

BY-LAWS OF DERBY CITY FLY FISHERS

Original By-Laws approved December 15, 2004.

Revision No.1: Approved November 15, 2006

Revisions/Additions included:

Article 4, Section 3 - Quorum

Article 5, Section 1 - Officers

Article 5, Section 3 - Duties and Responsibilities.

Revision/Additions No.2 Board Approved March 6, 2013

The By-Laws were revised March 6, 2013 and approved by the membership April 17, 2013.

Article 4, Complete Revision

Article 5, Complete Revision

Article 6 Complete Revision

Revisions/Additions No.3 Board Approved April 1, 2015:

The By-Laws were revised as approved by membership vote on November 19, 2014 at the monthly meeting to add a "Project Healing Waters Fly Fishing Director" to the Board of Directos as described in Artical 7 Sections 1 and 3.

Revisions/Additions No.4 Board Approved January 3, 2018:

The By-Laws were revised as approved by membership vote on November 15, 2017. at the monthly meeting , to allow the Secretary to hold that office for more than two years, as described in Artical 7 Section 1. The motion was by Bill Seamer, seconded by Bill Young with a 44 - 0 membership vote to approve.

BYLAWS OF DERBY CITY FLY FISHERS

ARTICLE 1 - NAME AND PURPOSES

Section 1 - Name. This organization shall be called "Derby City Fly Fishers" and is referred to in these Bylaws as DCFF, the official business address of which will be:

Derby City Fly Fishers
c/c President
PO Box 6344
Louisville, KY 40206

Section 2 - Purposes. This Organization is a non-profit, domestic organization to be organized exclusively for educational and conservation purposes within the meaning of section 501 © (3) of the Internal Revenue Code, Including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © 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: To promote interest through education in the sport of fly fishing and all related subjects including, but not limited to, fly-casting, fly-tying, rod-building, net-building and to assist in the protection and improvement of natural resources which have a direct relationship to fly fishing by arranging meetings, conferences and related educational activities for its members and the public.

ARTICLE 2 - MEMBERSHIP

SECTION 1 - ELIGIBILITY. Anyone who is interested in and capable of furthering the purposes of DCFF shall be eligible for membership subject to the provisions in section 3 of this article.

SECTION 2 - LIMITATIONS. The total membership of DCFF will not be limited to any set number.

SECTION 3 - ACCEPTANCE. Application for membership will be submitted to the Membership Director together with such other information as the board of directors of DCFF elect to require with the application. The applicant will be required to sign a waiver releasing DCFF, its board of directors, and its membership from any liability in case of loss or injury incurred as a result of any function or activities of DCFF and, upon payment of annual dues and signing of waiver, will be admitted to membership and will be entitled to all privileges of membership. The applicant should also supply the DCFF with the name and contact information of a person, or persons, to be notified in case of an emergency.

SECTION 4 - HONORARY MEMBER. The Board of Directors of the DCFF may elect any person to the status of honorary member if said person is deemed to have furthered the purposes of the organization in an outstanding and selfless

manner. Honorary members will be entitled to all rights and privileges of the regular members but will not be required to pay any dues.

SECTION 5 - TERMINATION, SUSPENSION, AND RENEWAL. The Board may suspend or change the membership status of a member at any time for infraction of any DCFF rule or for any other cause if the Board shall deem such action to be in the best interest of DCFF. The Board shall immediately notify the member of its action and the reasons in writing. The member shall be entitled to a reasonable opportunity to be heard by the Board, or a committee appointed by it, concerning the suspension. The Board may continue such suspension for a definite term, terminate or rescind the action or expel the member, and its decision shall be final.

ARTICLE 3- AUTHORITY

SECTION 1 - MEMBERSHIP. All of the rights and powers which may be exercised by DCFF shall be vested in the membership through the board of Directors and the procedures outlined in the Bylaws.

SECTION 2 - OFFICERS AND BOARD OF DIRECTORS. The Officers and Directors will be known as The Board of Directors and will manage, direct, control, and administer the property, affairs, and business of DCFF, will put into effect all general policies, directions, and instructions adopted at meetings, and will act for DCFF in all matters within the jurisdiction granted the officers and the Directors by these Bylaws and the membership. Board meetings will be held once each month at a time and place as directed by the board. Each Officer and Director position will have one vote on the Board. A quorum for a meeting of the Board of Directors shall be the smallest number that constitutes a percentage greater than 50% of the total Board.

