

CONSTITUTION AND BYLAWS
OF
LONE STAR FLY FISHERS

ARTICLE I

NAME, PURPOSE AND MISSION

Section 1. Name, Color and Slogan

- A. The name of the Club shall be Lone Star Fly Fishers and is referred to in these Constitution and Bylaws as the “Club”.
- B. The Club colors shall be red, white and blue.
- C. The Club slogan shall be “A club dedicated to the enjoyment of fly fishing and the education of fly fishers”.

Section 2. Purpose

- A. The Club shall be a premier non-profit membership organization for all local freshwater and saltwater fly fishermen, women and children of all skill levels.
- B. The Club shall be dedicated to the offering of high quality educational programs for the continued development of fly fishing and fly tying knowledge and skills.
- C. The Club shall also coordinate fly fishing activities for the enjoyment all members and for the opportunity of developing camaraderie between fellow fly anglers.
- D. The Club shall promote youth fly fishing and their enjoyment and respect of the outdoors.
- E. The Club shall promote clean waters, angling ethics and the preservation of our natural resources.

Section 3. Mission Statement

Lone Star Fly Fishers endeavors to be the premier non-profit membership organization for all local freshwater and saltwater fly fishermen, women and children of all skill levels. The club is dedicated to the offering of high quality educational programs for the continued development of fly fishing and fly tying knowledge and skills. This club coordinates fly fishing activities for the enjoyment of all members and for the opportunity of developing camaraderie between fellow fly

anglers. The promotion of clean waters, angling ethics and the preservation of our natural resources is also a focus of Lone Star Fly Fishers.

ARTICLE II

MEMBERSHIP

Section 1. Requirements for Membership

- A. Voluntarily express a genuine interest in membership.
- B. Pay annual dues.
- C. Be in full agreement with the Club rules and regulations.

Section 2. Membership Dues

- A. Full membership shall extend from January 1 through December 31 of each year.
- B. Annual membership dues shall be \$25.00 for adults and \$15.00 for children under 16 per year due January 1 of each year.
- C. Initial membership fee for new members shall be \$25.00
- D. Initial membership fee for new members may be prorated depending upon what time of year the join.
- E. If an individual joins from January through June membership fee shall be \$25.00 for adults and \$15.00 for children under 16. If an individual joins from July through December membership fee shall be \$15.00 for adults and \$10.00 for children under 16 and shall be considered as fall membership status.

Section 3. Full Membership Benefits

Full membership shall include all members who have paid membership fee for a complete year, either \$25 for adults or \$15.00 for children under 16. Additional membership benefits may be included at any time upon approval of the Board. Full member benefits shall consist of but not limited to the following:

- A. The LSFF informative and educational newsletter 12 times a year.
- B. High quality educational programs at LSFF's monthly meetings.
- C. Free access to the extensive LSFF library of books and videos.
- D. Opportunities to fellowship and share knowledge with other fly fishers.

- E. Opportunities to participate in the round table tying sessions to fellowship and share techniques with other tyers.
- F. Opportunities to participate in coordinated fly fishing outings to various locations.
- G. Opportunities to contribute to conservation programs for all fish in all waters.
- H. Opportunities to participate in clinics to teach kids about fly fishing.
- I. Opportunities to participate in raffles and free drawings for a chance to win high quality fly fishing gear, flies and supplies.
- J. Fly fishing, fly tying and rod building gear available to check out for your personal use.
- K. Full voting rights of general membership to include the election of officers and Board members as well as any special elections presented by the Board to the general membership.

