

CONSTITUTION

AND

BYLAWS OF THE SALINAS VALLEY FLY FISHERS (SVFF)

CONSTITUTION OF THE SALINAS VALLEY FLY FISHERS

ARTICLE I

The name of this organization is Salinas Valley Fly Fishers.

ARTICLE H

The purposes for which this organization is formed are as follows:

1. To cultivate the arts of fly fishing, casting and fly tying.
2. To promote catch and release.
3. To widen the bonds of fellowship and sportsmanship.
4. To participate in the support measures dedicated to the conservation of the natural resources.
5. To provide members increased and enhanced opportunities to fly fish.

ARTICLE III

With respect to its finances:

1. The Salinas Valley Fly Fishers is a non-profit organization.
2. None of the net earnings of this organization will inure to the benefits of any private individual.
3. Should dissolution of this organization become necessary, any residual assets, will be donated to such organization that promotes the purpose of the Club, and is local to Monterey County, as designated by the remaining Board of Directors.

BYLAWS OF THE SALINAS VALLEY FLY FISHERS

ARTICLE I

PURPOSES

The purposes of this organization are stated in its Constitution. In pursuing such purposes, we shall cooperate with organizations and groups whose aims are consistent with our own.

ARTICLE II

MEMBERSHIP

Section 1 - Qualifications

Membership shall be limited to persons who are interested and willing to participate in a manner consistent with the purposes of this organization, with no other qualifications or conditions other than applicable age requirements.

Section 2 - Applications

Applications for membership shall be made in writing on forms prescribed and furnished by this organization.

Section 3 - Admission

An applicant shall be admitted to membership after filing a membership application. After the applications has been reviewed by the Board of Directors, the proposed member will be presented to the general membership and approved by a voice vote of a majority of the members present. Upon payment of annual dues for the current year, the applicant will become a member in good standing.

Section 4 - Cancellation

A member who fails to pay dues within the first three (3) months of the applicable year and has been given at least one month's prior notice, shall be suspended from membership, dropped from the club roster and removed from the newsletter distribution.

Section 5 - Expulsion

A member may be expelled from membership as provided in Article VI, Section 8 of these Bylaws entitled, Special Duties of the Board of Directors. Failure to carry out his assignments, refusal to comply with these Bylaws, violations of the Fish and Game rules and regulations, or conduct which is likely to reflect unfavorably upon this organization, may be deemed to be cause for expulsion.

Section 6 - Liability

No officer or member shall be personally liable for any bills or obligations, past or present, of this organization except for the payment of his or her own dues.

Section 7 - Classes of Membership

- (a) Regular Members - Those persons who have paid their dues, as prescribed by above, shall be deemed a regular member, and have full rights and privileges thereof, with one voting right each.
- (b) Family Members - Those persons who are immediate family members, children up to the age of 16, of regular and life members and have paid family member dues. Family members may participate in all club activities, excluding voting and awards.
- (c) Junior Membership - Those persons who are between the ages of 16 and 18 and who have paid junior membership dues. Junior members may normally participate in all club activities, excluding voting and awards. At the discretion of the Board, junior members may be excluded from "adult only" activities and/or maybe required to have adult supervision.

(d) Life Members - Members meeting the following criteria:

1. Fifty-five (55) years of age or older and a member in good standing for a minimum of ten (10) years.
2. Board member for a minimum of six (6) years. Three (3) years minimum as a club Officer with remaining years as a Board Director, (need not be consecutive)
3. Nominations shall be submitted to the Board of Directors in writing for qualification no later than the November Board of Directors meeting. In the event of multiple nominations, the Board will determine the nominee to be presented.
4. A single nominee will be presented to the general membership at the December general meeting for a closed ballot election. The nominee must be elected by two thirds 2/3 majority of the members present.
5. Life members will be entered on the club roster.

(e) Sustaining Life Members - Life members who choose to continue to pay dues. They may also receive additional benefits and/or honors as may be established by the club or Board.

Section 9 - Membership credo

- (a) Membership requires conscientious observation of the highest ethics of sportsmanship.
- (b) Compliance with all Fish and Game rules and regulations.
- (c) Promotion of conservation measures and activities for the preservation and improvement of our streams, lakes and forests.
- (d) Respect all private property rights.
- (e) Regularly participate in the activities and meetings of the SVFF.
- (f) Encourage and assist beginners in the arts and crafts of fly fishing and good sportsmanship.

ARTICLE III

ANNUAL DUES

The Board of Directors shall determine the amount of the annual dues, and this determination, to be effective, must be ratified by a majority vote of the members who are present at the noticed monthly general meeting. Dues shall be on a calendar year basis. Annual dues schedules will be published annually in the Clubs newsletter and website.