SECTION 3 - THE BOARD OF DIRECTORS. The Board of Directors will govern the expenditure of all funds of whatever nature. No officer, committee, committee member, or DCFF member may incur any financial obligation for DCFF without first having the approval of the Board and its authority to act for DCFF.

ARTICLE 4 - MEETINGS

SECTION 1. Regular meetings: The regular meetings of the membership will be held once each month at such time and place as directed by the Board. Meetings will be conducted in accordance with "Robert's Rules of Order, Revised" only if necessary for the orderly conduct of a meeting of the membership, or at the request of any two members attending such meetings. Most regular meetings will be comprised of Tackle time, Club business, and a Guest speaker.

A) Tackle time will be a short explanation/ discussion of the equipment and paraphernalia used/ needed for various aspects of fly fishing.

B) The business section will be a presentation of the upcoming activities and affairs pertaining to the operation of the club.

C) The guest speaker will be someone in the community whose presentation will be relevant to fly fishing in the area.

SECTION - 2. Fly tying meetings: Fly tying meetings consist of a presentation on how to tie one or more flies. All attendees will be given the opportunity to tie the flies using their own equipment or equipment loaned to them by the club.

SECTION - 3. Voting: Voting by the membership may be required at some meetings. Those non-members attending will not be permitted to vote and may be asked to leave the room while the vote takes place. A nominating committee may be appointed to handle nominations by the membership of members for office and to oversee the election.

A) Voting by Proxy or Absentee Ballot will not be permitted at meetings of DCFF. It will be assumed that those members not voting on any issue wish to concur with the majority of those who do vote.

B) A Quorum for a meeting of DCFF for the purpose of a vote will consist of not less than 10% of the Total Membership.

C) Every decision of a meeting will be by a majority of the votes cast.

SECTION - 4. Informal: A get acquainted, eat and talk shop meeting will be held each month as long as interest exists.

ARTICLE 5 - ACTIVITIES

SECTION - 1. Fly Show: The club may sponsor a Fly Fishing Show on an annual basis. The show shall be advertised and open to the public. The show will have presentations by renowned fly fishers and those whose knowledge will enhance the fly fishing experience of the attendees. It will also contain exhibits by vendors and others whose interests are improving fly fishing in this area. The show will be scheduled at the discretion of the Board..

SECTION - 2. Outdoor Activities: The club will have activities that take place at venues other than our regular meeting place. These will include **Social/ Outdoor Meetings, Clean-up/ Maintenance Trips, Educational Trips, and Day/ Overnight Fishing Trips.**

A) Social/ Outdoor meetings will be held at local lakes or streams and may be picnic type get-togethers. They will be held in place of the regular meeting, but a short business meeting may be included. **Fishing is optional.**

Non-members who attend must sign-in on a sheet provided.

B) Cleanup/ maintenance trips will be taken to local fishing venues. These trips will be undertaken upon request of the agencies responsible for the venue and the approval of the Board.

Non-members who attend must sign-in on a sheet provided.

C) Educational trips will be taken to area locations. At these meetings the more experienced members will offer instructions to the less experienced attendees on various aspects of fly fishing. Topics may include knots, rigging your rod, casting, wading, reading the stream, fly choice and other necessary pointers related to successful fly fishing.

Non-members who attend must sign-in on a sheet provided.

D) Fishing trips to various lakes, rivers, and streams will be held throughout the year. They may range from day trips to overnight trips to multi-day trips. We will try to rate the trip as to the type of fisherperson - beginner to expert - that would be best suited for this trip. The number of beginners may be limited by the number of more accomplished

members willing to work with them. (Some beginners may be willing to "learn by experience".)

You MUST be a member to take part in these trips.

ARTICLE 6 - CONFIRMED DCFF ACTIVITY POLICY STATEMENT

In order to attend DCFF sponsored day or overnight fishing trips to various lakes, rivers and streams (ARTICLE 5, Section 2D Activities) one MUST be a member of DCFF and have a signed Derby City Fly Fishers, Inc. Membership Application Form Waiver and Release liability wavier on file with the Membership Director. To attend other activities (ARTICLE 5, Section 2 A, B C activities) one needs not be a member but one MUST sign in on the activity sheet provided by DCFF for the activity.

