CHARTER CLUB ORGANIZATIONAL PROCEDURES (revised 5/22/2017)

To become a Charter Club of Fly Fishers International, Inc. and qualify as a non-profit 501(c)(3) organization under the Organization’s Group Exemption, the following actions must be taken:

1. Organize as non-profit corporation with Articles of Incorporation and Bylaws or organize as an association with a Constitution and Bylaws which include an executing article (this is a signature block). Because of the liability protection afforded a corporation and in particular a non-profit corporation in many states, it is recommended that you organize as a non-profit corporation. Since it takes time to organize as a non-profit corporation, you can begin as a non-profit association and change to a corporation at a later date. (This means execute the Constitution and Bylaws now and when the organization becomes a corporation, they become just the bylaws)

Enclosed are sample Articles of Incorporation and bylaws for use in forming a non-profit 501(c)(3) corporation. Also enclosed is a sample Constitution and Bylaws for organization as an association. These documents are available from the national office in ASCII, Microsoft Word for Windows and WP and on the FFI website in Word. The documents are formatted in Word Perfect so if you use Word or ASCII, the documents need to be checked for formatting.

The articles of Incorporation are filed with the state your club is going to be incorporated in. The non-profit corporation laws for this state must be consulted to insure all requirements are met. Oftentimes, a state has a preprinted form for use in incorporating the non-profit corporation and most states have these forms available on their website. Articles II, VI, VII, IX, X, and XI in the sample articles of incorporation must be included in your articles of incorporation. Your state will return to you for your records a filed copy of your Articles of Incorporation. Feel free to contact the Organization’s legal counsel for assistance.

Article I; Article II, Section 3; Article XI; Article XII; XIII; Article XIV; Article XV; and Article XVII in the sample Bylaws and sample Constitution and Bylaws contain the mandatory language required by the Organization for its Charter Clubs and the IRS for qualifying as a 501(c)(3) organization. Article XXVIII of the sample Constitution and Bylaws is required for associations. The remaining Articles can be modified to meet the needs of the organization and the appropriate state law.

You will note that there is some redundancy between the articles of incorporation and the bylaws as the 501(c)(3) language is also in the bylaws. This is done on purpose as the bylaws usually become the working document of the organization and we want to insure members of the organization remain aware of the 501(c)(3) requirements. The key feature of an organization qualifying for tax exemption under 501(c)(3) of the Internal Revenue code is that contributions to
the organization are deductible as charitable contributions by the donor under section 170 of the IRS Code.

If your organization is already incorporated or has organizational documents, they will have to be amended to include the requirements of the Organization and the IRS. These documents can be submitted to the Organization’s legal counsel for assistance and guidance in making these changes.

Copies of your filed Articles of Incorporation and bylaws or Constitution and Bylaws must be sent to the Organization for approval.

2. Apply to the Internal Revenue service (IRS) for an Employer Identification Number (EIN). **You must file this form even if the organization will not have any employees as it becomes the organization’s identification number with the IRS.** The EIN is also referred to as the Tax Identification Number (TIN). This is the number banks will want for your organization’s checking account and others might request as verification of your club’s 501(c)(3) tax exempt status. This is the number the Organization needs for including your club under its tax exempt group authorization. Enclosed in this packet is a sample Form SS-4, Application for Employer Identification Number, along with a blank Form SS-4 and instructions. (A sample Form SS-4 and instructions are also available on the FFI website). You can obtain the EIN by phone as per the enclosed instructions or by going on-line at [www.irs.gov/businesses](http://www.irs.gov/businesses) and click on Employee ID Numbers under Topics. Going on-line is usually the easiest way. The Organization’s Group Exemption Number (GEN) is 9453 and must be entered in the appropriate space in section 8a of the Form.

3. Execute the enclosed 501(c)(3) Group Exemption Authorization. The authorization must be given to the Organization if you wish to be included under the Organization’s Group Exemption.

