

## **BYLAWS - WOMEN FLY FISHERS OF IDAHO**

### **ARTICLE I – Name and Location**

This organization shall be known as Women Fly Fishers of Idaho. The acronym “WFFI” shall also be used. The primary location for WFFI shall be within the Treasure Valley of southern Idaho.

### **ARTICLE II – Purpose and Objectives**

The purpose of this organization shall be to provide a forum for women anglers of all skill levels to increase their knowledge, experience, and pleasure in the sport of fly fishing. Through mutual participation in meetings, clinics, seminars, and organized outings, members will learn about and participate in casting, fly and knot tying, fly and equipment selection, entomology, reading the water, safety, fishing etiquette, and conservation.

### **ARTICLE III – Description**

- A. This organization shall operate as a non-profit organization under the Idaho Code, Title 30, Chapter 3, of the “Idaho Nonprofit Corporation Company Act.”
- B. The organization shall operate on a calendar year basis: January 1 and ending December 31.
- C. The organization shall be governed by an Executive Board (Board).
- D. The organization shall appoint committee chairpersons and committees to initiate, plan, and execute activities that contribute to the organizational purpose/mission as defined in the Standard Operating Procedures (SOP).
- E. The Organization shall have regular General Membership Meetings and separate Board Meetings as defined in these bylaws and the SOP.
- F. All organizational meetings shall be governed by The Standard Code of Parliamentary Procedure, 4<sup>th</sup> Ed., by Alice Sturgis.

### **ARTICLE IV – Membership**

- A. Membership is open to any woman, age 18 or older, who is interested in the sport of fly fishing and who supports the purpose of this organization.
- B. An individual becomes a member upon payment of the annual dues and completion of legal forms as defined in the SOP. Membership is non-transferable.
- C. Becoming a member includes, but is not limited to: serving on the Board through processes stated in these Bylaws, receiving the newsletter and voting during general meetings.
- D. Names and addresses of WFFI members may not be sold, released to non-members, publicly displayed or used for any commercial purpose without the express written permission of said members.
- E. The Board of Directors may establish special membership categories and appoint members to such categories for such periods as the Board determines.
- F. A vote by membership shall be by simple majority. An absentee vote, either written or emailed and including the member’s full name, will be accepted if received within the specified timing of

the vote as defined in the SOP. In the case of a tie vote, the sitting Board shall determine how to resolve the tie.

#### ARTICLE V – Meetings

- A. General meetings shall be held at such time and place as may be determined and announced by the Board. There shall be no fewer than five (5) general meetings each year. All meetings shall be open to the public, but only members shall have the power to vote.
- B. Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the President, except that the Board shall meet no fewer than six (6) times each year.
- C. Special meetings may be called by the President. The time, place and purpose shall be specifically stated in the notice given as defined in the SOP. No business shall be transacted except the business for which the meeting was called.

#### ARTICLE VI – Organizational Finances

- A. The fiscal year of the organization shall be the calendar year.
- B. Accounting shall include all assets, liabilities, deposits, and expenditures to the club.
- C. Approvals for signatures necessary on contracts, checks and money order payments, receipts, cash deposits and access to securities of the organization shall be provided by the resolution of the Board as defined in Article VIII.
- D. Contributions: Any incoming contributions, bequests or gifts made to the organization shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions are defined in the SOP.
- E. Donations: Donations can be made to other non-profit organizations as defined in the SOP.
- F. Disbursements: No operating expense shall be incurred without prior approval of the Board.
- G. Depositories: All funds of the organization shall be deposited.
- H. Audits: Annual review of the financial accounts of the organization shall be by one member of the board and one member at large. Results shall be reported to the Board.
- I. Upon dissolution of the organization, disbursements of assets shall be directed to one or more non-profit organizations as determined by the Board.

#### ARTICLE VII – Executive Board

- A. Board Definition and Election
  - 1. The Board shall consist of four (4) Officers and five (5) Committee Directors who have been members of WFFI for a minimum of one (1) year at their election. Newly-elected Board members shall have paid dues in full for the new fiscal year no later than the subsequent January Board meeting.
  - 2. Board Officers shall be elected for a 2-year term and Directors shall be elected for 1-year term as defined in Articles VIII and IX, respectively, beginning with installation.

