

1 **BYLAWS OF THE GOLD COUNTRY FLY FISHERS**

2 **Adopted: November 10, 1992**

3 **Revised: October 19, 2004**

4 **Current version revised: November 8, 2010**

5  
6 **Article 1 Name and Purpose**

7 **Section 1** The name of this organization is Gold Country Fly Fishers, hereinafter  
8 known as G.C.F.F., a nonprofit public benefit club which is organized to  
9 have and exercise all rights and powers conferred on nonprofit  
10 organizations under the laws of California.

11 **Section 2** The purpose and objectives of the Gold Country Fly Fishers are:

- 12 1. To promote the art of fly fishing for the recreation of its members.  
13 2. To promote and support the conservation of our fisheries resources, with  
14 particular emphasis on the "Catch and Release" ethic.  
15 3. To provide assistance to members in the skills and techniques of fly fishing.  
16 4. To publicize and promote fly fishing, fly casting, fly tying, and other related  
17 subjects.  
18 5. To represent organized fly fishers by maintaining liaison with sports,  
19 conservation, and regulatory agencies and organizations.

20 **Article 2 Membership and Dues**

21 **Section 1** Individuals or Families who accept the purposes of this organization  
22 qualify for membership.

23 **Section 2** Membership may be requested from the club Treasurer and must be  
24 accompanied by the prescribed dues for one year.

25 **Section 3** Dues shall be reviewed and set annually by the Board of Directors. A  
26 one-time initiation fee may be assessed by the Board of Directors.

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29 **Article 2 Membership and Dues (Cont'd)**

30 **Section 4** The membership year shall be from January 1 to December 31. New  
31 applicants accepted after the beginning of the membership year shall  
32 pay full dues for the first six months of the year, and shall pay a reduced  
33 membership fee, to be determined by the Board of Directors, after July  
34 1<sup>st</sup>, for the balance of the year. Members in good standing will pay  
35 their dues before March 15th of the renewal year.

36 **Section 5** Notice of renewal shall be publicized at membership meetings and in  
37 the club newsletter prior to December 31, and as necessary thereafter.

38 **Section 6** Memberships not renewed on or before March 15th shall be considered  
39 expired and dropped from the roster, with privileges and interests in  
40 the organization terminated. The Treasurer shall send a "Notice of  
41 Termination", explaining procedures for reinstatement, to the  
42 terminated members. Reinstatement is payment of annual dues.

43 **Section 7** Members may withdraw from membership by filing written notice. No  
44 refund of dues will be made.

45 **Section 8** **Membership Categories:**

46 **1.** Individual: Persons 18 or older having full rights and privileges.

47 **2.** Family: Persons of the same household. The family membership has  
48 only one vote, but has all other rights and privileges.

49 **3.** Junior: Persons under the age of 18 may join as a junior member. In  
50 order to participate in club meetings and activities, sponsorship by an  
51 adult club member must be obtained. Junior members have no voting  
52 privileges. There is no dues charge for junior membership.

53 **4.** Honorary: Persons designated by the Board of Directors. Such persons  
54 shall not be required to pay annual dues or initiation fees, but shall  
55 have full rights of membership.

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59 **Article 3 Meetings**

60 **Section 1** **Membership meetings shall be held monthly, at a time and place set by**  
61 **the Board of Directors, with advance notice given to each member by**  
62 **newsletter, mail, or email.**

63 **Section 2** **Special meetings may be called any time by a majority of the Board of**  
64 **Directors, with advance notice given to members by mail or email.**

65 **Section 3** **With the exception of elections, voting shall be by voice except when a**  
66 **majority of those present request a vote by ballot. (See Article 2 for**  
67 **voting rights.) Each member shall have one vote. No proxy votes shall**  
68 **be permitted.**

69 **Section 4** **The following topics shall be included at membership meetings:**

- 70 **1. Summary of actions taken by the Board of Directors including , if**  
71 **necessary, reading of the minutes**  
72 **2. A summary of the Treasurer’s Report**  
73 **3. Reports of committees**  
74 **4. Fishing Reports and Raffle**  
75 **5. New business**  
76 **6. Program (Speaker, films, demonstrations, etc.)**  
77

