

Constitution and By-Laws of the Southwest Council  
of the Federation of Flyfishers, Inc.

PREAMBLE:

We, in conclave assembled, out of a firm and abiding conviction that fly fishing as a way of angling gives to its followers the finest form of outdoor recreation and natural understanding, do hereby join in common effort in order to maintain and further fly fishing as a sport, and, through it, to promote and conserve angling resources, inspire its angling literature, advance its fellowship, and broaden the understanding of all anglers in the spirit of true sport.

ARTICLE I

This organization shall be called "The Southwest Council of the Federation of Fly Fishers, Inc." and is referred to in these Constitution and By-Laws as the Southwest Council.

ARTICLE II - PURPOSES

SECTION 1. OBJECTIVES OF THE COUNCIL. The Southwest Council is a non-profit membership Corporation established as a regional extension of the Federation of Fly Fishers (hereinafter referred to as the Federation) to cultivate and advance the art, science, and sport of fly fishing as the most sporting and enjoyable method of angling and the way of fishing most consistent with the preservation and use of game fish resources, to be the voice for organized fly fishing, to promote conservation of natural resources, to facilitate and improve the knowledge of fly fishing, to elevate the standard of integrity, honor and courtesy of anglers, and to cherish the spirit of fellowship among anglers everywhere.

SECTION 2. ACTIVITIES. The Southwest Council will provide services to individuals, fishing clubs, associations, leagues, or other organizations of anglers, and organizations concerned with conservation of recreational resources to help them carry out the purposes of the Federation and of their own programs as are consistent with the purposes of the Federation, in their respective localities.

2a. The Southwest Council is established as a non-profit domestic organization to be organized exclusively for educational and conservation purposes within the

meaning of Section 501 (c)(3), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 3. FLY FISHING. The Southwest Council will publicize improvements in the techniques of fly fishing, fly tying, fly casting, and related angling subjects.

SECTION 4. LIAISON WITH OTHER ORGANIZATIONS. The Southwest Council will establish and maintain liaison with other organizations of anglers and conservationists, and also with governmental agencies concerned with the sport of angling, and keep its members informed of developments of interest to the membership.

Formally Adopted 6/2/90 - Page 1 Amended 3/14/98

SECTION 5. AVOIDANCE OF POLITICAL ACTIVITY. No substantial part of the activities of the Southwest Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Southwest Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 6. GENERAL ACTIVITIES. Notwithstanding any other provisions of these Constitution and By-Laws, the Southwest Council shall not carry on any other activities not to be carried on by: (a) an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code; or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

### ARTICLE III - MEMBERSHIP AND DUES

SECTION 1. CLASSES OF MEMBERSHIP. There shall be two classes of membership in the Federation: (1) member clubs and organizations; and (2) individual members. The Board of Directors of the Federation (hereinafter referred to as the Federation Board), in its discretion, shall designate various categories of membership within these classes.

SECTION 2. ADHERENCE TO OBJECTIVES. All members shall subscribe to the objectives of the Federation.

SECTION 3. ELIGIBILITY. Membership shall not be restricted, and any individual club, association, league, or other entity shall be eligible for membership in the Federation.

SECTION 4. MEMBER CLUBS. All clubs affiliated with and currently in good standing with the Federation, and located in the states of California and Nevada, as defined by the Federation, shall be considered Member Clubs of the Southwest Council unless they officially declare otherwise to the Business Office of the Federation and to the Southwest Council at its principal address. Any club in any geographical location outside the above listed area, currently in good standing with the Federation, may become a member of the Southwest Council by stating its intention in writing to the Business Office of the Federation and to the Southwest Council at its principal address.

SECTION 5. INDIVIDUAL MEMBERS. Any person affiliated with and currently in good standing with the Federation, located in the area described in Article III, Section 4, shall be considered a member of the Southwest Council. Any person in any other geographical location currently in good standing with the Federation, may become an Individual Member by stating such intention in writing to the Southwest Council at its principal address.

SECTION 6. DUES. The dues of the members of the Southwest Council shall be determined for each class and category of membership by the Federation Board, and shall be payable annually unless the Federation Board shall determine otherwise.

