

# **BYLAWS OF THE HAWKEYE FLY FISHING ASSOCIATION**

Adopted 2/17/02

## **PREAMBLE**

The Hawkeye Fly Fishing Association is a non-profit organization of anglers and conservationists dedicated to the promotion of fly fishing and associated activities, to the education of others in the art and joys of fly fishing, to the preservation and conservation of those natural resources that are important to fly fishing and to the enhancement of fellowship and camaraderie among fly fishers.

## **ARTICLE I. OFFICIAL NAME**

This organization, incorporated under the laws of the State of Iowa, is called the Hawkeye Fly Fishing Association and is referred to in these bylaws as the HFFA.

## **ARTICLE II. OFFICES**

The principal office of the corporation shall be located wherever the Board of Directors designates from time to time. The corporation may have such other offices as the Board of Directors may designate as the business of the corporation may require, from time to time.

The registered office of the corporation required by the Iowa Nonprofit Corporation Act may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the membership of the corporation.

## **ARTICLE III. PURPOSES**

**Section 3.1. Objectives.** HFFA is a membership organization established to: (a) promote fly fishing and associated activities; (b) educate others in the art and joys of fly fishing; (c) work for the preservation and conservation of those natural resources that are important to fly fishing; (d) enhance fellowship and camaraderie among fly fishers.

**Section 3.2. Non-profit status.** HFFA is established as a non-profit domestic corporation to be organized exclusively for educational and conservation purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 3.3. Limitation of activities.** Notwithstanding any other provisions of these articles, the HFFA shall not carry on any other activities not permitted to be carried on by: (a) a corporation 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) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

**Section 3.4. Avoidance of political activity.** In accord with the requirements for tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, no substantial part of the activities of HFFA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and HFFA 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.

#### **ARTICLE IV. MEMBERSHIP**

**Section 4.1. Membership.** The members of this corporation shall be those who subscribe to the purposes of the corporation, pay the designated dues and qualify under the following guidelines:

General: Any person who does not qualify for student or senior citizen membership.

Student: Any full-time student registered in an institution of learning.

Senior Citizen: A person who has reached the age of 65.

Honorary: A person so designated by a vote of the members upon recommendation by the Board of Directors. An honorary member may not hold office or vote unless he/she is also a member under another category.

**Section 4.2. Classes of Members.** The members of this corporation may be divided into such groups, and the annual dues may be set at such figures for such groups, as the Board of Directors may provide from time to time.

**Section 4.3. Voting Rights and Voting.** Members of this corporation shall be entitled to vote on any matter specifically reserved to them in these Bylaws. Such votes shall be cast at corporation business meetings of the association, and the vote of the majority of those members in attendance at such meeting shall be the vote of the membership, except where otherwise provided in these Bylaws. However, in the event the Board of Directors determines that a matter is of such nature that it cannot await a corporation business meeting, the Board may direct that the question be voted by written ballot. In such event, the Board shall provide an explanation of the matter to be voted, the form of ballot, and the deadline date for return of the ballot, and such information and ballot shall be published in the official publication of the corporation or mailed to each member at least two weeks before the return date of the ballots. Each member choosing to vote shall vote and sign one ballot before mailing it to the Secretary of the corporation at the address provided on such ballot, and the result of such vote shall be deemed the action of the membership on the question voted. Voting by proxy is not permitted.

**Section 4.4. Disqualification of Members.** Members who have not paid their annual dues before the annual corporation business meeting shall be deemed not in good standing, thereby disqualified from voting on any business of the corporation, and shall likewise be disqualified from election to office or to the Board of Directors of the corporation. Payment of dues owed shall immediately return a member to good standing.

**Section 4.5. Meetings of Members.** Meetings of the members of the corporation shall be held as follows:

Annual Membership Meeting: The annual meeting of the members of the corporation shall be held each year during either February or March, with preference for the third weekend of February, and will include talks, activities, and/or presentations which may be of interest to the membership.

