

BYLAWS
OF
FOURTH CORNER FLY FISHERS

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1. IDENTIFICATION OF THE CORPORATION AND ITS PURPOSES.

1.1. Name of Corporation – Abbreviated Name.

The name of the Corporation for which these Bylaws have been adopted is FOURTH CORNER FLY FISHERS. Its abbreviated name is “4CFF”. It also may be referred to hereinafter as “the Club.”

1.2. History of the Corporation.

Beginning on the evening of April 12, 1972, and during the months which followed, a group of Bellingham area fly fishermen gathered to organize a fly fishing club in the “fourth corner of this State and Nation.” Their efforts resulted in the founding of the **FOURTH CORNER FLY FISHERS** and the enactment a “Constitution” for the Club. The Founding Members of the Club were:

Glen R. Coulson
William P. Gold
Charles C. Gold
Nicholas A. Lidstone

Wayne McLemore
Byron D. Moser
Rod W. O’Conner

Randall W. Payne
Richard J. Van Demark
Ralph E. Wahl

The Club was incorporated on July 31, 1978 under the Washington Nonprofit Corporation Act, Chapter 24.03 RCW [the “Corporation Law”], by filing Articles of Incorporation with the Washington State Secretary of State.

1.3. Purposes of the Corporation.

The purposes for which the Club was formed are:

- a. To operate a social club for the pleasure, association and recreation of its members engaged in fly fishing activities.
- b. To work to protect wild fish and the habitat which sustains them.
- c. To work for the betterment and preservation of angling waters and surrounding land.
- d. To improve the state-of-the-art of flying fishing and to keep members informed of developments of interest.
- e. To develop and carry out programs of education designed to encourage individuals of all ages to become fly fishers and to promote ethical use of the resource.

1.4. Purpose of Bylaws – “Constitution” Superseded – Policies and Procedures Manual.

1.4.1. Purpose of Bylaws. These Bylaws are adopted to govern the internal workings of the Corporation. Before the Corporation was incorporated, the Club was organized by

its founding Members under the terms of a “Constitution and Bylaws” in a form that was generally consistent with organizational documents for social clubs and other unincorporated associations in Washington State. Once the Club had become incorporated, its “Constitution” became legally unnecessary. Further, the provisions of the “Constitution and Bylaws” varied to some extent from the policies and procedures required by the Corporation Law. These Bylaws are designed to harmonize the internal policies and procedures of the Club with those of the Corporation Law.

1.4.2. Constitution Superseded. The “Constitution”, having been effectively superseded years ago by the Corporation’s Articles of Incorporation, is now abandoned, and shall be given no further force and effect.

1.4.3. Policies and Procedures Manual. The Corporation’s Board of Directors is authorized to develop a manual of Policies and Procedures to provide guidance to the Corporation and its Members on procedural matters not sufficiently addressed in these Bylaws. It is recognized that these Bylaws are intended to provide general guidance for the internal workings of the Corporation, but that the details of the Corporation’s operations may change from time to time so long as they are not inconsistent with the provisions of these Bylaws.

2. REGISTERED OFFICE - REGISTERED AGENT.

The Corporation shall maintain a Registered Agent to receive legal process and official notices on behalf of the Corporation, as required by the Corporation Act. The Registered Agent shall have a business office identical with such Registered Office. The Registered Office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the board of Directors upon filing of such notices with the Secretary of State and elsewhere as may be required by the Corporation law.

3. MEMBERS.

3.1. Qualifications and Conditions for Membership.

A person who demonstrates support for the aims and purposes of the Corporation, whose membership application has been accepted by the Board of Directors following a period of Guest status, and who pays annual dues in such amounts as may be from time to time prescribed for membership by the Board of Directors or who helps shoulder the burden of the daily work of the Corporation, shall become eligible for membership in the Corporation. Membership status, once granted, may be subject to such Conditions of Membership as the Board of Directors, with the consent of the Members, may prescribe.

