

**RESTATED CONSTITUTION
AND
BYLAWS OF THE FLY FISHERS OF DAVIS (FFD)**

CONSTITUTION OF THE FFD

ARTICLE I

The name of this organization is Fly Fishers of Davis.

ARTICLE II

The purposes for which this organization is formed are as follows:

1. To teach and promote the art of angling with artificial flies.
2. To advance and promote the art of tying and constructing artificial flies and fly rods.
3. To encourage the participation of youths in fly fishing.
4. To support the "California Aquarium Education Program" in area schools in primary grades through high school.
5. To promote conservation of recreational resources and to protect, conserve, and increase the populations of wild freshwater, saltwater, and migratory game fish.
6. To encourage our members and anglers everywhere to practice the high standards of sportsmanship long associated with fly fishing.
7. To cooperate with fishing clubs, associations, leagues, or other community organizations, whenever possible, by providing instruction in all phases of fly fishing for youngsters and adults and assistance in conservation projects.
8. To enter into all suitable and lawful acts necessary to the accomplishment of these purposes.
9. To encourage family participation in activities of the organization.

ARTICLE III

With respect to its finances:

1. The Fly Fishers of Davis is a non-profit educational and charitable organization,
2. None of the net earnings of this organization will inure to the benefits of any private individual, and
3. Should dissolution of this organization become necessary, any residual assets will be donated to the Northern California Council of the International Federation of Fly Fishers (NCCFFF) so long as NCCFFF is a 501(c)(3) organization, or otherwise to another such organization designated by the Board of Directors.

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BYLAWS OF THE FLY FISHERS OF DAVIS

ARTICLE I

PURPOSES

The purposes of this organization are stated in its Constitution. In pursuing such purposes FFD, shall cooperate with organizations and groups whose aims are consistent with our own.

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ARTICLE II

MEMBERSHIP

Section 1 - Qualifications

Membership shall be limited to persons who are interested in the goals and purposes of this organization, with no other qualifications or conditions.

Section 2 - Applications

Applications for membership shall be made in writing on forms prescribed and furnished by this organization.

Section 3 - Admission

An applicant shall be admitted to membership after filing a membership application (Article II, Section 2), and upon payment of annual dues for the current year, without any other formal requirement.

Section 4 - Cancellation

A member who fails to pay dues within the first three (3) months of the applicable year shall be suspended from membership.

Section 5 - Expulsion

A member may be expelled from membership as provided in Article VI, Section 8 of these Bylaws, entitled Special Duties, Failure to carry out his or her assignments, refusal to comply with these Bylaws, or conduct which is likely to reflect unfavorably upon this organization, may be deemed to be cause for expulsion.

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Section 6 - Withdrawal

A member may withdraw from membership at any time, subject to the provisions of these Bylaws, and particularly subject to the provisions of Sections 4 and 5 of this Article II above, by filing written notice with the Board of Directors.

Section 7 - Liability

No officer or member shall be personally liable for any bills or obligations, past or present, of this organization except for the payment of his or her own dues.

Section 8 - Classes of Membership

- (a) Regular Members - Those persons who have paid their dues, as prescribed by Section 4, above, of this Article II, shall be Regular Members, and shall have full rights and privileges of this organization, with one voting right each.
- (b) Legacy and Life Members – Effective January 1, 2009, those Regular Members who have, prior to that date, paid dues for twenty (20) consecutive years, shall be Legacy Members. The Board may further create a class of Life Members under such conditions as the Board may deem appropriate.
- (c) Student Membership - Those persons who are students and who have paid student membership dues as specified from time to time by the Board of Directors shall have full rights as regular members and privileges of this organization, with one voting right each. Eligible students are defined as primary grade, high school, or full time college students.
- (d) Associate Members - Members of the immediate family of a Regular or Life Member residing with that member and a full-time student aged twenty-five or younger shall be Associate Members, and may participate in any and all functions and activities of this organization without paying dues, but with no voting right.
- (e) Honorary Members - Persons whose actions are consistent with the aims and purposes of this organization, and who are deemed by the Board of Directors to be worthy of such distinction may be named Honorary Members, and, as such, shall pay no dues and have no right to a vote.

