

BYLAWS
WASHINGTON FLY FISHING CLUB
RESTATED as of March 6, 2021

ARTICLE I. AIMS AND PURPOSES

The aims and purposes of the Club are:

- A To improve and increase the sport of fly fishing.
- B To promote and work for the betterment of streams and lakes that support trout, steelhead, or salmon.
- C To encourage and advocate the conservation and increase of trout, steelhead and salmon in the waters of the State of Washington.
- D To promote a campaign of education against pollution in streams, lakes and estuaries in the state of Washington.
- E To encourage and assist others--particularly young persons to become fly fishers and true conservationists.

ARTICLE II. MEMBERSHIP

Section 1. Qualifications for Membership. Any person over 21 years of age who is dedicated to fly fishing and is willing to sign this pledge:

"I promise to abide by the letter and spirit of the WFFC Constitution and Bylaws."

No member will fish for resident trout with gear other than standard fly fishing tackle and artificial flies. Any member reported violating this stricture will be expelled from the Club if the Board of Trustees finds that the charges are true.

Section 2. Categories of Members. The membership of the Club shall consist of four (4) categories: active, senior, associate and honorary:

- A Active members shall be those members who live within a thirty-five (35) mile radius of Seattle, measured from the Main Seattle Post Office (3d & Union) and those living outside that area who elect to be active members. Active members shall have the right to vote.
- B Senior members shall be those individuals who have been elected to active membership in the Club and who have paid dues as such for 50 years or longer, or for 40 years or longer if such individual is age 85 years or older. A member shall attain such status effective for the calendar year immediately following the one in which the foregoing requirements is first satisfied. Senior members shall have the right to vote and in all other respects shall have the same rights as active members, but shall pay no dues. However, all members granted Senior member status under the earlier-in-effect (age 75 or older rule) prior to July, 2014, shall retain it.
- C Associate members shall be those members who live beyond the thirty-five (35) mile radius of Seattle, measured from the Main Seattle Post Office, and do not wish to be active members. Such members shall receive all Club notices and other communications, and be eligible to attend all meetings and participate in all Club activities. They shall have no rights to vote.
- D Honorary members shall be those individuals recommended by the Board and elected by the members, by reason of their exceptional and meritorious contributions toward achievement of the aims and purposes of the Club.

Section 3. Application for Membership.

The Board of Trustees shall determine the qualifications and procedures for Club membership as it may from time to time deem appropriate.

Section 4. Honorary Member Election

- A. A nomination for honorary membership may be made in writing, by any active member, to the Board of Trustees. If approved by the Board of Trustees, after review and recommendation by the Membership Committee, the nomination shall then be determined in the manner prescribed for active members.
- B. Honorary members shall pay no dues. They shall receive all Club notices and other communications, and be eligible to attend all meetings, and participate in all Club activities. They shall have no right to vote.
- B. When the active membership is greater than two hundred fifteen (215), one (1) candidate for active membership can be voted upon per month. Voting in December and January will be deferred until subsequent meetings.
- C. When active membership reaches two hundred twenty-five (225), no new active membership candidates will be voted upon until the active membership roster drops below two hundred twenty-five (225).

Section 5. Termination of Membership. A member may at any time resign from the Club by written notice to the Secretary. The Board of Trustees shall have the authority to drop a member from membership for reasonable cause; that is, conduct unbecoming a sportsman/sportswoman, or any action detrimental or opposed to the Aims and Purposes of the Club.

Section 6. Readmission of Former Members. Members who have left the club in good standing are eligible for readmission upon payment of dues as stipulated in Article III, Section 3 for new members.

Section 7. Changes in Membership Category. Active members changing their residence beyond the thirty-five (35) mile radius of Seattle may transfer to associate status upon written request to the Membership Committee Chair. Associate members changing their residence to within a thirty-five (35) mile radius of Seattle shall thereupon become active members, and their dues adjusted accordingly.

ARTICLE III. FEES AND DUES

Section 1. Fees, Dues and Club Fines. The Board of Trustees shall establish dues, initiation fee, late payment fee, and Club fine structure at the December board meeting each year, which shall be published in the December Creel Notes, together with Article III, Sections 4 and 5 of these Bylaws. Active and associate member dues shall be payable on January 1 of each year.

Section 2. Initiation Fee. An initiation fee shall be paid by each applicant for active membership, as provided in Article II, Section 3 (E).

