BYLAWS OF FLY FISHERS INTERNATIONAL, INC.

PREAMBLE

We, in conclave assembled, out of a firm and abiding conviction that fly fishing as a way of angling gives to its followers the finest form of outdoor recreation and natural understanding, do hereby join in common effort in order to maintain and further fly fishing as a sport, and, through it, to promote and conserve angling resources, inspire its angling literature, advance its fellowship and broaden the understanding of all anglers in the spirit of true sport.

ARTICLE I

This organization shall be called "FLY FISHERS INTERNATIONAL, INC." and is referred to in these Bylaws as FFI.

ARTICLE II - PURPOSES

Section 1. Objectives of Fly Fishers International, a non-profit membership corporation established under the laws of the State of New York, USA, are to:

a. Cultivate and advance the art, science and sport of fly fishing as the most sporting and enjoyable method of angling and the way of fishing most consistent with the preservation and use of game fish resources;

b. Be the voice for organized fly fishing;

c. Promote conservation of natural resources;

d. Facilitate and improve the knowledge of fly fishing;

e. Elevate the standard of integrity, honor and courtesy of fly fishers;

f. Cherish the spirit of fellowship among fly fishers everywhere;

g. Establish and maintain liaison with organizations concerned with the conservation of natural resources and governmental agencies concerned with the sport of fly fishing; and

h. Keep its members informed of developments of interest to the membership.

Section 2. Activities.

a. Services. FFI will provide services to individuals, fishing clubs, associations or
organizations concerned with the conservation of natural resources to help them carry out the purposes of FFI and such of their own programs as are consistent with the purposes of FFI, in their respective localities.

b. Non-profit. FFI is established as a non-profit domestic corporation 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.

c. Fly Fishing. FFI will teach and promote improvements in the techniques of fly fishing skills, fly tying, fly casting, conservation and related fly fishing subjects.

d. Avoidance of Political Activity. No substantial part of the activities of FFI shall be the carrying on of propaganda, or otherwise attempting to influence legislation. FFI shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

e. General Activities. Notwithstanding any other provisions of these articles, FFI 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 III - MEMBERSHIP AND DUES

Section 1. Membership. The Board of Directors, in its discretion, shall designate various categories of membership.

Section 2. Adherence to Objectives. All members shall agree to support the objectives of FFI.

Section 3. Eligibility. Membership shall not be restricted. Any individual, club, association or other entity shall be eligible for membership in FFI subject to the conditions and requirements established by the Board.

Section 4. Dues. The dues of the members of FFI shall be determined for each category of membership by the Board of Directors and shall be payable annually unless the Board shall determine otherwise.

Section 5. Termination, Suspension, Probation, and Renewal. The Board of Directors may suspend, establish terms of probation or change the membership status of a member at any time for infraction of any FFI rule or for any other cause if the Board shall deem such action to be in the best interest of FFI. The Board shall immediately notify the member of its proposed action and the reasons in writing. The member shall be entitled to a reasonable opportunity to respond to the
proposed action. The response will be either in writing or in person as determined by the Board. The Board may continue for a definite term, terminate or rescind the action or expel the member, and its decision shall be final. The affirmative vote of a majority of the Board shall be required for the adoption of any action regarding a member.

ARTICLE IV - CERTIFICATES OF MEMBERSHIP

Section 1. Issuance of Certificates. Certificates of Membership shall be issued to Life Members and Clubs. All other members are to receive a membership card.

Section 2. Transfers. Certificates of Membership in FFI are not transferable or assignable.

ARTICLE V - AUTONOMY OF AFFILIATE CLUBS

FFI shall not in any way infringe upon the franchise of any affiliate club, association or other entity, nor shall it impose any form or forms of organization or bylaws, or dictate any activity, policy, or procedure to such affiliates, other than that they agree to support the objectives of FFI and meet the requirements established by the Board. The complete autonomy of affiliate clubs, associations, leagues, or entities shall be respected by FFI.

ARTICLE VI - MEETINGS OF FFI

Section 1. General Membership. A meeting of the general membership shall be held each year at the principal office of FFI or at such other place FFI shall be specified in the notice of said meeting.

Section 2. Special Meetings. Special meetings of the general membership for any purpose or purposes, unless otherwise regulated by statute, may be called by resolution of two thirds (2/3) of the Board.