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ARTICLE III

ANNUAL DUES

The Board of Directors shall determine the amount of the annual dues. Dues shall be on a calendar year basis.

ARTICLE IV

MEETINGS

Section 1 - Regular Meetings

Regular meetings of the members shall be held, normally monthly, at a time and place set by the Board of Directors, with due advance notice being given to all members.

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Section 2 - Annual Meetings

Annual meetings of the members shall be held each year, normally in December, at a time and place set by the Board of Directors, with an advance notice being given to each voting member as provided in Section 5, below, of this Article IV.

Section 3 - Special Meetings

Special meetings of the members may be called by the Board of Directors at their discretion, whenever they deem such a meeting of sufficient importance and benefit, with a special advance notice being given to each voting member as provided in Section 5, below, of this Article IV.

Section 4 - Adjourned Meetings

If at any Annual or Special (but not Regular) meeting of the members no quorum is present, as provided in Section 6, below, of this Article IV, the meeting shall be adjourned to a date not less than seven (7) nor more than fifteen (15) days thereafter, and upon the convening of such adjourned meeting those members eligible to vote who are present, regardless of number, shall constitute a quorum for the transaction of business.

Section 5 - Special Notices

Notification of meetings and other business of the club may be made by regular mail or electronic mail, as approved by the Board of Directors.

At least seven (7) days before the date of any special or annual meeting of the members the Secretary shall mail or email or cause to be mailed or emailed to each voting member a special notice which shall set forth the time, day, and place of meeting, as determined and established by the Board of Directors. Notices of annual meetings need only indicate the time during the business portion of a regular meeting, if appropriate.

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Section 6 - Quorum

At any Regular, Annual, or Special meeting of the members the presence of twenty (20) members entitled to vote shall constitute a quorum for transacting business.

Section 7 - Voting Rights

In no case shall a member, Regular, Student, [Legacy](#) or Life, have more than one (1) vote.

Section 8 - Rules

Robert’s Rules of Order Revised shall prevail at all meetings for the discussion of issues and debate upon any matter brought before the meeting for consideration.

ARTICLE V

ELECTIONS

Section 1 - Balloting

Election of officers is to be held at the Annual meeting as established in Article IV, Section 2.

All elections shall be conducted by secret ballot except where there is only one (1) nominee for an office or vacancy.

Section 2 - Nominations

At a Regular meeting prior to the Annual meeting, a nominating committee (appointed by the Board of Directors), consisting of ~~such members as the Board shall designate~~, shall present the nominations of at least one member as candidate for each office or vacancy to be filled, having secured in advance agreement by each such candidate that he or she will so serve if elected. ~~Immediately after the nominating committee shall have given its report, the President~~ shall call for and accept nominations from the floor. After accepting nominations from the floor, ~~if any, the President~~ will then declare that the nominations be closed.

Section 3 - Notice of Nominations

Not less than seven (7) days before the Annual meeting, and with the meeting notice, the Secretary shall mail ~~or email~~ to all members eligible to vote, a notification with the names of the ~~candidate or~~ candidates for each office or vacancy for which an election is to be held.

Section 4 - Tellers

For each election the President shall appoint three (3) members as Tellers (not to include nominees). One of these three shall be Chief Teller. Voted ballots shall be opened and tallied by the Tellers, and results of the tally shall be announced at the Annual meeting.

If only one (1) nominee is on the ballot for any office, the election for that office will be held by voice vote and no Tellers will be appointed or used.

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ARTICLE VI

BOARD OF DIRECTORS

Section 1 - Number and Qualification

The Board of Directors shall consist of the elected Officers and elected Directors. Any members elected to the Board of Directors shall be considered as having qualified to so serve by his or her presence at the first meeting of the Board of Directors after his or her election.

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Section 2 - Term of Office

The elected Directors shall serve from the time of ~~the commencement of their term~~ for a period of three (3) years. ~~Officers~~ can stand for re-election without restriction, but no ~~President~~ shall stand for such re-election to ~~the Presidency~~ for more than two (2) consecutive terms.