4. Execute the enclosed NON-EXCLUSIVE TRADEMARK LICENSE AGREEMENT. This authorizes your organization to use the Organization’s Member trademarks. It is important that you do not alter or modify the Organization’s trademarks. If you have any questions regarding use of the trademarks, please contact the national office.

5. The organization must require each member be a member of the Organization in good standing. The Club Officer Listing enclosed must be filled out and sent to the Organization along with a club roster.

6. Annually, the organization will be required to file an organization data sheet along with your membership roster. Also, you will be asked to file your annual financial statement. Charter Clubs must have the same fiscal year as the Organization which is January 1 to December 31. These documents are required so the Organization can verify that the organization is maintaining its membership requirements and non-profit 501(c)(3) status under the Organization’s Group Exemption. The Organization will include your organization in its Group 990 Tax Return if you authorize it to do so. This will preclude your organization from having to file a separate 990 Tax Return. The form sent to you by the Organization for your financial statement will include this authorization.

7. The Organization offers a liability insurance master policy to which Councils and Charter Clubs may subscribe. Please contact the Organization’s office at 406-222-9369 to get more information regarding the policy and yearly premium. The decision to carry and pay for insurance
is the responsibility of the Charter Club.

8. The Organization’s legal counsel is available to assist in preparing the required documents and to answer questions. Completed documents will be reviewed by legal counsel once they are submitted to the Organization National Office. All completed documents should be returned to the International office:

   Fly Fishers International  
   Attn: Charter Club Application  
   5237 US Highway 89 South, Suite 11  
   Livingston, MT 59047  
   Telephone: 406-222-9369 (office) 406-222-5823 (fax)  
   E-mail: operations@flyfishersinternational.org

9. Enclosed is a checklist of items and information to be sent to the Organization to meet the requirements for Charter Club status.

10. In the future, if the organization desires to amend either the articles of incorporation or the bylaws, the Organization’s legal counsel should be consulted for assistance. This will expedite the approval by the Organization and insure amendments comply with the Organization and IRS requirements.

CHECKLIST OF ITEMS AND INFORMATION

TO RETURN TO THE ORGANIZATION FOR CHARTER CLUB ORGANIZATION

1. Signed Constitution and Bylaws  OR  copy of filed Articles of Incorporation and Bylaws.

2. Signed Authorization to be included in the Organization’s Group Exemption.

3. Employee Identification Number (EIN).

4. Club Officer Listing.

5. Club Roster.

6. Signed Trademark Agreement.

7. Signed Insurance Declaration Form (current form will be provided upon request).
Use the following Constitution and Bylaws if your club is going to be an association and not incorporated in your state.
CONSTITUTION AND BYLAWS OF

ARTICLE I - NAME AND PURPOSES

Section 1 – Name. This organization shall be called “______________________________” and is referred to in these Constitution and Bylaws as the “Organization”.

Section 2 - Purposes. This Organization is a non-profit membership organization established as a local extension of Fly Fishers International, Inc. (Organization) 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 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 fishing, fly tying, casting, and other related subjects;

E. To be the local voice for organized fly fishers as part of the Organization, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies that are involved in so many aspects of our sport.

F. To carry out the objectives and purposes of the Organization in their respective localities.

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 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 Organizational 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, the Articles of Incorporation 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; the President of the Organization, or in his or her absence, death or disability, the Vice-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 25% of all the voting members of the Organization. The petition shall state the purpose of such special meetings.

Business conducted at Special meetings 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 nor more than fifty 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 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 three (3) persons as determined by the Board.

Section 2. Election and Term of Office. The election of the Directors shall be held every year at the Annual Membership Meeting. The Nominating Committee shall place the slate of nominees before the membership. All directors shall serve for one year 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 written request of any three (3) Directors.