SECTION 7. SUSPENSION OR TERMINATION OF MEMBERSHIP. The Board of Directors of the Southwest Council (hereinafter referred to as the Council Board), by unanimous affirmative vote of all the members of the Council Board present and voting, at a meeting at which there is a quorum, may suspend or expel a member of the Southwest Council.

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#### ARTICLE IV - AUTONOMY OF CLUBS

The Federation and the Southwest Council shall not in any way infringe upon the charter or franchise of any member club, association, league, or other entity, nor shall it impose any form or forms of organization or by-laws, or dictate any

activity, policy, or procedure to such members, other than subscribing to the objectives of the Federation. The complete autonomy of member clubs, associations, leagues, or other entities shall be respected by the Federation and the Southwest Council.

#### ARTICLE V - MEETINGS OF THE SOUTHWEST COUNCIL

SECTION 1. GENERAL MEMBERSHIP. A meeting of the general membership of the Southwest Council shall be held each year at the principal office of the Southwest Council or at such other place within and without the Council as shall be specified in the notice of said meeting given as hereinafter provided.

SECTION 2. SPECIAL MEETINGS. Special meetings of the General Membership for any purpose or purposes, unless otherwise regulated by statute, may be called by resolution of a majority of the Council Board.

SECTION 3. NOTICE OF MEETINGS. Notice of the time, place, and object of a meeting of the Membership shall be given personally, or by first class mail addressed to each member entitled to vote at the meeting, by electronic means, including but not limited to e-mail or may be included by being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or in behalf of the Southwest Council or Federation and mailed at postage rates complying with the regulations of the United States Postal Service addressed to a member entitled to vote at the meeting. In each instance, the notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

SECTION 4. ELIGIBILITY TO VOTE. Only individual members and affiliated clubs, associations, leagues, or other entities, which have paid current dues to the Southwest Council shall have the right to vote.

SECTION 5. PROXIES. Votes in actions of the Southwest Council may be cast in person or by proxy. Proxy form shall be designated by the Council Board and accepted by the Secretary of the Southwest Council before the meeting in which it shall be voted.

SECTION 6. QUORUM. At any Membership Meeting of the Southwest Council, the quorum will consist of those present.

#### ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS. There shall be a Board of Directors which shall consist of the officers defined in Article VII and any number of not less than fifteen (15) persons as determined by the Council Board. Two of these Directors shall be designated National Directors and along with the President of the Southwest Council shall serve on the Federation Board. Each Member Club, currently in good standing with the Federation, shall designate a club member to serve as a Director on the Council Board.

SECTION 2. GENERAL POWERS. The Board shall control the business and affairs of the Southwest Council and may exercise all such authority and powers of the Southwest Council and do all such lawful acts and things as are not, by law, these Constitution and By-laws, directed or required to be exercised or done by the members directly.

Formally Adopted 6/2/90 - Page 3 Amended 3/14/98

SECTION 3. ELECTION OF DIRECTORS. Election of National Directors shall be by mail-in ballot or agreed upon electronic means, including but not limited to e-mail of the Membership of the Southwest Council. The Nominating Committee as provided for in Article IX, Section 2, shall nominate the number of persons required for the Council Board, two of whom shall be designated Federation National Director Nominees, at least thirty (30) days prior to the Federation Council Annual General Membership Meeting, and no later, in any event, than thirty (30) days prior to the Federation Annual General Membership Meeting. The list of duly elected Federation National Directors shall then be provided to the Federation Office. All Directors shall be members of the Federation in good standing.

SECTION 4. TERM OF OFFICE. All Directors shall serve for one (1) year two years and until their successors are duly elected.

SECTION 5. PLACE OF MEETING. The Council Board may hold its meetings at such place or places as the Council Board, from time to time may determine, or as shall be specified or fixed in the respective notices or waivers of notice.

SECTION 6. REGULAR MEETING. Regular meetings of the Council Board shall be held at such times and places as the Council Board, by resolution, may determine.

SECTION 7. SPECIAL MEETINGS. Special meetings of the Council Board shall be held

whenever called by the President or Secretary acting with the consent of a majority of the Executive Board.

SECTION 8. QUORUM AND MANNER OF ACTING. Except as provided in Section 12 of this Article, a quorum shall consist of one third (1/3) of the whole Council Board.

Any act of a majority of the Directors present at any meeting at which a quorum shall be present shall be deemed an act of the Council Board. In absence of such a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum may be achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such an adjournment shall be taken.