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Two Directors shall be elected each year, except for the first year when six (6) shall be elected. The original six (6) Directors shall draw lots to determine their individual terms of office. Two Directors shall serve for one (1) year; two for two years and two for three years. Thereafter two Directors shall be elected each year for a three (3) year term.

Section 3 - Quorum

At any meeting of the Board of Directors, a majority of the total number of members of the Board, as set forth in Section 1, above of this Article VI, shall be a quorum for the transaction of business at that meeting.

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Section 4 - Meetings

Regular meetings of the Board of Directors shall be held during the first or second week of each month. The President or, in his or her absence, the Vice President may call a special meeting of the Board of Directors at any time, and shall do so on written request of any three (3) Directors. Notice of meetings of the Board of Directors shall be given in such manner as the Board may, by resolution, prescribe.

Section 5 - Absence

Unless duly excused by the Board of Directors, the office of a Director shall be declared vacant upon a majority vote of the Board if that Director is absent from three (3) consecutive regular meetings of the Board of Directors, and the vacancy shall be filled as prescribed in Section 6, below of this Article VI.

Section 6 - Vacancies

Any vacancy on the Board of Directors shall be filled by majority vote of the remaining Directors [or at the Annual Meeting](#). A Director so elected shall serve the remaining term of the Director that is replaced.

Section 7 - General Powers and Duties

The Board of Directors shall have the duty of the general management of the affairs, funds, and records of this organization, and shall possess all expressed or implied powers and duties conferred or imposed on them by these Bylaws that are not so specifically conferred or imposed upon others.

Section 8 - Special Duties

Without limitation of the general powers and duties of the Board of Directors, as set forth in Section 7, above, of this Article VI, it shall be the special duty of the Board of Directors:

1. To expel a member for cause. A member so expelled may appeal the decision of the Board of Directors at a Special Meeting of members, called to consider such appeal. It shall be the duty of the Board of Directors to call such Special Meeting of the members within thirty (30) days of the receipt of a written request by the expelled member;
2. To obtain suitable fidelity bond coverage for each Officer and any employee who has control of or access to funds, securities, or property owned by or pledged with this organization;
3. To adopt amendments to these Bylaws, as provided in Section 1, below of Article X of these Bylaws.
4. To direct and control the deposit and investment of funds;
5. To buy, hold, or sell, in the name of this organization, real estate and personal property.
6. To perform such other duties as may be prescribed by these Bylaws, or by amendments thereto.

Section 9 - Special Powers

The Board of Directors shall have the power;

1. To fix the amount of Regular members' annual dues, as prescribed in Article III, above, of these Bylaws;
2. To suspend or waive the payment of dues at its discretion;
3. To call a Special meeting of the members;

- 4. To appoint Special Representatives for a period of one (1) year, to represent this organization at specified organizations or events;
- 5. To appoint an Audit Committee, as it deems necessary, whose duty it shall be to Audit or cause to be audited any or all accounts or records of this organization for any fiscal year, or for any other period, as the Board of Directors may direct.

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ARTICLE VII

OFFICERS

Section 1 - Enumeration

The Officers of this organization shall consist of a President, a Vice President, a Secretary, and a Treasurer, and may include, in addition, one or more Assistant Treasurers, appointed by the Board of Directors. The President shall not hold any other office. Any other officer may hold more than one (1) office.

Section 2 - President

The President shall preside at all meetings of the members, and of the Board of Directors. He or she shall have the authority to sign all notes and checks of this organization, and shall perform all other duties as customarily pertain to the office of President, or as may be set forth in these Bylaws, or prescribed by the Board of Directors, and he or she shall be an ex-officio member of the Board for one (1) year after his or her term expires.

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Section 3 - Vice President

The Vice President shall have and may exercise all the powers and duties of the President during absence or disability of the latter, and shall perform such other duties as may be prescribed by the Board of Directors. In the event the President shall cease to serve in such office, the Vice President shall become President and shall resign any other offices he or she may then hold.