Section 7. Quorum and Manner of Acting. A quorum will consist of one third 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 by 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. Any vacancy in the Board shall be filled by appointment from the President with the advice and consent of 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, one or more Vice Presidents (the number to be determined by the Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Organization will be elected annually 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 one year 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 other than the president, because of death, resignation, removal or any other cause, shall be filled by the Board for the unexpired portion of the term. In the event of a vacancy in the office of the President, the First Vice President shall assume that office.

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 in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice Presidents. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board or the President. The Board shall designate one of the Vice Presidents as First Vice President or if there is only one Vice President, that person shall be designated First Vice President. The First Vice President shall perform the duties of the President in the President's temporary absence and in the event of a vacancy in the office of the President; the First Vice President shall assume that office.

Section 8. 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 President or by the Board.

Section 9. 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 President or by the Board of Directors.

ARTICLE VII - COMMITTEES

Section 1. Committees of Directors. The Board may designate and appoint one or more committees, each of which shall consist of two 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 Chairperson of the Board 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) Directors 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. The Nominating Committee shall also present a list of nominees for President, Vice Presidents, Secretary, Treasurer and such other officers as desired by the Board to be elected at the Annual Board Meeting of the Organization. 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. Nominations from the floor will be accepted provided consent of the nominee is given to the Secretary at the time of the nomination.

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 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 Organization.

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, 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 Organization at such time and in such a manner as determined by the Organization. If authorized by the Organization, the Organization 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 Organization 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 Organization instrument which specifically controls activities of a Charter Club, shall be decided in favor of the Organization=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.

__________________________________
President

__________________________________
Secretary

Date: ______________________________

Approved by Fly Fishers International, Inc.

__________________________________
Chairman of the Board

Date: ______________________________

Form updated 5/22/2017
Use the following set of Bylaws if your club is going to incorporate in your state. You will send these bylaws along with a copy of the filed Articles of Incorporation to FFI.
ARTICLE I - NAME AND PURPOSES

Section 1 - Name. This organization shall be called "______________________________, INC." and is referred to in these Bylaws as the "Organization".

Section 2 - Purposes. This Organization is a non-profit membership corporation established as a local extension of Fly Fishers International, Inc. (Organization) 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 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 fishing, fly tying, casting, and other related subjects;

E. To be the local voice for organized fly fishers as part of the Organization, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies involved in so many aspects of our sport.

F. To carry out the objectives and purposes of the Organization in their respective localities.

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 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 Organizational 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, the Articles of Incorporation 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; the President of the Organization, or in his or her absence, death or disability, the Vice-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 25% of all the voting members of the Organization. The petition shall state the purpose of such special meetings. Business conducted at Special meetings 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. Notice may be given personally, written, by mail or by electronic transmission and shall be given not less than ten nor more than fifty 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. 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 three (3) persons as determined by the Board.

Section 2. Election and Term of Office. The election of the Directors shall be held every year at the Annual Membership Meeting. The Nominating Committee shall place the slate of nominees before the membership. All directors shall serve for one year 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 written request of any three (3) Directors.

Section 7. Quorum and Manner of Acting. A quorum will consist of one third 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 personally or by mail, phone, or electronic means. The notice shall be given not less than five (5) 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. Any vacancy in the Board shall be filled by appointment from the President with the advice and consent of 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, one or more Vice Presidents (the number to be determined by the Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Organization will be elected annually 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 one year 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 other than the president, because of death, resignation, removal or any other cause, shall be filled by the Board for the unexpired portion of the term. In the event of a vacancy in the office of the President, the First Vice President shall assume that office.

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 in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice Presidents. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board or the President. The Board shall designate one of the Vice Presidents as First Vice President or if there is only one Vice President, that person shall be designated First Vice President. The First Vice President shall perform the duties of the President in the President's temporary absence and in the event of a vacancy in the office of the President, the First Vice President shall assume that office.

Section 8. 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 President or by the Board.
Section 9. 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 President or by the Board
of Directors.