3.2. Guest Status Prerequisite For Membership.

Each person desiring to become a Member of the Corporation shall participate as a Guest for a period of time known as the Guest Status Period, so that the person may be evaluated for membership under the criteria described in Section 3.6.2 hereof. The period of Guest Status generally shall not exceed two (2) years and shall be reviewed by the Board after 12 months following the person’s application for Guest Status. During the Guest Status Period, the Guest shall identify potential sponsors and shall participate sufficiently in the meetings and other activities of the Club so that the Guest will become familiar with the Club, and its Members, activities, goals and purposes, and so that Members of the Corporation will also become sufficiently familiar with the Guest to make an informed decision on the Guest’s application for membership.

3.3. Application for Membership.

Each person desiring to become a Member of the Corporation shall, following the Guest Status Period described above, truthfully complete an application for membership in such form as the Board of Directors may prescribe from time to time. The application form shall be signed by at least two members willing to sponsor the Guest for membership. The Board shall consider any such application within sixty (60) days of its submission. In the event that the Board favors the acceptance of the Guest's application, the Board shall submit the application for approval by the membership.

3.4. Classes of Members.

3.4.1. Initial Classes. The Corporation shall initially have four (4) classes of Members: 1. Individual; 2. Family; 3. Honorary, and 4. Lifetime. Individual Members shall consist of persons who have satisfied all eligibility requirements for membership and who have contributed the annual membership fee prescribed for such class of membership by the Board of Directors. Family Members shall consist of spouses, domestic partners and minor children of such persons who have satisfied all eligibility requirements for membership and who have contributed the annual membership fee prescribed for such class of membership by the Board of Directors. Honorary Members shall consist of persons so designated by the Board of Directors from time to time, for conduct benefitting the aims and purposes of the Corporation; Honorary Members shall be exempt from membership fees, and shall not be entitled to vote. Lifetime Members shall consist of Members so designated by the Board of Directors from time to time, for exceptional conduct benefitting the aims and purposes of the Corporation; Lifetime Members shall be exempt from membership fees, and shall be entitled to vote. Members of the Club holding membership rights granted under criteria established prior to the adoption of these Bylaws shall retain such membership rights.

3.4.2. Additional Classes. The Board of Directors may by resolution establish additional classes of Membership, subject to approval by the Membership at any duly-constituted meeting at which a quorum is present.

3.5. Annual Renewal of Membership – Membership Fees Determined by Board.

All membership fees shall be determined by the Board of Directors on an annual basis, during the development of the Corporation's annual budget.

3.6. Rights, Privileges and Obligations of Membership.

3.6.1. Rights and Privileges of Membership. Members shall have the right to vote for Directors of the Corporation and for other matters of business brought before the Membership, and to consent to or dissent from certain extraordinary corporate actions as provided in the Nonprofit Corporation Act. Members also have the following privileges: to run for and/or hold positions as Directors, Officers and members of Committees, to attend social and business meetings of the Corporation, to participate in outings and educational and conservation activities, and to enjoy such other benefits of membership as may become available to Members from time to time. Such rights and privileges are subject to payment of all dues, charges or assessments as may be lawfully imposed by the Board of Directors.

3.6.2. Obligations of Membership. Members shall: demonstrate high levels of sporting ethics, promote conservation of wild fish and their habitat, respect the rights and wishes of landowners who provide access to fishing waters; abide by fishing regulations, and offer to serve as an officer, director or committee member of the Club, and/or to assist other persons serving in such

positions.

3.7. Suspension or Termination of Membership Rights.

Rights and privileges of membership may be suspended during any period in which dues owing to the Corporation remain unpaid, or when the Member has violated any obligations of Membership. Such suspension may be authorized only upon the affirmative vote of not less than two-thirds (2/3) of the Directors present at any duly constituted meeting of the Board. Any unexcused failure to pay membership dues, charges or assessments that persists for a period of more than ninety (90) days beyond the due date thereof shall result in an automatic termination of membership. Termination of membership may also result upon the affirmative vote of not less than two-thirds (2/3) of the Members present at any regular meeting of the Members, when it appears that such Member's conduct demonstrates disregard for the aims and purposes of the Corporation, or otherwise demonstrates unfitness for membership.

3.8. Evidence of Membership.

Evidence of membership in the Corporation may be issued to the members in such form as the Board of Directors shall from time to time designate. Each Member shall promptly notify the Secretary of any change of name or address.

3.9. Transfer of Membership.

Membership in this Corporation is not transferable.