Section 4 - Secretary

The Secretary shall prepare and maintain full and complete records of all meetings of the members, and of the Board of Directors. He or she shall give or cause to be given, in the manner prescribed in these Bylaws, due notice of all meetings of the members, and of all elections, and shall perform other duties prescribed by the Board of Directors.

Section 5 - Treasurer

Subject to the control and direction of the Board of Directors, the Treasurer shall:

1. Have custody of all funds, securities, valuable papers, and property of this organization, except that his own bond shall be in custody of the Secretary or other person designated by the Board of Directors;
2. Sign all checks, drafts, notes, releases, and other instruments that pertain to the business and obligations of this organization;
3. Provide and maintain a full and complete record of the accounts of this organization in books belonging to this organization, its assets, its liabilities, and its financial condition, and shall see that all its expenditures are duly and properly authorized;
4. Prepare and submit to the Board of Directors, after the close of each month, a statement of the financial condition of the organization, in such form and detail as the Board may require, and shall also present a summary of such statement, when requested to do so by the Board of Directors, at the next subsequent meeting of members.

Section 6 - Assistant Treasurer

An Assistant Treasurer, if so appointed by the Board of Directors, is empowered to perform any or all of the duties of the Treasurer, at the discretion of the Board, and may act as Treasurer during the absence or disability of the latter.

Section 7- Vacancies

Any vacancy among the Officers other than that of the President shall be filled by majority vote of the Directors. An Officer so elected shall serve the remaining term of the Officer he or she replaces.

ARTICLE VIII

FUNDS

All funds of this organization not otherwise used shall be deposited in one or more depositories whose accounts are guaranteed by the United States of America or by an instrumentality thereof. Such deposits shall be made in the name of or to the credit of this organization only.

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ARTICLE IX

GENERAL

Section 1 - Conformity

Each and every power, duty, authority, and function of the members, the Officers and the other Directors, of this organization shall be exercised in strict conformity with these Bylaws of this organization.

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Section 2 - Removal from Office

Notwithstanding any other provisions of these Bylaws, any Officer, other Director or employee of this organization may be removed from office or from employment by the affirmative vote of two-thirds of the members present at a Special meeting of the members called for the purpose, but only after he or she has had an opportunity to be heard.

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Section 3 - Conflict of Interest

No Officer or other Director, or employee of this organization shall, either directly or indirectly, participate in the deliberation upon or consideration of any question involving his pecuniary interest or that of any corporation, partnership, or association (other than this organization) in which he or she is directly or indirectly interested. If such a question is before the Board of Directors, any, interested Director shall withdraw from the meeting during such deliberations, and in this case, the remaining Directors present shall, by majority vote, exercise all powers of the Board of Directors, but only with respect to the one issue. Directors who have so withdrawn are still considered "present" for the purpose of determining a quorum.

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Section 4 - Records

Copies of the organization papers of this organization, its Bylaws, and all amendments thereto, results of nominations and elections, minutes of all meetings of the members, and of the Board of Directors, shall be contained in the minute books of this organization, together with any other papers of important historical value.

Section 5 - Inspection of Records

All books of account and other records of this organization shall, on appropriate notice, be made available for inspection by any member, and to any duly authorized representative of the United States of America or the State of California upon presentation of proper credentials.

ARTICLE X

Section 1 - Bylaws

These Bylaws may be amended by the affirmative vote of two-thirds of the members present, voting at any regular or special meeting of the members, provided that the amendment shall have been approved by a majority of the Board of Directors at a regular meeting of the Board, and that notice shall have been sent to the voting members as required in these Bylaws for such meeting.

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-End of Bylaws-

AUTHENTICATION

These Restated Constitution and Bylaws were adopted in whole on December at the Regular meeting of the members of the Fly Fishers of Davis held that date in Davis, California.

Date December _____ President

Date December _____ Vice President

Date December _____ Secretary

Section 7 - Annual Reports

Each officer shall make an annual report covering the current year's activities in his or her department at the annual meeting (Article IV, Section 2).