

BY-LAWS-NORTHERN ARIZONA FLYCASTERS
Revised-5/6/2009

ARTICLE 1

SECTION 1: PURPOSE: Northern Arizona Flycasters (NAF) is a non-profit organization dedicated to the promotion, education, preservation, and enhancement of our fishing resource through the sport of flyfishing. NAF is committed to equal opportunity in recruitment of members and in all of its educational opportunities and programs. To that end, and in compliance with applicable state and federal laws and regulations, NAF does not condone or tolerate discrimination or harassment on the basis of race, color, religion, national origin, sex, age, physical or mental disability, status as a Vietnam-era, special, other Veterans of Foreign Wars, or sexual orientation. This policy of nondiscrimination applies to all activities of NAF.

SECTION 2: OFFICES: The principal office of Northern Arizona Flycasters is in Flagstaff, Arizona, County of Coconino. NAF may have such other offices, either within or outside the State of Arizona, as the Board of Directors may designate from time to time.

SECTION 3: AFFILIATIONS: NAF shall affiliate WITH SUCH ORGANIZATIONS AS the board deems appropriate to advance its goals.

ARTICLE 11- (Members)

Section 1: MEMBERSHIP: Membership shall be open to all interested persons upon payment of stipulated dues, with membership yearly, beginning January 1-December 31 inclusive, of each year.

SECTION 2: CLASSES OF MEMBERSHIP: There shall be classes of membership. The designation, qualifications, and the rights of members of such classifications shall be as follows:

- A. **Family-** Available to any family including children prior to their 18th birthday. The membership is entitled to one vote on each matter subject to a vote of the membership.
- B. **Individual:** Entitled to one vote subject to a vote of the membership.
- C. **Corporate Sponsor:** Includes the rights and privileges of individual membership.
- D. **Lifetime:** Includes the rights and privileges of individual membership
- Student:** Under the age of 22 and not a member of a family membership: Entitled to the rights and privileges of individual membership:
- F. The board may add other classes of membership as it deems necessary.

ARTICLE 111 (Meetings of Members)

SECTION 1: ANNUAL MEETING: An annual meeting of the members shall be held in May of each calendar year, the place to be established by the Board, for the purpose of election of Directors and for the transaction of such other business as may come before the Board. An operations year shall run from June 1 to May 31.

Section 2: MEETINGS: Meetings may be held at a time and place to be established by the Board for furthering the program in the statement of purpose.

SECTION 3: SPECIAL MEETINGS: Special meetings of the members may be called by the President, a majority of the Board, or by not less than one-fifth of the members having voting rights.

SECTION 4: PLACE OF MEETINGS: The Board may designate any place within the State of Arizona as the place of the meeting for any meeting.

SECTION 5: NOTICE OF MEETINGS: Written or printed notice stating the place, date, and hour of meetings and in the case of a special meeting, the purpose for which the meeting is called shall be given to each member of record. Publication in the NAF newsletter or on the NAF website shall constitute proper notice.

SECTION 6: QUORUM: A majority of those members present shall constitute a quorum at any meeting. A majority of the members present may adjourn the meeting without further notice. CHANGE TO (25%OF THE MEMERS IN GOOD STANDING SHALL CONSTITUTE A QUORUM AT ANY MEETING.)

SECTION 7: PROXIES: At any meeting of members, a member is not a resident of Arizona, but who is entitled to vote, may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid for more than one meeting.

ARTICLE IV (Board of Directors)

SECTION 1: General Powers: The affairs of NAF shall be managed by a Board of Directors (Board). Directors must be resident of Arizona AND members in good standing of NAF.

SECTION 2: Number and Tenure: The Board shall be comprised of not less than six (6) nor more than 24 (twenty four) qualified members duly elected at the Annual Meeting by the general membership. Directors shall be elected for a term of three years. Directors must attend at least 2/3 of the Directors Meeting's annually to remain on the Board. THE PRESIDENT MAY EXCUSE MEMBERS FROM ATTENDANCE AT ANY OF THE DIRECTOR'S MEETINGS. SUCH EXCUSED ABSENCE SHALL COUNT TOWARD THE 2/3 REQUIREMENT.

SECTION 3: Director's Compensation: Directors shall not receive any compensation.

SECTION 4: Regular Meetings: Meetings of the Board shall be held at such times and places as the Board by resolution may determine with a minimum of three (3) such meetings per year.

SECTION 5: Special Meeting: Special Meetings of the Board may be called by the President or any three members of the Board.

SECTION 6: Vacancies: Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If a newly elected Board member is not filling an unexpired term, the member shall be elected for a period of three years.

ADD

SECTION 7: QUORUM: 33% OF THE NUMBER OF DIRECTORS IN GOOD STANDING SHALL CONSTITUTE A QUORUM.

ARTICLE V (Officers)

SECTION 1: Officers: The officers of NAF shall be the President, Vice-President, Secretary, and Treasurer. They shall be elected from among the elected Board at the board meeting immediately following the annual meeting. All officers shall serve for one year and can stand for re-election.

SECTION 2: President: The President, will have all Committee Chairpersons report directly to the President. The President may make executive decisions and take action in day to day operations of NAF without waiting for the normal Board meeting. The Board must approve all major policy changes or make major expenditures. The President shall preside at all meetings of the membership and of the Board. The president may sign, with the Secretary of the Board, any deeds, mortgages, bonds, and contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution there of shall be expressly delegated by the Board or these by-laws or by statue to some other office of NAF. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 3: Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as the President and/or the Board shall prescribe. ADD (IN THE ABSENCE OF BOTH THE PRESIDENT AND VICE PRESIDENT, THE SECRETARY SHALL ASSUME THE DUTIES OF THE PRESIDENT.)