78 **Section 5** **At any regular or special meeting of the members, the presence of**  
79 **twenty-five members, or 25% of the current members entitled to vote,**  
80 **whichever is less, shall constitute a quorum for transaction of business.**  
81 **The vote of a majority of members present at a meeting at which a**  
82 **quorum is maintained shall decide any question before such a meeting**  
83 **with the exception of Amendments to Bylaws (see Article 10).**  
84

85 **Article 4 Board of Directors**

86 **Section 1** **The Board of Directors shall consist of nine members: the four officers -**  
87 **President, Vice-President, Secretary, and Treasurer - one past President**  
88 **Director, and four Directors at large. One Director position is reserved**  
89 **for the immediate past President, if he/she chooses to serve on the**  
90 **board following his/her year as President. If the immediate past**  
91 **President does not choose to serve as a Director, the general**

92 **Article 4 Board of Directors (Cont'd)**

93 membership will fill this one year position in the general election.  
94 Elected from eligible members (i.e., those members entitled to vote),  
95 Directors at Large shall serve two year terms, with two Directors  
96 standing for election each year. The elected officers and immediate  
97 past President (or person duly elected for this position) serve a one year  
98 term. A proposed slate of officers, including the President, shall be  
99 presented to the membership at the October meeting. Members  
100 wishing to nominate additional candidates for any office may do so at  
101 this time. Election of the Officers and Directors shall be by voice, or, if  
102 requested by a voting member, ballot vote, at the November meeting.  
103 Officers and Directors shall be elected by simple majority.

104 **Section 2** Five members of the Board of Directors constitute a quorum for a Board  
105 meeting. Each Director has one vote. Business conducted must be  
106 approved by a majority of the Directors present.

107 **Section 3** Meetings of the Board of Directors shall be held at least quarterly at the  
108 call of the President, or by the Vice-President in the absence of the  
109 President. A special meeting must be called upon the request of three  
110 Directors. Notice of the meetings of the Board must be given not less  
111 than 24 hours in advance or more, by mail, email, or telephone.

112 **Section 4** Unless excused by the Board of Directors, the office of any Director shall  
113 be declared vacant if the Director fails to attend three meetings in a  
114 calendar year.

115 **Section 5** A vacancy on the Board of Directors, other than through recall, shall be  
116 filled for the remainder of the term by majority vote of the Board of  
117 Directors.

118 **Section 6** The Board of Directors shall conduct business consistent with these  
119 Bylaws.

120 **Section 7** The Board of Directors shall have the authority to act on behalf of the  
121 G.C.F.F., including, but not limited to the following activities:

122 Determine the yearly membership fees

123 Budget and administer all expenses during the year

124 **Article 4 Board of Directors (Cont'd)**

125 **Arrange for suitable meeting facilities, including any special activities**  
126 **sites.**

127 **Establish and maintain liaisons with other organizations that**  
128 **promote fly fishing and conservation of fisheries resources.**

129 **Provide funding for charitable activities that fall within our mission**  
130 **statement.**

131 **Arrange and pay for monthly speakers.**

132 **Provide for and administer the expenses of club outings.**

133 **Administer other activities that fall within our mission statement.**

134

135 **Article 5 Officers**

136 **Section 1 Elected officers are: President, Vice-President, Secretary, and**  
137 **Treasurer.**

138 **Section 2 The President shall preside at general membership meetings and at**  
139 **meetings of the Board of Directors, appoint committees, act as**  
140 **spokesperson for G.C.F.F. positions adopted by the Board of Directors,**  
141 **and perform other duties consistent with these Bylaws.**

142 **Section 3 The Vice-President shall carry out the powers and duties of the**  
143 **President during the absence or disability of the President, and shall**  
144 **succeed to the office of the President if it should become vacant. The**  
145 **Vice-President shall perform other duties as prescribed by the**  
146 **President. The Vice President shall, at the request of the Board, stand**  
147 **for election as President for the year immediately following his/her**  
148 **service as Vice President; however, voting members can submit**  
149 **additional nominations for any elected position (as specified in Article**  
150 **6, Section 1) at the October nominations.**

151 **Section 4 The Secretary shall prepare and maintain records of general**  
152 **membership meetings and Board of Directors meetings, and perform**  
153 **other duties as prescribed by the Board of Directors.**

154 **Article 5 Officers (Cont'd)**

155 **Section 5** Subject to control of the Directors, the Treasurer shall have custody of  
156 funds, and have authority to sign any checks or other financial  
157 instruments that pertain to club business, up to \$500. Expenditures  
158 over \$500 must also be signed by the President, or in his/her absence,  
159 by the Vice President. The Treasurer shall ensure that expenditures are  
160 authorized, maintain financial records, and prepare and present  
161 financial reports at each membership meeting and at meetings of the  
162 Board of Directors.

