standards of parliamentary law, and the authority shall be the current edition of Robert's Rules of Order, Revised.
- (b) There shall be no voting by proxy at either the regular, special, or annual meetings on any matter.
- (c) For Executive Board business, Email voting shall be acceptable and documented by the Secretary and addressed at the next regular Executive Board Meeting.
- (d) Five members (5) of the Executive Board at Board Meetings, and five (5) members of the Executive Board for online voting shall be considered a quorum.

Section 5. Election of Officers

Nominations for each office and directorship of the Club about to become vacant shall be made at the annual meeting from the floor. However, the Executive Board, prior to the annual meeting, may appoint a nominating committee to prepare a slate of nominations to be presented on the floor at the annual meeting.

ARTICLE 4 THE EXECUTIVE BOARD

Section 1. Membership

The Executive Board shall consist of the Officers and Members-at-Large elected from the membership of the Club. In the event that the President of the Club shall be elected to office for a second term, the previous Past President may continue as a member of the board for an additional term. In the event that the Immediate Past President does not, or cannot, continue for a second term a previous Past President may fill the position, when possible.

Section 2. Newly Elected Executive Board Members

Upon election at the annual meeting, the newly elected officers and members-at-large shall become members of The Executive Board without vote, until assumption of their offices at the term for which they were elected. In the event that the retiring President should be elected as a member-at-large, (see Article 5, Section 8) the resulting vacancy shall be filled by appointment according to section 1 of this article.

Section 3. Vacancies

In the event of vacancy on the Executive Board, either through resignation or any other reason, the President shall fill the vacancy by appointment from the general membership of the Club. Such appointments shall require ratification by a majority of the Executive Board present at the Board Meeting which the appointment is presented.

Section 3. Meetings of the Incoming Executive Board

The Executive Board shall hold a meeting within 30 days after the annual election, at which time preparations shall be made for the transfer of the Club's affairs. The Executive Board shall hold monthly meetings. All regular Executive Board meetings shall be announced and open to the membership. The time and place of the meetings shall be left to the discretion of the Executive Board. Special meetings of the Executive Board may be held to take up any matter requiring immediate attention. The minutes of the meetings and actions taken by the Executive Board shall be reported to the membership.

Section 4. Quorum

Five (5) Executive Board members shall constitute a quorum for the execution of its business.

Section 5. Officer Pro Tem

In the absence of the President, the next ranking officers shall preside. Members the Board shall rank as follows:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer
- 5) Ghillie
- 6) Past President
- 7) Three (3) Members-at-Large

Section 6. Decisions of the Executive Board

Every Decision of the Executive Board shall be by majority vote of the quorum.

Section 7. Custodianship

The Executive Board shall be and act as the custodian of the properties and interests of the Club. Members of the Executive Board, personally, shall not be liable for any loss of money or property of the Club resulting from acts performed in good faith while conducting business of the Club.

ARTICLE 5 OFFICERS.

Section 1. Titles

The elected officers of this Club shall be the President, the Vice President, the Secretary, the Treasurer, the Ghillie, and Three (3) Members-at-Large.

Section 2. The President

The President shall be the administrative head of the Club. He or she shall exercise general supervision of its affairs, shall preside at its meetings and at the meetings of the Executive Board, shall sign all contracts agreements, or appoint someone to do so, and perform all other duties usual and incidental to the office. He or she shall act as spokesperson for the Club or appoint another person to do so.

Section 3. Vice President

The Vice President shall possess all the powers and perform all the duties of the President in the event of absence of the President. He or she shall perform such other duties as are assigned by the Executive Board. The Vice President shall be confirmed as acting President, by majority vote at the General Membership Meeting, following vacancy of the President.

Section 4. Secretary

The Secretary shall act as recording and corresponding secretary of the Club and of the Executive Board. He or she shall have custody of and shall safeguard and keep in good order all properties of the Club and keep the membership rolls.

