

CONSTITUTION
OF
CALIFORNIA FLY FISHERMEN UNLIMITED

We, the persons named hereinafter, do hereby associate ourselves for the purpose of forming an organization to be incorporated within the appropriate provisions of the law governing the formation of Non-Profit Corporations under the Laws of the State of California.

This Constitution shall serve as a guide for Articles of Incorporation. We do hereby declare:

ARTICLE I

The name of this organization is California Fly Fishermen Unlimited.

ARTICLE II

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

1. To advance and promote the art of angling with artificial flies.
2. To protect, conserve, and increase the population of wild fresh water and migratory game fish.
3. To encourage fishermen, especially the younger generation, to practice and enjoy the art of angling with artificial flies, and to practice high standards of sportsmanship and promote conservation.
4. To represent the fly fishermen's interests to the end that suitable portions of public waters shall be reserved for angling with artificial flies only.
5. To make recommendations and representations to State authorities for the improvement of water conditions, to protect, conserve, and increase the population of wild fresh water and migratory game fish.
6. To encourage reasonable control of the expensive and undesirable program of planting catchable size trout.
7. To enter into all suitable and lawful acts necessary to the accomplishment of these purposes.

The powers specified in these Articles shall in no way be limited or restricted by reference to or inference made to any other clause or paragraph of these Articles, but are deemed as separate and independent powers or objects, and are in addition to and not in limitation of the general powers conferred by the Laws of the State of California.

ARTICLE III

The principal office for the transaction of business by this organization is to be located in the City or County of Sacramento.

ARTICLE IV

This organization shall have perpetual existence.

ARTICLE V

Private property of the incorporators shall be exempt from corporate liability.

ARTICLE VI

The names and addresses of the incorporators are as follows:

JOSEPH PATTERSON	704 San Juan Road	Sacramento, California
STANLEY INOUE	5716 Dorset Way	Sacramento, California
WILLIAM E. BAILEY	4124 Beresford Way	Sacramento, California
GORDON SEQUIST	Apt. 333 Jamaica Plaza Apts.	Sacramento, California
STANLEY KELLEY	2901 14th Street	Sacramento, California
F. GIBBS LaMOTTE, JR.	447 Corbett Avenue	San Francisco, California
GEORGE MARTIN	7301 Winding Way	Fair Oaks, California
ROBERT SHIMADA	5689 24th Street	Sacramento, California

BY LAWS
OF
CALIFORNIA FLY FISHERMEN UNLIMITED

These By Laws together with the Constitution and any Articles of Incorporation that may be filed with the State of California in accordance with the laws governing the formation and existence of Non-Profit Corporations shall govern the existence and operation of this organization, known as California Fly Fishermen Unlimited.

ARTICLE I

PURPOSES

The purposes of this organization are stated in the Constitution. In pursuing such purposes we shall cooperate with sportsmen's organizations and other groups whose aims are consistent with our own.

ARTICLE II

MEMBERSHIP

Section 1 - Qualifications

The field of membership shall be limited to persons who are interested in the goals and purposes of this organization, with no other qualifications or conditions.

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 membership application (Article II, Section 2), and upon payment of annual dues for the current year, without other formal requirement.

Section 4 - Cancellation

A member who fails to become the holder of a current paid-up dues card within the first three (3) months of the applicable year shall be suspended from membership by a letter so stating, mailed to him with first-class postage prepaid. A member who fails to become the holder of a current paid-up dues card within the first six (6) months of the applicable year shall forthwith cease to be a member and shall not be entitled to the rights and privileges of a member, and, unless waived by the Board of Directors, any balance outstanding due to the organization shall be a liability against such past member.

Section 5 - Expulsion

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

Section 6 - Withdrawal

A member may withdraw from membership at any time, subject to the provisions of these By Laws, and particularly subject to the provisions of Sections 4 and 5 of this Article II, above, by filing written notice with the Board of Directors and relinquishing any current paid-up dues card he may hold.

