

AFF Bylaws

Revised November 21, 2022

Article I - Name

1. This Association shall be known as Amador Flyfishers hereafter referred to as AFF. AFF shall exist as a not for profit Association.

Article II - Purpose

1. The primary purpose of the Association is to provide a community service by educating and instructing the public in the art of fly fishing using artificial flies, supporting conservation and preservation of lakes, rivers, and streams to protect fish and fly fishing habitats, and to support community services and programs with public outreach to encourage and support fly fishing. The Association will provide specific education programs targeting specific distinct groups including elementary students, intermediate students, high school students, at risk youth, boy scouts, girl scouts, church groups, community groups, families, and any other appropriate groups identified by the Association. The Association will also provide a separate program targeting women to encourage more women to participate in the sport.

Article III - Membership

1. Membership shall be open to anyone interested in fly fishing and willing to abide by the AFF Bylaws. These are the only criteria for membership.
2. Membership is achieved by filling out and submitting a membership application and liability waiver, and by paying the dues based upon the dues schedule set forth in Article IV.
3. A member may withdraw his or her membership at any time by notifying an AFF officer. All dues are forfeited upon resignation.
4. Membership is renewed by the payment of annual dues. Honorary memberships are exempt from dues.
5. Membership in AFF will be in one of five classes:
 - a. Individual Membership: a person age 18 or over.
 - b. Family Membership: couples and their children or an adult sponsoring a minor (person under the age of 18).
 - c. Honorary Membership: may be granted to those individuals, families, businesses, or organizations deemed applicable by the Board of Directors (Board). An Honorary Membership's term and status is determined by the Board; there are no accompanying dues.

- d. Student Membership: Person under the age of 18.
 - e. Temporary Membership: may be granted to individuals deemed applicable by the Board for the purposes of encouraging a trial AFF membership. An example is part year membership given to fly fishing class members. Dues are not required.
6. Each membership shall have one vote on all issues brought before the general membership.

Article IV - Dues

1. Dues are annual and are payable January 1st except for the conditions set forth in Section 2 of this article.
2. Dues for any new members who join during the year will be prorated on a semi-annual basis. For example, a person who joins between January 1st and June 30th will pay 100% of the annual amount. Those joining July 1st to December 31-will pay 50% of the annual amount.
3. Dues are to be paid at the time the member joins. The initial payment of dues shall entitle the new member to receive one AFF club patch.
4. The amount of annual dues shall be set by a vote of the membership upon recommendation by the Board of Directors.
5. Any member who is 3 months delinquent in payment of dues will be placed on Inactive status. Inactive members will continue to receive monthly communications from AFF. Those whose dues are delinquent greater than 6 months will have the status of Dropped, and will receive no further communications from AFF unless the Board chooses to leave them Inactive.
6. 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 in the name of AFF only.

Article V - General Meetings

1. There shall be a minimum of nine meetings of the members each calendar year. Membership meetings shall be held monthly, at a time and place set by the Board of Directors. Advanced notice of all meetings will be sent to all members.
2. A majority vote of the membership present at a general or special membership meeting will be required to make any decisions binding upon the membership.
3. Meetings will be conducted in a less than formal manner, but with as much efficiency as possible. In the event that a more structured meeting is deemed necessary, the President, any Board Member, or any member in attendance may ask that Robert's Rules of Order prevail.

Article VI - Board Meetings

1. All Board meetings shall be open to the general membership.
2. The Board of Directors shall meet at least quarterly, or more frequently if required – with a date, time and place to be determined by the Board of Directors.
3. A quorum (majority of filled positions) of the Board Members constitutes an official Board meeting.

Article VII - Board of Directors

1. The Board of Directors shall have the duty of general management of the affairs, funds, and records of AFF. They shall possess all the expressed and implied powers and duties conferred on them by these Bylaws.
2. The term of office of all members of the Board of Directors shall be one year. With the exception of the president, or co-presidents, all officers may be re-elected for any number of subsequent terms. The president, or co-presidents, may serve only two consecutive terms, except that such restriction may be waived by a two thirds majority vote of the Board of Directors prior to the end of the president's, or co-presidents', current term in office.
3. It is preferable that any vacancy on the Board of Directors be filled at the discretion of the general membership. If this is not an expeditious alternative, the vacancy may be filled at the discretion of the remaining Board members with the approval of two thirds of the remaining Board members.
4. The Board of Directors shall have all discretion for setting the timing and amounts of budgets for various club activities.
5. On the second Saturday in January, or another date determined at the previous November Board meeting, the Board of Directors will meet for an all-day planning session where the club objectives and activities will be developed, and an implementation outline will be generated.
6. The Board may appoint a Board Advisor or Advisors based on experience and technical expertise to advise the Board and attend Board meetings. This person does not have voting rights.
7. The AFF Board of Directors will consist of the following members and corresponding job descriptions:
8. President, or Co-Presidents
 - a. One of three signatories on AFF checking account.
 - b. Responsible for facilitating the development of a club vision and tactics of implementation.