ARTICLE VII - COMMITTEES

Section 1. Committees of Directors. The Board may designate and appoint one or more committees,
each of which shall consist of two 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. However, no committee (including an Executive Committee or Board) shall have
the power to: (a) amend the articles of incorporation; (b) amend the bylaws; (c) fill vacancies on the
board; or (d) terminate memberships.

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 Chairperson of the Board 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) Directors 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. The Nominating Committee shall also present a list of nominees for
President, Vice Presidents, Secretary, Treasurer and such other officers as desired by the Board to be
elected at the Annual Board Meeting of the Organization. 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. Nominations from the floor will be accepted provided consent of the nominee is given
to the Secretary at the time of the nomination.

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 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 Organization.

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, 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 Organization as such time and in such manner as determined by the Organization. If authorized by the Organization, the Organization 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) a corporation 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) a corporation, 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 Organization Board for approval and will go into effect upon such approval.

ARTICLE XV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, 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 bylaws and a Organization instrument which specifically controls activities of a Charter Club, shall be decided in favor of the Organization’s instrument.

UPDATED May 2017

Approved by:

_______________________________
President

_______________________________
Secretary

_______________________________
Date
AUTHORIZATION
FOR INCLUSION IN THE
FLY FISHERS INTERNATIONAL
GROUP EXEMPTION

________________________________________________________________

(Name of Club)

_______________________________________________

Taxpayer Identification Number (EIN)

_______________________________________________

authorizes Fly Fishers International to include this organization in its 501(c)(3) Group
Exemption.

_______________________________________________

Name

_______________________________________________

Title

_______________________________________________

Date

FFI provides two options to file the tax returns for each organization. Please initial beside your
selection.

___ Organization has no need to be included in the full tax return 990, filing a 990-N postcard is
acceptable. Applies to organizations who receive less than $50,000 in revenue per year and has
no need to be included in a 990 return.

___ Organization receives over $50,000 in revenue each year OR applies for grants and/or donors
may require a copy of a 990 tax return. We need to be included in the group tax return that FFI
files each year.
TRADEMARK AGREEMENT

Fly Fishers International, Inc. (FFI) FKA The Federation of Fly Fishers, Inc. AKA International Federation of Fly Fishers owns the trademarks FLY FISHERS INTERNATIONAL (U.S. Application No. 87/387,468), FFI (U.S. Application No. 87/387,481), IFFF (U.S. Application No. 87/387,478) (collectively the “Marks”), IFFF, Registration No. 4,530,694, IFFF & Reel Design, Registration No. 4,526,967, IFFF, Reel and Name Design, Registration No. 4,526,968 and FFF & Fish Design, Registration No. 1,807,389 (collectively the “Prior Marks”), all for association services, namely, promoting the interests of those concerned with fly fishing, fly tying, fly fishing conservation activities and fly fishing educational programs; and

______________________________ (Council/Charter Club) is desires to use The Marks:

(Insert name of organization)

In consideration of the mutual promises stated below, it is agreed that:

1. **Right to Use.** FFI hereby grants to the Council/Charter Club a non-exclusive right to use the Marks on or in connection with advertising and promoting the goals of the FFI while the Council/Charter Club is part of FFI.

2. **Territory of Right to Use.** The Council/Charter Club shall use the above identified Marks only within ________________________________ (the State, Territory or Website address).
[Enter State Name, Territory and/or Website Address]

3. **Royalty.** This right to use shall be royalty free.

4. **Quality Control.** The Council/Charter Club shall only use the Marks in connection with products and services meeting the standards, specifications and qualities established by FFI. FFI shall have the right, at all reasonable times, to inspect the Council/Charter Club’s goods/services employing the Marks to determine that they are of the proper quality. If the goods/services offered under the Marks are found by FFI (at its sole discretion) to be deficient, FFI shall inform the Council/Charter Club in writing. The Council/Charter Club shall then have 45 days to bring the quality of the goods/services offered in connection with the Marks into compliance with the standards, specifications and qualities established by FFI. If the Council/Charter Club is unable bring the quality of the goods/services offered in connection with the Marks into compliance with the standards, specifications and qualities established by FFI within 45 days, it shall then promptly cease use of the Marks.
5. **FFI's Title.** The **Council/Charter Club** acknowledges the validity of FFI's title to the Marks and Prior Marks and agrees to not contest said title or the validity of the Marks in any manner whatsoever.