SECTION 9. NOTICE OF MEETINGS. Notice of the time, place, and object of a meeting of the Council Board shall be given personally, or by first class mail addressed to each Council Director, by electronic means, including but not limited to e-mail or may be included by being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or in behalf of the Southwest Council or Federation and mailed at postage rates complying with the regulations of the United States Postal Service addressed to a Council Director. In each instance, the notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice need not be given to any Director if such notice shall be waived by him and business may be transacted by the Council Board at a meeting at which every member of the Council Board shall be present, though held without notice.

SECTION 11. EXECUTIVE BOARD. The Executive Board shall consist of the President, First Vice-President, Secretary and Treasurer of the Southwest Council, and 3 other Members as voted on by the Council Board as a whole.

SECTION 12. REMOVAL OF DIRECTORS. Any Director may be removed at any time by the affirmative vote of a majority of a quorum of the whole Council Board at a regular or at a special meeting of the Council Board called for that purpose. A quorum for action taken to remove a Director shall be two-thirds (2/3) of the Council Board of Directors.

SECTION 13. VACANCIES. Any vacancy in the Council Board caused by death, resignation, removal, increase in the number of Directors, or any other cause, shall be filled by appointment from the President with the advice and consent of the Council Board.

ARTICLE VII - OFFICERS

SECTION 1. SOUTHWEST COUNCIL OFFICERS. The Council Board shall elect the Officers of the Southwest Council. The Officers shall be the President, First Vice-President, Secretary and Treasurer. The Nominating Committee shall submit nominations of the Southwest Council Officers to the Council Board, who will then elect the President, First Vice-President, Secretary and Treasurer.

SECTION 2. TERMS OF OFFICE. All Officers shall serve for one (1) year two years and until their successors are elected.

SECTION 3. EXECUTIVE COMMITTEE. The operational implementation of the Council Board's goals, directions, and policies as funded by the Council Board shall be conducted by an Executive Committee. The Executive Committee shall be comprised of the President, the First Vice-President, the Secretary, the Treasurer, and Executive Vice-Presidents.

SECTION 4. REMOVAL. Any officer of the Southwest Council may be removed at any time, by resolution adopted by a two-thirds (2/3) majority of the whole Council Board at a regular meeting or at a special meeting called for that purpose.

SECTION 5. VACANCIES. A vacancy in any office other than the President, because of death, resignation, removal, or any other cause, shall be filled by nomination of the President with the advice and consent of the Council Board, for the unexpired portion of the term.

SECTION 6. PRESIDENT. The President shall be the Chief Executive Officer of the Southwest Council, and shall have general supervision over the activities of the Southwest Council, subject to the control of the Council Board, and shall see that all orders and resolutions of the Council Board are carried out. The President must sign, execute, and deliver in conjunction with either the Secretary or the Treasurer, in the name of the Southwest Council, all deeds, mortgages, bonds, contracts, or other instruments authorized by the Council Board, except in the cases where the signing, execution or delivery thereof shall be expressly delegated by the Council Board or by these Constitution and By-Laws to some other officer or agent of the Southwest Council or where any thereof shall be required by law otherwise to be signed, executed, and delivered. In general the President shall perform all duties incidental to the

office of the President and such other duties as may from time to time be assigned to him or her by these Constitution and By-Laws or by the Council Board.

SECTION 7. FIRST VICE-PRESIDENT. The First Vice-President shall perform the duties of the President in his/her absence and shall perform such administrative functions as may be directed by the President and/or the Council and assist the President in facilitating and coordinating the activities of the Council committees. In case of the death or resignation of the President, he or she shall become President for the unexpired term, and have the privilege of serving a full term as President the following year.

SECTION 8. SECRETARY. The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Council Board, Executive Board, Executive Committee, and of Members; he or she shall cause to be given notice of all meetings of the Members and Directors; he or she shall have charge of the register of members and also of the other books, records, and papers of the Southwest Council relating to its organization and shall see that the reports, statements, and other documents required by law are properly kept or filled; and he or she shall in general perform all duties incidental to the office of Secretary. The Secretary may sign, execute and deliver, in conjunction with the President, and in the name of the Southwest Council, all deeds, mortgages, contracts, bonds, or other instruments authorized by the Council Board. He or she

Formally adopted 6/2/90 - Page 5 Amended 3/14/98

shall also have such powers and perform such duties as are assigned to him or her by these Constitution and By-Laws, and he or she shall have such powers and perform such duties, not inconsistent with these Constitution and By-Laws, as the Council Board shall from time to time prescribe.