Annual Corporation Business Meeting: The annual business meeting of the corporation shall be held in conjunction with the annual meeting of the members of the corporation. Elections for all expired terms and to fill vacancies in the unexpired terms of officers or Directors shall be held at this meeting, and the location of future annual membership meetings shall be voted at this meeting. All business to be conducted by the members should, where practical, be brought before this meeting.

Special Corporation Business Meetings: Any other membership business meeting which is deemed necessary by the President and at least two other members of the Board of Directors for the proper conduct of the business of the corporation shall be identified as a special corporation business meeting and may be held at such time and place as directed by the President.

**Section 4.6. Notice of Meetings.** Notice of the annual membership meeting, of the annual corporation business meeting, and of each special corporation business meeting of the association, stating the place, day and hour of each such meeting, shall be published in the official publication of the association or mailed to each member as soon before the date of such meeting as is practical. In the case of a special corporation business meeting, the notice so published or mailed shall state the purpose or purposes for which the meeting is called.

**Section 4.7. Minutes of Business Meetings.** Minutes shall be taken at each corporation business meeting and shall be printed in the official publication of the corporation.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 5.1. General Powers.** The Board of Directors of the corporation shall manage the ongoing business and affairs of the corporation, including establishing and carrying out its general policies and authorizing the expenditure of funds. The Board of Directors shall have the power to vote upon all matters not reserved to the members in these Bylaws.

**Section 5.2. Number, Tenure and Qualifications.** The Board of Directors of the corporation shall consist of the incumbent officers of the corporation, the immediate past President, and four non-officer Directors. The non-officer Directors shall be elected from the membership by the membership at an annual corporation business meeting. Two of the non-officer Directors shall each be elected to a two-year term, and the other two non-officer Directors shall each be elected to a one-year term. Any member of the association in good standing shall be qualified to be elected to the Board of Directors. There is no limit to the number of terms a member may serve as a non-officer Director, but a member may not so serve for more than two consecutive terms.

The officers will serve on the Board of Directors during their entire term in office. There is no limit to the number of terms a member may serve as an officer. The immediate past President will serve for at least one year but, at his/her own discretion, may continue to serve longer unless replaced by a new immediate past President.

**Section 5.3. Meetings.** The Board of Directors shall hold at least one Board meeting during the period between the annual membership meetings. A meeting of the Board of Directors may be called by either the President or by four Board members. All Board members shall be sent notice of the date, time, location and agenda for a meeting at least fifteen days prior to the meeting date unless all Board members agree to a shorter time or an emergent issue requires immediate Board action. A written waiver of notice signed by a Board member, whether before or after the time of the meeting stated therein, shall be equivalent to the giving of such notice in due time as required by these Bylaws. When possible, notice of the date, time and place for a Board meeting shall be published in the official publication of the corporation as soon before the date of the meeting as is practical. Voting by proxy is not permitted.

**Section 5.4. Quorum.** Fifty percent (50%) of the number of the Board of Directors fixed by Section 5.2 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If at any meeting of the Board there is less than a quorum present, a majority of the Board members present may adjourn the meeting from time to time until a quorum shall be present. A Board member shall be considered present at a meeting of the Board of Directors, or of a committee designated by the Board, if such Board member participates in such meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**Section 5.5. Manner of Acting.** The vote of the majority of the Board of Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors except where otherwise provided in these bylaws.

**Section 5.6. Action by Unanimous Consent in Lieu of Meeting.** Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or of a committee of the Board, may be taken without a meeting if a consent or consents, in writing, describing the action so taken, shall be signed by all of the Board members or all of the members of the committee of the Board, as the case may be, entitled to vote with respect to the subject matter thereof and such consent or consents are included in the minutes or filed with the corporate records reflecting the action taken.

**Section 5.7. Action by Telephone Conference.** In the event that either President or at least four Board members determine(s) that delay of an action which must be approved by a vote of the Board of Directors will be detrimental to the Corporation, such action may be taken after voice vote of those Board members participating in a meeting by conference telephone, or similar communications equipment, during which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Such telephone conference meeting shall not be deemed a meeting unless the President or those Board Members calling the meeting shall certify to having made diligent effort to notify each Board member of the time and date of the conference meeting,

which certification shall be recorded in the minutes of the conference meeting.