Section 4. Fall Membership Benefits

Fall membership shall include all members who have not paid membership fee for a complete year, neither \$25 for adults nor \$15 for children under 16. These members have only paid \$15 for adults or \$10 for children under 16. Additional membership benefits may be included at any time upon approval of the Board. Fall member benefits shall consist of but not limited to the following:

- A. The LSFF informative and educational newsletter 12 times a year. Not including the first year for which members shall only receive newsletters for the months remaining in the year.
- B. High quality educational programs at LSFF's monthly meetings.
- C. Free access to the extensive LSFF library of books and videos.
- D. Opportunities to fellowship and share knowledge with other fly fishers.
- E. Opportunities to participate in the round table tying sessions to fellowship and share techniques with other tyers.
- F. Opportunities to participate in coordinated fly fishing outings to various locations.
- G. Opportunities to contribute to conservation programs for all fish in all waters.
- H. Opportunities to participate in clinics to teach kids about fly fishing.
- I. Opportunities to participate in raffles and free drawings for a chance to win high quality fly fishing gear, flies and supplies.
- J. Fly fishing, fly tying and rod building gear available to check out for your personal use.

- K. Full voting rights of general membership to include the election of officers and Board members as well as any special elections presented by the Board to the general membership.

Section 5. Revocation of Membership

Membership may be revoked due to one or more of the following:

- A. Any repeated action or display of attitude that reflects dishonor to the Club.
- B. Any repeated action that creates an unsafe environment for other members.
- C. Any repeated action or display of attitude that diminishes the enjoyment of club members at any club meeting or activity.
- D. Falling more than two months behind in dues.
- E. It shall be the responsibility of the Board to determine if an individual is conducting themselves improperly and discuss unsatisfactory actions with the individual charged. An official warning will be given at that time. Upon further unsatisfactory actions that individual may be removed from the Club by a two-thirds (2/3) vote of the Board.
- F. Members shall be notified in writing if removed.

ARTICLE III

OFFICERS AND THEIR DUTIES

Section 1. Officers

A. President

Presides over all meetings of the Board of Directors; of all general meetings; of all special meetings of the Club; direct all official business; supervise all Club activities; appoint and be ex-officio member of all standing and special committees; chair Board meetings; appoint newsletter editor; appoint librarian; appoint Tie Master; plan, organize and implement monthly programs for each general meeting; delegate such duties as may be appropriate to best serve the Club; check and respond to email daily.

B. Vice-President

Assist the President upon request; preside in the absence of the President; assume the office of the President shall it be vacated.

C. Secretary & Treasurer

Record accurate minutes of all regular meetings; call meetings of the Board; receive and distribute all monies upon approval of the Board; maintain accurate financial records; prepare annual budget; present a current balance at each regular meeting; submit an annual report to the Board at its January meeting where an audit may be conducted; maintain the Club membership records; check mail at post office weekly.

D. Membership Officer

Serves as chair of membership committee; maintain current membership records; greet all members at general meetings; identify visitors; maintain the Club roster.

Section 2. Elections

- A. Officers shall serve for two calendar years beginning January 1 of each odd numbered year.
- B. The President shall appoint the chair for the temporary Nominating Committee at the September meeting. A request for volunteers to fill this committee shall also be made at that time.
- C. Officer nominations shall be accepted at the regular November meeting in even numbered years.
- D. Officer elections will be held at the regular December meeting in even numbered years.
- E. The elections shall be by secret ballot and simple majority of general membership present at the meeting.
- F. Vacancies shall be filled for the remainder of a term if needed.

Section 3. Eligibility for Holding Office

To be eligible to hold office a member shall be in good standings with the Club membership.

Section 4. Removal of Officers

Any Officer may be removed from office by a two-thirds (2/3) vote of the Board upon thirty days prior written notice.

Section 5. Terms

An officer may not serve more than two consecutive terms in the same position. Officers shall serve for two calendar years beginning January 1 of each odd numbered year.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors, referred to in these Constitution and Bylaws as the "Board", shall control the business and affairs of the Club and may exercise all such authority and powers of the Club and do all such lawful acts directed or required to be exercised or done by the members directly.

Section 1. Composition of the Board

The Board of Directors shall be composed of eight members to include the President, Vice-President, Secretary and Treasurer, Membership Officer, Immediate Past-President, and three representative Board members.

Section 2. Qualifications

Qualifications to serve on the Board of Directors must include that a person be a member in good standing of the Club.

Section 3. Board Meetings

The Board of Directors shall meet on the second Thursday of each month at a designated time and location decided by the Board. General Board meetings are open to all members. The President may call an emergency or private Board meeting at any time and may be conducted in person, via conference call or via email group discussion. The Club President shall chair all Board meetings.