ARTICLE IV

MEETINGS

Section 1 - Regular Meetings

Regular meetings of the members shall be held, monthly, on the second Wednesday, at 7:00 pm. The Board may change the time and/or location of the meeting as deemed appropriate, if all members receive at least one month's notice of such change. All members shall receive timely reminders of the upcoming meetings.

Section 2 - Annual Meetings

Annual meetings of the members shall be held each year, normally in January, at a time and place set by the Board of Directors, with a notice being given to all members.

Section 3 - Special Meetings

Special meetings of the members may be called by the Board of Directors at their discretion, whenever they deem such a meeting of sufficient importance and benefit, with a special notice being given to each voting member as provided in Section 4, below, of this Article IV.

Section 4 - Special Notices

At least seven (7) days before the date of any Special meeting of the members, not otherwise mentioned, the Secretary shall notify each voting member a special notice which shall set forth the hour, day, and place of meeting, as determined and established by the Board of Directors.

Section 5 - Meeting Notification

The Secretary shall be responsible for notification of all meetings and other business of the club. The notifications may be made by regular mail, telephone or electronic mail, as approved by the Board of Directors.

Section 6 - Quorum

At any Regular, Annual, or Special meeting, other than a Board meeting, the number of member's present shall constitute a quorum for transacting business.

Section 7 - Voting Rights

Each member in good standing is entitled to vote on all matters submitted to the general membership by the President or Board of Directors. In no case shall any member have more than one (1) vote.

Section 8 - Rules

Robert's Rules of Order Revised shall prevail at the discretion of the President at all meetings for the discussion of issues and debate upon any matter brought before the meeting for consideration.

ARTICLE V

ELECTIONS

Section 1 - Balloting

Election of officers is to be held at the December general meeting. The elections shall normally be conducted by written ballot. If there are no additions to the slate of officers presented by the nominating committee, the officers may be elected by acclamation.

Section 2 - Nominations

At a regular meeting, prior to the November meeting, a nominating committee (appointed by the Board of Directors), consisting of one (1) serving Board Member and two (2) persons from the membership at large, shall present the nominations of a minimum of four (4) names, one (1) for Vice President and three (3) for Board Members and possible, agreement by each such candidate that he or she will so serve if elected. The nominating committee shall present the nominations to the membership at the November regular meeting. Additional nominations/volunteers for Vice President or the Board shall be accepted from the general membership. After accepting nominations from the floor the nominations shall be closed.

Section 3 - Notice of Nominations

Not less than seven (7) days before the December meeting, the Secretary will insure that all members are advised of the election and provided with the nominees, as was determined at the November meeting. Notification may occur by mail, e-mail or by phone.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 -Number and Qualification

The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and a minimum of three (3) other Directors. A full Board will be considered to have seven (7) Board of Directors. The President shall assign the duties of Secretary and Treasurer from the Board Elect.

Section 2 - Term of Office

All Board of Directors shall be elected for a two (2) year term and shall serve from January to December of the same year. The Vice President shall serve as President his/her second year. All Directors are expected to serve their full term, fulfill their duties and support Club meetings and outings. If a Director is unable to fulfill their duties or has insufficient participation, that Director may be voted off the Board by two thirds (2/3) vote by the remaining Directors. Before the vote, the board member in question will be notified and allowed to speak in their behalf. Vacancies on the Board may be filled by appointment of another club member, by the President.

Section 3 - Quorum

At any meeting of the Board of Directors, two thirds (2/3) majority of the total number of members of the current Board, shall be a quorum for the transaction of business at that meeting.

Section 4 - Meetings

Regular meetings of the Board of Directors shall normally be held during the fourth Wednesday of each month at a time and place set by the Board of Directors, with at least five (5) days notice being given. The President or, in his or her absence, the Vice President may call a special meeting of the Board of Directors at any time, and shall be required to do so upon receipt of a request by three (3) Directors. Notice of meetings, of the Board of Directors, shall be given to all members in such manner as deemed appropriate by the Board. Any club member may attend Board meetings and will be afforded opportunities to provide comments.

Section 5 - Absence

Unless duly excused by the Board of Directors, the office of a Director may be declared vacant upon a majority vote of the Board if that Director is absent from three (3) consecutive regular meetings of the Board of Directors.

Section 6 - Vacancies

Any vacancy on the Board of Directors may be filled by the appointment of another club member, by the President.

