

The Bylaws
of
South Sound Fly Fishers

Article I: Name

The name of the Association shall be:

South Sound Fly Fishers

And it is sometimes referred to in these Bylaws as either “SSFF,” “Corporation” or “the Club.”

Article II: Purposes

Section 1. The purposes for which the Corporation is formed are those set forth in its articles of incorporation, as may be amended from time to time. Namely:

- (a) To promote education in the art, science and sport of fly fishing as a sporting method of angling consistent with the conservation of and best use of sport fishing resources.
- (b) To promote education among its members and the public in the techniques of fly fishing, fly tying, fly casting and related angling subjects, including, but not limited to, stream and lake entomology.
- (c) To educate its members and the general sports fishing public about developments that affect the conservation and propagation of sports fishing resources.
- (d) To advance the knowledge of fly fishing, to elevate the standard of integrity, honor and courtesy of fly fishers and to cherish the spirit of unity among anglers everywhere.
- (e) To provide assistance to the state of Washington and the Federal government in the development and implementation of conservation programs for the conservation of and propagation of sport fishing resources.
- (f) To promote and maintain close relationships with organizations, whose purpose is consistent with the concerns of this corporation, as well as to promote and maintain close relationships with state and federal agencies concerned with the sport of angling and to work towards common goals.

Article III: The Corporation

Section 1 The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers except to the extent permitted under the Non-Profit Corporation Act of the State of Washington.

Section 2 The fiscal year shall be from January 1 through December 31.

Article IV: Officers and their Election

Section 1 The officers of the Corporation shall consist of President, Vice President, Secretary, and Treasurer.

Section 2 A nomination committee to consist of three members shall be appointed by the President at the club meeting in September. The committee shall select a complete list of one or more candidates for each office for the succeeding year and present them at the October club meeting.

Additional nominations may be made from the floor. Persons nominated must be members in good standing in order to qualify for nomination. To be qualified for the nomination to the position of President of the South Sound Fly Fishers, the candidates must have been a member of the Board of Directors for at least one year in the previous five years.

Section 3 Election of officers and directors shall be by voice vote of members present and shall be held at the club meeting in November of each year. The candidate receiving the highest number of votes for each office shall be elected.

Section 4 In the event of a vacancy arising in any office, the Board of Directors shall have the power to fill same by appointment and keep it filled until the next annual meeting.

Section 5 The President shall preside at all meetings of the South Sound Fly Fishers and the Board of Directors and shall perform such duties as usually pertain to the office of the President of similar organizations. The President shall appoint the pertinent chair positions amongst the elected officers and/or directors to address issues of interest to the club including Conservation, Education, Programs, Outings, Newsletter, Membership and Webmaster.

Section 6 The Vice President shall perform the duties of the President in the President's absence.

Section 7 The Secretary shall keep records of all meetings and shall perform all such duties as usually pertain to the office of Secretary.

Section 8 The Treasurer shall collect all dues of members and all other funds of the South Sound Fly Fishers and shall deposit all monies in the bank selected by the Board of Directors. Moreover, the Treasurer shall pay all valid bills due and owing by SSFF after approval by the Board of Directors or the President, if so delegated each year, and shall perform all duties as usually pertain to the office of Treasurer.

Section 9 All officers shall perform the duties prescribed in these Bylaws and those assigned from time to time.

Section 10 Officers shall assume their official duties at the Board of Directors meeting in January after their election and shall serve for a renewable term of one year and shall deliver to their successors all minutes, books of account and all other official material of the SSFF at the subsequent Board of Directors meeting following the election.

Section 11 Removal- Any officer may be removed for good cause after an affirmative vote for removal by a majority of board members. Removal motions shall be voted upon at a special meeting of the Board called for that express purpose which shall be called by the President or a majority of the Board. Special meetings to consider the removal of an officer shall be held with no fewer than seven days written notice to all the directors, including the officer whose removal is sought.

Article V: Membership and Dues

Section 1 Membership is open to any person wishing to adhere to the purposes of the South Sound Fly Fishers.

Section 2 New members shall be assessed an initiation fee to be set by the Board of Directors. The Funds from this shall be spent only for purchase of SSFF patches and name tags.

Section 3 The dues of the South Sound Fly Fishers shall be assessed annually by the Board of Directors, payable for the fiscal year, and payable by the March+ club meeting of that year. New members accepted for membership after July 1st shall pay one-half of the annual dues

Section 4 If any members have not paid their dues by the end of the third meeting of the year, they shall be considered delinquent and dropped from the South Sound Fly Fishers' roster. A delinquent member may be reinstated any time that year, by payment of the full annual dues. The Board of Directors shall have absolute discretionary powers over any final action taken pursuant to this section.