Section 3. Notice of Meetings. Notice of each regular and special meeting shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate who the notice is being issued by. 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 sixty days before the date of the meeting. Notice of the meetings may be included by being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or in behalf of FFI.

Section 4. Eligibility to Vote. Only individual members, member clubs, associations or other entities, which have paid current dues to FFI shall have the right to vote.

Section 5. Proxies. Votes in 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 of FFI before the meeting in which it shall be voted.

Section 6. Quorum. At any general membership meeting, the quorum will consist of a minimum of one hundred members in person or by proxy eligible to vote. The members present may adjourn the meeting despite the absence of a quorum.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors, hereinafter referred to as the Board, shall control the business and affairs of FFI and may exercise all such authority and powers of FFI 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.

Section 2. Number and Selection of Directors. The Board shall consist of not less than (12) directors as determined by the Board and elected by the membership.

   a. All Directors will hold staggered terms of three years or until their successors are elected. The Membership will initially elect directors for terms of one, two and three years. Each year thereafter, the Board shall determine the number of directors to be placed on the slate of nominations for election and their term of office so as to maintain staggered terms of three years.

   b. Election of Directors. The Nominating Committee as provided for in Article IX, Section 3, shall nominate FFI members to be elected annually as directors. The Secretary shall place the slate of nominees before the membership for election. The Board at its discretion may do this at the Annual General Membership Meeting, by electronic ballot or by mail-in ballot. If election is to be by electronic ballot the Secretary will mail ballots to those entitled to vote who do not have electronic addresses. The Secretary will send ballots to those entitled to vote as described in Article V, Section 4, of these Bylaws. In lieu of mailing the ballots, the Secretary may publish the ballots in a National publication which is sent to those entitled to vote. The Secretary will receive the ballots and compile the results and provide the results to the chairperson.

   c. The Board shall include the Chairperson of the Board, Secretary and Treasurer as described in Article VIII who shall come from the membership of the board.

   d. All Directors shall be members of FFI in good standing.

Section 3. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of New York, USA, 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 4. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine.
Section 5. Special Meetings. Special meetings of the Board may be called by the Chairperson or the Secretary and shall be called by the Chairperson or the Secretary upon the written request of any three (3) Directors, each from a different Council.

Section 6. Quorum and Manner of Acting. Except as provided in Section 11 of this Article, a quorum of the entire Board or the Executive Committee will consist of a minimum of one third (1/3) of their members. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the Board or Executive Committee 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 7. Notice of Meetings. Notice of each regular and special meeting of the Board, stating the time, place and purpose, shall be given personally, by electronic means designated by the Board and/or by first class mail addressed to each Director. 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 8. 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 9. Executive Committee. The Executive Committee shall consist of the Chairperson, Secretary, Treasurer, Chief Executive Officer/President (non-voting) and a minimum of 3 other directors as determined by the Board. Oversight of the operational implementation of the Board's goals, directions, and policies shall be conducted by the Executive Committee. The Executive Committee shall be empowered to act on the behalf of the Board as a whole between meetings of the whole Board. Actions of the Executive Committee are subject to the approval of the Board as a whole.

Section 10. 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 membership 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 Board.

Section 11. Vacancies. Vacancies in the Board by Directors caused by death, resignation, removal, increase of the number of Directors, or any other cause, shall be filled by appointment
from the Chairperson with the advice and consent of the Board for the unexpired portion of the term.

If the Board decides to increase the number of Board members currently serving under this section, the person appointed can only serve until the next Annual election of the members. To continue, the person must be placed on the ballot for election by the membership at the next annual election.

ARTICLE VIII - OFFICERS

Section 1. Officers. The officers of FFI will be a Chairperson, 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 Chairperson, Secretary and Treasurer.

Section 2. Election and Term of Office. The Chairperson, Secretary and Treasurer of FFI will be elected from the Board and by the Board annually. Such election is normally held at the regular annual meeting of 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. Regardless of when elected, the term of the office shall commence at the regular annual meeting of the Board. New offices may be created and filled at any meeting of the Board. All officers will hold office as outlined above or until their successors are elected.

