

# **BYLAWS**

## **Granite Bay Flycasters, Inc.**

### **ARTICLE I**

#### **NAME AND PRINCIPAL OFFICE**

##### **Section 1 - Name**

The name of this corporation is Granite Bay Flycasters, Inc. ( hereinafter called “Organization” ).

##### **Section 2 - Principal Office**

The principal office of the Organization shall be the County of Placer, California, at such specific location as the Board of Directors determines.

### **ARTICLE II**

#### **PURPOSE AND POWERS**

The Organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The Organization is a non-profit domestic corporation to be organized exclusively for charitable 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 specific purpose of this corporation is:

- (a) To conduct educational activities to bring to the general public information on fly fishing, conservation and improvement of fishery and water resources.
- (b) To study and make recommendations on government fishery and resource policies which affect fly fishing quality and opportunities.
- (c) To educate anglers in the art of fishing with artificial flies and in the practices of sportsmanship and conservation.

The general purpose of the Organization is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

### **ARTICLE III**

#### **MEMBERSHIP**

##### **Section 1 - Eligibility**

Membership shall be open to all persons interested in the purposes of the Organization, with no other qualification or conditions.

##### **Section 2 - Applications**

Applications for membership shall be made in writing on forms prescribed and furnished by the Organization.

##### **Section 3 - Admissions**

An applicant shall be admitted to membership after filing a membership application, and upon payment of dues in accordance with sections 8 and 9 of this article.

##### **Section 4 - Termination**

A member who fails to pay their annual dues within the first two (2) months of the applicable year shall forthwith cease to be a member and shall not be entitled to the rights and privileges of a member, and unless waived by the Board of Directors, any balance outstanding due to the Organization shall be liability against such past member.

##### **Section 5 - Expulsion**

Any member may be expelled from membership for cause. Failure to carry out assignments, refusal to comply with these Bylaws, or conduct which reflects unfavorably upon the Organization, may be deemed cause for expulsion. 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.

##### **Section 6 - Withdrawal**

A member may withdraw from membership at any time, subject to the provisions of these Bylaws, by filing written notice with the Board of Directors and forfeiting any dues already paid.

##### **Section 7 - Liability**

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

##### **Section 8 - Classes of Membership**

- (a) Regular Members (hereinafter called "Members") - Those persons who have paid their dues for an individual or family membership, as prescribed by Section 9, shall be

Members, and shall have full rights and privileges of membership in the Organization, with one voting right each per membership. A family membership is defined as two adults residing in a single domicile with or without minor children.

- (b) Youth Members - Those persons over the age of twelve (12) and under the age of eighteen (18) who have paid their dues in full shall have full rights and privileges of membership in the Organization, but no right to vote.
- (c) Life Membership – Life membership shall include spouse and all other members of his/her immediate family until the age of eighteen (18). Effective January 1, 2007, no additional Life Memberships shall be granted.

### **Section 9 - Dues**

The amount of annual dues shall be determined from year to year by the Board of Directors and this determination, if a change from the prior year, to be effective, must be ratified by a majority vote of the Members who are present at the September meeting of the Members. Dues are paid on a calendar year basis and renewals are due each year on or before January 1.

### **Section 10 – Indemnification**

The Organization shall indemnify and hold harmless, to the maximum extent permitted by California law, any person (to include Officers, Directors, or others acting on behalf of the Organization) who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Organization to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the Organization, against any and all liabilities, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Organization.

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

#### **Section 1 - General Meetings**

General 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.

#### **Section 2 - Annual Meeting**

An annual meeting of the members shall be held each year, in June, at a time and place set by the Board of Directors, for the purpose of electing Officers and Directors and transacting other business which may come before the meeting.

#### **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, or by not less than one-fourth of the members, subject to the notice requirements of Section 4 of this Article.

#### **Section 4 - Notice of Meetings**

At least seven (7) days before the date of the date of an Annual or Special meeting of the members, written notice shall be mailed to each voting member, setting forth the hour, date, and place of meeting, as determined and established by the Board of Directors. Notice of Special Meeting shall include a statement of the purpose of the meeting. Notice in the newsletter shall constitute notice under this section.