3.10. Meetings.

3.10.1. Place of Meetings. Meetings of the Corporation shall be held at such place within Whatcom County, Washington or within sixty miles thereof as may be designated by the Board of Directors and stated in the notice of the meeting.

3.10.2. Annual Meetings. There shall be an annual meeting of the Corporation in the month of November of each year. The annual meeting of the Corporation shall be held for the election of Directors and the conduct of such other business as may be properly brought before the meeting.

3.10.3. Notices of Annual Meetings. Not less than ten (10) nor more than fifty (50) days in advance of an annual meeting, the Secretary shall cause notice to be delivered to each Member, in the manner prescribed in Article 7 hereof. The notice of any meeting shall state the place, day and hour of the meeting and the items on the agenda to be voted on by the Members including, if then available, a list of the candidates seeking to be elected as Directors of the Corporation.

3.10.4. Regular Meetings - Notice. Regular meetings of the Members of the Corporation generally shall be held monthly, at such times and places as may be designated by the Board of Directors. Notices of Regular Meetings may be provided in the manner prescribed in Article 7 hereof, or may be given by annually providing each Member with a schedule of the dates, times and places of Regular Meetings.

3.10.5. Special Meetings. Special meetings of the Members may be called at any time for the purpose of considering matters which require the approval of all or some of the Members, or for any other reasonable purpose. Such meetings shall be called by written notice of

the President of the Corporation upon the decision of the President, or after request signed by a majority of the Board, or by written request by Members having at least 10% of the total votes in the Corporation.

3.10.6. Notices of Special Meetings. The Secretary shall cause notice to be delivered to each Member, not less than ten (10) nor more than fifty (50) days in advance of any special meeting, in the manner prescribed in Article 7 hereof. The notice of any special meeting shall state the place, day and hour of the meeting and the items on the agenda to be voted on by the Members, including the general nature of any proposed amendment to the Articles of Incorporation, Bylaws, or a proposal to remove a Director.

3.10.7. Waiver of Notice. Whenever any notice to a Member is required to be given by the Corporation, a Waiver thereof in writing signed by the Member, whether made before or given after the time stated therein, shall be equivalent to the giving of such notice.

3.11. Voting.

3.11.1. Voting Rights. Subject to the provisions of Section 3.7 hereof, each Member shall have a right to vote at meetings of the Corporation on such matters as may lawfully come before the meeting. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

3.11.2. Joint Member Disputes. The vote of a Member must be cast as a single vote, and fractional votes shall not be allowed. If only one of multiple persons or parties comprising a Member is present at a meeting of the Corporation, in person, by proxy or written ballot, that Member is entitled to cast the vote of such Member. If more than one of the multiple parties comprising such Member are so present, the vote allocated to such Member may be cast only in accordance with the agreement of a majority in interest of those multiple parties. There is majority agreement if any one of the multiple parties casts the votes allocated to that Member without protest being made promptly to the person presiding over the meeting by any of the other parties comprising such Member. In the absence of majority agreement, the conflicting votes shall be deemed an abstention of the vote for such Member.

3.11.3. Proxies and Voting by Written Ballot. The vote allocated to a Member may be cast by a written ballot or pursuant to a proxy duly executed by the Member. A Member may not revoke a proxy given pursuant to this section except by actual notice of revocation to the person presiding over a meeting of the Corporation. A proxy is void if it is not dated or purports to be revocable without notice. Unless stated otherwise in the proxy, a proxy terminates eleven months after its date of issuance. A written ballot shall not be valid unless it is signed by the Member and received by the Corporation on or before the date and time of the meeting at which it is to be counted. A written ballot may be in the form of a directed proxy which designates an individual either by name or by general description (e.g., "any Officer of the Corporation") and therein instructs such person how to vote on the matters to be decided at the meeting for which the ballot is prepared, or may be on a form prepared by the Corporation for obtaining votes on the matters constituting the business of the meeting. In the event that the Corporation desires to prepare a written ballot for use at a meeting, copies thereof shall be served with the Notices of such meeting.

3.11.4. Additional Procedures for Voting. The Board may by resolution adopt additional procedures, not inconsistent herewith, to assist the Board in maintaining the integrity of the voting process at meetings of the Corporation.

