

ARTICLE I: Name

The name of the corporation is The Central Oregon Flyfishers.

ARTICLE II: Offices

The Central Oregon Flyfishers shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The Central Oregon Flyfishers may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE III: Purpose

The Central Oregon Flyfishers shall be organized and operated exclusively for charitable, educational, conservation and scientific purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of The Central Oregon Flyfishers shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1954 (or their corresponding future statutes.)

The specific purposes for which this corporation is organized include, but are not limited to:

- To broaden the public's knowledge, understanding and enjoyment of the sport of fly fishing through instruction, events and service.
- To encourage, advocate and support conservation and protection of watersheds, fish habitat, and fish populations.
- To provide educational opportunities for school children to learn about fish, fish habitat and related aspects of the environment, and to learn basic fishing skills, principles of stewardship, ethical conduct and safety around the water.
- To promote good sportsmanship and a code of ethics among all anglers.
- To support other organizations which have purposes in common with this organization.
- To support scientific pursuits for the protection of watersheds, fish habitat and fish populations.

ARTICLE IV: Membership

Section 1. Levels and Voting

There shall be six levels of membership:

1. **Individual:** Includes *only the applicant, who is considered one membership with one vote.*
2. **Family:** Includes applicant, his/her spouse and all children under 18 years of age. Together all are considered one membership with one vote.
3. **Out of Area - Individual:** Includes *only the applicant*, who resides outside of Crook, Deschutes and Jefferson counties, and *who is considered one membership with one vote.*
4. **Out of Area - Family:** Includes applicant, his/her spouse and all children under 18 years of age, who reside outside of Crook, Deschutes and Jefferson counties. Together all are considered one membership with one vote.
5. **Honorary Life Member:** Persons elected to this class by either the Regular Members or the Board of Directors. This would include his/her spouse and all children under 18 years of age. Together all are considered one membership with one vote.
6. **Youth/Next Cast:** Non-voting membership without dues payment for persons 25 years of age or younger as of December 31st of the year they join. *Youth/Next Cast* membership continues as long as the person remains in that age bracket at the time of renewal.

Section 2. Qualifications

A person shall become a member of The Central Oregon Flyfishers by applying for membership status, paying his or her dues, and subscribing to the purposes of the corporation.

Section 3. Dues

The Board of Directors may determine from time to time the amount of the annual dues payable to The Central Oregon Flyfishers by the members. Dues shall be payable on or before the first day of January of each year. Any member who fails to pay his annual dues by the due date shall be notified in writing or by electronic means by a member of the Board and shall have thirty days from the date of said notice to make such payment. Failing to do so, the member's membership shall be automatically terminated unless otherwise ordered by the Board of Directors.

Section 4. Transferability

No membership is transferable or assignable.

Section 5. Affiliations

Affiliation with organizations, which have common interests and purposes to that of The Central Oregon Flyfishers, is an effective way to combine forces to accomplish common goals and objectives. The Board of Directors of The Central Oregon Flyfishers shall have the authority to enter into an affiliate relationship with other local, regional, or national organizations whose current goals and objectives are in agreement with those of The Central Oregon Flyfishers. This includes the authorization to approve payment of dues to the affiliate organizations.

ARTICLE V: Meetings of the Membership

Section 1. Annual Meeting

The annual meeting of the members of The Central Oregon Flyfishers shall be held at a place designated by the Board of Directors either within or in close proximity to the city of the registered office of the corporation. The meeting shall be held in November of each year for the purposes of electing directors and officers into their positions and for the transaction of any other business that may come before the meeting.

Section 2. Monthly Meetings

A meeting may be held once each month at a time and place designated by the Board of Directors. Such a meeting shall involve members and the public in activities and dialogue serving to advance the aims and purposes of The Central Oregon Flyfishers.

Section 3. Special Meetings

Special meetings of the members of The Central Oregon Flyfishers may be called by the President, a majority of the Board of Directors, or by petition of no less than ten members by a demand signed, dated, and delivered to the corporation's Secretary. Such demand shall describe the purpose of the meeting.