Section 4. Officer Voting Rights

All Officers shall have the same voting rights as representatives; except the President, who shall vote only in the case of a tie and the immediate Past-President who will be retained as an advisor.

Section 5. Terms

Board members shall serve for two calendar years beginning January 1 of each even numbered year. Board members shall serve no more than two consecutive terms.

Section 6. Board Nominating Committee

The President shall appoint the chair for the temporary Nominating Committee at the September meeting. A request for volunteers to fill this committee shall also be made at that time.

Section 7. Nominations

Nominations to fill representative Board positions shall be accepted at the regular November meeting each odd numbered year.

Section 8. Elections

Representative Board member elections will be held at the regular December meeting each odd numbered year. The elections shall be by secret ballot and simple majority of general membership present at the meeting.

Section 9. Removal of Office

Any Board member may be removed from office by a two-thirds (2/3) vote of the Board upon thirty days prior written notice. Vacancies shall be filled for the remainder of a term if needed. The remaining Board members will elect the fill in Board member.

Section 10. Absenteeism

Board members shall miss no more than three consecutive Board meetings and no more than four total Board meetings in any given year.

Section 11. Quorum

At any Board meeting there must be a minimum of three voting Board members present, not including the President, in order for a quorum.

ARTICLE V

METHOD OF AMENDING CONSTITUTION

This constitution may be amended by a two thirds (2/3) vote of the general membership present at the June or December meetings, provided the Club officials have been presented with a written proposal at the May or November meetings. The Club officials are to make a recommendation on all proposals.

ARTICLE VI

STANDING COMMITTEES

Section 1. Appointment

The President shall appoint, with plurality confirmation by the Board, the following committees as may become necessary. Terms of appointment to standing committees shall be two years or less, expiring on December 31st after appointment. No member of a standing committee shall serve more than two consecutive terms on the same committee. To qualify for an appointment to a standing committee, a candidate must be a member in good standing of the Club. The President shall remove and/or replace committee chair with confirmation by the Board.

Section 2. Fund Raising Committee

The number of members to serve on this committee shall be determined by the Board. The purpose of this committee shall be; to make recommendations to the Board regarding fund raising opportunities and activities; to plan, organize and implement fund raising activities for the Club as directed by the Board.

Section 3. Outings Committee

The number of members to serve on this committee shall be determined by the Board. The purpose of this committee shall be; to make recommendations to the Board regarding fly fishing outings; to plan, organize and implement two to six fly fishing outings per year; may also plan one to three special fly fishing outings per year.

Section 4. Conservation Committee

The number of members to serve on this committee shall be determined by the Board. The purpose of this committee shall be; to protect our natural environment from harmful change; to document and report to the proper authorities violations of Local, State, and Federal anti-pollution laws, Statutes, Regulations, Ordinances and other regulatory devices; to take political action where appropriate; to undertake informational and educational programs to bring to the public a great awareness of threats to our environment; and, above all, to take leadership roles in repairing the harm that has already been done to the life-giving waters of America.

Section 5. Education Committee

The number of members to serve on this committee shall be determined by the Board. The purpose of this committee shall be; to make recommendations to the President and the Board regarding the selection of educational programs for the monthly meetings; to plan, organize and implement periodic fly fishing, rod building, fly tying and special interest clinics for the general membership; to plan, organize and implement periodic fly fishing and fly tying clinics for children; to plan, organize and implement the Boy Scouts of America fly fishing merit badge clinics; to plan, organize and implement periodic special topics clinics as called for by membership demand.

Section 6. Membership Committee

The number of members to serve on this committee shall be determined by the Board. The purpose of this committee shall be; to make recommendations to the Board regarding membership issues; to plan, organize and implement membership drives.

Section 7. Special Committees

Special committees may be formed by the Board, but only for closely defined purposes, and in no case may the tenure of a special committee exceed two years from the date of appointment. Special committees may not supersede or otherwise infringe upon the duties and responsibilities of the "Standing Committees".