3.11.5. Quorums. A quorum is present throughout any meeting of the membership of

the Corporation if Members holding at least twenty percent (20%) of the votes in the Corporation are present in person or by written ballot at the beginning of the meeting.

3.11.6. Order of Business. The order of business at a Regular or Annual Meeting of the Corporation shall be as follows: (i) determination of the presence of a quorum; (ii) approval of minutes, if any, of the previous Meeting of the Corporation; (iii) election of Directors, if applicable; (iv) reports of the Board of Directors, Officers and committees; (v) unfinished business; and (vi) new business. Only matters described in the notice of a Special Meeting may be considered at such a meeting, and the order of business at a special meeting shall generally conform to the order specified in the notice of such meeting.

3.11.7. Conduct of Meeting. The President shall preside at meetings of the Corporation and the Secretary shall keep the minutes of meetings, for inclusion in the Corporation's permanent Minute Book. Roberts Rules of Order shall govern the conduct of all meetings of the Corporation when not in conflict with the Corporation Law.

3.12. Size of Club – Limitation on Membership Possible.

A limit on the size of the Club and the number of its Members may be established by vote of the Membership should it be determined that this would best serve the interests of the Corporation.

4. BOARD OF DIRECTORS.

4.1. Number, Term of Office and Powers.

4.1.1. Number of Directors. Unless changed by an amendment to these Bylaws, or pursuant to the provisions of Section 4.5 hereof, the Board of Directors shall consist of nine (9) persons.

4.1.2. Qualifications. Directors must be Members of the Corporation who have held membership for at least one year.

4.1.3. Term. A Director shall serve for a term of two years, and until his or her successor is elected. Such members of the Board of Directors shall take office upon election, and promptly following their election shall elect or appoint the Officers of the Corporation described in Article 6 hereof.

4.1.4. Powers. The Board of Directors shall have the power and responsibility to manage all the affairs, property, and interests of the Corporation. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Articles of Incorporation, the Corporation Law or by these Bylaws directed or required to be exercised or done by the Members of the Corporation.

4.1.5. Procedures for Election of Directors – Nominating Committee.

At the Regular September Meeting of the Club, the Board shall propose a Nominating Committee of five (5) Members for ratification by vote of the Members. The Charter and Purpose of the Nominating Committee shall be to identify candidates to fill vacancies on the Board for the following year. Incumbent Directors shall be ineligible to serve on the Nominating Committee. The members of the Nominating Committee should reflect a cross-section of the Club's membership, so that the composition of the Board may be broad-based and reflective of interests of the membership

at large. The Committee shall identify one or more nominees for each vacant position, or a slate of candidates to fill the vacant positions, and the names of such persons shall be presented to the Membership at the November meeting. The nominee receiving the largest number of votes for each position shall be elected.

4.2. Meetings.

4.2.1. Annual Meeting. An annual organizational meeting of the Board of Directors shall be held within 10 days after each Annual Meeting of the Corporation. No notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the entire Board is present at the meeting.

4.2.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by the Board of Directors, but at least one meeting shall be held in each quarter of each fiscal year. Any lawful business may be transacted at a regular meeting at which a quorum is present.

4.2.3. Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the President or Secretary on the written request of at least two Directors. Unless all sitting Directors are present at a special meeting, no business other than that stated as the purpose for such special meeting may be conducted at a special meeting.

4.2.4. Notice and Waiver of Notice. Notice of regular or special meetings of the Board of Directors shall be given to each Director, by mail, by receipted e-mail or telefacsimile transmission, or by hand-delivery at least 72 hours prior to the time of the meeting, and shall state the date and place and hour of the meeting. Notice of regular meetings may also be given by providing each Board member with a written schedule of regular meetings adopted for the ensuing year at any time after the annual meeting and at least seven days prior to the next succeeding regular meeting. Notice of a special meeting should state the purpose of the meeting. Notice of a meeting of the Board of Directors may be waived in writing by a Director either before or after the meeting. Attendance at a meeting constitutes waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. If all of the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