ARTICLE 7 - GOVERNMENT OF THE DCFF

SECTION 1 - OFFICERS. Officers shall consist of four (4) individuals elected from the DCFF membership, carry the titles of President, Vice President, Secretary and Treasurer. The President, Vice President, and Treasurer will be elected each year for a one year term and only be able to hold the same office for two consecutive years. The Secretary will be elected each year for a one year term but can serve more than two consecutive years.

The Board of Directors shall consist of four (4) Officers and ten (10) Directors and one (1) Immediate Past-President position. The Directors will carry the titles of Membership Director, Programs Director, Raffles Director, Trips Director, Conservation Director, Education Director, Newsletter Editor, Webmaster, Marketing Director and Project Healing Waters Fly Fishing Director. The Directors will be elected each year.

SECTION 2 - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS. The President may select a nominations committee to handle the nominations of members by the membership for office and administering the voting process. The elections for Officers and Directors will be held at the November general membership meeting with the newly elected Officers and Directors to take office on January 1 of the New Year. Only members who are current in their DCFF annual dues may run for office and vote at elections. A majority vote of members present and voting shall be necessary to elect each Officer and Director. Quorum is required for election of Officers and Directors.

SECTION 3 - DUTIES AND RESPONSIBILITIES.

President

- a. Be the administrative head of the DCFF
- b. Exercise general supervision of DCFF

- c. Preside at every meeting of the DCFF and Board of Directors
- d. Attend, whenever possible, all DCFF functions
- e. Sign contracts and legal documents for, and in the name of, the DCFF, but only when authorized by the Board of Directors.

Vice President

- a. Fulfill the duties of President in his/her absence
- b. Attend, whenever possible, all DCFF functions
- c. Sign contracts and legal documents for, and in the name of, the DCFF, but only when authorized by the Board of Directors.
- d. Should the president be unable to fulfill his/her obligations to the DCFF and resign, or if the President is removed from office, the Vice President will assume the role of President for the remaining term of office.
- e. In the event that any officer resigns or is removed from office, it will be the responsibility of the Vice President to fulfill the requirements of that position until such time as it is filled.

Secretary

- a. Take charge and be responsible for all clerical work pertaining to the business of the DCFF.
- b. Keep a record of all regular and Board meetings
- c. Presenting a written record of all items of business outstanding as of the last meeting in his/her term of office
- d. Counting and recording all voting
- e. Producing any and all records, correspondence, documents, etc., and any other information in his/her care whenever ordered by the president or the Board
- f. Read the minutes of the previous regular meeting and Board meeting when applicable.
- g. Work in co-operation with the Membership Director in keeping the Membership Directory up to date.
- h. Attend, whenever possible, all DCFF functions.

Treasurer

- a. Be responsible for all financial activity of the DCFF.
- b. Receive all monies and deposit them in a bank or banks approved by the Board of Directors.
- c. Keep a regular and systematic book of accounts.
- d. Present at each Board meeting a statement of all monies received and all expenditures for the previous period.
- e. Exhibit such books and any and all papers and vouchers whenever

directed by the President or Board of Directors.

- f. Pay only bills that are presented to him/her by the authority of the Board of Directors.
- g. Sign contracts and legal documents for, and in the name of, the DCFF, but only when authorized by the Board of Directors.
- h. Attend, whenever possible, all DCFF functions.
- i. The preparation and filing of all legally required documents pertaining to the legal and/or tax status of the DCFF including, but not limited to the following; Annual Report filing with Kentucky Secretary of State, Internal Revenue Filings, etc.

Membership Director

- a. Assist in the maintenance of an accurate and complete record of all members' names, addresses, phone numbers, and other pertinent information.
- b. Develop and maintain methods of advertising DCFF to the general public to promote new membership.
- c. Maintain and Store Member Emergency information and events sign-in sheets

Programs Director

- a. Coordinate, for each regular meeting, a program of fly fishing related nature (films, slides, guest speakers, discussion panel, short duration projects or demonstrations, swap or action meets) including preparation of visual aids equipment (projectors, VCR/DVD, television, screens, etc.)
- b. Setup outdoor fishing meetings for the summer meetings at local lakes, ponds, or streams usually with the assistance of the Trips Director.
- c. Supply a list of all programs scheduled for the following year to the Secretary by the December meeting of each year.