Section 7 - Liability

No officer nor member shall be personally liable for any bills or obligations, past or present, of this organization except for the payment of his own dues.

Section 8 - Classes of Membership

- (a) Regular Members - Those persons who have paid their dues, as prescribed by Section 4, above, of this Article II, shall be Regular Members, and shall have full rights and privileges of this organization, with one voting right each.
- (b) Life Members - Those persons who have paid the Life Membership Fee, one hundred dollars (\$100.00), and those Regular Members who have paid dues for twenty (20) consecutive years, shall be Life Members, and shall be required to pay no further dues, and shall thereafter have, for life, full rights and privileges of this organization, with one voting right each.
- (c) Associate Members - Members of the immediate family of a Regular or Life Member shall be Associate Members, and may participate in any and all functions and activities of this organization without paying dues, but with no voting right.
- (d) Honorary Members - Persons whose actions are consistent with the aims and purposes of this organization, and who are deemed by the Board of Directors to be worthy of such distinction may be named Honorary Members, and, as such, shall pay no dues and have no right to a vote.
- (e) Junior Members - Those persons under the age of sixteen (16) who have paid one-half of the regular members' dues shall be Junior Members, and shall have full rights and privileges of this organization, but no right to vote.
(Added January 1, 1976.)

The amount of the annual dues shall be determined from year to year by the Board of Directors, and this determination, to be effective, must be ratified by a majority vote of the members who are present at the last Regular meeting of the members, normally in December of each year.

ARTICLE IV

MEETINGS

Section 1 - Regular Meetings

Regular meetings of the members shall be held, normally monthly, at a time and place set by the Board of Directors, with due advance notice being given to all members.

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 special advance notice being mailed to each voting member as provided in Section 5, below, of this Article IV.

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 advance notice being mailed to each voting member as provided in Section 5, below, of this Article IV.

Section 4 - Adjourned Meetings

If at any Annual or Special (but not Regular) meeting of the members no quorum is present, as provided in Section 6, below, of this Article IV, the meeting shall be adjourned to a date not less than seven (7) nor more than fifteen (15) days thereafter, and upon the convening of such adjourned meeting those members eligible to vote who are present, regardless of number, shall constitute a quorum for the transaction of business.

Section 5 - Special Notices

At least seven (7) days before the date of any Annual, Special, or Adjourned meeting of the members the Secretary shall mail or cause to be mailed to 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 6 - Quorum

At any Regular, Annual, or Special meeting of the members the presence of ten (10) members entitled to vote shall constitute a quorum for transacting business.

Section 7 - Voting Rights

In no case shall a member, Regular or Life, have more than one (1) vote.

Section 8 - Voting by Mail

Any business matter which is to be voted upon by the members at any Annual, Special, or Adjourned meeting may be submitted, at the discretion of the Board of Directors, by mail, to all members eligible to vote, for their written vote, and any matter so submitted shall be certified by the President and the Secretary as to the manner in which such matter was submitted and as to the results of the voting. Voting by proxy shall not be permitted on any matter submitted to all members for written vote.

Section 9 - Rules

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

Section 10 - Order of Business

The order of business at any meeting of the members shall be:

- a. Roll Call (if taken) or registration of those present;
- b. Reading and approval, or correction, of minutes of last meeting;
- c. Report of the Directors;
- d. Report of the Treasurer;
- e. Unfinished business;
- f. New business, other than elections;
- g. Elections (Annual meeting);
- h. Adjournment.

ARTICLE V

ELECTIONS

Section 1 - Balloting

All elections shall be by mailed ballot except where there is only one (1) nominee for an office or vacancy.

Section 2 - Nominations

At the Regular meeting (normally, December) next preceding the Annual meeting, the Board of Directors, acting as a nominating committee, shall present the nominations of at least one (1) and preferably two (2) members as candidate or candidates for each office or vacancy to be filled, having secured in advance, if possible, agreement by each such candidate that he will so serve if elected. After the nominations of the nominating committee have been placed before the meeting, the President shall call for and accept nominations from the floor.