Section 3. Dues, New Members. Active and associate members elected to membership prior to July 1 shall pay full annual dues. Those elected after July 1 shall pay one-half (1/2) of the annual amount.

Section 4. Dues Notices. A statement of dues payable shall be sent to each member by the First Vice President of Membership with the mailing of the December "Creel Notes" each year. One (1) additional notice shall be sent by the First Vice President of Membership to members whose dues are unpaid as of January 30.

Section 5. Delinquent Dues.

- A. Any member delinquent in dues payment on March 1 of each year shall automatically be dropped from membership and the Club mailing list, without notice.
- B. Delinquent members may regain active or (if eligible) associate membership by payment of a late payment fee and the appropriate annual dues, providing reinstatement occurs during the year in which the dues became delinquent. Otherwise, regaining membership shall be through the Readmission of Former Members process.

ARTICLE IV. MEETING OF MEMBERS

Section 1. Monthly Meetings. Meetings of the members shall be held monthly on the third Tuesday of each month, except for the December meeting, which may be held on the second Tuesday in December at Board discursion.

Section 2. Annual Meeting. The monthly meeting in November each year shall be the Annual Meeting of the Club, at which the election of directors and officers shall occur.

Section 3. Notice of Meeting. The date, time and place of meetings of the embers shall be published each month in the "Creel Notes" or otherwise given as permitted by these Bylaws.

Section 4. Quorum. A quorum shall be twenty-five percent (25%) of the active members.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of the officers of the Club, the immediate past President, and six (6) other persons elected as trustees by the membership. Only active Club members in good standing, with dues paid, shall be eligible.

Section 2. Term. Officers of the Club, serving as Trustees by virtue of their office, shall serve as Trustees for the period they hold office. Non-officer elected trustees shall serve for three (3) year terms.

Section 3. Powers. The Board of Trustees shall transact the general business of the Club in the interim between meetings of the members; and it shall make recommendations to the membership on all matters of policy, management and administration, and Club activities.

Section 4. Initiation of Matters for Club Action. Any matter pertaining to Club policy, management and administration shall be referred to the Board of Trustees by the initiating member or members for the Board's recommendation before being acted upon by the Club, except in emergencies as determined by the President, in which event he shall contact at least three other Board members to obtain a consensus and act accordingly.

Section 5. Expenditures, Withdrawal of Funds.

- A. Payment of vouchers against the Club and withdrawal of Club funds shall be made on the approval of the Board of Trustees, and on the signature of the President, Secretary or Treasurer, plus that of any other member of the Board.
- B. The Board of Trustees shall not authorize the encumbrance or payment of any obligation not included in the approved annual budget in excess of one thousand dollars (\$1000.00). Obligations in excess of that amount shall be approved by the Club at a regular meeting; EXCEPT in the event of a true emergency situation, the Board of Trustees, only by a unanimous decision, may exceed that amount.

Section 6. Meetings. The Board shall meet monthly, on call of the President. A quorum shall consist of seven (7) or more members of the Board.

ARTICLE VI. OFFICERS

Section 1. Designation. The officers of the Club shall consist of President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, First Ghillie and Second Ghillie. No member shall be eligible to serve in any office unless he is paid up and is an active member in good standing.

Section 2. Term. Officers shall serve for one (1) year, or until their successors are elected, and shall assume office each year at the January meeting of the Club.

Section 3. Duties. The duties of the officers are as follows:

- A. President. The President shall preside at all meetings of the Board of Trustees and shall have general charge and supervision of the affairs of the Club, subject to approval by the Board.