#### **Section 5 - Quorum**

At any Regular, Special or Annual meeting of the members, the actual presence of twenty-five (25) members or 25% of the current members entitled to vote, whichever is less, shall constitute a quorum for transaction of business.

#### **Section 6 - Manner of Acting**

The vote of a majority of members present in person at a meeting at which a quorum is present shall decide any question before such a meeting unless a greater proportion is required by the then-applicable law of the State of California, by the Articles of Incorporation, or by these Bylaws.

#### **Section 7 - Voting by Mail**

Any matter which is to be voted upon by the members at any Annual or Special meeting may be submitted at the discretion of the Board of Directors, by mail, to all members eligible to vote, for their written vote, in such manner as the Board of Directors shall determine consistent with the then-applicable law of the state of California.

#### **Section 8 - Proxies**

Voting by proxy shall not be permitted on any matter voted on at any meeting.

### **ARTICLE V**

#### **ELECTIONS**

##### **Section 1 - Eligibility**

One member of a Family Membership (husband, wife and children) may be nominated and only one member of a Family Membership may serve on the Board.

##### **Section 2 - Balloting**

All elections shall be by secret ballot and only one voting right "per Membership". Ballots, if not previously mailed to Members, shall be passed out at the time of election to all Members present as recognized by Tellers appointed pursuant to Section 4 of this Article. If ballots are mailed all ballots must be received by the Annual Meeting to be considered valid. Ballots may be turned in at the Annual or Special Meeting but not later than the point in time when the President declares the polls to be closed.

**Section 3 - Nomination for President, Vice President-Membership, Vice President-Conservation, Secretary, Treasurer, Director at Large and two Directors.**

At the General Meeting (May) preceding the Annual Meeting the Nominating Committee appointed by the Board of Directors, shall present the nominations of at least one (1) and preferably two (2) Members as candidate(s) for each office or vacancy to be filled, having secured in advance agreement by each such candidate that he/she will so serve if elected. After the nominations of the Nominating Committee have been placed before the meeting, the President shall call for and accept nominations from the floor. Nominations will be closed at the end of the May meeting. Nominees shall be listed in the newsletter and posted on the web site, if available, for Members prior to the Annual Meeting.

Should an Officer or open Director position lack having at least one nominee at the close of nominations at the May meeting, a Member may be nominated at the June General Meeting prior to the balloting. Subject to their agreeing to serve if elected, such nominee(s) will run as a write in candidate.

**Section 4 - Tellers**

For each election the President shall appoint three (3) members as Tellers, one of the three as Chief Teller. Voted ballots shall be opened and tallied by the Tellers, and results of the tally shall be announced at the Annual Meeting in June.

**ARTICLE VI**

**BOARD OF DIRECTORS**

**Section 1 - Number and Qualification**

The Board of Directors shall consist of the Officers, Past President and Directors to a total of not more than fifteen (15) and not fewer than five (5) members.

**Section 2 - Term of Office**

The elected Directors shall serve from July 1st following their election for a period of three (3) years. Two Directors shall be elected each year for a three-year term. Directors having completed a full three-year term may not run for re-election in consecutive terms. One Director-at -Large shall be elected each year for a one-year term. This Director shall not have previously served as a Board Member or Officer.

**Section 3 - Quorum**

At any meeting of the Board of Directors, a majority of the total number of members of the Board shall be a quorum for the transaction of business at the meeting.

**Section 4 - Meetings**

Meetings of the Board of Directors may be called by the President, or, in the President's absence, the Vice President-Membership. The President, or, in the President's absence, the Vice President-Membership, may call a Special meeting of the Board of Directors at any time, and shall do so on written request of any three (3) members of the Board of Directors.

### **Section 5 - Notice**

Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto either personally or by mail or by telephone or by e-mail, subject to waiver of notice as provided in Article IX Section 7. The attendance of a Director shall constitute a waiver of notice.