Raffles Director

- a. With the Treasurer, select items to be raffled off at each monthly meeting (rods, reels, lines, hooks, flies, vests, fly boxes, etc.) and maintain an adequate supply of said items to cover at least the next three (3) regular meetings.
- b. Coordinate ordering of equipment for DCFF members from wholesale discount vendors as a service to members at no cost.

Trips Director

- a. Coordinate the planning of a least four local, one day fishing trips and at Least four remote (long distance, multi-day) fishing trips each year (separate from regular outdoor meetings.)
- b. Assist the programs director in setting up outdoor meetings.

Conservation Director

- a. Promote the protection and improvement of related natural resources, the ethics and etiquette of fly fishing and the benefits of catch-and-release fishing.
- b. Supervise the development of a list of local conservation projects to be submitted to the membership and board.
- c. Coordinate the planning of any active conservation project in which DCFF becomes involved.

Education Director

- a. Coordinate all teaching activities of DCFF and ensure that proper handouts, supplies, materials, tools, etc. are available for such classes.
- b. Coordinate and supervise a youth education program on fly fishing and related topics.
- c. Establish at least three events each year to be included on the calendar of events. These events should be open to the public.
- d. Ensure that the members of DCFF are also provided with whatever Fly fishing-related class opportunities as is possible and desirable.
- e. Maintain a directory of DCFF teaching activities.
- f. Maintain lists of equipment for beginning fly fishers and fly-tiers (including tackle, materials, publications, etc.)

Newsletter Editor

Produce or cause to be produced through the efforts of other members of DCFF, an informative newsletter on a regular basis. This newsletter should include, but is not limited to, reports on past and upcoming meetings or events of DCFF, articles on fly fishing-related subjects, maps or directions to DCFF events, welcome to new DCFF members and general information as is related to the purposes of the organization.

Webmaster

- a. Will create, update, maintain, and manage all aspects of the DCFF website.
- b. For the purpose of posting, will gather or produce club pictures, articles, maps, and any other general club information that would promote the opinion and purpose of DCFF and/or be of interest or enjoyment to the general public, club members, and affiliates.
- c. Will publicize and promote the website as a central area of information and as a tool for event registration and reservation.

- d. Attend, whenever possible, all DCFF functions.

Marketing Director

- a. Create ideas for items that will promote DCFF and our conservation efforts for a vote before the DCFF Board of Directors.
- b. Supervise the distribution of all merchandise items through sales or give away.
- c. Keep a financial record of the purchase and sale of all merchandise and report the financial status at the monthly board meeting.
- d. Advertise and promote the club and club events and activities through various channels including display of flyers and business cards with merchants.
- e. Attend, whenever possible, all DCFF functions.

Project Healing Waters Fly Fishing Director

- a. Will oversee the Healing Waters Programs under the sponsorship of DCFF
- b. Will coordinate the relationship between the National, Regional and DCFF programs
- c. Will complete the paperwork required by the National and Regional programs
- d. Will coordinate the DCFF programs with the host meeting locations (VA Hospital and Fort Knox)
- e. Will plan the activities for the participants in the programs
- f. Will secure the programs supplies
- g. Will recruit volunteers to assist with the programs.

Immediate Past-President

- a. Serve in a consulting capacity to facilitate the transition of the office of president and assist and support directors as needed.

SECTION 4 - BOARD OF DIRECTORS

The Board of Directors shall consist of the officers listed in Article 7, Section 1.

SECTION 5 - EXPANSION OF THE BOARD OF DIRECTORS

At its discretion, the Board of Directors may recommend to the membership at large that the number of Directors be expanded to more efficiently conduct the club's business. These additional positions of Directors will have to be approved by the membership at large and then the Board will fill these positions if in months other than November. If a Director position is deemed to be no longer useful or required, The Board of Directors may move that Director position be removed to the membership at large. The membership at large may then vote to dissolve the position effective from the date of that vote.