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 approve the compensation budget for paid officers, employees, or agents of FFI. The Board shall approve the specific compensation for the Chief Executive Officer. The Board may require any officer, employee, or agent to be bonded to secure the faithful performance of their duties. The expense of this bond shall be borne by FFI.

Section 4. Removal. Any officer of FFI 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 Chairperson, because of death, resignation, removal or any other cause, shall be filled by nomination of the Chairperson with the approval of the Board for the unexpired portion of the term. In the event of a vacancy in the office of the Chairperson, the Secretary shall assume that office until the Board fills the position.

Section 6. Chairperson of the Board. The Chairperson shall preside at all meetings of the members, the Board, the Executive Committee, and the Council of Presidents Committee at which the Chairperson is present. The Chairperson shall see that all orders and resolutions of the Board are carried into effect. The Chairperson may sign, with the Secretary or any other proper officer of FFI 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
FFI; and in general the Chairperson will perform all duties incident to the office of Chairperson 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 FFI; shall prepare an annual budget for FFI; receive and give receipts for monies due and payable to FFI from any source whatsoever, and deposit all such monies in the name of FFI 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 Chairperson or by the Board.

Section 8. Secretary. The Secretary shall keep the minutes of all meetings of the members, the Board, and Executive Committee; 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 of the seal of FFI and see that the seal of FFI is affixed to all documents, the execution of which on behalf of FFI under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; 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 Chairperson or by the Board. In the temporary absence or disability of the Chairperson, the Secretary shall perform the duties and execute the powers of the Chairperson.

ARTICLE IX – COMMITTEES

Section 1. Committees of the Board. The Board may designate and appoint one or more committees, who shall have and exercise, to the extent defined by the Board, the authority of the Board in the management of FFI. Actions of these committees shall be ratified by the Executive Committee and subject to the approval of 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. Committees shall consist of FFI members, at least three from the current Board of Directors, following approval of the Board.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of FFI may be appointed in such manner as may be designated by the Board or Executive Committee. Except as otherwise provided, participants of each such committee shall be members of FFI, 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 FFI shall be served by such removal.

Section 3. Nominating Committee. The Nominating Committee shall be appointed by the Chairperson of the Board with concurrence of the Board. The Committee shall consist of no less than five members of FFI. The Nominating Committee shall forward the Board nominations to the Secretary for placing on a ballot to be sent to the membership. The Nominating Committee
shall present a list of nominees for Chairperson, Secretary, Treasurer and such other officers as desired by the Board to be elected at the Annual Board Meeting of FFI Directors.

Section 4. Council Presidents Committee. The Council Presidents Committee includes the Council Presidents, the Board Chairperson, Secretary, Treasurer, and the President and Chief Executive Officer (non-voting). The Board Chairperson presides over the Committee. Each Council President may select a person to act on his/her behalf in his/her absence. Councils serve as regional units of FFI. The Committee’s primary purpose is to assist the Board in the development of policies and programs and to implement grass root conservation, education and other fly fishing related activities that support the FFI mission and vision within their respective councils. The specific role of the Committee and its councils is to:

   a) Assist the Board and makes recommendations as appropriate in the development of FFI policy and programs that deliver value to members and the fly fishing community in furtherance of the FFI mission and vision.
   b) Collaborate with other committees as necessary to design and recommend programs of value to members and community for Board approval and implementation.
   c) Establish and lead grass root conservation, education and other fly fishing activities for benefit of their respective members, community and the FFI as a whole.
   d) Establish and maintain communications within the council to assure mutual sharing of all FFI and council information among clubs, members and community.
   e) Lead activities that deliver value to all members which will grow and retain membership and expand FFI relevance to industry, other organizations and the community as a whole.

Section 5. 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. Committees and sub-committees must have at least 1/3 of their membership present at any given meeting to vote on any item of business.

ARTICLE X - COUNCILS

Section 1. Establishment. The Board may establish regional organizations as extensions of FFI for the purpose of closer cooperation and more effective action at the local level. Such regional organizations shall be called "Councils" and will operate under the supervision and control of FFI. The criteria and requirements for establishing a Council will be as determined by the Board. The Board may grant temporary exemptions from the requirements.

Section 2. Non-profit Status. Councils in the United States will be established as non-profit organizations for the purposes described in Article II of these bylaws. These Councils will have
organizing instruments of either articles of incorporation, constitutions, or articles of association. Councils established outside the United States may be organized to conform with and take advantage of their country's provisions for non-profit organizations subject to approval under Section 4 of this Article.