163 **Section 6** Board members shall not receive financial compensation except for  
164 authorized expenses incurred in connection with club business.

165

166 **Article 6 Election of Officers and Directors**

167 **Section 1** A Nominating Committee shall be appointed by the President at the  
168 September meeting. The Nominating Committee shall nominate at  
169 least one person to fill each office and each of the two expiring  
170 Directorships. The Nomination Committee's recommendations shall be  
171 presented to the membership at the October meeting, and, at that  
172 time, nominations shall also be accepted from the floor. Additional  
173 nominations can be received during the November meeting prior to the  
174 elections. An individual nominated for any position but not elected  
175 shall be eligible for nomination to any other position. Elections will be  
176 held at the November meeting.

177 **Section 2** Each member with voting privileges, as outlined in Article 2, shall have  
178 one vote for each office. Voting shall be by voice vote, or if requested  
179 by any member eligible to vote, by ballot. There shall be no absentee  
180 or proxy voting.

181 **Section 3** Ballots shall be counted by a committee of three members appointed  
182 by the President. The person receiving the highest number of votes for  
183 each office shall be elected to that office. The two nominees for the  
184 Board of Directors receiving the most votes shall be considered elected.

185

186 **Article 6 Election of Officers and Directors (Cont'd)**

187 **Section 4** Newly elected Officers and Directors shall be installed at the December  
188 meeting and shall assume their responsibilities effective January 1 of  
189 the following calendar year.

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191 **Article 7 Recall of Officers**

192 **Section 1** Elected Officers or Directors may be removed by a 60% vote of eligible  
193 members present at a general membership meeting, or at a meeting  
194 called for that purpose. Said special meeting shall be called, with  
195 advance notice of not less than 7 days in accordance with Article 3,  
196 Section 2, upon receipt by the Secretary of a petition bearing the  
197 signatures of 20% of eligible members.

198 **Section 2** Vacancies on the Board of Directors created by the recall process shall  
199 be filled according to Article 6.

200

201 **Article 8 Deposit of Funds**

202 **Section 1** Funds shall be deposited in savings/checking account(s) in the name of  
203 the organization with an institution whose deposits are insured by the  
204 federal government.

205 **Section 2** Checks or withdrawal slips shall be signed either by the Treasurer, the  
206 President, or, in the absence of the Treasurer and President, by the  
207 Vice-President. Checks or withdrawal slips over \$500 shall require two  
208 signatures (see Article 5, Section 5).

209

210 **Article 9 General**

211 **Section 1** No Director, Officer, or member shall participate in the deliberations or  
212 vote upon any question in which they or an immediate family member  
213 or business associate have a pecuniary interest, and they must  
214 withdraw during such proceedings. Such a person is considered present  
215 for the purpose of determining a quorum.

216

217 **Article 9 General (Cont'd)**

218 **Section 2** **Records of this organization shall, on appropriate notice, be made**  
219 **available for inspection by the members.**

220 **Section 3** **No Director, Officer, or member shall be personally liable for any bills or**  
221 **obligations, past or present, of this organization except for the payment**  
222 **of his or her dues.**

223

224 **Article 10 Amendments to Bylaws**

225 **Section 1** **Bylaws may be amended by a vote of 67% of the eligible members**  
226 **present at a membership meeting in accordance with Article 3.**

227

228 **Article 11 Rights on Dissolution**

229 **In the event of dissolution of the organization, physical assets will be liquidated. Club**  
230 **members will be given the first opportunity to bid on the assets. After satisfying**  
231 **liabilities, revenue from liquidation and remaining club funds and any other assets**  
232 **shall be donated to one or more conservation or sporting organization(s) as agreed**  
233 **upon by majority vote of the Board of Directors.**

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235 **END OF BYLAWS**