3. Officers of the Board shall be a President; a Vice President; a Secretary; and a Treasurer. Committee Directors shall be Communications, Events, Membership, Programs, and Member-at-Large.
4. The Board Officers and Committee Directors are elected positions. Chairs of additional committees are appointed by the Board or Committee Director as noted in Article X.A.
5. Board Officers and Directors, as defined in this article, shall be elected by the general club members at the December general meeting. Results of the election will be included in the official meeting minutes. Terms of office shall begin at the installation meeting in January.

#### B. Board Duties

1. The Board gives guidance to and promotes the continuation and administration of the organization. The appointment of the committee Chairs shall be after the installation of the new officers and directors.
2. Board Officers and Directors are required to attend no fewer than four (4) regular Board meetings per year.
3. A Board Officer may also chair a committee or be a committee member, provided she can meet the responsibilities of both the office and committee, but cannot hold two officer positions in the same term.
4. Vacancies: In the case of vacancy on the Board (Officer or Director) due to death, resignation, or departure, the President shall appoint - subject to confirmation by the Board - a member to serve as a replacement until the next regularly scheduled election for that position. In the case of vacancy of the President seat, the remaining Board members shall nominate a general member to fill the vacancy, subject to a confirmation vote by a simple majority of general membership at the next general meeting, and in a voting method as determined by the Board. The newly-elected President shall serve until the next regularly scheduled election for the office.
5. Removal: An elected officer may be removed, with or without cause, by a quorum vote of the Board.
6. Quorum: A simple majority of Board members present shall constitute a quorum for the transaction of business and voting.
7. Voting: Board members must be present to vote. Proxy votes are not accepted.
8. Electronic vote: Under extenuating circumstances, all the board members may cast votes by email.
9. Abstention
  - i. A Board member may abstain from a vote with or without cause.
  - ii. A Board member *must* abstain from voting on an issue if she has any conflict of interest as defined by Idaho law.
  - iii. If a member has withdrawn from a meeting without being excused by a majority vote of the remaining members, the member's vote shall be recorded as an abstention.

- iv. An abstention cannot be used to cause a tie vote. If such a case occurs, the President's vote shall over-ride an abstention in case of the tie.

#### ARTICLE VIII – Duties of Board Officers

- A. The Officers of WFFI and their duties shall be as follows:
  1. President: It shall be the duty of the President to call together and preside over all meetings; to ensure the Bylaws articles are enforced; and to perform such other duties as may be prescribed. The President may appoint a special committee or task force as necessary. The President shall be an *ex officio* member of all committees established by the Board. The President shall make arrangements for the board meeting location. The President shall not have a vote, except in the case of a tie. The President shall be elected in even number years.
  2. Vice President: The Vice President shall act as alternate for the President and shall assume all duties and responsibilities of the President in the temporary absence or disability of the President. The Vice President, along with the Treasurer, shall have check signing authority for obligations of the Women Fly Fisher of Idaho. The Vice President will oversee the raffle and other fund-raising. The Vice President shall have other powers and perform such other duties as may be assigned by the President. The Vice President shall be elected in odd number years.
  3. Secretary: The Secretary shall keep an accurate account of the proceedings of meetings. Official documents of the organization shall be in the custody of, and maintained by, the Secretary to include the above mentioned, plus any public relations material and other items considered pertinent. The Secretary shall provide copies of or access to meeting minutes and organization files when requested by the Board. If the Secretary is unable to attend a board meeting, it is her responsibility to appoint an alternate for that meeting. If circumstances prevent her from doing so, the President shall appoint a secretary pro temp to take minutes. The Secretary shall exercise such other powers and perform such other duties as may be assigned by the President. The Secretary shall be elected in even number years.
  4. Treasurer: The Treasurer shall be responsible for controlling all assets of WFFI; monitoring disbursements as authorized by the Board; and reporting all receipt, use and disbursement of WFFI assets. The Treasurer, along with the Vice President, shall have check signing authority for obligations of the Women Fly Fishers of Idaho. The Treasurer shall assign a representative in her absence at a Board meeting. She shall be responsible for publication of a financial statement, using normal bookkeeping procedures, at the end of each term of office and shall provide all books and other records for an annual audit. The Treasurer shall exercise such other powers and perform such other duties as may be assigned by the President. The Treasurer shall be elected in odd number years.
- B. If an officer is unable to fulfill a specific the duty per Article VII. B. 9.ii, the president may reassign the duty to another board member.

#### ARTICLE IX – Committee Directors

- A. Committee Directors shall be elected for a 1-year term, and may serve up to three (3) consecutive terms.
- B. The Committee Directors include Communications, Events, Member-at-Large, Membership, and Program.