6. **Goodwill.** The **Council/Charter Club** acknowledges the value of FFI's title in the marks, and any and all goodwill generated by the **Council/Charter Club** in the Marks inures to the sole benefit of FFI.

7. **Stopping Use of Prior Marks.** The **Council/Charter Club** shall promptly cease use of the Prior Marks.

8. **Marks Used by Council/Charter Club.** The **Council/Charter Club** shall not use the Marks in any different form than they have been applied for in U.S. Application No. 87/387,468, U.S. Application No. 87/387,481, and U.S. Application No. 87/387,478 (or the eventual registrations maturing from those applications). Despite the foregoing, the **Council/Charter Club** may indicate its identity in connection with the Marks, with approval from FFI for any use of the Marks that differs from the application/registration of the mark. This means that the **Council/Charter Club** shall not use the name of **Council/Charter Club** in combination with the Marks barring prior approval by FFI.

9. **Infringement.** The **Council/Charter Club** agrees to provide any and all assistance necessary to prevent and terminate any infringement of the Marks by a third party not entitled to use of the Marks or the Prior Marks. Provided, however, that the cost of any legal action to prevent or terminate infringement is the sole responsibility of FFI.

10. **Indemnification.** The **Council/Charter Club** agrees to and does hold FFI harmless from any and all liability arising out of **Council/Charter Club**'s use of the marks of every kind whatsoever.

11. **Waiver of Breach.** Non-enforcement, by FFI, of any breach of this Agreement by **Council/Charter Club** does not constitute a waiver of any provision of this Agreement or of any further breach of the Agreement of any kind whatsoever.

12. **Prevailing Law.** This Agreement shall be construed under the laws of the State of Michigan.

Executed on the day and year indicated below.

Dated: ____________________________

Fly Fishers International, Inc.
By: __________________________
President

5237 US Hwy 89 S., #11
Livingston, MT 59047

Dated: _________________________
Council/Charter Club

By: ____________________________

Name: __________________________

Title: ____________________________

Address: _________________________

______________________________________________

Please sign, date & mail to:
Fly Fishers International, Inc.
5237 US Hwy 89 S., #11
Livingston, MT 59047
406-222-9369 (ofc) 406-222-5823 (fax)
FFI CLUB INFORMATION SHEET

CLUB CONTACT: The person listed below is who we will have in our database as your contact. Please complete ALL areas. This person will receive dues billing notices as well as mailings from FFI Headquarters.

Date:_________________________
FFI Club Member #_____________
Club Name:____________________________________________________
Contact Name:_____________________________________
Club Address_______________________________________________
City, State & Zip:______________________________________________
Phone:_______________________
Club E-mail (must be unique to the club) ________________________________
Club Web Site____________________________________________________
Club Facebook Page ______________________________________________
Name/Email for Club Wire (if different)________________________________

Club Information:

FFI CLUBWIRE NEWS SERVICE: ClubWire is a web-based service. Club newsletters are posted on the FFI website for the general public and interested parties to read. Newsletter editors are encouraged to submit electronic version (PDF) of the club newsletter with a brief description of its contents to clubs@flyfishersinternational.org.

FFI WEBSITE: Currently all clubs are listed on the FFI Web Site, but may not have enough information listed for the person viewing the page looking for a club to join. We would like to add either a Club Web Site link (if you have one) or be able to provide the viewer with a Club’s e-mail address. Will you help us update and assist you in attracting new members?

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In addition to officer/director information please submit a full roster of club membership with the paperwork.