- c. Responsible for Board cohesiveness and overall supervision of club activities.
- d. Maintain ongoing communications with Board members and membership.
- e. Coordinate work of Board members.
- f. Solicit input from the membership on significant items that require Board action.
- g. Responsible for the development of all meeting agendas.
- h. Preside over membership and Board meetings.
- i. Responsible for ongoing communication with other clubs and the Federation of Fly Fishers.
- j. As needed and assigned, assist various Board Members in performing selected tasks and duties.

9. Vice President

- a. Preside over membership meetings in the absence of the President, or Co-Presidents.
- b. Arrange for the use of meeting space for the membership meetings.
- c. Assist President, or Co-Presidents in club activities as assigned.
- d. As needed and assigned, assist various Board Members in performing selected tasks and duties.

9. Treasurer

- a. One of three signatories on AFF checking account.
- b. Prepare and present at Board meetings, monthly reports to track income and expenses, and budget status. Verbally report income, expense and budget status at general membership meetings.
- c. Keep on file, a minimum of the past five years' submitted membership/renewal forms and liability waivers.
- d. Deposit money into club account(s) in a timely manner and pay bills as needed.
- e. Retrieve and coordinate all PO Box correspondence
Responsible for paying Fly Fishers International (FFI) annual dues and club insurance through FFI
- f. As needed and assigned, assist various Board Members in performing selected tasks and duties.

10. Secretary/Community Outreach Chair

- a. One of three signatories on AFF checking account.
- b. Responsible for Board meeting minutes and documenting membership votes, and distribution of said documents to Board members and other interested members.
- c. Assists as necessary in preparation of correspondence; this may include assisting in the monthly publishing of announcements for upcoming program speakers and outings.
- d. Set time and location for Board meetings.

- e. Responsible for community outreach strategy and implementation.
- f. Responsible for providing sign-in sheet for each membership meeting and include as an attachment to the minutes of each Board meeting.
- g. As needed and assigned, assist various Board Members in performing selected tasks and duties.

11. Past President

- a. Acts as mentor to the President, or Co-Presidents drawing on past experience.
- b. Responsible for tracking and inventorying club property.
- c. Responsible for special club events such as annual dinner, fly fishing classes, potluck dinner, and others as assigned.
- d. As needed and assigned, assist various Board Members in performing selected tasks and duties.

12. Program Chair

- a. Makes contact with speakers and schedules them for their presence at membership meetings.
- b. Meets guest speakers for dinner before meeting. Club will reimburse Program Chairperson for the cost of the guest speaker's dinner.
- c. Two month previous, publish to the members the details of upcoming membership meetings.
- d. Solicit Donations from Speakers for our annual silent auction.
- e. As needed and assigned, assist various Board Members in performing selected tasks and duties.

13. Outings Chair

- a. Develop and coordinate a fishing schedule. The goal is to have at least one fish-out per month, excluding December, with a mix of weekday and weekend fishing opportunities, and close and far destinations.
- b. Responsibility includes hosting or providing Fishmasters for each outing.
- c. In a timely way, ensure each outing is documented and a trip report is posted on Meet-up.
- d. As needed and assigned, assist various Board Members in performing selected tasks and duties.

14. Fundraising Chair

- a. Responsible for procuring fund raising items for membership meetings and designated special events.
- b. Presides over fund raising and raffles.
- c. Obtain raffle items.
- d. Solicit raffle and auction items.

- e. As needed and assigned, assist various Board Members in performing selected tasks and duties.

15. Youth Program Coordinator

- a. Develop and maintain the AFF's youth program.
- b. Liaison with local schools and youth organizations to effect advertising, recruitment and registration of qualified students.
- c. Acquire, maintain and store the equipment and supplies necessary to conduct the program.
- d. Locate and acquire funding necessary for the program to flourish.
- e. Recruit club members with various expertise to assist with the program.
- f. Develop, maintain and produce the course materials for the program.
- g. Provide timely reports to the Board of Directors regarding the program.
- h. Develop a questionnaire to be completed by each student at the end of each course.
- i. Evaluate questionnaires and adjust the course accordingly with the intent of evolving to the perfect youth introduction to fly fishing course.
- j. Provide for input of all volunteers regarding things to be improved upon.
- k. As needed and assigned, assist various Board Members in performing selected tasks and duties.

16. Membership Chair

- a. The role of this position is to design and maintain membership programs, other than Outings and Monthly Program, which maximizes membership satisfaction and retention.
- b. Represents the membership at Board meetings making sure membership needs and concerns are always considered.
- c. Prepare and present at Board meetings, monthly reports to track membership status including membership programs. Verbally report membership status at general membership meeting and greet and recognize guests and new members.
- d. In coordination with Treasurer Chairperson, manage and update as needed, the membership roster. Distribute membership roster to Board Members whenever updated.
- e. Maintain member name badges by adding and deleting badges for new and retired members. Provide organized and updated badges at each membership meeting.
- f. Obtain information about guest attendance from membership meeting sign-in sheet, and make contact to get their impressions of the meeting and evaluate interest in club membership. Maintain periodic contact if needed.
- g. Contacts new members to welcome them and learn and manage new members' expectations of the club.
- h. Make assignments of existing members as mentors of new members to make sure new members get the attention they need to fully integrate them into the club.