4.2.5. Quorum, Participation and Voting. A quorum is deemed present throughout any meeting of the Board of Directors if persons entitled to cast at least a majority of the votes on the Board of Directors are present at the beginning of the meeting. Any one or more Directors may participate in a meeting thereof by means of a conference telephone or similar communication equipment, allowing all persons participating in the meeting to hear each other at the same time. Each Director shall have one vote. The votes of a majority of the members present at a meeting at which a quorum is present shall constitute the decision or act of the Board of Directors. If less than a quorum is present at a meeting, the majority of those present may recess the meeting to a designated time and place. A recessed meeting may be held as designated upon such further notice as may be necessary to assure attendance and to satisfy the "open meetings" requirements of Section 4.2.8 hereof; when a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

4.2.6. Conduct of Meeting. The President shall preside at meetings of the Board of Directors and the Secretary shall keep the minutes of the proceedings. Following proof of notice, or waiver thereof, and determination of the presence of a quorum, business may be transacted.

4.2.7. Action by Directors Without a Meeting. Any action required or permitted to be taken may be taken without a meeting if all of the members of the Board of Directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

4.2.8. Open Meetings. Except as hereinafter provided, all meetings of the Board of Directors shall be open for observation by all Members and their authorized agents. Upon the affirmative vote in open meeting to assemble in closed session, the Board may convene in closed executive session to consider personnel matters, to consult with legal counsel or consider communications with legal counsel, or to discuss likely or pending litigation, or matters involving the possible liability of a Member to the Corporation. The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The Board shall restrict its consideration of matters during the closed portions of the meeting to only those purposes specifically exempted and stated in the motion. No motion, or other action adopted, passed, or agreed to in closed session may become effective unless the Board, following the closed session, reconvenes in open meeting, reasonably identifies the motion or other action considered in executive session, and votes again in the open meeting on such motion or other action. The requirements of this Section shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

4.3. Vacancies.

A vacancy on the Board of Directors caused by any reason other than removal of a Director by a vote of the Members of the Corporation shall be filled by a vote of the Members of the Corporation at the next scheduled Meeting of the Corporation.

4.4. Removal of Directors.

The Members, by a two-thirds vote of the voting power in the Corporation present and entitled to vote at any meeting of the Members at which a quorum is present, may remove any member of the Board of Directors with or without cause.

4.5. Change in Size of Board.

The number of Directors may at any time be increased or decreased by amendment of these Bylaws. If the Members at any time elect a greater or lesser number of Directors than the number previously constituting the whole Board, then election of the new number shall automatically amend these Bylaws to increase or decrease the size of the Board to the number actually elected, but no decrease shall have the effect of shortening the term of any incumbent Director, nor shall the number of Directors ever be less than three (3) persons.

4.6. Compensation - Loans.

A Director shall not receive compensation from the Corporation for serving on the Board of Directors, but a Director may be reimbursed for reasonable out-of-pocket expenses incurred by him or her in the proper performance of his or her duties, upon approval by the Board of Directors. Upon resolution of the Board, reasonable compensation may be paid to any Board member who renders valuable services to the Corporation. Officers of the Corporation may be compensated in

accordance with Section 5.9, and committee members may be compensated if permitted in the resolution establishing such committee. No loan shall be made by the Corporation to any Director.

4.7. Annual Report of the Board of Directors.

The Board of Directors shall present at each annual meeting of the Corporation, and when called for by vote of the Members of the Corporation at any special meeting of the Corporation, a report to the membership of the activities and finances of the Corporation, which shall be sufficiently detailed to fully declare to each Member a true and accurate statement of the Corporation's operative and financial condition.

4.8. Fidelity Insurance.

The Board of Directors shall obtain adequate fidelity insurance for any Director, Officer, trustee, volunteer, agent, or employee of the Corporation handling or responsible for Corporation's funds. The fidelity insurance shall designate the Corporation as a named insured.

4.9. Duty of Care.

A Director shall perform the duties of a Director, including duties as a member of any Committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matter presented; (b) legal counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or (c) a Committee of the Board upon which the Director does not serve, duly designated in accordance with a provision in the Bylaws, as to matters within its designated authority, which Committee the director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

4.10. Duty of Loyalty - Conflicts of Interest.

The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation and consistent with the purposes set forth in these Bylaws. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm entity or corporation in which one or more of the Directors are Directors or Officers or are pecuniarily or otherwise interested, shall be either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, if the fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof and noted in the minutes, and the Board of Directors authorizes, approves or ratifies such contract or transaction in good faith by a vote sufficient for the purpose.

