

**CONSTITUTION AND BYLAWS OF**  
**INDIANHEAD FLYFISHERS**

ARTICLE 1 – NAME AND PURPOSES

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

Section 2 – Purposes. This Organization is a non-profit membership organization for educational and conservation purposes within the meaning of Section 501c(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. The purposes for which it is organized are as follows:

- A. To provide members with a forum for education and resource stewardship through the sport of flyfishing;
- B. To promote flyfishing through education as the most enjoyable and sporting method of fishing and the method most consistent with the preservation of conservation – wise use – of our fishing waters and game fish;
- C. To provide assistance, advice, and suggestions to other angling groups to help them become more important and effective in their areas;
- D. To publicize the best practices and techniques of flyfishing, flytying, casting, and other related subjects;
- E. To be the local voice for organized flyfishers, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies involved in so many aspects of our sport.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility. Any person who is interested and capable of furthering the purposes of the organization shall be eligible for membership.

Section 2 – Membership. The Board of Directors (“Board”) shall establish procedures for membership application, classes of membership, dues and assessments. Each member is expected to actively support the purposes of the Organization.

Section 3 – Termination, Suspension, and Renewal. The board may suspend the membership status of a member at any time for infraction of any Organization rule or for any other cause if the board shall deem such action to be in the best interest of the Organization. The board shall immediately notify the member of its action and the

reasons in writing. The members shall be entitled to a reasonable opportunity to be heard by the Board, or a definite term, terminate or rescind the action or expel the member the member and its decision shall be final.

### ARTICLE III – AUTHORITY

Section 1 – Membership. All of the rights and powers which may be exercised by the Organization shall be vested in the membership. These rights and powers shall be subject to exercise or change by the membership at a regular business meeting or a duly called meeting of the organization.

Section 2 – Board of Directors. The Board shall control the business and affairs of the Organization and may exercise all such authority and powers of the Organization and do all such lawful acts and things as are not by law, the Articles of Incorporation or these bylaws, directed or required to be exercised or done by the members directly.

### ARTICLE IV – MEETINGS OF THE ORGANIZATION

Section 1 – Annual Meeting. The annual meeting of the membership shall be scheduled once every year as determined by the Board.

Section 2 – Regular and Special Meetings. Regular and special meetings of the membership shall be held whenever such a meeting is called by:

- A. A majority of the Board members;
- B. A vote of the majority of the general members attending a regular or special meeting of the organization; or
- C. A written petition to the Board signed by not less than 25% of all the voting members of the Organization. The petition shall state the purpose of such special meetings.

Business conducted at Special meetings shall be identified in the call of the meeting and limited thereto.

Section 3 – Quorum. At any general membership, the quorum shall consist of those members present.

Section 4 – Notice of Meetings. Notice of each annual, regular and special meeting shall state the place, date and hour of the meeting. Notice of special meetings shall also state the purpose or purposes for which the meeting is called.

## ARTICLE V – BOARD OF DIRECTORS

Section 1 – Number and Selection of Directors. There shall be a Board of Directors consisting of not less than six (6) persons as determined by the Board.

Section 2 – Election and Term of Office. The election of the Directors shall be held every year at the Annual Membership meeting. The Nominating Committee shall place the state of nominees before the membership. All Directors shall serve for a three year term and/or until their successors are duly elected at the next Annual Membership meeting. Terms of the Directors will be staggered. No more than two Directors will be elected each year. Directors may be elected for successive terms.

- A. First Year Election. In order to establish the stagger of terms for the initial Organization election, two Directors will be elected for a three year term, two Directors will be elected for a two year term and two Directors will be elected for a one year term.

Section 3 – Eligibility. Any member of the Organization in good standing is eligible for election to the Board.

Section 4 – Place of Meeting. The board may hold its meetings at such place or places as the Board from time to time may determine.

Section 5 – Regular Meetings. Regular meetings of the Board shall be held not less than once a year at such times and places as the Board by resolution may determine.