Section 7 - General Powers and Duties

The Board of Directors shall have the duty of the general management of the affairs, funds, and records of this organization, and shall possess all expressed or implied powers and duties conferred or imposed on them by these Bylaws that are not so specifically conferred or imposed upon others.

Section 8 - Special Duties

Without limitation of the general powers and duties of the Board of Directors, as set forth in Section 7, above, of this Article VI, it shall be the special duty of the Board of Directors:

1. To expel a member for cause. A member so expelled may appeal the decision of the Board of Directors at a Special Meeting of members, called to consider such appeal. It shall be the duty of the Board of Directors to call such Special Meeting of the members within thirty (30) days of the receipt of a written request by the expelled member.
2. To adopt amendments to these Bylaws, as provided in Section 1, below of Article IX of these Bylaws.
3. To direct and control the deposit and other funds.
4. Review and approve the annual budget submitted by the club Treasurer and present the annual budget to the General Membership for input and approval.
5. To perform such other duties as may be prescribed by these Bylaws, or by amendments thereto.

ARTICLE VII

OFFICERS

Section 1 - Enumeration

The Officers of this organization shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 2 - President

It shall be the duty of the President to act as the general executive officer of the SVFF. The President shall preside at all meetings of the members, and of the Board of Directors. He or she shall have the authority to sign all notes and checks of this organization, and shall perform all other duties as customarily pertain to the office of President, or as may be set forth in these Bylaws, or prescribed by the Board of Directors.

Section 3 - Vice President

The Vice President shall have and may exercise all the powers and duties of the President during absence or disability of the latter. He/she shall be appointed to the office of the president the following year. In addition, the Vice President shall act as the Program Committee Chair.

Section 4 - Secretary

The Secretary shall prepare and maintain full and complete records of all meetings of the members, and of the Board of Directors. He or she shall give or cause to be given, in the manner prescribed in these Bylaws, due notice of all meetings of the members, and of all elections, keep track of Club Applications/Release forms, maintain current and historical rosters of members, maintain current addresses and contact information and manage all correspondence of the club, the Secretary shall also maintain the Club Library, and shall perform other duties prescribed by the Board of Directors

Section 5 - Treasurer

Subject to the control and direction of the Board of Directors, the Treasurer shall:

1. Have custody of all funds.
2. Sign all checks of this organization.
3. Provide and maintain a full and complete record of the accounts of this organization in books belonging to this organization, its assets, its liabilities, and its financial condition, and shall see that all its expenditures are duly and properly authorized;
4. Prepare and submit to the Board of Directors, after the close of each month, a statement of the financial condition of the organization, in such form and detail as the Board may require, and shall also present a summary of such statement, when requested to do so by the Board of Directors.
5. In the month of August, prepare a draft budget for approval of the Board.
6. Check the Post Office Box on a regular basis for mail and other financial statements. The President may assign this to responsibility to another Board member at his/her discretion.
7. Shall handle all financial transactions of the club's revenue and expenditures including the following:
 - (a) Dues
 - (b) Raffles
 - (c) Annual Dinner
 - (d) Annual Barbecue
 - (e) Approved Outings/Events
 - (f) Donations - Approved/Gifts
 - (g) News Letter
 - (h) Web Site
 - (i) Sponsors
 - (j) Normal operational expenses

Section 6 - Directors

Directors will serve on committees in positions as appointed by the President. The President may also appoint members at large to serve as chairman or members of these committees.

1. Outings Coordinator: Normally the duty of the Vice President. It shall be the duty of this Director or member to research and recommend twelve (12) or more outings for the year. Recruit Fish Masters and assist Fish Masters.
2. Newsletter Editor: It shall be the duty of this Director to ensure that information submitted by the Board is incorporated in a timely manner to ensure prompt and timely publication. Each newsletter shall include information regarding upcoming outings, meetings and events.
3. Web Site Editor: It shall be the duty of this Director or member to ensure that information submitted by the Board and other approved members to update the Clubs web site.
4. Raffle Chairmen: It shall be the duty of this Director or member to organize and manage all club raffles, to acquire prizes for raffles and gifts as may be requested by the Board. Spending limits shall be determined by the Board. The director/member should also endeavor to solicit donated gifts whenever possible.

Section 7 - Fish Master

A Fish Master will be appointed for each Club Outing. The Fish Master may be assigned an Assistant Fish Master. The Fish Master is responsible for aspects of the outing including ensuring release forms are signed, emergency contact information is complete, researching and presenting information for a successful outing to the members, at the scheduled General Meeting.

If an Outing is cancelled, the Fish Master should notify all members that have signed up for the Outing, as soon as possible.