4.11. Indemnification.

The Corporation shall indemnify and hold harmless each of the Directors, Officers and Committee Members from and against all contractual liability to others arising out of contracts made

by the Board of Directors or Officers on behalf of the Corporation or the Members unless such contract was made in bad faith. The Directors and Officers shall not be personally liable for contracts made by them on behalf of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that (s)he is or was a Director or Officer of the Corporation against amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding if (s)he acted in good faith and in a manner (s)he reasonably believed to be in, or not opposed to, the best interests of the Corporation, to the fullest extent authorized by RCW 23B.08.320, and 23B.08.500 through 23B.08.600, and any amendments thereto, irrespective of the fact that the Corporation is not incorporated under RCW 23B. See RCW 23B.17.030.

4.12. Board of Directors as Attorney-In-Fact.

The Board of Directors is hereby irrevocably appointed as attorney-in-fact for the Members and for each of them, to manage, control and deal with the interests of such Members in the affairs and property of the Corporation so as to permit the Board of Directors to fulfill all of its powers, functions and duties under the provisions of the Corporation Law and these Bylaws, and to exercise all of its powers thereunder.

4.13. Optional Standing Committees.

The Board may designate the functions and members of one or more of the following Standing Committees: a Membership Committee, a Conservation Committee, a Communications Committee, an Education Committee, and a Library Committee. If so constituted by specific resolution of the Board of Directors, any such Committee shall have one member whose role shall be that of liaison to the Board, who shall periodically provide reports to the Board of the activities of the Committee, at such times or with such frequency as may be established by resolution of the Board. Unless modified by the resolution of the Board of Directors which specifically establishes any such Committee, such Committees will have the following functions and attributes:

4.13.1. Membership Committee. The Membership Committee shall consist of one or more persons designated by the Board, at least one of whom shall be a Director, each to serve for a term of one year. The charter and purpose of the Committee shall be to assist the Club in developing and supporting the Membership of the Club. The Committee shall process applications for Membership submitted in accordance with Section 3.3 hereof and shall be responsible for obtaining and replacing Club name tags for Members. The Chair of the Membership Committee may conduct the initiation ceremony for new members, if this function is not performed by the President. The Board may by resolution prescribe additional duties for this Committee.

4.13.2 Conservation Committee. The Conservation Committee shall consist of one or more persons designated by the Board, each to serve for a term of one year. The charter and purpose of the Committee shall be to identify projects of resource and habitat conservation in which the Members of the Corporation may become involved. The Board may by resolution prescribe additional duties for this Committee.

4.13.3 Communications Committee. The Communications Committee shall consist of one or more persons designated by the Board, each to serve for a term of one year. The charter and purpose of the Committee shall be to produce a Club Newsletter and to maintain a website for the Club. The Board may by resolution prescribe additional duties for this Committee.

4.13.4 Education Committee. The Education Committee shall consist of one or more

persons designated by the Board, each to serve for a term of one year. The charter and purpose of the Committee shall be to educate the Membership and persons and groups outside of the Membership in skills and activities related to sportsmanship, fly fishing, fly tying, fly casting, rod making, entomology, and the like. The Education Committee may procure and maintain Club teaching aids and instructional equipment, as authorized by the Board of Directors from time to time. The Board may by resolution prescribe additional duties for this Committee.

4.13.5 Library Committee. The Library Committee shall consist of one or more persons designated by the Board, each to serve for a term of one year. The charter and purpose of the Committee shall be to maintain a library of books and audio-visual materials relevant to the aims and purposes of the Club. The Chair of the Committee shall be known as the Club Librarian, who is authorized to levy fines in such amounts as may be approved by the Board of Directors, for failures to timely return Library materials. The Board may by resolution prescribe additional duties for this Committee.

4.14. Advisory Committees.

The Board of Directors may by resolution establish and appoint the members of one or more committees intended to obtain information for and provide advice to the Board, but not to exercise any of the powers of the Board, with respect to such matters as from time to time may be deemed useful by the Board. The members of any such Committee may be Board members, or Members, or other persons whose participation is deemed useful by the Board, in its discretion. By way of example, such Committees may include the Nominating Committee referred to in Section 4.1.5 hereof and the Awards Committee referred to in Section 8.1 hereof.