**Section 5.8 Discussions by E-mail.** The President may use e-mail to determine the consensus of the Board members before taking presidential action, or to follow up on Board meeting discussions when votes are not required or have already been taken, or to obtain consultation in implementing decisions taken by the Board.

**Section 5.9. Vacancies.** Any vacancy in the non-officer Directors due to death or otherwise, between annual corporation business meetings, may be filled by election by the affirmative vote of the majority of the remaining Board of Directors, and the person so elected shall serve until a successor of person is elected by the members at the next annual corporation business meeting. A vacancy in the immediate past President position will not be filled until the tenure of the incumbent President is completed.

**Section 5.10. Removal of Directors.** Any director of the HFFA may be removed at any time by the affirmative vote of a majority of the whole Board at a regular meeting or at a special meeting of the Board called for that purpose.

**Section 5.11. Standing Committees.** The members of the standing committees shall be appointed from among the membership of the corporation by the President as soon as necessary after the annual corporation business meeting, to perform the duties hereinafter charged to each:

Nominating Committee, which shall be charged to nominate persons for the elections to be held at the annual corporation business meeting.

Annual Meeting Committee, which shall be charged to plan, make arrangements for, and conduct the annual membership meeting at the location chosen by the membership. In accord with article VII, Sec.7.1 of these bylaws, all contracts associated with the annual meeting shall be signed by the President.

Membership Committee, which shall be charged with the conduct of membership drives.

Education Committee, which shall be charged with the development of educational programs to promote the arts and crafts of fly fishing.

Conservation Committee, which shall be charged with coordinating, developing and publicizing conservation plans and programs consonant with the purposes of the corporation.

The President shall be a member of each standing committee. In the event the President determines it appropriate, he or she may designate the Board to act as one or more of the standing committees.

## **ARTICLE VI. OFFICERS**

**Section 6.1. Number.** The officers of the corporation shall be a President, a vice President, a Secretary and a Treasurer, each of whom shall be elected by the membership.

**Section 6.2. Election and Term of Office.** The officers of the corporation shall be elected from among the membership by the membership at the annual corporation business meeting. Each officer shall hold office until the successor of that officer shall have been duly elected or until death or until that officer shall resign the office. There is no limit to the number of terms a member may serve as an officer.

**Section 6.3. Vacancies.** A vacancy in the office of Vice President, Secretary or Treasurer because of death, resignation, or otherwise, shall be filled by election by the affirmative vote of the majority of the remaining Board of Directors, and the person so elected shall serve until the successor of that person is elected by the members at the next annual corporation business meeting. A vacancy in the office of President shall be filled by the Vice President who will serve until a successor President is elected by the members at the next annual corporation business meeting. The resulting vacancy in the office of Vice President shall be filled by the vote of the Board of Directors as written above in this Section 6.3.

**Section 6.4. Removal of an Officer.** Any officer of the HFFA may be removed at any time by the affirmative vote of a majority of the whole Board at a regular meeting or at a special meeting of the Board called for that purpose.

**Section 6.5. President.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors and except as otherwise provided in these Bylaws, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. Unless otherwise required, upon the authorization of the Board of Directors, the President is empowered to execute and deliver contracts and other instruments in the name of and on behalf of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be described by the Board of Directors from time to time. The term of office of the President shall be one year.

**Section 6.6. Vice President.** In the absence of the President or in the event of the death, resignation, or inability of the President to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the President or by the Board of Directors, including action for the President when the Board of Directors has determined, as shown by record vote, that the President refuses to act. The term of office of the Vice President shall be one year.

**Section 6.7. Secretary.** The Secretary shall:

- a) keep the minutes of all members' and Board of Directors' meetings in one or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be the custodian of the corporate records;
- d) keep a register of the post office address of each member; and
- e) in general perform all duties incident to the office of Secretary and such other duties as from

time to time may be assigned by the President or by the Board of Directors. The term of office of the Secretary shall be two years.