SECTION 4: Treasurer: The Treasurer shall collect all monies due NAF, and shall have the care and custody of and the responsibility for the funds of NAF. The Treasurer shall keep proper books of account and make a full report in writing covering the financial condition of NAF at each annual meeting and at other times as required by the Directors. The Treasurer may also be required to present books for the purpose of a certified audit. The Board may make provisions to bond the Treasurer to protect NAF and NAF shall pay the bond. The Treasurer shall work closely with all committees and any other persons or groups within NAF. ADD (THE BOARD MAY ENGAGE THE SERVICES OF AN OUTSIDE SERVICE/INDIVIDUAL TO ASSIST WITH MAINTAINING TREASURY RECORDS. SUCH SERVICE/INDIVIDUAL WILL REPORT TO THE TREASURER)

SECTION 5: Secretary: The Secretary shall keep the minutes of the annual meeting and all meetings of the Board of Directors in one or more books provided for the purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall work closely with other elected NAF officials and committees that require his services. It shall be the duty of the Secretary to produce, store, and maintain all document of NAF. This includes current membership lists and insure that adequate copies of the club By-Laws to be available at each meeting. The Secretary shall develop and maintain an accurate list of the elected officers and the members of the Board with their term expiration date. An asterisk or note shall be placed by each Board member on the membership list.

ARTICLE V1 (Committees)

SECTION 1: Nominating Committee: The Nominating Committee shall consist of three (3) or more members appointed by the President by Feb. 1st of each calendar for the purpose of nominating members of the Board for the succeeding year. The committee shall prepare written ballots containing all the names nominated to serve on the Board. The written ballot shall contain sufficient space for write in candidates

SECTION 2: Other Committees: The President shall appoint a Chairman to set up such other committees as are deemed necessary to serve the best interest of NAF.

ARTICLE VII (Contracts, Checks, and Loans)

SECTION 1: Contracts: The Board may authorize any officer or officers, agents or agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAF, and such authority may be general or confined to specific instances.

SECTION 2: Loans: No loans shall be contracted on behalf of NAF and no indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3: Checks: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the NAF may be signed by the Treasurer or President or by both if the board shall order.

ARTICLE VIII (Fiscal Year)

The Fiscal Year of NAF shall begin on the first of January and end the last day of December in each year.

ARTICLE IX (Dues)

The Board may determine from time to time the amount of annual dues payable to NAF of each membership category. Dues for a calendar year are payable by Jan. 1. When any member shall be in default in the payment of dues past March 1, his membership shall automatically be terminated. Dues that are paid after October 1 shall be applied to the balance of the current year and the following year.

ARTICLE X (Waiver of Notice)

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

ARTICLE VI (AMENDMENTS TO BY-LAWS)

The Board, at a regularly constituted meeting, may review any part of the Constitution and By-Laws. Any proposed changes are to be presented to the General Membership and approved at the next annual meeting before such changes may be accepted and operative.

Exhibit A

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE NORTHERN ARIZONA FLYCASTERS, INC

Pursuant to A. R. S. #10-11000, Articles of Amendment to the Articles of the Northern Arizona Flycasters, Inc., a non-profit corporation, are adopted as follows:

A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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.

B. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

That the foregoing amendments were duly and unanimously adopted by the Board of Directors of the corporation pursuant to the authority of A. R. S. #10-11002 on the date set forth below.

Dated June 20, 2006 and signed by the President and Secretary of NAF. The original of this document is on file with the Secretary of NAF

EXHIBIT B

Northern Arizona Flycasters, Inc.

EIN 86-0517528

Corporate Resolution

Board Meeting

November 16, 2005

Whereas, Northern Arizona Flycasters, Inc. is incorporated in the State of Arizona as a non-profit corporation, and ...

Whereas, the Corporation is organized as a non-profit corporation, dedicated to the promotion, education, preservation and enhancement of our fishing resource through the support of flyfishing, and ...

Whereas, it is in the Club's best interest to establish a conflict of Interest Policy to protect the Club's tax exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Northern Arizona Flycasters, Inc. or might result in a possible excel benefit transaction ...

Therefore be it resolved that the Northern Arizona Flycasters, Inc. establish the attached conflict of Interest Policy.

Moved, Seconded, Passed, and Adopted this 16th day of November, 2005 and signed by the Treasurer of NAF

The original of this document and the conflict of interest policy is on file with the Secretary of NAF.

EXHIBIT C

Northern Arizona Flycasters, INC
EIN 86-051-0517528
Corporate Resolution
Board Meeting
November 16, 2005

Whereas, Northern Arizona Flycasters, Inc. is incorporated in the State of Arizona as a non-profit corporation, and...

Whereas, the Corporation is organized as a non-profit corporation, dedicated to the promotion, education, preservation and enhancement of our fishing resource through the support of flyfishing, and...

Whereas, the Corporation is desirous of obtaining a Recognition of Exemption under Section 501 (c) (3) of the Internal Revenue Code...

Therefore be it resolved, that upon dissolution, the Corporation's remaining assets will be used exclusively for charitable, educational, and scientific purposes.

Moved, Seconded, Passed and Adopted this 16th day of November, 2005 and signed by the Treasurer of NAF

The original of this document is on file with the Secretary of NAF.