ARTICLE VIII

Section 1- Funds

All funds of this organization not otherwise used shall be deposited in one or more depositories approved by the Board. An annual financial report will be performed and submitted by the club Treasure as part of the annual budget. The Board may call for additional financial reviews at any time, at their discretion

Section 2 - Annual Budget

The Board will review and approve the annual budget prepared by the Treasurer during the October Board meeting, for the fiscal year beginning in January. The budget shall contain expected operating expenditures and a reserve fund. The approved budget shall be presented to the membership at the November General meeting.

Section 3 - Reserve Fund

The Club shall maintain a prudent reserve fund. This fund is intended to ensure that resources necessary to underwrite the Annual Banquet, Barbecue, Guest Speakers and Raffles are available. The amount to be maintained shall be determined by the Board.

ARTICLE IX

GENERAL

Section 1 - Conformity

Each power, duty, authority, and function of the members, the directors, and the officers of this organization shall be exercised in strict conformity with these Bylaws of this organization.

Section 2 - Removal from Office

Notwithstanding any other provisions of these Bylaws, any director, or officer of this organization may be removed from office by the affirmative vote of two-thirds (2/3) of the members present at a Special meeting of the members called for the purpose, but only after he or she has had an opportunity to be heard.

Section 3 - Conflict of Interest

No director or officer of this organization shall, either directly or indirectly, participate in the deliberation upon or consideration of any question involving his pecuniary interest or that of any corporation, partnership, or association (other than this organization) in which he or she is directly or indirectly interested.

Section 4 - Records

Copies of the organization papers of this organization, its Bylaws, and all amendments thereto, results of nominations and elections, minutes of all meetings of the members, and of the Board of Directors, shall be contained in the minute books of this organization, together with any other papers of important historical value. All official documents will be kept by the Secretary.

ARTICLE X

CLUB SPONSERED PROGRAMS. EVENTS & SPONSERSHIPS

General membership at large may bring to the floor a request to add or remove programs or events during a general meeting. The President may call for a vote of the members at large to approve a motion by two thirds (2/3) vote. Motions may be delayed for Board review before being resubmitted for general membership vote. The following is a list of approved programs/events:

- (a) Raffles: Raffles will normally be included as a part of all regular monthly meetings, annual dinner and annual barbecue.
- (b) Annual Dinner: The Annual Dinner is normally held in the month of January, in-lieu of the January General Meeting.
- (c) Barbecue: The Annual Barbecue is normally held in the month of July, in-lieu of the July General Meeting.
- (d) Outings:
 - 1. The Board will make all efforts to scheduled Outings at the beginning of each year. The outings will not be confirmed until the Board presents it to the general membership via general meetings, the newsletter or web site.
 - 2. All members attending any outing must have a signed release form that will be filed with the Secretary.

(e) Awards and Prizes:

The Board from time to time, may establish additional awards and prizes at their discretion.

Sportsman of the Year Award (formally the Eddie Davis Award):

This award may be presented to any outstanding member who has given time and energy above the norm during the year as well as general enthusiasm at Club functions. This may include, but not be limited to Club support and promotion, Outing participation, and committee or Board participation. The Board of Directors will select the member and the award will be presented at the Annual Dinner by the out-going President.

(f) Newsletter: The Club will publish a monthly newsletter which will include a brief schedule of upcoming events and outings, a Presidents message, a report of the last outing by the Fish Master, any “official” business that will be addressed and/or voted on by the membership and any articles of interest or instruction to the members. The Editor is a club member who assumes the responsibility for compilation and dissemination of the newsletter to all club members, in a timely manner.

(g) Web Site: The Club will operate a web site which will include the newsletter, membership, elected officers, outing information, contributing sponsor information as well as related links of interest.

(h) Fly Tying: Monthly fly tying workshops will be scheduled to allow new members to learn how to tie flies and allow other members to learn advanced fly tying skills, new fly patterns as well as the ability to tie flies for upcoming outings.

ARTICLE XI

Section 1 - Bylaws

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members present, voting at any regular or special meeting of the members, if the amendment shall have been approved by a majority of the Board of Directors at a regular meeting of the Board, and that notice shall have been sent to members, two weeks prior to the date set for the meeting at which the amendment is to be presented.

-End of Bylaws-

AUTHENTICATION

These Constitution and Bylaws were adopted in whole on 1/15/2017 at the Regular meeting of the members of the Salinas Valley Fly Fishers held that Salinas, California.

----- Date	----- Richard Higgins, President
----- Date	----- Greg Smith, Vice President
----- Date	----- David Gambetta, Secretary