SECTION 6 - VACANCIES. Should a vacancy occur in any office of DCFF, other than due to the regular expiration of a term of office, it will be the duty of the Board to fill the vacancy for the unexpired term of office.

SECTION 7 - IMPEACHMENT. Proceedings to relieve an officer of elected office shall only take place at a regular meeting. The motion to relieve an officer of elected office will require a concurring vote of not less than two-thirds of the members present at such general meeting. Provided a quorum is established as in Article 4 - Section 3 above.

ARTICLE 8 - COMMITTEES

SECTION 1 - STANDING COMMITTEES. Any officer or director may establish a committee of DCFF members and/or other directors to assist in the fulfillment of the duties of his/her office. Committee members will be solicited from the general membership at regular meetings or through notices in the monthly newsletter or through direct personal contact.

ARTICLE 9 - FINANCES

SECTION 1 - FISCAL YEAR. The fiscal year for DCFF will begin on January 1 of each year and end on December 31 of the same calendar year.

SECTION 2 - DUES PAYABLE. Annual dues will become payable on January 1 of each calendar year and cover the next twelve (12) months. A three month grace period will be given before marking any member as inactive.

SECTION 3 - AMOUNT OF ANNUAL DUES. The amount of the annual dues will be established by the board before the end of business at the November meeting for the immediately succeeding fiscal year. Such dues will continue from year to year until changed by the board. No refund of dues will be made under any circumstances. All dues will be due January 1st of each Year. For new members between January 1st and June 30th they will pay the full dues. If paid between July 1st and December 31st a new member would pay only half of the dues.

SECTION 4 - EXPENDITURES. No member, officer, or representative of DCFF will have the authority to contract any obligation for DCFF, or to expend any money of DCFF unless the contract or commitment has been authorized by the board or by a special resolution at a regular meeting, and unless the board has made an appropriation of funds for that purpose. Every expense and financial liability of DCFF and every expenditure of money of DCFF will be evidenced by a voucher or receipt or other appropriate instrument authorized to incur the expense, liability, or expenditure.

ARTICLE 10 - GENERAL PROVISIONS

SECTION 1 - ENDORSEMENTS. 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 or campaign on behalf of any candidate for public office.

SECTION 2 - RELATIONS WITH OTHER ORGANIZATIONS. The organization will have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it is affiliated.

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:

- a. A corporation exempt from federal income tax under section 501 © (3) of the internal revenue code, or corresponding section of any future federal tax code; or
- b. A corporation to which contributions are deductible under section 501 © c.(3) of the internal revenue code, or corresponding section of any future federal tax code.

ARTICLE 11 - AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any general meeting of the organization provided that a notice stating the purpose of each proposed amendment and the reason for it is posted to the web site and e-mailed to every member in good standing and entitled to vote 30 days prior to the date of the meeting at which the proposed amendment is to be voted upon. Provided a quorum is established, a vote of a majority of 60% of the total membership present will constitute acceptance of the amendment.

ARTICLE 12 - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the internal revenue code, or corresponding section of any future federal tax code subject only to any order of a court of competent jurisdiction.

As approved by vote of the membership at a general meeting held November 15, 2017 and hereby attested by the following Officers and Members of the Board of Directors on January 3, 2018:

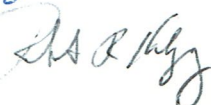

George Tipker, President

1/3/18

Roy Been, Vice President


Brian Kaluzny Immediate Past-President

1/3/18



1/3/18

Don Temple 1/3/18

Don Temple, Treasury


Jessica Clements, Secretary


Gerry McDaniel, Education Director


Joe Gahlinger, Membership Director


John Hearin, Conservation Director


Jack Miller, Programs Director


Mike Norris, Trips Director


Jack McGuire, Raffles Director


Doug Stull, Newsletter Director

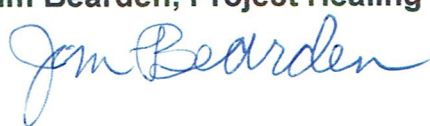
1/3/18


Wes Krupiczewicz, Webmaster

1/3/18

Open Position, Marketing Director

Jim Bearden, Project Healing Waters Fly Fishing Director

 1/3/18