### **Section 6 - Absence**

The position of an Officer or Director shall be declared vacant upon a majority vote of the entire Board if the office holder is absent from three (3) consecutive regular meetings of the Board of Directors. Such vacancy shall be filled as prescribed in Section 7 in this Article.

### **Section 7 - Vacancies**

Any non-officer board member vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors. A Director so elected shall serve the remaining term of the Director replaced, subject to ratification by a simple majority vote of the voting members at the next General Meeting of the membership.

### **Section 8 - General Powers and Duties**

The Board of Directors shall have the duty of the general management of the affairs, funds and records of the Organization, and shall possess all expressed or implied powers and duties conferred or imposed on them by these Bylaws which are not so specifically conferred or imposed upon others and are permitted by the then-applicable law of the State of California.

### **Section 9 - Manner of Acting**

The act of a majority of the Board of Directors present in person at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

## **ARTICLE VII**

### **OFFICERS**

#### **Section 1 - Enumeration**

The Officers of the Organization shall consist of a Past President, a President, a Vice President-Membership, Vice President-Conservation, Secretary, and a Treasurer. The Board of Directors may by motion combine the offices of Secretary and Treasurer.

#### **Section 2 - Past President**

The Past President shall act in an advisory capacity to the President and the Board of Directors.

#### **Section 3 - President**

The President shall preside at all meetings of the Members, and of the Board of Directors. The President shall sign all notes, be an alternate signer on checks of the Organization, and perform all other duties as customarily pertain to the office of the President, or as may be set forth in these Bylaws, or prescribed by the Board of Directors.

#### **Section 4 - Vice President-Membership**

The Vice President-Membership shall have and may exercise all the powers and duties of the President during absence or disability of the latter, and shall perform other such duties as may be prescribed by the Board of Directors, including being an alternate signer on checks of the Organization. The main duty of membership chairperson shall be delegated to the Vice President-Membership.

#### **Section 5 - Vice President-Conservation**

The Vice President-Conservation shall be responsible for developing and implementing the Organization's conservation program. Additionally, the Vice President-Conservation shall have and may exercise all the powers and duties of the President during the absence or disability of both the President and the Vice President – Membership.

#### **Section 6 - Secretary**

The Secretary shall prepare and maintain full and complete minutes of all meetings of the Board of Directors. The Secretary shall give or cause to be given, in the manner prescribed by these Bylaws, the details and results of all elections, and shall perform other duties prescribed by the Board of Directors, including being an alternate signer on checks of the Organization. The Secretary will maintain an original copy of each set of minutes which are to be signed by the Secretary after approval of each month's minutes by the Board of Directors. At the close of each fiscal year the Secretary will forward the original copy of the signed minutes to the Organization's Historian.

#### **Section 7 - 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 the Organization.
2. Sign all checks, drafts, notes, releases, and others instruments that pertain to the business and obligations of the Organization.
3. Provide and maintain a full and complete record of the accounts of this the Organization, in books belonging to the 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 an annual financial statement no later than the second Board Meeting of the fiscal year. The Treasurer is also responsible for providing a copy of the annual financial statement to the Organization's Historian each year. The annual financial statement shall also be made available to any Organization Member upon written request to the Treasurer.
5. The Treasurer shall prepare or oversee the preparation of the annual Federal and State tax returns and any informations returns of the

Organization by their due date or deferred due date resulting from the filing of an extension.

### **Section 8 - Annual Reports**

The Board of Directors shall make an annual report covering the prior year's activities. Such report may be written or presented orally at the August General Meeting.

### **Section 9 - Term of Office**

Elected Officers shall serve from July 1st following their election for one (1) year. Upon installation, the President shall serve until the President's successor is installed. No Officer may stand for election to his/her own office for more than two (2) consecutive terms without extenuating circumstances. Notwithstanding this provision, if a qualified candidate does not volunteer to run for election and one cannot be found within the membership, the Board may, as part of the nomination process, request an Officer who has served two (2) or more consecutive terms to run for re-election and the ballot notice to the membership shall reflect this exception.