Section 4. Notice of Meetings

Notice is not required to be served for monthly meetings. Notice of an annual meeting and all special meetings of the members shall be in writing or by electronic means. Such notice shall state the purpose of the meeting, and the time and place where it is to be held. Notice of the meeting shall be by Email to members who have provided their Email address to Central Oregon Flyfishers and by first class mail to all other members, at least five (5) days prior to the meeting. Notice may be by means other than Email or first class mail, provided notification is at least 30 but not more than 60 days before the meeting.

Section 5. Quorum and Voting

Those members present at an annual or special meeting constitute a quorum. Action is taken by an affirmative vote of a majority of members present, unless these By-laws or the prevailing state or Federal laws provide differently. Each member as described in Article IV: Section I shall be entitled to one vote on all matters for which a membership vote is required by the law, the Articles of Incorporation, or the By-laws of The Central Oregon Flyfishers.

Section 6. Proxy Voting

Each member as described in Article IV: Section I shall be entitled to one vote whether represented in person or by proxy.

Section 7. Voting by Mail

Where directors and officers are to be elected, or other action is to be taken by the members, such election or action may be conducted by mail or by electronic means in such a manner as the Board of Directors may determine.

ARTICLE VI: Board of Directors

Section 1. Numbers and Terms of Office

The business and affairs of The Central Oregon Flyfishers shall be managed by a board of not less than nine (9) nor more than sixteen (16) board members, hereinafter called the Board. Board members shall include the officers and directors elected by the membership at the annual meeting in

November and the immediate past president. Directors shall be elected for a two-year term beginning in January of the following year. Directors shall be members of The Central Oregon Flyfishers.

Section 2. Nomination and Election of Directors

At each meeting for the election of directors, the persons receiving a plurality of votes cast shall be deemed elected.

1. The president annually shall appoint a nominating committee, which shall present a list of director and officer nominees to the membership in the notice of the meeting at which they are to be elected. Only those Officer and Board positions for which terms are expiring or are vacant due to a resignation, etc., shall be opened for election.
2. All director and officer nominees shall be current members of The Central Oregon Flyfishers.
- ~~3.~~ Additional nominations may be made from the floor at that meeting.

Section 3. Powers

The Board shall have full power and authority to conduct all the business of The Central Oregon Flyfishers, except as otherwise provided herein to be exercised or done by non-Board members directly or as otherwise outlined in the Articles of Incorporation. The Board may not amend the Articles of Incorporation without member approval.

Section 4. Compensation

No director shall receive compensation for serving as such. Expenses of a director in connection with service to The Central Oregon Flyfishers may be reimbursed at the discretion of the Board.

Section 5. Removal and Vacancies

In the case of a vacancy on the Board for any reason, resulting in less than nine (9) members on the Board, the Board shall appoint a regular member to fill the vacancy for the unexpired term. Any director may be removed either with or without cause, at any time, by resolution adopted by a

majority of the Board at a regular or special meeting called for the purpose. A director who, without due cause, i.e. illness, or out of the state, misses three consecutive board meetings shall be removed and replaced with another member chosen by the Board.

Section 6. Regular Meetings

Regular meetings of the Board shall be held at such places and times as the Board, by resolution, may determine.

Section 7. Special Meetings

Special meetings of the Board may be called by the president or any two directors.

Section 8. Notice of Meetings

Notice of each regular and special meeting of the Board, stating the time, place and purpose thereof shall be made by mail, telephone or other methods at least one day before the day the meeting is to be held.

Section 9. Quorum

A quorum to transact any business shall consist of a majority of the Board.

Section 10. Informal Procedure

To the extent permitted by law, the Board may act by mail, telephone or other methods to transact business affairs that the president or Board deems urgent.