SECTION 9. TREASURER. The treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Southwest Council, shall prepare an annual budget for the Southwest Council, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Southwest Council and shall deposit all monies and other valuable effects in the name of and to the credit of the Southwest Council in such banks or other depositories as may be designated by the Council Board; he or she shall disburse the funds of the Southwest Council as may be ordered by the Council Board, taking proper

vouchers for such disbursements, and shall render to the President and to the Council Board at the regular meetings of the Council Board or whenever they may require it, a statement of all his or her transactions as Treasurer and an account of the financial condition of the Southwest Council; and, in general he or she shall perform all the duties incidental to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Council Board. The Council Board may require an independent audit of the Southwest Council's accounts at any time. The Treasurer shall hand over to his or her successor in office within ten (10) days after the election of his or her successor, a complete and accurate financial statement together with all the funds, books, and records pertaining to his or her office. The Treasurer may sign, execute, and deliver, in conjunction with the President, in the name of the Southwest Council, all deeds, mortgages, contracts, bonds, or other instruments as authorized by the Council Board.

SECTION 10. EXECUTIVE VICE-PRESIDENTS. The Executive Vice-Presidents shall be appointed by the President with the advice and consent of the Council Board. The number and title of the Executive Vice-Presidents shall duplicate those established by the Federation except that of Executive Vice-President of Administration. They shall have control of specific areas of the Southwest Council as outlined by the Council Board. Their powers shall be limited to implementation of directives and policy as outlined and funded by the Council Board.

SECTION 11. OFFICER LINE OF SUCCESSION. In the event of a vacancy due to death, resignation, removal, or any other reason, in the office of the President, the First Vice-President shall then assume that office for the unexpired term. The then vacated office of First Vice-President shall be filled by the mechanisms as stated in Article VII, Section 5.

#### ARTICLE VIII - RESIGNATION

Any member, Director or Officer may resign their office at any time by giving written notice of his or her resignation to the President or the Secretary of the Southwest Council. Such resignation shall take effect at the time specified there, or if no time specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

#### ARTICLE IX - COMMITTEES

SECTION 1. SPECIAL COMMITTEE. Special Committees may be appointed by the President, by the Executive Board, or by the Executive Committee, at a business meeting whenever deemed necessary.

SECTION 2. NOMINATING COMMITTEE. A Nominating Committee shall consist of the Past-President and three Southwest Council members in good standing selected by the

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Executive Board. The members of the Nominating Committee shall select a chairperson and shall, thirty (30) days prior to the Council Annual General Membership Meeting, and no later, in any event, than thirty (30) days prior to the Council Annual General Membership Meeting, select and vote for a nominee for each of the two National Directors. A member serving on the Nominating Committee shall be eligible for nomination to office. Every member selected by the Committee shall be so informed, and shall consent prior to announcement of their names in nomination. Any member has the right to refuse nomination, and may withdraw from nomination at any time. The Chairperson of the Nominating Committee shall place the Council's National Board nominations on a mail-in ballot to be sent to the Southwest Council membership. The Nominating Committee shall ask each Council Affiliated Club President to inform the Council Nominating Committee thirty (30) days prior to the Council Annual General Membership Meeting as to that club's Southwest Council Director. The Nominating Committee shall also nominate four of the Council Board nominees for the offices of President, First Vice-President, Secretary, and Treasurer.

#### ARTICLE X - FINANCE

SECTION 1. FISCAL YEAR. The fiscal year of the Southwest Council shall be the same fiscal year established by the Federation.

SECTION 2. BUDGET. The Council Board shall review and approve the annual budget of the Southwest Council submitted by the Treasurer.

#### SECTION 3. EXPENDITURES.

3a. No member, officer, or representative of the Southwest Council shall have authority to contract any obligation for the Southwest Council unless the contract or commitment has been authorized by the Executive Board or by a

specific resolution at a regular meeting of the Council Board, and unless the Executive Board has made an appropriation of funds for the purpose.