5. OFFICERS.

5.1. Principal Officers.

The principal Officers of the Corporation are a President, two Vice Presidents, a Secretary, and a Treasurer. All the principal Officers of the Corporation must be members of the Board of Directors. The Board of Directors may, in its discretion, also elect or appoint such other Officers and assistant Officers as may be deemed necessary from time to time. Officers are charged, in general, with responsibility for implementing policy decisions formulated or adopted by the Board of Directors.

5.2. Term.

The Officers of the Corporation shall hold office for a term of two (2) years and until their successors are chosen and qualified.

5.3. Selection of Officers.

If candidates for Board positions have not specifically run for positions as Officers, the Officers of the Corporation shall be selected annually by the Board of Directors at its annual organizational meeting.

5.4. Removal of Officers; Vacancies.

An Officer may be removed by the Board of Directors for cause by the affirmative vote of a majority of the entire Board of Directors. A successor may be elected at any regular meeting of the Board of Directors or at any special meeting called for that purpose.

5.5. President.

The President is the chief executive Officer of the Corporation; (s)he shall preside at meetings of the Corporation and the Board of Directors; (s)he shall have general and active management of the business of the Corporation, subject to the control of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

5.6. Vice Presidents – Internal and External.

5.6.1. General Duties and Powers. A Vice President shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall perform such other duties as the Board of Directors may prescribe.

5.6.2. Internal Vice President. The Internal Vice President shall be responsible for the development and presentation of programs at the Regular Meetings of the Members. (S)he shall succeed to the Presidency in the event the President is unable to continue serving.

5.6.3. External Vice President. The External Vice President shall be responsible for identifying and leading Club activities or outings for the Membership.

5.7. Secretary.

The Secretary shall attend all meetings of the Board of Directors and the Corporation, and shall record the voting and the minutes of all proceedings in a book to be kept for that purpose. (S)he shall give notice of meetings of the Corporation and the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary, with the assistance of the Treasurer, shall compile and keep current at the principal office of the Corporation all records required by Section 9.1 hereof. The Secretary shall keep current and retain custody of the minute books of the proceedings of the Corporation and the Board of Directors, and may maintain a separate Book of Resolutions containing copies of resolutions of the Board intended to have ongoing or permanent effect. An Assistant Secretary may perform the duties and exercise the powers of the Secretary in the absence or disability of the Secretary and shall perform such other duties as the Board of Directors may prescribe.

5.8. Treasurer.

The Treasurer shall have custody of all funds and securities and shall, with the assistance of any accountant employed by the Corporation, keep full and accurate records of receipts and disbursements and shall deposit all funds in such banks or other depositories as may be designated by the Board of Directors. (S)he shall disburse funds as ordered by the Board of Directors, taking proper vouchers for such disbursements. (S)he shall be responsible for preparation of the Corporation's annual financial statement required by Section 4.7 hereof. At regular meetings of the Board of Directors, or whenever they may require, render an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. The books and supporting vouchers and records shall be available for examination by the Members and their duly authorized agents or accountants or attorneys, during regular business hours in the manner set by the Board of Directors. All books and records shall be kept in accordance with generally accepted accounting principles. An Assistant Treasurer may perform the duties and exercise the powers of the Treasurer in the absence or disability of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.

5.9. Compensation of Officers - Loans.

No Officer shall receive any compensation from the Corporation for acting as such unless such compensation is approved by a vote of Members entitled to cast at least 75% of the votes in the Corporation. An Officer shall be reimbursed for reasonable out-of-pocket expenses incurred by him or her in the performance of his or her duties. No loan shall be made by the Corporation to any Officer.

5.10. Liability of Officers and Indemnification.

See Section 4.11 of these Bylaws.

6. DEPOSITORIES.

The funds of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

7. NOTICES.

7.1.1. Formal Notice – Hand-delivery, U.S. Mail or Receipted e-Mail.

Except as may otherwise be required by law, any notice to any Member or Director may be hand-delivered personally or by First Class United States Mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid.

7.1.2. Electronic Notice Permitted, with Advance Consent.

(1) Pursuant to RCW 24.03.009, any notice provided by electronic transmission must be electronically transmitted.