- B. First Vice President. The First Vice President shall perform the duties and powers of the President in the case of the disability or absence of the President. He shall be Chair of the Membership Committee; shall be in charge of the election and initiation of new members, and shall perform such additional duties as may be assigned by the President.
- C. Second Vice President. The Second Vice President shall perform the duties and the powers of the President in case of the disability or absence of both the President and First Vice President. He shall be responsible for the programs of the Club at all of its meetings, except that in December; and shall perform such additional duties as may be assigned by the President.
- D. Third Vice President. The Third Vice President shall be responsible for the program for the December meeting of the Club and shall perform such additional duties as may be assigned by the President.
- E. Secretary. The Secretary shall be responsible for record keeping and Club correspondence, to include maintaining the Club's organizational documents, including but not limited to, the Master copy of the Club Constitution (Articles of Incorporation) and Bylaws with all amendments, preparing and maintaining Board Meeting Minutes, maintaining the Club's Operating Procedures, preparing and filing the Club's annual report to the Washington Secretary of State and preparing or maintaining such other documents and correspondence as may be determined from time to time by the Board of Trustees. The Secretary shall also supervise the Club librarian, shall be responsible for Club Archives including a depository copy file of the "Creel Notes", and shall perform such other duties incident to the office as may be prescribed by the Board of Trustees.
- F. Treasurer. The Treasurer shall have custody of all monies of the Club to be deposited in such banks and to be subject to withdrawal on such conditions as the Board of Trustees may designate; shall be responsible for the billing and collecting of all dues; shall, in cooperation with the President, present to the Board of Trustees on or before its February meeting, an annual budget for the regular operation of the Club; shall maintain the official list of members; shall keep an accurate account of all monies received and disbursed and render statements thereof; and shall perform such other duties incident to the office as may be prescribed by the Board of Trustees.
- G. First Ghillie and Second Ghillie. It shall be the duty of the First Ghillie to see that the orders of the President at the meetings are carried out, and to collect authorized fines. He shall be responsible at meetings of the Club for the safekeeping and availability of the Fly Box, Club pins and patches, King Skunk and Dunkers' Club regalia and a spare gavel; and shall provide the First Vice President with the necessary items for the initiation of new members. The Second Ghillie has the same responsibilities of the First Ghillie. In the absence of the First Ghillie, the Second Ghillie may act as a voting member of the Board. As time and circumstances at meetings of the members may dictate or as may be directed by the President or requested by the First Ghillie or Second Ghillie, the Senior Ghillie, if there is an individual serving in that capacity, will assist the First Ghillie or Second Ghillie in the performance of the duties described in the first sentence of this section.
- H. Senior Ghillie. It shall be the duty of the Senior Ghillie, in the absence or unavailability of the First Ghillie and the Second Ghillie, or as may be requested by them or as circumstances at meetings may warrant to see that the orders of the President at the meetings are carried out and to collect authorized fines, be responsible at meetings of members for awarding the King Skunk hat and supervising the Dunker's Club Ceremony. The Senior Ghillie shall also be responsible for welcoming new members into the Club, assisting new members' sponsors with the integration of new members into the Club and such other duties as may be assigned by the President. The Senior Ghillie, if present, shall participate in the induction of new members. The Senior Ghillie shall be a non-voting ex officio member of the Board of Trustees. The office of Senior Ghillie will be filled by the President with the approval of the Board of Trustees. If a qualified candidate for Senior Ghillie is not available one need not be appointed. Vacancies in the office of Senior Ghillie may be filled at the discretion of the Board of Trustees all in the same manner as vacancies in other offices.

ARTICLE VII. ELECTION OF TRUSTEES AND OFFICERS

Section 1. Nominations.

- A. A Nominating Committee shall be elected by written ballot of members present at the July meeting each year. The Committee shall consist of the five (5) nominees receiving the largest number of votes.

- B. Incumbent officers are ineligible to serve on this Committee.
- C. One (1) or more members shall be nominated for each office for the succeeding year and their names shall be presented for election at the November meeting.
- D. Additional nominations may be made from the floor, provided the nominee has consented to being nominated.

Section 2. Elections. Election of officers and Trustees shall be made by written ballot of members present at the November meeting each year. The membership electing the officers shall consist of 25% or more of the general membership, but in no event less than 15 members.

The nominee receiving the largest number of votes for each office shall be elected. Absent any floor nominated candidate(s) or multiple nominations from the Nominating Committee, a voice vote is to be taken regarding the committee nominated slate.

Section 3. Vacancies. A vacancy in any office, or among the elected Trustees, shall be filled by action of the Board of Trustees. The appointee shall serve until replaced by the result of the next annual election, to serve for the balance of the unexpired term.

ARTICLE VIII. COMMITTEES

Section 1. Membership.