3b. Every expense and financial liability of the Southwest Council shall be accounted for by acceptable methods of accounting and in enough detail to show how all activities are financed.

3c. No part of the net earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Southwest Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

SECTION 4. FINANCIAL STATEMENTS. Financial statements shall be submitted to the Federation at such time and in such a manner as determined by the Federation to enable the Federation to file a Group 990 Tax Return.

#### ARTICLE XI - GENERAL PROVISIONS

SECTION 1. SELECTION OF DIRECTORS AND OFFICERS. Each member who wishes to recommend persons within the Southwest Council for the position of Director and/or Officer may do so by letter addressed to the President of the Southwest Council. The names of the persons recommended shall be considered by the Nominating Committee in selecting their nominees to these positions, except that any person recommended by a majority of the members shall be one of the persons nominated.

Formally adopted 6/2/90 - Page 7 Amended 3/14/98

SECTION 2. RELATIONS WITH OTHER ORGANIZATIONS. The Southwest Council shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it may be affiliated, unless specifically agreed in writing by both parties and approved by the Council Board.

SECTION 3. CONFLICT OF AUTHORITY. Any conflict in intent between these

Constitution and By-Laws and a Federation Instrument which specifically controls activities within a Federation Council, shall be decided in favor of the

Federation Instrument.

## ARTICLE XII - OFFICES AND BOOKS

SECTION 1. OFFICES. The principal office of the Southwest Council shall be at such a place as the Council Board may determine. The Board may from time to time and at any time establish other offices or branches of the Southwest Council at whatever place or places it deems to be expedient.

SECTION 2. BOOKS. There shall be kept at the office of the Southwest Council correct books of all the business and transactions of the Southwest Council, a copy of these Constitution and By-Laws and the register of membership of the Southwest Council, which shall contain the names, alphabetically arranged, of all persons who are members of the Southwest Council, showing their respective place of residence, and the time when they respectively, became members thereof.

## ARTICLE XIII -WAIVER OF NOTICE

Whenever, under the provisions of any governing law of these Constitution and By-Laws, or any resolution of the Council Board, the Southwest Council or the Council Board is authorized to take any action after notice to members or directors or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if, at any time before or after such action shall be completed, such notice or lapse of time shall be waived in writing by the person or persons entitled to said notice or entitled to participate in the action to be taken.

Any meeting at which all members or, in the case of a meeting of the Council Board, all Directors are present, or with respect to which notice is waived by any absent member or director, may be held at any time, for any purpose and at any place, and shall be deemed to have been validly called and held; and all acts done and business conducted at any such meeting shall be deemed valid in all respects.

## ARTICLE XIV - AMENDMENTS

These Constitution and By-Laws may be amended at any Meeting of the Council Board of the Southwest Council. The affirmative vote of two-thirds (2/3) of a quorum of the Council Board as defined in Article VI, Section 8, shall be required for the adoption of any amendment. Notice of the proposed amendment,

together with the text of the proposed amendment, shall be delivered to the Directors as outlined in Article VI of these Constitution and By-Laws. The amendment will then be presented to the Federation Board for approval and will go into effect upon such approval.

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#### ARTICLE XV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Southwest Council, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Tax Code, or corresponding section of any future tax code, subject to any order of a court of competent jurisdiction.

#### ARTICLE XVI - RULES OF ORDER

The Southwest Council will function under "Robert's Rules of Order, Revised" except as specified by these Constitution and By-Laws.

#### ARTICLE XVII - APPROVAL OF CONSTITUTION AND BY-LAWS

These Constitution and By-Laws shall become binding and effective when they are duly accepted at a meeting of the Membership, notice of which was given as provided by Article V, Section 3; approved by the Board of the Federation of Fly Fishers, Inc. and signed by the President, Secretary, and Treasurer of the Southwest Council.

Adoption:

s/President - Larry Hampy 6/2/90

s/Secretary - Bob Montgomery 6/2/90

s/Treasurer - John Short 6/2/90

Amendments:

\_\_\_\_\_ Date \_\_\_\_\_

PRESIDENT – Michael Schweit

\_\_\_\_\_ Date \_\_\_\_\_

SECRETARY – Melinda Roberts

\_\_\_\_\_ Date \_\_\_\_\_

TREASURER – Carl Laski

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