Section 8. Committee Chairs

It shall be the responsibility of each committee chair to schedule, coordinate and conduct committee meetings.

Section 9. Committee Meetings

Committees must meet as regularly as needed to adequately fulfill its purpose.

ARTICLE VII

MEETINGS

Section 1. Time and Location of General Meetings

General meetings shall be held each month at a consistent time and location. The Board shall determine meeting times and locations upon conferring with the general membership.

Section 2. General Meetings Quorum

At any general membership meeting, the quorum shall consist of those voting members present. The act of the majority of the voting members present at meetings at which there is a quorum will be the act of the Club, unless a greater number is required by law or by these bylaws.

Section 3. Board of Directors Meetings

Board of Directors shall meet each month prior to general meetings. The Board of Directors shall meet on the second Thursday of each month at a designated time and location decided by the Board.

Section 4. Fly Tier's Round Table Meetings

The Fly Tier's Round Table shall meet regularly and consistently at a time not conflicting with the general meeting nor the Board meeting. Meeting frequency, time and location shall be determined by the Board upon conference with the Education Committee and the Tie Master.

ARTICLE VIII
OUTINGS

Section 1. Frequency of General Outings

The Club shall coordinate two to six general fly fishing outings each year.

Section 2. Frequency of Special Outings

The Club may also coordinate one to three special fly fishing outings per year that require a maximum number of participants.

Section 3. Participation Eligibility

All members in good standing are eligible to participate in each general and special outing. Participation in each special outing shall require an advanced cash deposit and be on a first come first served basis. A parent or legal guardian must accompany all minors under the age of 18. General outings are not restricted to members only. Special outings are restricted to members only unless otherwise noted.

Section 4. Special Outings Fees

Each participant of each special outing shall be charged the same outing fee. No officer, Club member, nor committee chair shall take any special considerations, discounts or complimentary services for organizing special outings. Club members who are guides or fly shop owners/managers who host a special outing shall be exempt from this rule.

Section 5. Safety

Individuals shall not conduct themselves in a manner that may be considered unsafe to themselves or to any participants. Individuals shall not participate in the outings under the influence of any illegal drug or substance. Participants shall not participate in any activities or actions that may be considered as horseplay or foolery.

Section 6. Planning

It shall be the responsibility of the Outings Committee to plan, organize and implement each outing.

Section 7. Liability

The club shall not be liable for loss of property, injury or death of individuals during the participation in any outing. Each individual participant assumes any and all risks associated with each outing.

ARTICLE IX

EDUCATION

Section 1. Overview

The Club shall offer a quality educational program at each monthly meeting unless so directed by the Board for fund raising or other special activities.

Section 2. Clinics

The Club shall offer annual casting and tying clinics. The Club shall offer periodic rod building clinics as called for by membership demand. The Club shall offer periodic special topics clinics as called for by membership demand.

Section 3. Youth Clinics

The Club shall offer annual youth fly fishing clinics. The Club shall be available to offer fly fishing merit badge clinics to the Boy Scouts of America local chapters.

Section 4. Library

The Club shall maintain a quality library of books and videos. The President shall appoint a librarian to maintain proper control of library.

Section 5. Monthly Program Scheduling

It shall be the responsibility of the President to schedule monthly programs at the general meetings.

Section 6: Education Committee Responsibilities

It shall be the responsibility of the Education Committee to make recommendations to the President regarding monthly program issues. It shall be the responsibility of the Education Committee to plan, organize and implement all other educational offerings.

ARTICLE X

CONSERVATION

Section 1. Monitoring

The Club shall monitor aquatic recourse for quality of water as needed.

Section 2. Reporting of Violations

The Club shall report to the proper authorities violations of Local, State, and Federal anti-pollution laws, Statutes, Regulations, Ordinances and other regulatory devices.

Section 3. Political Action Regarding Environmental Issues

The Club shall take political action regarding environmental issues only when appropriate. No substantial part of the activities of the Club shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for any public office unless it can be clearly justified as being in the best interest of conservation and the protection of our natural recourses and fisheries. The Board must first approve such political actions conducted in the name of the Club.

