

By-Laws Of Stonefly Maidens Fly Fishing Club

PREAMBLE – MISSION STATEMENT

Our mission is to create opportunities, educate and encourage women's participation in the sport of fly fishing. Our goal is to bring women together who share a love of fly fishing.

ARTICLE I – NAME

This organization shall be called "Stonefly Maidens Fly Fishing Club" and shall be referred to as Stonefly Maidens throughout this document.

ARTICLE II – PURPOSES

Section 1. Objectives of Stonefly Maidens.

Consistent with the Stonefly Maidens Mission Statement stated in the preamble to these By-Laws, Stonefly Maidens is an all-volunteer, non-profit social club established to create opportunities, educate and encourage women's participation in the sport of fly fishing.

Section 2. Activities.

- A. The primary focus of Stonefly Maidens activities is to provide educational events, group fishing trips, fishing clinics, and disseminate information related to fly fishing.
- B. Stonefly Maidens may coordinate activities with other fly fishing organizations/clubs such as the Oregon Council of the Federation of Fly Fishers; its international counterpart, the Federation of Fly Fishers, Inc.; and other groups and clubs with similar fly fishing related objectives.
- C. Some Stonefly Maidens activities may require additional fees.
- D. Unless otherwise specified or board approved, all Stonefly Maidens activities are intended for members only.

ARTICLE III – MEMBERSHIP

Section 1. General Membership and Dues.

- A. Membership is open to any person age 18 and older.
- B. Annual Membership is January 1 through December 31.
- C. Lifetime and/or multi-year membership options may be established by the board.
- D. Membership dues shall be determined by the Board.
- E. Dues shall be prorated for new members who join after June 30.

Section 2. Termination of Membership.

- A. Renewal membership dues not received by March 1 will result in membership termination.
- B. Terminated memberships may be reinstated with payment of the full yearly fee (not prorated).
- C. Persons applying for membership whose previous membership has lapsed more than one year shall be considered new members.
- D. Should there be a member that does not support the mission of Stonefly Maidens and/or is disruptive to the club, the Board has the authority to terminate that member's membership.

Section 3. General Membership Voting.

- A. Members in good standing shall have the right to vote.
- B. A quorum is defined during membership meetings as a majority of the members present.
- C. A quorum is defined during online voting as a majority of the total respondents.
- D. The Board has the authority to determine which voting process shall be used.
- E. Proxy votes shall not be allowed.

ARTICLE IV – General Meetings

Section 1. Monthly Meetings.

- A. General membership meetings shall be held monthly.
- B. Changes to the monthly meeting dates and/or location will be posted to the website and communicated to the membership via listserv.
- C. Guests/non-members may attend up to three meetings per year and may attend outings as long as they are accompanied by a member.

Section 2. Special Meetings.

- A. Special meetings may be called by the Board for any purpose.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Board of Directors Positions.

- A. Board of Director positions with voting privileges shall consist of:
 - 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. Treasurer
 - 5. Past President
- B. Board Officers shall be comprised of positions 1 – 4 above.
- C. Board of Director positions that do not have voting privileges shall consist of:
 - 1. Casting Clinic Coordinator
 - 2. Raffle Coordinator
 - 3. Web master
 - 4. Federation of Fly Fishers representative
- D. The Board of Directors, at their discretion, may add or combine positions as needed.
- E. Any vacancy in the Board shall be filled by an appointment from the Board for the remainder of the term.

Section 2. Election and Term of Office.

- A. Officers shall be elected by majority vote of the general membership.
- B. Officers' term of office is one year, unless re-elected by the general membership.
- C. Term of office is January 1 through December 31.

Section 3. Board Quorum.

- A. A quorum is defined as a minimum of 3 Board Officers.

Section 4. Board Meetings.

- A. Board meetings shall be held quarterly, published on the Stonefly Maidens website, and are open to the general membership.
- B. Special Board meetings may be called at any time by the President.
- C. Special Board meetings of the Officers will be closed to the general membership.

ARTICLE VI – BOARD OFFICER RESPONSIBILITIES

Section 1. President.

- A. Plan and facilitate the monthly membership and Board meetings.
- B. Ensure the fiscal responsibility and obligations are fulfilled.
- C. Provide oversight to committee chairs.
- D. Shall be the primary contact for Stonefly Maidens.

Section 2. Vice President.

- A. Facilitate monthly membership and Board meetings in the absence of the President.
- B. Plan and facilitate all fishing outings.
- C. Ensure there is a designated leader and co-leader for each outing and provide guidance as needed.

Section 3. Secretary.

- A. Maintain current membership list.
- B. Create and distribute new member packets to new members.
- C. Coordinate annual membership renewal.
- D. Coordinate with the Treasurer receipt of membership dues during meetings.
- E. Record minutes for all Board meetings and distribute to the general membership.

Section 4. Treasurer.

- A. Prepare an annual budget for the coming year and present for Board approval.
- B. Provide quarterly financial report of all debits and credits to the Board.
- C. Collect dues and report membership status to the Secretary.
- D. Pay bills in timely manner.
- E. Prepare and submit annual non-profit tax filing.

ARTICLE VII – AMMENDMENTS TO BY-LAWS

- A. Amendments to these By-Laws shall be determined by the Board and presented to the general membership for approval.
- B. Amendments shall be presented to the general membership, 30 days prior to the voting deadline.
- C. Approval of amendments shall require a minimum of two-thirds (2/3) vote of general membership respondents.

ARTICLE VIII – DISSOLUTION OF STONEFLY MAIDENS

- A. Consideration and subsequent authorization to dissolve Stonefly Maidens shall be determined by the Board of Directors at a special meeting called specifically for this purpose.
- B. Final approval to dissolve Stonefly Maidens shall be by the general membership and will require a minimum of two-thirds (2/3) majority by voting respondents.

C. Assets remaining after dissolution shall be gifted to a 501 (c) fishing organization at the discretion of the Board of Directors.

NON-PROFIT CLASSIFICATION

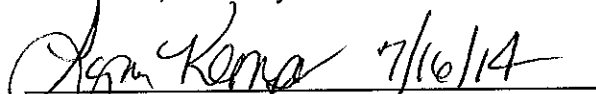
Stonefly Maidens is organized exclusively for purposes subsequent to section 501 (c) of the Internal Revenue Code. The assets and income shall only be used to promote club purposes as described above. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the club. This club shall refrain from any activities not permitted by an organization exempt from federal income tax.

The club shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. Stonefly Maidens has been formed as a social club and not for the making of profit or financial gain. The assets and income of the club shall not be distributable to, or benefit the trustees, directors, officers or other individuals.

CERTIFICATION

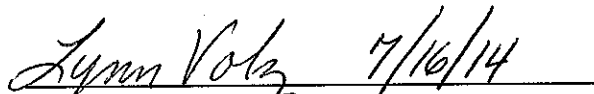
I, Lynn Kemper, President, and I, Lynn Volz, Vice President of Stonefly Maidens Fly Fishing Club, hereby certify that the foregoing is a true and correct copy of the bylaws of the above named organization, with revisions duly adopted by the Board of Directors and the general membership on _____.

President, Stonefly Maidens


Signature / Date

Lynn Kemper
Print name

Vice President, Stonefly Maidens


Signature / Date

Lynn Volz
Print name