Section 3. Council Governing Documents. Each Council's governing document(s) shall meet a minimum standard as set forth by the Board of FFI. These documents shall contain the intent of FFI's corresponding document. Councils may add information to address their unique local situations.

Section 4. Approval of Council Documents. Each Council's governing document(s) and subsequent amendments must be presented to FFI Board for approval. The Board shall be the final arbitrator of any question concerning such documents and any conflict which may arise will be controlled and decided in favor of Fly Fishers International, Inc.

Section 5. Financial Statements. All Councils shall submit financial statements to FFI at such time and in such a manner as determined by the Board to enable FFI to file a Group 990 tax return or any other such return as required by the Internal Revenue Service. Councils will have the same accounting period as FFI and will use acceptable methods of accounting and enough detail to show how all activities are financed.

Section 6. Limitations. The Councils shall not engage in any activity which is inconsistent with the purposes of FFI, nor shall they infringe upon the franchise of any affiliate club, association or other entity.

Section 7. Organization. The officers of each council shall consist of President, Vice President(s), Secretary and Treasurer, reflecting and continuing a line of communications to the respective committees of the Board. The members of each Council who serve on FFI Board as described in these bylaws shall also serve as voting members on their Council's Board. All Council Directors shall be members of FFI in good standing.

Section 8. Finances. Operating expenses for the Council shall be borne by the Council. Financial support for specific projects and programs may be provided by FFI to the extent that funds are available.

Section 9. FFI Assistance. FFI will provide to the Councils such assistance as it deems appropriate, and it shall rely on the Councils for regional coordination and the furtherance of local programs and projects.

Section 10. Forming a New Council. Should an existing Council desire to divide its geographic area, it may do so with a majority vote of Council members as defined in Article III and by petitioning FFI Board.

Section 11. Requests for Exemption. Any Council may file a formal written request for exemption to portions of the bylaws. These requests will be handled by FFI Board or its designated agent(s).
ARTICLE XI - CHARTER CLUBS

Section 1. Establishment. The Board may establish local organizations as extensions of FFI. Such local organizations shall be called "Charter Clubs" and shall be formed with the requirement that all members will be individual members of FFI and any other requirements as established by the Board. Charter Clubs shall operate under the supervision and control of FFI and its Councils.

Section 2. Non-profit Status. Charter Clubs in the United States will be established as non-profit organizations for the purposes described in Article II of these bylaws. These Charter Clubs shall have organizing instruments of either articles of incorporation, constitutions, or articles of association. Charter Clubs established outside the United States may be organized to conform with and take advantage of their country's provisions for non-profit organizations subject to approval under Section 4 of this Article.

Section 3. Charter Club Governing Documents. Each Charter Club's governing document(s) shall meet a minimum standard as set forth by the Board of FFI. These documents shall contain the intent of FFI corresponding document. Charter Clubs may add information to address their unique local situations with approval of FFI.

Section 4. Approval of Charter Club's Documents. Each Charter Club's governing document(s) and subsequent amendments must be presented to FFI Board or its designated agent(s) for approval. The Board shall be the final arbitrator of any question concerning such documents and any conflict which may arise will be controlled and decided in favor of Fly Fishers International, Inc.

Section 5. Financial Statements. All Charter Clubs shall submit financial statements to FFI at such time and in such a manner as determined by the Board to enable FFI to file a Group 990 tax return, a 990N or any other such return as required by the IRS. Charter Clubs will have the same accounting period as FFI and will use acceptable methods of accounting and enough detail to show how all activities are financed.

Section 6. Limitations. The Charter Clubs shall not engage in any activity which is inconsistent with the purposes of FFI.

Section 7. Finances. Operating expenses for the Charter Club shall be borne by the Charter Club. Financial support for specific projects and programs may be provided by FFI and its Councils to the extent that funds are available.

Section 8. FFI Assistance. FFI will provide to the Charter Clubs such assistance as it deems appropriate, and it shall rely on the Charter Clubs for the furtherance of local programs and projects.

Section 9. Requests for Exemption. Any Charter Club may file a formal written request for
exemption to portions of the bylaws. These requests will be handled by FFI Board or its designated agent(s).