Article VI: Board of Directors

Section 1 The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the immediate Past President, Directors-at-large, and the Chairs for Conservation, Education, Fly Fishers International, Fundraising, Membership, Newsletter, Outings, Programs, and Webmaster/Media positions. The duties and responsibilities of the Directors-at-large shall be determined by the President. When the SSFF is not in session, all powers of the SSFF shall be vested in the Board of Directors. Matters pertaining to policies, management, and administration of SSFF shall be referred to the Board of Directors before being acted upon by the SSFF.

Section 3 Directors-at-large shall hold terms for two years. The positions shall be staggered, so that one or more Directors-at-large will always be continuing on the board each new business year.

Section 4 In the event of a vacancy arising in any office, the Board of Directors shall have the power to fill the same by appointment and keep it filled until the next annual meeting. At that election, appointee may stand for election for the balance of the term, if any, remaining for that position.

Section 5 Removal- At the discretion of the Board of Directors, any board members failing to fulfill their duties, or for good cause, can be removed from the Board after an affirmative vote for removal by a majority of board members. Removal motions shall be voted upon at a special meeting of the Board called for that express purpose which shall be called by the President of the Board or a majority of the Board. Special meetings to consider removal of a director shall be held with no fewer than seven days written notice to all of the directors, including the director whose removal is sought.

Article VII: Standing Rules

Section 1 Two-thirds majority vote of the members present at a club meeting shall be necessary to amend or add to the Bylaws of the SSFF, provided that oral notice has been given at a preceding club meeting of the South Sound Fly Fishers.

Section 2 Twelve members in attendance and in good standing shall constitute a quorum for the transaction of business at any club membership meeting.

Section 3 The Board of Directors shall have the power to drop a member from membership of the SSFF for good cause, that is, conduct unbecoming to a sportsman or any action detrimental or opposed to the principles of the SSFF.

Section 4 Unless otherwise provided in these By-laws "Roberts Rules of Order" is the parliamentary authority and shall govern all business proceedings of the SSFF.

Section 5 All members in good standing shall have the right to inspect the books and records of the SSFF upon five days written request made to the Board of Directors. The books and records shall be made available for inspection only at reasonable times and dates. In order not to impede normal operations of the SSFF, copies of said books and records may be provided as satisfaction of this section.

Article VIII: Board of Directors – Duties – Meetings – Quorum

Section 1 In addition to the powers and duties prescribed elsewhere, the Board of Directors shall have the following powers and duties:

- a) To transact necessary business in the intervals between meetings of the SSFF and such other business as may be referred to it by the SSFF.
- b) To create standing committees.
- c) Approve the proposals and activities of the standing committees.
- d) To present reports of the activities of the Board of Directors at the regular meetings of the SSFF.
- e) To appoint an auditor or an auditing committee to audit the Treasurer's accounts and yearend financial report.
- f) To prepare and submit to the Board of Directors and club for approval an audited financial report for the preceding fiscal year. Said report shall be delivered not later than the March Board of Directors meeting.
- g) To prepare and submit to the Board of Directors and club for approval, a budget for the current fiscal year. Said budget shall be delivered no later than the March meetings.

Section 2 The Board of directors shall meet regularly each month.

Section 3 Special meetings of the Board of directors, for any purpose, may be called by the President or a majority of the members of the Board upon three days' notice except as provided in Article IV section 11 and/or Articles VI Section 5.

Section 4 A majority of members of the Board of Directors shall constitute a quorum for conducting the business of the Board.

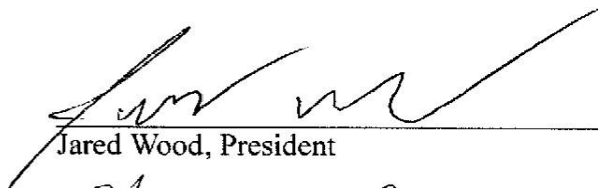
Article IX: South Sound Fly Fishers Meetings

Section 1 The annual meeting of the SSFF shall be the club meeting in November of each year.

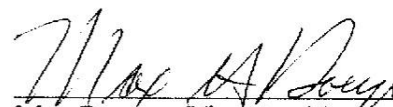
Section 2 Regular meetings of the SSFF shall be held at such other times as may be approved by the Board.

Section 3 Special meetings of the SSFF may be called by the President or a majority of the members of the Board upon not fewer than seven days' notice.

Dated this **20th day of February 2024**, the undersigned officers certify that the foregoing Bylaws of the South Sound Fly Fishers as amended were approved on by vote of the club members.



Jared Wood, President



Max Doerge, Vice President