Section 3 - Distribution of Ballots

Not less than seven (7) days before the annual meeting, and with the meeting notice, the Secretary shall mail or cause to be mailed to all members eligible to vote, a notification in the form of a ballot, of the names of the candidates for each office or vacancy for which an election is to be held. This ballot shall be prepared in a manner that will verify each member's right to vote, and in a manner that will keep secret each member's individual selections.

Section 4 - Tellers

For each election the President shall appoint three (3) members as Tellers, one of the three as Chief Teller. Voted ballots shall be opened and tallied by the Tellers, and results of the tally shall be announced at the Annual meeting.

Section 5 - Notice of Results

Within ten (10) days after their election, the names and addresses of the persons elected to office shall be forwarded to the Commissioner of Corporations, State of California, as required by State Laws and the Regulations issued by the Commissioner. As promptly as possible, all members shall be notified by mail of results of elections.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 - Number and Qualification

The Board of Directors shall consist of the elected officers and elected Directors to a total of ten (10) members. Any member elected to the Board of Directors shall be considered as having qualified to so serve by his presence at the first meeting of the Board of Directors after his election. (Amended January 1, 1965.)

Section 2 - Term of Office

The elected Directors shall serve from the time of their election for a period of three (3) years. Directors can stand for re-election without restriction, but no officer shall stand for such re-election to his own office for more than two (2) consecutive terms.

Two Directors shall be elected each year except the first year when six (6) shall be elected. The original six directors shall draw lots to determine their individual terms of office. Two Directors shall serve for one year, two Directors shall serve for two years, and two Directors shall serve for three years. Thereafter, two Directors shall be elected each year for a three-year term. (Amended January 1, 1965.)

Section 3 - Quorum

At any meeting of the Board of Directors, a majority of the total number of members of the Board (seven), as set forth in Section 1, above, of this Article VI, shall be a quorum for the transaction of business at that meeting.

Section 4 - Meetings

Regular meetings of the Board of Directors shall be held during the first or second week of each month. The president, or, in his absence, the Vice President, may call a special meeting of the Board of Directors at any time, and shall do so on written request of any three (3) Directors. Notice of meetings of the Board of Directors shall be given in such manner as the Board may, by resolution, prescribe.

Section 5 - Absence

Unless duly excused by the Board of Directors, the office of a Director shall be declared vacant upon a majority vote of the Board if he is absent from three (3) consecutive regular meetings of the Board of Directors, and the vacancy shall be filled as prescribed in Section 6, below, of this Article VI.

Section 6 - Vacancies

Any vacancy on the Board of Directors shall be filled by majority vote of the remaining Directors. A Director so elected shall serve the remaining term of the Director he replaces, subject to the ratification by a simple majority vote of the voting members at the next annual meeting.

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 By Laws which 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 from 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 obtain suitable fidelity bond coverage for each officer and any employee who has control of or access to funds, securities, or property owned by or pledged with this organization;
3. To adopt amendments to these By Laws, as provided in Section 2, below, of Article X of these By Laws;
4. To direct and control the deposit and investment of funds;
5. To buy, hold, or sell, in the name of this organization, real estate and personal property;
6. To borrow money in the name of this organization, subject to provisions of the Articles of Incorporation, and upon direction by the majority vote of a Special meeting of members called for the purpose;
7. To perform such other duties as may be prescribed by these By Laws, or by amendments thereto.

Section 9 - Special Powers

The Board of Directors shall have the power:

1. To fix the amount of Regular members' annual dues, as prescribed in Article III, above, of these By Laws;

2. To suspend or waive the payment of dues at its discretion;
3. To call Special meetings of the members;
4. To purchase and control the use of a suitable corporate seal;
5. To submit to the members, for voting in mail, any matter which in its judgment requires or justifies such handling;
6. To appoint Special Representatives for a period of one (1) year, to represent this organization in specified regions or areas;
7. To appoint an Audit Committee, as it deems necessary, whose duty it shall be to audit or cause to be audited any or all accounts, or records, of this organization for any fiscal year, or for any other period, as the Board of Directors may direct.