(2) Notice to Members and Directors in an electronic transmission is effective only with respect to Members and Directors who have consented, in a writing of any form, including electronic, to receive electronically transmitted notices from the Corporation.

(a) A Member or Director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.

(b) A Member or Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record.

(c) The consent of any Member or Director is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(3) Notice to Members or Directors who have consented receive electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the Member or Director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network. "Electronic network" in this context, may include a website maintained by the Corporation or a website maintained for its benefit by a third party.

(4) Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

8. AWARDS.

8.1. Awards Committee

An Award Committee of at least three Members shall be appointed each year by the President at the September Club meeting; a Chairman of this Committee shall be designated at that time. The charter and purpose of this Committee shall be to identify deserving recipients, to obtain suitable awards [such as plaques, cups, framed scrolls, trophies, or the like], and to present Awards at the January regular meeting. The Chair of the Awards Committee, or designee, shall conduct the ceremony and make the presentations. Eligibility criteria for awards may be established in Policies and Procedures adopted by the Board.

8.2 Standing Awards.

The Club shall make at least one of the following Awards each year:

(1). President's Award: This Award shall be given to the outgoing President in recognition of having held the highest Club office.

(2). Club Service Award: For outstanding service to the Club in terms of furthering its aims and purposes.

(3). Ralph Wahl Conservation Award: For extraordinary efforts resulting in positive effects in the areas of fisheries conservation, fisheries management, or environmental matters.

(4). Chas. R. Dawe Achievement Award: For innovative accomplishments which have advanced the state of the art of fly fishing, including but not limited to, original contributions to angling literature, original flying tying ideas and angling equipment craftsmanship.

(5). Ed Ruckey Mentoring Award: For the Club Member who has gone beyond the norm in helping other club members and/or non-members to learn the art and science of fly fishing.

(6). Hookless Barb Award: For those who have promoted conservation of the resource by consistently not catching fish.

(6). Linda Sherman Award: For a person who has provided extraordinary encouragement, education and support in advancing the participation of women in the sport of fly fishing and/or the aims and purposes of the Club

8.3 Additional Awards Authorized.

The Awards Committee may make such other awards as may appear appropriate, if approved in advance by the Board of Directors.

9. BOOKS AND RECORDS.

9.1. Maintenance of Records.

The Corporation shall keep at its registered office, or at its principal office in the State of Washington, or at its Secretary's office in the State of Washington, the following: (1) Current and superseded Articles of Incorporation and Bylaws; (2) A record of Members, including names, addresses, and classes of membership, if any; (3) Correct and adequate records of accounts and finances; (4) A record of all Officers' and Directors' names and addresses; (5) Minutes of the proceedings of the Members, the Board of Directors, and any minutes which may be maintained by Committees of the Board, Records may be written, or electronic if capable of being converted to writing.

9.2. Inspection.

The records of the Corporation shall be open at any reasonable time to inspection by any Member of more than three months' standing or a representative of more than five percent of the membership. Cost of inspecting or copying shall be borne by such Member except for costs for copies of Articles or Bylaws. Any such Member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such Member if obtained by inspection is prohibited.

10. AMENDMENT OF BYLAWS.

These Bylaws may be amended by the vote of the Membership at any duly-constituted meeting of the Corporation. The Board of Directors is encouraged to review these Bylaws periodically to monitor their continuing relevance and utility to the governance of the Club, and to propose amendments designed to enhance such relevance and utility.

11. MISCELLANEOUS.

11.1. Compliance with Law.

These Bylaws are set forth in compliance with the provisions of RCW 24.03 (the "Corporation Law").

11.2. Severability.

If any provision of these Bylaws or the application thereof in any circumstances is held invalid, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions of these Bylaws are declared to be severable.

11.3. Captions.

The captions (section headings) of these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these

Bylaws.

11.4. Gender, Number.

Whenever in these Bylaws the context so permits, the use of the singular shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

11.5. Adoption Process – Effective Date.

These Bylaws were presented to the membership of the Corporation by the Board of Directors and were adopted at the November 18, 2010 regular meeting of the Corporation by vote of the membership.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be adopted as its Bylaws.

ATTEST:

Secretary
January ____, 2011

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