Section 4. Create Public Awareness

The Club shall undertake informational and educational programs to bring to the public a great awareness of threats to our environment when appropriate.

Section 5. Repairing Harm to the Environment

The Club shall take leadership roles in repairing the harm that has already been done to the life-giving waters of our fisheries.

Section 6. Conservation Activities

It shall be the responsibility of the Conservation Committee to plan, organize and implement all conservation activities.

ARTICLE XI

NEWSLETTER

Section 1. Overview

The Club shall present an educational and informative monthly electronic newsletter. Newsletter shall be available to members only.

Section 2. Editor

An editor will be appointed by the President to plan, organize and implement newsletters.

Section 3. Heading and Format

Each newsletter shall be consistent and consist of pre-established heading and format determined by the Board.

Section 4. Contents

The newsletter shall consist of but not limited to the following:

- A. Letter from the President.
- B. Various fishing reports of local interest.
- C. Tier's Table article.
- D. Various articles of local interest.
- E. Overview of previous meeting.
- F. Promotion of the following meeting and program.
- G. Promotion of the Clubs upcoming special events and activities.
- H. Special recognition of new members.
- I. Reports from standing committees as appropriate.
- J. Advertisements.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Payments

All checks, drafts or other orders of payment of money, notes or other evidence of indebtedness issues in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, the Secretary and Treasurer and/or President shall sign such instruments.

Section 3. Deposits

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, or other depositories as the Board may select.

Section 4. Contributions, Donations and Gifts

The Board may accept on behalf of the Club any contributions, gifts, bequest or devise for the general purpose or for any special purpose of the Club.

ARTICLE XIII

OFFICES, BOOKS and RECORDS

Section 1. Offices

The principle office of the Club shall be at such place as the Board may determine. The Board may from time to time at any time establish other offices or branches of the Club at whatever place or places it deems to be appropriate.

Section 2. Books and Records

The Club shall keep correct, current and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors, committees and general membership. Any member of the Club, or their agent or attorney may inspect all books and records of the Club, for any purpose at any reasonable time.

ARTICLE XIII

FINANCES

Section 1. Fiscal Year

The fiscal year of the Club shall be from January 1 through December 31 of each year.

Section 2. Budget

The Board shall review and approve the annual budget for the Club submitted by the Secretary & Treasurer.

Section 3. Expenditures

No part of the net earnings of the Club shall inure to the benefit of, or be distributed to its directors, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Clubs purposes set forth in Article I.

ARTICLE XIV

GENERAL PROVISIONS

Section 1. Avoidance of Political Activity

No substantial part of the activities of the Club shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for any public office unless it can be clearly justified as being in the best interest of conservation and the protection of our natural resources and fisheries. The Board must first approve such political actions conducted in the name of the Club.

Section 2. Relations with other organizations

The Club shall have no financial interests in the property, assets or liabilities of any other club or organization in which it may hold membership or with which it may be affiliated, unless specifically agreed upon by both parties and approved by the Board. No other club or organization shall have financial interests in the property, assets or liabilities of the Club unless specifically agreed upon by both parties and approved by the Board.

ARTICLE XV

NONDISCRIMINATION

It shall be the policy of the Club to provide equal consideration to all individuals for membership, employment and participation in its programs and activities without regard to race, creed, color, national origin, gender, age, marital status, disability or veteran status.

ARTICLE XVI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVII

RULES OF ORDER

All meetings of the Club shall be conducted in an orderly manner. Meetings of the Club shall function under "Robert's Rule of Order, Revised" only if determined necessary for the orderly conduct of meetings as determined by the President, or the request of any one member and the concurrence of a majority of the voting members attending such meeting.

ARTICLE XVIII

APPROVAL OF CONSTITUTION AND BYLAWS

These Constitution and Bylaws shall become binding and effective when they are duly accepted by a majority of the voting members at a general meeting of the membership and signed by the President, Vice-President and Secretary and Treasurer of the Club.

Steve Robbins

1/21/03

President

Date

Dan Spethman

1/21/03

Vice-President

Date

Scott Riddle

1/21/03

Secretary and Treasurer

Date