Section 10. Charter Club Severance from FFI 501C3 Group. Charter Clubs are allowed to sever themselves from the 501C3 group of FFI and become an Affiliate Club of FFI or decide to not be affiliated with FFI in any way, however they are required to follow the current procedures outlined by Internal Revenue Service governing the disposal of assets of a 501C3 organization.

Section 11. Suspension or Termination of Charter Club. The Board acting in accordance with Article VII, Section 6 may suspend or expel a Charter Club. Upon suspension or expulsion, the Charter Club's right to use FFI's trademarks, service marks, trade names or other indicia shall terminate forthwith. The Charter Club shall not thereafter, directly or indirectly, identify itself in any manner as an FFI organization, or publicly identify itself as a former FFI organization or use any of FFI materials constituting part of FFI's organization.

ARTICLE XII - RESIGNATION

Any member, Director or Officer may resign their office at any time by giving written notice of resignation to the President or the Secretary of FFI. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt.

ARTICLE XIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of FFI, 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 FFI, 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 FFI, shall be signed by such officer or officers, agent or agents of FFI 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.

Section 3. Deposits. All funds of FFI shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of FFI any contribution, gift, bequest or devise for the general purpose or for any special purpose of FFI.

ARTICLE XIV - OFFICES, BOOKS AND RECORDS
Section 1. Offices. The principal office of FFI 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 FFI at whatever place or places it deems to be expedient.

Section 2. Books and Records. FFI shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its general membership, Board and committees having any of the authority of the Board and shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of FFI may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XV - SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of FFI and words and figures indicating the year and state in which FFI was incorporated and such other words or figures as they may approve and adopt.

ARTICLE XVI - FINANCE

Section 1. Fiscal Year. The fiscal year of FFI shall be as determined by the Board.

Section 2. Budget. The Board shall review and approve the annual budget and its revisions of FFI submitted by the Treasurer.

Section 3. Expenditures. No part of the net earnings of FFI shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that FFI 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 II.

ARTICLE XVII - NONDISCRIMINATION

It shall be the policy of FFI and its Councils and a membership requirement for its Member Clubs to provide equal membership/employment/service opportunities to all eligible persons without regard to race, color, religion, sex, or national origin or as other designations as required by law.

ARTICLE XVIII - INDEMNIFICATION

It shall be the policy of FFI to provide indemnity to its officers and directors who acted in good faith and reasonably believed that their conduct in their capacity as such officers or directors of FFI, or in the case of all other conduct, was at least not opposed to the best interest of FFI, and in the case of criminal proceedings had not reasonable cause to believe that the conduct was unlawful. Such indemnity pertains to any action or proceeding in which an officer or director is made a party.
by virtue of holding an office or position as director of FFI. Indemnification is limited and effective only to the full extent permitted by law. Indemnification is prohibited if the officer or director is found to be liable to the corporation or adjudged to have received personal benefit from the transaction. All requests for indemnity shall be submitted to the Board of FFI and shall be considered in the manner provided in §8.55 of the Revised Model Nonprofit Business Corporation Act.

In compliance with this bylaw the Board shall to the extent lawful and feasible FFI purchase insurance to protect the officers and directors from liability for their action as officers and directors of FFI. The foregoing indemnity provision shall in no way limit the extent of any insurance coverage purchased for such purpose.

ARTICLE XIX - AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Board. The affirmative vote of two thirds (2/3) of the entire Board 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 Directors as outlined in Article VII of these bylaws.

ARTICLE XX - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of FFI, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any tax code, subject only to any order of a court of competent jurisdiction.

ARTICLE XXI - SENIOR ADVISORS

Section 1. The title of "Senior Advisor" shall be given to the individuals who have shown outstanding leadership in FFI, or in the art, science, literature or conservation of our fisheries resources.

Section 2. A Senior Advisor shall serve for a term of five years.

Section 3. Candidates for Senior Advisor shall be nominated by the President or Chairperson of the Board and elected by the Board.

Section 4. Candidates shall be a member of FFI in good standing.

ARTICLE XXII - RULES OF ORDER

Meetings of FFI will function under "Robert's Rules of Order, Revised" except as specified by the
Articles of Incorporation and these bylaws.

As amended pending approval on July 5, 2018