- A. The Membership Committee shall be chaired by the First Vice President. The Chair will select four (4) Committee members from the active membership, to be approved by the Board of Trustees on or before the February meeting of the Board.
- B. The Committee shall meet at least once a month to act upon membership applications for active or associate membership.
- C. Applications for active membership shall be considered by the Committee in order of receipt.
- D. The Committee will review each properly sponsored application, and at least two (2) Committee members shall interview each applicant.
- E. The Membership Committee will present applications for Club voting, subject to the limitations on Club size in Article II, Section 5. After an affirmative vote by the Club, the candidate will be initiated at the next meeting, excluding the December and January meetings.
- F. This Committee shall be responsible for evaluating the membership of the Club, including but not limited to, consideration of the optimum size of the Club, recruitment policies, growth and characteristics, and limitations on membership.
- G. The Chair, in cooperation with the Club Secretary, shall be responsible for keeping current the Club membership list, the mailing list, and the publication of a roster of Club members.

Section 2. Conservation.

- A. The Conservation Committee shall be a permanent standing committee. The Chair or Co-Chairs will be appointed on an annual basis by the President in consultation with the Board of Trustees. At least one committee member, in addition to the ex officio membership of the president, should be a member of the Board of Trustees. The Committee's membership is open to all members including Senior, Associate and Honorary.
- B. The Committee shall be responsible for developing, maintaining, and coordinating useful contacts with legislative and other governmental entities at city, state, and federal levels, and with environmental and conservation organizations throughout the state. It shall recommend action on projects of fishery management and conservation issues of interest to the Club, shall effect the coordination necessary with other like-minded organizations and individuals, and shall represent and promote the Club's interests in legislation and the development of policies, rules, and regulations affecting fisheries and conservation issues. All expenditures for Conservation issues shall be submitted to the Committee for review prior to

either Board or General Membership review.

Section 3. Education.

- A. The Education Committee shall consist of the Chair, appointed by the President, and two (2) or more members.
- B. This Committee shall be responsible for instruction in skills and activities related to fly fishing such as fly casting, fly tying and rod making.
- C. This Committee shall coordinate Club participation in meetings of other groups requesting information about fly fishing.
- D. This Committee shall be responsible for the safekeeping of teaching aids such as fly rods, reels, lines, posters and other instructional equipment.

Section 4. Outdoor Activities.

- A. The Outdoor Activities Committee shall consist of the Chair, appointed by the President, and two (2) or more members.
- B. This Committee shall plan, arrange and encourage participation of members and their guests in organized angling and related social activities approved by the Board of Trustees.

Section 5. Awards.

- A. The Awards Committee shall consist of the Chair, appointed by the President, and two (2) or more members.
- B. This Committee shall be responsible for determining the recipients of awards provided for in Article IX of these Bylaws, and such other awards as may from time to time be designated by the Board of Trustees.

ARTICLE IX. AWARDS.

The Club will have regular awards, as listed below, to be presented at such times and according to such criteria as may be determined by resolution of the Board or as may be set forth in Awards Committee Operating Procedures approved by the Board. Further, the Board is authorized to approve for presentation additional regular awards, and the Awards Committee is authorized in its discretion to present special awards on a one- time basis.

- A. "TOMMY BRAYSHAW" Award. This award shall be presented in honor of Tommy Brayshaw to a Club member annually, when warranted, for distinctive and meritorious contributions to the general community through furtherance of the Aims and Purposes of the Club.
- B. "EMPTY CREEL" Award. This award shall be presented annually to a Club member for exceptional dedication and contribution to Club welfare.
- C. "KING SKUNK" Award. This award shall represent the ultimate dedication to individual fishery conservation, to wit: participation in the recreational opportunity of fly fishing for game fish, but neither depleting the supply nor offending or insulting the well-being and general comfort of same by neither enticing, nor hooking, nor playing, nor landing and releasing a single individual thereof.
- D. "ANDY" Award. This award honors H. B. "Andy" Gumpertz and the sense of humor, humility and dedication that he brought to the Club. When warranted, it will be awarded to that member who, in the pursuit of things piscatorial, suffered most cruelly from the vagaries of Murphy's Law, which so sorely had plagued Andy.
- E. "LETCHER LAMBUTH ANGLING CRAFTSMAN" Award. This award is to perpetuate the memory of Letcher Lambuth and honor his many important contributions to the knowledge, art, philosophy and techniques of fly

fishing, and to encourage and recognize significant similar contributions by others. It shall be presented from time to time to outstanding individuals who have made significant contributions emulating that tradition.