ARTICLE VII: Officers

Section 1. Officers

The officers of The Central Oregon Flyfishers shall be elected by the members at the annual meeting of the membership and shall consist of a president, vice-president, secretary and treasurer.

Officers shall serve a one-year term beginning in January of the year following their election. Officers may be nominated and elected for successive terms. The same person may hold two or more offices except that the president may hold no other office. Each officer must be a member of The Central Oregon Flyfishers.

Section 2. President

The president shall be the chief executive officer of The Central Oregon Flyfishers and shall have general supervision over the activities of the corporation, subject to the control of the Board. He/She shall see that all resolutions of the Board are carried out. In general he/she shall perform all duties incident to the office of president and such other duties as may from time to time be assigned to him/her by the Board. He/She shall preside over meetings of the Board. The president shall remain on the Board as a director for one year immediately following his/her term of office.

Section 3. Vice-President

The vice-president shall preside at meetings in the absence of the president and shall perform such other duties as may be assigned to him/her by the president or the Board. In the absence or inability of the president to act, the vice-president shall have all the powers of the president.

Section 4. Secretary

The secretary shall record the proceedings of all meetings of the Board and shall give, or cause to be given, notice of all meetings of the Board and regular members. He/She shall have custody of all books, records and papers of The Central Oregon Flyfishers except such as shall be in the custody of some other authorized person. He/She shall also perform such other duties as are assigned to him/her by the president or the Board.

Section 5. Treasurer

The treasurer shall have charge and custody of, and be responsible for, all the funds of The Central Oregon Flyfishers, shall keep full and accurate accounts of all receipts and disbursements, and shall have such other duties as may from time to time be assigned to him/her by the president or the Board. He/She shall hand over to his/her successor a complete and accurate financial statement together with all funds, books and records pertaining to his/her office within ten (10) days of the installation of his/her successor.

Section 6. Removal and Vacancies

Any officer may be removed, either with or without cause, at any time by resolution adopted by a majority of the Board at a regular meeting or special meeting called for the purpose. In case of any vacancy for any reason, the unexpired portion of the term shall be filled by a director appointed by the Board.

Section 7. Compensation

No officer shall receive compensation for serving as such. Expenses of an officer in connection with service to The Central Oregon Flyfishers may be reimbursed at the discretion of the Board.

ARTICLE VIII: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-profit Corporation Laws of Oregon, or under the provisions of these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX: Committees

Section 1. Appointment

Annually, the president, in consultation with the board, shall appoint committees or individuals necessary to conduct the business of the club and promote its purpose.

Section 2. Duties

Unless otherwise designated in these By-laws, the committees shall perform in an advisory capacity only.

ARTICLE X: Contracts, Checks, Deposits, Gifts

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of The Central Oregon Flyfishers, to negotiate any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. However, all contracts and/or agreements requiring more than five hundred dollars (\$500) of Central Oregon Flyfishers funds must be approved by the Board of Directors.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Central Oregon Flyfishers, shall be signed by such officer or officers as shall from time to time be determined by resolution of the Board.

Section 3. Deposits

All funds of The Central Oregon Flyfishers shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board may select.

Section 4. Gifts

The Board may accept or reject on behalf of The Central Oregon Flyfishers any contribution, gift, bequest, or device for general purposes or for any special purpose of the corporation. Any gift acceptance should take into consideration the specific goals and purposes of The Central Oregon Flyfishers and not in any way jeopardize the club's ethics.

All requests or applications for funds or in-kind services from foundations, corporations, or individuals who are not members of The Central Oregon Flyfishers by any officer, Board member, or member of the club must be approved by the Board of Directors before the request is made.

ARTICLE XI: Resolutions

A member of The Central Oregon Flyfishers may present a resolution for action to the Board in writing. The Board shall act on the resolution at its earliest opportunity.

ARTICLE XII: Amendments

Section 1. By the Membership

These By-laws, or any one of them, may be altered, amended, or repealed by a majority vote of the membership in attendance or represented by proxy at any meeting called for that purpose.