**Section 6.8. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine, the costs of such bond to be borne by the corporation. The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of the corporation;
- b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, other depositories or securities or money market funds as shall be selected in accordance with the provisions of Article VII of these Bylaws; and
- c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The term of office of the Treasurer shall be two years.

## **ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 7.1. Contracts.** Unless otherwise required, upon the authorization of the Board of Directors, the President is empowered to execute and deliver contracts and other instruments in the name of and on behalf of the Corporation.

**Section 7.2 Loans.** No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by vote of the membership. Such authority may be general or confined to specific instances.

**Section 7.3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, or committee member and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.4. Deposits.** Funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select; provided that the Board of Directors may authorize the placement of funds in excess of the working needs of the corporation in either U.S. government securities, U.S. government insured securities or a money market fund to be designated by the Board of Directors.

**Section 7.5. Employment.** No person shall be employed full- or part-time or discharged by the corporation except pursuant to a vote of the membership. If the membership so votes, the Board of Directors, or a committee to which the Board of Directors has by resolution delegated such authority, shall employ, reclassify, and discharge each such employee of the corporation. Nothing in these Bylaws shall be interpreted to prohibit the contracting of the corporation for personal services

### **ARTICLE VIII. INDEMNIFICATION**

It shall be the policy of the HFFA to provide indemnity to its officers and directors who acted in good faith and reasonably believed that their conduct in their capacity as such officers and directors of the HFFA, or in the case of all other conduct, was at least not opposed to the best interests of HFFA, and, in the case of criminal proceedings, had not reasonable cause to believe that the conduct was unlawful. Such indemnity pertains to any action or proceeding in which an officer or director is made a party by virtue of holding an office or position as director of the HFFA. Indemnification is limited and effective only to the full extent permitted by law. Indemnification is prohibited if the officer or director is found to be liable to the corporation or adjudged to have received personal benefit from the transaction. All requests for indemnity shall be submitted to the Board of Directors of the HFFA and shall be considered in the manner provided in §8.55 of the Revised Model Nonprofit Business Corporation Act. In compliance with this bylaw the Board of Directors shall to the extent lawful and feasible (considering cost and resources available to the HFFA) purchase insurance to protect the officers and directors from liability for their action as officers and directors of the HFFA. The foregoing indemnity provision shall in no way limit the extent of any insurance coverage purchased for such purpose.

### **ARTICLE IX. OFFICIAL PUBLICATION**

The official publication of the corporation shall be a periodical, entitled The Flyline, which shall be published bi-monthly and mailed to each member at the last known address of that member. The publication will be edited by the President or by a designated person or persons. The editor of the publication shall publish notices of all meetings and the minutes of such meetings, and other matters the publication of which is required by these Bylaws

### **ARTICLE X. LEGAL ACTION**

Upon recommendation by the Board of Directors the corporation may initiate or participate in a legal action, such as a lawsuit or administrative agency action, by the affirmative vote of the members. The rules for such vote by the members are those presented in Article IV. Section 4.3 of these bylaws (voting rights and voting).

### **ARTICLE XI. NONDISCRIMINATION**

It shall be the policy of the HFFA to provide equal membership/employment/service opportunities for all eligible persons without regard to race, color, religion, sex, sexual orientation or national origin.

**ARTICLE XII. NO SEAL**

The corporation shall have no corporate seal.

**ARTICLE XIII. FISCAL YEAR**

The fiscal year of the corporation shall end on the last day of September, in each year commencing with 1995.

**ARTICLE XIV. ADOPTION AND AMENDMENTS**

Upon recommendation by the Board of Directors, the corporation's Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of not less than two-thirds of the members attending the annual corporation business meeting.

**ARTICLE XV. RULES OF ORDER**

Meetings of the HFFA will function under "Roberts Rules of Order, Revised" except as specified by the Articles of Incorporation and these bylaws.

Hawkeye Fly Fishing Association by Secretary

Ron Stahlberg, Secretary

Date: 2/17/02

Attest: Steve Veysey, President

Date: 2/17/02