ARTICLE VII

OFFICERS

Section 1 - Enumeration

The officers of this organization shall consist of a President, a Vice President, a Secretary, and a Treasurer, and may include, in addition, one or more Assistant Treasurers, appointed by the Board of Directors.

Section 2 - President

The President shall preside at all meetings of the members, and of the Board of Directors. He shall sign all notes and checks of this organization, and perform all other duties as customarily pertain to the office of president, or as may be set forth in these By Laws, 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, and shall perform such other duties as may be prescribed by the Board of Directors.

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 shall give or cause to be given, in the manner prescribed in these By Laws, due notice of all meetings of the members, and of all elections, 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, securities, valuable papers, and property of this organization, except that his own bond shall be in custody of the Secretary or other person designated by the Board of Directors;
2. Sign all checks, drafts, notes, releases, and other instruments that pertain to the business and obligations 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 at the next subsequent meeting of members.

Section 6 - Assistant Treasurer

An Assistant Treasurer, if so appointed by the Board of Directors, is empowered to perform any or all of the duties of the Treasurer, at the discretion of the Board, and may act as Treasurer during the absence or disability of the latter.

Section 7 - Annual Reports

Each officer shall make an annual report covering the current year's activities in his department at the annual meeting (Article IV, Section 2).

ARTICLE VIII

FUNDS

All funds of this organization not otherwise used shall be deposited in one or more depositories whose accounts are guaranteed by the United States of America or by an instrumentality thereof. Such deposits shall be made in the name of or to the credit of this organization only.

ARTICLE IX

GENERAL

Section 1 - Conformity

Each and every power, duty, authority, and function of the members, the directors, and the officers of this organization shall be exercised in strict conformity with these By Laws and the Articles of Incorporation of this organization.

Section 2 - Removal from Office

Notwithstanding any other provisions of these By Laws, any director, any officer, or employee of this organization may be removed from office or from employment by the affirmative vote of two-thirds of the members present at a Special meeting of the members, called for the purpose, but only after he has an opportunity to be heard.

Section 3 - Conflict of Interest

No director, officer, or employee 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 is directly or indirectly interested. If such a question is before the Board of Directors, the interested officer or director shall withdraw from the meeting during such deliberations, and, in this case, the remaining directors present shall, by majority vote, exercise all powers of the Board of Directors, but only with respect to the one issue. Directors who have so withdrawn are still considered "present" for the purpose of determining a quorum.

Section 4 - Records

Copies of the organization papers of this organization, its By Laws, 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. The minutes of all meetings shall be signed by their presiding officer or chairman, and by the Secretary or other person attending to their recording.

Section 5 - Inspection of Records

All books of account and other records of this organization shall on appropriate notice, be made available for inspection by any member, and to any duly authorized representative of the United States of America or the State of California upon his presentation of proper credentials.

ARTICLE X

AMENDMENTS

Section 1 - Articles of Incorporation

Amendments to the Articles of Incorporation of this organization may be adopted by the affirmative vote or written consent of a majority of the members except as may be otherwise provided by law.

Section 2 - By Laws

These By Laws may be amended by the affirmative vote of two-thirds of the members present, voting at any regular or special meeting of the members, provided that 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 the voting members two weeks prior to the date set for the meeting at which the amendment is to be presented.

Section 3 - Submission of Amendments

Amendments to the Articles of Incorporation and to these By Laws shall be submitted to the Commissioner of Corporations, State of California, as required by the laws of the State of California and by Regulations then in effect relating to Non-Profit Corporations.

- End of By Laws -

AUTHENTICATION

These By Laws were adopted in whole on _____
at the Regular meeting of the members of California Fly Fishermen Unlimited held
that date in Sacramento, California.

Date _____ President

Date _____ Vice-President

Date _____ Secretary