- i. As needed and assigned, assist various Board Members in performing selected tasks and duties.

17. Conservation Chair

- a. Develop club conservation activity strategy and implementation details, and manage activity.
- b. Responsible for identifying possible independent projects and/or projects to be performed jointly with other organizations.
- c. Seek Board approval for projects to be undertaken.
- d. Provide the membership meeting and the Board with conservation activities report for both undertaken by the club, and other groups.
- e. As needed and assigned, assist various Board Members in performing selected tasks and duties.

Article VIII - Elections

1. All elections shall be by written secret ballot except where there is only one nominee for any office or vacancy. In this case the vote may be by a show of hands.
2. At the October general meeting the Board of Directors, acting as a nominating committee, shall present the nomination of one candidate for each office. After these nominations have been placed before the membership, the members may make and second additional nominations. Prior consent must be obtained from each nominee.
3. The election of the new officers will take place at the November general meeting. However, the general membership may exercise the option of voting at the October meeting if two-thirds of those present choose to do so.
4. The person receiving the highest number of votes for each position shall be elected.
5. The new officers will assume their responsibilities at the start of the next calendar year.

Article IX - General

1. Each and every power, duty, and function of the members of the Board of Directors of AFF shall be exercised in strict conformity with these Bylaws and Articles of Association.
2. No member may participate in any deliberation that involves a personal conflict of interest.
3. Notwithstanding any of the aforementioned statements of purposes and powers AFF shall not engage in any activities or exercise any powers that are not in furtherance of the specific purposes of AFF.

Article X - Rights of Dissolution

1. In the event that the Association ceases to function, or in the event that the members decide to dissolve the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the Association's liabilities, distribute all of the remaining assets of the Association to such organization or organizations which the Board of Directors shall select which are then qualified as exempt under Section 501 © (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law).
2. No member shall be personally liable for bills or obligations, past or present, of Amador Flyfishers.

Article XI - Amendments

1. These Bylaws may be amended providing the membership has been informed of the proposed changes prior to the general membership meeting. Information shall be provided by email and the web.
2. After proper notification, these Bylaws may be amended at any general membership meeting by an affirmative vote of the majority of the members present at the meeting.
- 3. Revisions History**
 - a. Revised effective 11/04/2015-Article VII, Section 3.
 - b. Revised effective 11/15/2016-Article VII, Section 1-Removed Historian.
 - c. Revised effective 11/15/2016-Article VII, Section 1-Added Youth Program Coordinator.
 - d. Revised effective 01/10/2017-per January 10, 2017 BOD Meeting:
 - i. Clarified signatories on AFF checking account, Article VII, Section 1, 1,3 &4.
 - ii. Clarified membership designations, Article III, Section 5.
 - iii. Increase retention requirements of membership records per IFFF, Article VII,1 & 3.
 - e. Revised effective 11/01/2017-Article IV, Section 2 and 5
 - f. Revised effective 09/18/2018
 - i. Renumbering throughout for consistency.
 - ii. Article III, 5, added 5.e.
 - iii. Article VII, add last duty to each board position.
 - iv. Article VII.9, 9.e,f amended.
 - v. Deleted Prior Article VII.10
 - vi. Article VII.10.f amended.
 - vii. Article VII.12.c, added item d.
 - viii. Article VI.13,d, e, f amended.

- ix. Article VII.14. added item c, d.
- x. Article VII.15.b amended.
- xi. Added Article VII, 16.
- g. Revised effective 07/13/2021
 - i. Article I, changed Organization to Association
 - ii. Article II, restated to accurately reflect Association activities and purpose
 - iii. Article IV, section 5, changed penalty for non or late payment of dues to Inactive status after 3 months and dropped from the Association after 6 months.
 - iv. Article VII, section 6, added Board Advisor position
 - v. Article IX, section 1, removed wording to add clarity to powers, duties, and functions of Board members.
 - vi. Article X, section 1, restated to reflect upon dissolution of the Association, all assets must be given to a like 501.c.3 organization
- h. Revised effective 11/21/2022
 - i. Article VII, part 2, where the word “president” appears, next insert “or co-presidents.”
 - ii. Article VII, part 8, where the word “president” appears, next insert “or co-presidents.”
 - iii. Article VII, parts 9 a, and c, where the word “president” appears, next insert “or co-presidents.”
 - iv. Article VII, part 11 a, where the word “president” appears, next insert “or co-presidents.”
 - v. Article XII, part 2, where the word “president” appears, next insert “or co-presidents.”