- F. "GORDY YOUNG LIFE TIME SERVICE" Award. This award perpetuates the memory of Gordy Young and honors his long time membership in the Club and his continued active service to the Club, particularly in the later years of his membership. It may be presented from time to time to long time, active members who have emulated that service.
- G. "HALF-ASSED" Award. This award is presented annually to a member selected for various acts of "half-assedness", with the selection and presentation being made by the prior year's recipient, coordinating with the Awards Committee.
- H. "BOYD AIGNER FLY TYING COMPETITION" Award. This award is presented to the winner of the Boyd Aigner Fly Tying Competition, which honors Boyd Aigner and his contributions to the Club and is intended to be a friendly, annual event that will encourage participants to improve their skills, develop patterns and techniques, and share ideas and information.

ARTICLE X. STANDING RULES

Section 1. Robert's Rules of Order. These rules shall govern all the business and parliamentary proceedings of the Club.

Section 2. Member Identification. Each member shall identify himself by his name and shall address his fellow members at a meeting by their names, or be subjected to a fine. Active and associate members shall wear a nametag and Club lapel pin or a Gold Button at all regular meetings, or be subjected to a fine.

ARTICLE XI. AMENDMENT

Section 1. Voting. These Bylaws may be amended at any meeting of the Club upon the concurring vote of two-thirds (2/3) of the active members present.

Section 2. Advance Notice. Notice of any proposed amendment to the Bylaws shall be published in the "Creel Notes" or otherwise given as permitted by these Bylaws at least thirty (30) and not more than fifty (50) days prior to the meeting at which the amendment will be considered

ARTICLE XII. DISSOLUTION

In the event the corporation is dissolved, all of its assets remaining after payment of its outstanding debts shall be distributed exclusively to charitable, scientific or educational organizations as shall at the time be carrying on activities consistent with the purposes of this corporation, and as shall qualify as exempt under the provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code of 1954 and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE XIII. TRUSTEE LIABILITY

No trustee of the corporation shall be personally liable to the corporation or its members for monetary damages for his conduct as a trustee on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the trustee or (ii) any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled. If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a trustee of the corporation for or with respect to any acts or omissions of such trustee occurring prior to such amendment or repeal.

ARTICLE XIV. INDEMNIFICATION

The Board of Trustees of the corporation shall have the power to indemnify, and to purchase and maintain insurance for, its officers, trustees, employees and other persons and agents. The corporation shall indemnify

each of its trustees and officers against all liability, damage or expense resulting from the fact that he/she is or was a trustee or officer to the maximum extent and under all circumstances permitted by law.

ARTICLE XV. NOTICES

Section 1. Generally. Notices to Members and Trustees may be delivered in writing either personally or by mail, at a Member's or Trustee's last known mailing address, as it appears in the records of the Club, or may be delivered electronically; provided, however, that for delivery electronically, the Member or Trustee must have consented to such delivery, provided or confirmed an address to which delivery can be made, and not revoked such consent. Any inability to transmit two consecutive electronic notices to a Member or Trustee shall be treated as a revocation of consent when such inability becomes known to the person responsible for delivering notice, and in such event, notice will be delivered personally or by mail. Notice of any special meeting of the Members or any regular monthly meeting of the Members (including the annual meeting) at which there may be a vote on a change to the Bylaws of the Club or a vote on any other extraordinary matter shall include a statement of the purpose of such meeting or a description of such matter.

Section 2. Time for Notice. Regular meetings of the Members (including the annual meeting) shall be held as scheduled in these Bylaws, but subject to change as approved by the Trustees. Notice of any change to a scheduled regular meeting (or the annual meeting) shall be given not less than ten (10) days prior to that meeting. Notice of any special meeting of the Members shall be given not less than ten (10) nor more than fifty (50) days prior to the date of that meeting. If the business at any regular (or the annual meeting) or at any special meeting of the Members includes the discussion and possible vote on a change to these Bylaws or on any other extraordinary matter, the minimum notice shall be thirty (30) days prior to that meeting.

Section 3. Use of "Creel Notes". Notice of any Club business matters, including, but not limited to extraordinary matters, may be included in the "Creel Notes". Notice in the "Creel Notes" shall be sufficient if given in accordance with Section 1 above and within the time period specified in Section 2 above. Any mention in these Bylaws of notice being published, mailed, or otherwise delivered shall mean notice given in any manner permitted in this ARTICLE XV or otherwise under Washington law.