Section 5. Treasurer

The financial affairs of the Club shall be under the charge and supervision of the Treasurer who shall maintain all records and books of accounts. The Treasurer shall maintain an ongoing record of the bank account of the Club and shall provide a report on its status at each regular meeting and shall prepare a current financial statement

for presentation at the annual meeting, the Treasurer shall perform such duties usual and incidental to the office.

Section 6. Ghillie

The Ghillie shall act as Sergeant-at-Arms and Parliamentarian during the meetings of the Club and shall perform other duties assigned or delegated by the Executive Board.

Section 7. Member (Past President)

The immediate Past President shall automatically become a member of the executive board for a term of one year, with full voting rights and privileges. Should the past president decline to serve, then the vacancy shall be filled by appointment according to the provisions of Article 4 Section 1.

Section 8. Members-at-Large

There shall be three Members-at-Large on the Executive Board. One of the members shall be the Tying Clinic Coordinator who shall be responsible for coordinating all aspects of the tying clinics.

Section 9. Terms of Office

The term of office for all members of the Board shall be one year and shall run from January 1 to December 31 of the year following the annual meeting at which they were elected.

ARTICLE 6 DUES, FEES AND FINANCE

Section 1. Fiscal Year

The fiscal year of the Club shall be from Jan. 1 to Dec. 31.

Section 2. Annual Dues

At the club's Annual Business Meeting in November, the Executive Board shall propose membership dues for the following year. Upon approval by a majority of members voting at that meeting, dues for the next year are set at that amount. Upon the payment of dues, members will be in good standing with the club for the following 12 months.

Section 3. Default of Dues

Members shall pay their dues on or before their annual anniversary date and will have a 60 day grace period before being removed from the Club membership rolls.

Section 4. Dividends

Prohibited Funds shall never be distributed as profits, dividends, or as cash disbursements to its members.

Section 5. Acquisition of Property

The Club may receive and acquire real property and personal property for its own use but shall not acquire any long-term debt in excess of twelve months. Executive Board shall have authority to solicit, receive, take or accept any gift, bequest or device on behalf of this Club. The Board shall not be required to accept anything that places an obligation to the Club.

Section 6. Disposition of Gaming Proceeds in the event of Dissolution

Upon the dissolution of the Alaska Fly Fishers, the disposition of net proceeds from charitable gaming conducted under AS 05.15, will go to a charitable organization as defined at AS 05.15.690(8) or another qualified organization that is authorized to conduct an activity under AS 05.15.

Section 7. Distribution of Assets and Funds in the event of Dissolution

Upon termination or dissolution of the Alaska Fly Fishers (AFF), any assets and funds lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or as described in any corresponding provision of any successor statute) which organization(s) have a purpose which, at least generally, includes a purpose similar to the Alaska Fly Fishers.

Assets of AFF shall include any and all real and personal property in storage, or in the possession of individual AFF members at the time of termination or dissolution.

Funds shall include all monies in all financial institution accounts, with the exception of the Gaming account, as described in Section 6 of the Bylaws, that are available after all outstanding debts legally owed are paid.

The organization(s) to receive the assets of AFF shall be selected at the discretion of a majority of the Executive Board in office at the time of termination or dissolution. In the event that there is no Executive Board in office at the time of termination or dissolution, then the organization(s) shall be selected by a majority of the Past Presidents in attendance at a specially called meeting(s) to determine distribution of assets.

ARTICLE 7 COMMITTEES

Section 1. Creation of the Committees

Committees may be established for the purpose of accomplishing specific programs or tasks, or for the study of topics upon which the Club might wish to take specific action.

Section 2. Committee Reports

All committees shall report directly to the Executive Board regarding the progress of their assigned work and shall prepare written reports upon request of the Executive Board.

ARTICLE 8 AMENDMENTS

These bylaws may be amended only by the following process:

Proposed amendments shall be provided to the Executive board in a timely manner to permit the Secretary to publish notice of the proposed amendments in the newsletter or by direct mailing at least 30 days prior to a Regular Meeting of the Club. Amendments are adopted by a two-thirds majority vote of the quorum at the Meeting.