#### ARTICLE X – Duties of Committee Directors

- A. Directors shall oversee, coordinate and manage one or several sub-committees, whether temporary or standing committees, as needed to fulfill the tasks within her purview. Each Director will appoint sub-committee chairs as needed. Procedures and functions of the subcommittee chairs are defined in the SOP.
- B. The Committee Directors of WFFI and their duties shall be as follows:
  1. Communications Director: Appoints and oversees WFFI members as coordinators of the newsletter, publicity, online discussion forum, webmaster or other communications-related function according to the SOP.
  2. Events Director: Appoints and oversees WFFI members as coordinators of fly fishing outings, shows and events, special projects including social, conservation or charitable activities or other club related events according to the SOP.
  3. Member-at-Large: Oversees the organizational process by ensuring the Bylaws, Operational Procedures and governance by The Standard Code of Parliamentary Procedure, 4<sup>th</sup> Ed. is being followed; shall serve on the Nominations Committee; may also serve as a communications liaison between general members and the Board.
  4. Membership Director: Provides welcome, introduction and orientation of new members; produces and provides each new member with a WFFI information packet; collects and maintains all signed legal documentation; creates and maintains name badges for all members; and maintains a complete, accurate and up to date membership roster in cooperation with the Treasurer and Communications Directors, and the President.
  5. Program Director: In consultation with the Events Director shall provide speakers or other programs for the general meetings. Appoints and oversees the Refreshments coordinator for meetings.

#### ARTICLE XI – Other Committees

- A. The President may appoint a special committee or task force as necessary.  
The Board may establish such committees or task groups as it deems necessary. (Reference to “committee” or “committees” herein shall include task group/s.) Such committees shall have name/s, responsibilities, and existence as may be determined, from time to time, by actions of the Board.
- B. Appointment and Term of Chair.  
The Chair of the committee shall be appointed by the President with Board approval for one (1) year. The Committee Chair is responsible for completing the responsibilities assigned and

guiding the members of the committee in their responsibilities as set forth. The Chair shall preside at their committee meetings. The Chair is encouraged to attend the majority of the Board meetings. It's recommended the Chair assigns a representative at a Board meeting in her absence. A Special Committee Chair shall not have a vote on the Board.

C. Nominations Committee

Three months prior to elections, the Board shall appoint a nomination chair and committee consisting of the current Board Member-at-Large Director and two (2) general members. This committee shall be responsible for assembling nominees and volunteers to serve on the Board for the following year. The Nominations Chair will present the slate of nominees to the existing Board and subsequently to the general membership at their respective November meetings.

ARTICLE XII – Amendment or Revision of Bylaws

- A. Amendments to the bylaws may be proposed by any member and submitted in writing to the President and Secretary for reading and discussion by the Board. Notice of the discussion of amendment/s to the bylaws at the next Board meeting shall be delivered to each Board member via either postal mail or electronically no fewer than 14 days prior to such meeting. At the following Board meeting, a vote on the final bylaws amendment/s version will be held, providing that notice has again been given along with the exact wording of the amendment if it is adopted. Two-thirds (2/3) of votes cast is required to pass the amendment/s. The vote count and the result shall be recorded in minutes of the meeting.
- B. A complete revision to the bylaws may be necessitated by a periodic bylaw review, direction from the Board or the President, a change in state law which affects non-profit operations, or proposed amendment/s that would require foundational changes to the existing bylaws. The President may appoint a Bylaws Special Committee per Article XI. Such Committee shall submit a draft version for reading and discussion by the Board. After clarification and discussion, the Board will present the final bylaws revision to the general membership. Notice of discussion of the revision at a general meeting shall be delivered to each member via either postal mail or electronically no fewer than 14 days prior to such meeting. At the following general meeting, a vote on the revision will be held. Two-thirds (2/3) of votes cast is required to adopt the revision. The vote count and the result shall be recorded in minutes of the meeting.

This Revision of Bylaws is adopted by the members of Women Fly Fishers of Idaho on (June 19, 2013).

The accompanying document WFFI Revised Bylaws Transition Plan for 2013 is effective upon adoption of these bylaws. Such document defines the transitional process for WFFI officer election, and is valid only during the transition into, and the completion of, the next election as defined in these bylaws.

This Bylaws Revision supersedes all prior Bylaws and Amendments of the Organization.

Original Bylaws were adopted in 1996 / Amended November 7, 2001 / Amended November 6, 2002