If the Treasurer is elected for an extended term, an audit of the Organization's financial records must be performed by a qualified third party (member or non-member) immediately following the close of the most recent fiscal year. The resulting audit report shall be sent to the President for presentation to the Board at the next regular Board Meeting.

Upon completion of his (her) term of office, the President shall remain on the Board of Directors for one additional year in the position of Past President. Following that year, if there is no new Past President to assume the position (as will happen if the current President is elected to a second year), the vacancy shall be filled for that year by election of a Director whose term shall be one year. This Director may have served previously as an officer or director.

### **Section 10 - Vacancies**

In the event of a vacancy in the office of President, the Vice President-Membership shall assume the position for the unexpired term. The Board of Directors, acting as a Nominating Committee, shall nominate one or more candidates for Vice President-Membership to serve the unexpired term. Candidates' names are to be announced in the newsletter and web site, if available, prior to the next General Meeting at which time additional nominees will be called for with election to follow immediately afterward.

In the event of a vacancy in the office of either the Vice President-Membership or Vice President-Conservation, the Board of Directors, acting as a Nominating Committee, shall nominate one or more candidates for Vice President to serve the unexpired term. Candidates' names are to be announced in the newsletter and web site, if available, prior to the next General Meeting at which time additional nominees will be called for with election to follow immediately afterward.

In the event of vacancies in the offices of both the President and Vice President-Membership, the Board of Directors, acting as a Nominating Committee, shall nominate one or more candidates for each position to serve their respective terms. Candidates' names are to be announced in the newsletter and web site, if available, prior to the next General Meeting at which time additional nominees will be called for with election to follow immediately afterward.



In the event of a vacancy in the office of either **the Past President**, Secretary or Treasurer, the Board of Directors shall appoint a successor to serve the unexpired term.

## **ARTICLE VIII**

### **FUNDS**

All funds of the Organization not otherwise used shall be deposited in one or more depositories. Such deposits shall be made in the name of or to the credit of the Organization only.

## **ARTICLE IX**

### **GENERAL**

#### **Section 1 - Conformity**

Each and every power, duty, and function of the members, the Directors, and the Officers of the Organization shall be exercised in strict conformity with these Bylaws, the Articles of Incorporation of the Organization, and by the then-applicable laws of the State of California.

#### **Section 2 - Removal from Office**

Notwithstanding any other provision of these Bylaws, any Director, or Officer of the Organization may be removed from office 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 the Director or Officer has an opportunity to be heard.

#### **Section 3 - Conflict of Interest**

No Director, or Officer of the Organization shall either directly or indirectly, participate in the deliberation upon or consideration of any question involving their pecuniary interest of that of any corporation, partnership, or association (other than the Organization) in which they are directly or indirectly interested. If such a question is before the Board of Directors, the interested Officer or Director shall withdraw from the meeting during such deliberations, and, in this case, the remaining Directors 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.

#### **Section 4 - Records**

Copies of the organization papers of the Organization, its Bylaws, and all amendments thereto, results of nominations and elections, and minutes of all meetings of the Board of Directors, shall be contained in the minute books of the Organization, together with any other papers of important historical value. The minutes of all meetings of the Board of Directors shall be approved by the Board of Directors at their following regular meeting.

#### **Section 5 - Inspection of Records**

All books of account and other records of the 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.

#### **Section 6 - Gifts**

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purpose of the Organization.

**Section 7 - Waiver of Notice**

Whenever any notice is required to be given under the provisions of the law of the State of California, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

**Section 8 - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or Law.

**ARTICLE X**

**DISSOLUTION**

The Organization is organized solely as a non-profit entity. No part of the profits or net income of the Organization shall ever inure to the benefit of any private individual. Upon the dissolution of the Organization, its assets remaining after the payment of, or provision for payment of, all debts and liabilities shall be distributed to a non-political, non-profit fund, foundation, or corporation which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code

**ARTICLE XI**

**AMENDMENTS**

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 prior to the date set for the meeting at which the amendment is to be presented. Notice in the newsletter and web site, if available, shall constitute notice under this Article.