Section 6 – Special Meetings. Special meetings of the Board may be called by any member of the Board.

Section 7 – Quorum and Manner of Acting. A quorum will consist of one-half of the Directors of the entire Board. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the Board, unless the act of a greater number if required by law or by these bylaws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum can be achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken.

Section 8 – Notice of Meetings. Notice of each regular and special meeting of the Board, stating the time, place and purpose, shall be given personally to each Director.

Section 9 – Vacancies. Any vacancy in the Board shall be filled by appointment from the Present with the advice and consent o the board for the unexpired portion of the term.

## ARTICLE VI – OFFICERS

Section 1 – Officers. The officers of the Organization will be President, a 1<sup>st</sup>. Vice-President, a 2<sup>nd</sup>. Vice-President, a Secretary and a Treasurer.

Section 2 – Election and Term of Office. The officers of the Organization will be elected annually at the Annual Meeting of the Organization. A Nominating Committee, appointed by the Board, shall place the slate of nominees before the Board. New offices may be created and filled at any meeting of the Board. All officers will hold office for one year or until their successors are elected. Upon election, these officers shall then become directors.

Section 3 – Other Officers. The Board may elect or appoint such other officers as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time by the Board.

Section 4 – Removal. Any officer of the Organization may be removed at any time, by resolution adopted by a majority of the entire Board at a regular meeting or a special meeting called for that purpose.

Section 5 – Vacancies. A vacancy in any office other than the President, because of death, resignation, removal any other cause, shall be filled by the Board for the unexpired portion of the term. In the event of a vacancy in the Office of the President, the 1<sup>st</sup>. Vice-President shall assume that office.

Section 6 – President. The president will be the principal executive office of the Organization and shall have the general powers of supervision and management over the business and affairs of the Organization. The President will preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Organization authorized by the Board, instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Organization; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the board from time to time.

Section 7 – Vice-Presidents. There will be a 1<sup>st</sup>. Vice-President and a 2<sup>nd</sup>. Vice-President who shall have such duties as determined from time to time by the Board or the President. The 1<sup>st</sup>. Vice-President shall perform the duties of the President in the President's temporary absence and in the event of a vacancy in the Office of the President, the 1<sup>st</sup>. Vice-President shall assume that office.

Section 8 – Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Organization; shall prepare an annual budget to the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in such banks, trust companies, or other depositories selected by the Board;

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

Section 9 – Secretary. The Secretary shall keep the minutes of all meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

## ARTICLE VII – COMMITTEES

Section 1 – Committees of Directors. The Board may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent defined by the Board, shall have and exercise the authority of the Board in the management of the Organization. Actions of these committees shall be ratified by a majority of the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or a Director by Law.

Section 2 – Other Committees. Other committees not having and exercising the authority of the Board in the management of the Organization may be appointed in such manner as may be designated by a resolution adopted by the Board. Except as otherwise provided in such resolution, members of each such committee shall be members of the Organization, and the President of the Organization shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Organization shall be served by such removal.

Section 3 – Nominating Committee. The Nominating Committee shall consist of a minimum of 5 members selected by the Board. The members of the Nominating Committee shall elect a chairperson and shall present a list of nominees for six Directors before the membership at the Annual Membership meeting. The Nominating Committee shall also present a list of nominees for President, 1<sup>st</sup>. Vice-President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer and such other officers as desired by the Board to be elected at the Annual Membership meeting of the Organization. No member serving on the nominating committee shall lose eligibility for nomination for office. Members nominated by the Nominating Committee shall be so informed and their consent obtained prior to the announcement of their name into nomination. Any member has the right to refuse nomination, and may withdraw from nomination at any time. Nominations from the floor will be accepted provided consent of the nominee is given to the Secretary at the time of nomination.

## ARTICLE VIII – RESIGNATION

Section 1 – Any Director or Officer may resign their office at any time by giving written notice of resignation to the President or the Secretary of the Organization. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt.

## ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 – Contracts. The Board may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 2 – Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the President and one other duly authorized Board member, making all checks, drafts, etc. to require two signatures. Reimbursements from the Treasurer to any Board member must be preceded with approval of the President and at least one other member of the Board.

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

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

## ARTICLE X – OFFICES, BOOKS AND RECORDS

Section 1 – Offices. The principal office of the Organization shall be at such place as the Board may determine. The board may from time to time and at any time establish other offices or branches of the Organization at whatever place or places it deems to be expedient.

Section 2 – Books and Records. The Organization shall keep correct and complete books and records of accounts and shall also keep minutes of the meetings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Organization may be inspected by any member of the Organization, or his or her agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE XI – FINANCE

Section 1 – Fiscal Year. The fiscal year of the Organization shall be April 1 thru March 31.

Section 2 – Budget. The Board shall review and approve the annual budget for the Organization submitted by the Treasurer/

Section 3 – Expenditures. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1.

## ARTICLE XII – GENERAL PROVISIONS

Section 1 – Avoidance of Political Activity. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2 – Relations with Other Organizations. The Organization shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it may be affiliated, unless specifically agreed in writing by both parties and approved by the Board.

Section 3 – General Activities. Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on by (2) an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code or corresponding section of any future tax code; or (b) an organization, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code, or corresponding section of any future tax code.

## ARTICLE XIII – NONDISCRIMINATION

It shall be the policy of the Organization to provide equal membership/employment/service opportunities to all eligible persons without regard to race, color, religion, sex or national origin.

#### ARTICLE XIV – AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Organization. The affirmative vote of a simple majority of the members of the Organization shall be required for the adoption of any amendment. Notice of the meeting and proposed amendment, together with the text of the proposed amendment, shall be delivered to the members as outlined by notice requirements of Article IV, and vote will be taken at the following meeting.

#### ARTICLE XVI – RULES OF ORDER

Meetings of the Organization will function under “Robert’s Rules of Order, Revised” only if necessary for the orderly conduct of meetings, or the request of any one member and the concurrence of a majority of the voting members attending such meeting.

#### ARTICLE XVII – APPROVAL OF CONSTITUTION AND BYLAWS

These Constitution and Bylaws shall become binding and effective when they are duly accepted at a meeting of the membership, notice of which was given as provided by Article IV, Section 5, signed by the Secretary of the Organization.

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President

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Secretary

Date: October 9, 2001



**AMENDMENT TO THE  
CONSTITUTION AND BYLAWS OF  
INDIANHEAD FLYFISHERS**

The purpose of this amendment is to change ARTICLE XI – FINANCE, Section 1 – Fiscal Year, to read as follows:

ARTICLE XI – FINANCE

Section 1 – Fiscal year. The fiscal year of the Organization shall be September 1 thru August 31.

The balance of Article XI is unchanged.

**AMENDMENT TO THE  
CONSTITUTION AND BYLAWS OF  
INDIANHEAD FLYFISHERS**

The purpose of this amendment is the inclusion, in the Constitution and Bylaws of Indianhead Flyfishers, the State of Idaho “Articles of Incorporation” (non-profit) status document effective January 9, 2002, and issued by the Idaho Secretary of State to the Indianhead Flyfishers. A copy of this referenced document is attached hereto.

AMENDMENT TO THE  
CONSTITUTION AND BYLAWS OF  
INDIANHEAD FLYFISHERS

CONFLICT OF INTEREST POLICY

Article I  
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II  
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business investment, or family:

- a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III  
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV  
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V  
Compensation

a. A voting member of the governing board who receives compensation directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to member compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI  
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person.

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that in order for the Organization to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII  
Periodic Reviews

To ensure the Organization operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining.
- b. Whether partnership, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the purposes of the Organization and do not result in inurement, impermissible private benefit or in an excess benefit transaction,

Article VIII  
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but not need, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.