

BY-LAWS
of the
SOUTHERN COUNCIL
FEDERATION OF FLY FISHERS

PREAMBLE

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

ARTICLE I

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

ARTICLE II - PURPOSES

1. Objectives of the Southern Council. The Southern Council is established a non-profit, membership organization established as a regional extension of the Federation of Fly Fishers, Inc. (Afterwards referred to as the Federation) to:
 - a. Cultivate and advance the art, science and sport of fly fishing as the most sporting and enjoyable method of angling and the way of fishing most consistent with the preservation and use of game fish resources.
 - b. Promote conservation of recreational resources.
 - c. Facilitate and improve the knowledge of fly fishing.
 - d. Elevate the standard of integrity, honor and courtesy of anglers.
 - e. Cherish the spirit of fellowship among anglers everywhere.
 - f. Maintain liaison with other sportsmen and conservation organizations and governmental agencies concerned with the spirit o angling .
 - g. Inform the general membership of Council developments of interest.
2. Activities.
 - a. The Council will provide services to individuals, fishing clubs, associations, leagues or other organizations of anglers and organizations concerned with the

conservation of recreational resources to help them carry out the purposes of the Federation in their respective locations.

- b. The Southern Council is established as a non-profit, domestic organization organized exclusively for educational and conservation purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code including for such purposes the making of distributions to organizations that qualify as exempt organizations under the same section. The council shall not carry on any other activities not permitted of
 - (1) an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or
 - (2) an organization to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future tax code.
 - c. The Council will publicize improvements in the techniques of fly fishing, fly tying, fly casting and related angling subjects.
3. Avoidance of Political Activity.

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

ARTICLE III - MEMBERSHIP AND DUES

- 1. Classes of Membership. There shall be two classes of membership in the Council: (1) member clubs and organizations of the Federation; and (2) individual members of the Federation. The Federation Board of Directors of the Federation (hereinafter referred to as the Federation Board), in its discretion, may designate various categories of membership within these classes.
- 2. Adherence to Objectives. All members shall subscribe to the objectives of the Federation.
- 3. Eligibility. Membership shall not be restricted, and any individual, club, association, league, or other entity of the Federation shall be eligible for membership in the Federation.
- 4. Membership.

- a. Current Federation members (clubs and individuals) located in the area of the States of Arkansas, Kansas, Louisiana (West of Mississippi River), Missouri, Oklahoma and Texas shall be considered to be members of the Southern Council unless they officially declare otherwise to the business office of the Federation and to the Southern Council at its principal address.
 - b. Any individual or club Federation member outside the above listed area, may become a member of the Southern Council by stating that intention in writing to the business office of the Federation and to the Southern Council at its principal address.
5. Dues. The dues of the members of the Federation shall be determined for each class and category of membership by the Federation Board, and shall be payable annually unless the Federation Board shall determine otherwise.
 - a. The Council shall be self sustaining through donations and fund-raising activities.
 - b. The Council shall not assess dues separately from the Federation.
6. Suspension/ Expulsion of Members.
 - a. The Council may not suspend Federation membership nor may it expel members of the Federation in good standing.
 - b. The Council may recommend, for good cause, suspension or expulsion of a member to the Federation Board.

ARTICLE IV - AUTONOMY OF MEMBER CLUBS

The Southern Council shall not in any way infringe upon the charter or franchise of any member club, association , league or other entity nor shall it impose any form or forms of organization or by-laws or dictate any activity, policy or procedure to such members other than subscribing to the objectives of the Federation. The complete autonomy of member clubs, associations, leagues or entities shall be respected by the Council.

ARTICLE V - MEETINGS OF THE SOUTHERN COUNCIL

1. General Membership. A meeting of the general membership of the Southern Council shall be held each year at the principal office of or at such other place within and without the Council as may be specified in the notice of said meeting.
2. Special Meetings. Special meeting of the General Membership for any purpose or purposes may be called by resolution of a majority of the Council Board unless otherwise regulated by statute.

3. Notice of Meetings. Notice of the time, place and objective of a meeting of the Membership shall be given personally or by first class mail addressed to each member entitled to vote at the meeting or may be included by being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or on behalf of the Southern Council, or Federation, which is addressed to a member entitled to vote at the meeting and mailed at postage rates complying with the regulations of the United States Postal Service. In each instance, the notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.
4. Eligibility to Vote. Only Southern Council Members shall have the right to vote.
5. Quorum. At any Membership meeting of the Southern Council, the quorum will consist of those members present.
6. Voting by Mail. Provision is hereby made for balloting by mail for election of membership-elected directors of the Federation or any other such decision making process as may be required, the procedure for which shall be as specified in Article VI, Section 1(a) and Section 3(a).

ARTICLE VI - BOARD OF DIRECTORS

1. Structure of the Board.
 - a. There shall be a Board of Directors (referred to as the Council Board) consisting of:
 - (1) the presidents of the Southern Council member clubs
 - (2) two (2) Directors elected at large from and by the membership of the Southern Council
 - (3) the President, Senior Vice President/Secretary, Treasurer and Vice Presidents of the Council, who shall be elected by the Board of the Directors.
 - b. The President of the Southern Council and the two (2) Directors elected at large by the membership of the Council shall serve as the Council's members of the Federation's Board of Directors.
2. General Powers. The Council Board shall control the business and affairs of the Southern Council and may exercise all such authority and powers of the Southern Council and do all such lawful acts and things as are not, by law or by these Constitution and By-Laws directed or required to be exercise or done by the members directly.

3. Election of Directors.
 - a. Election of the Directors at Large shall be by mail-in ballot of the Membership of the Southern Council.
 - (1) The Nominating Committee, as provided for in Article IX, Section 2, shall nominate the Directors at Large from the membership of the Council at least ninety (90) days prior to the Federation's Annual General Membership Meeting.
 - (2) The list of nominees shall be provided to the Federation office for preparation of a mail in ballot.
 - (3) The Federation office will prepare, mail, and receive the ballots, compile the results and provide the information to the Southern Council.
 - b. The Presidents of the Southern Council member clubs, selected in accord with the directing instrument of their organization, shall serve as Directors, Ex officio, of the Southern Council.
 - c. The Nominating Committee shall
 - (1) Provide a list of nominees for the Council positions of: President, Sr. Vice President/Secretary, Treasurer, and Vice Presidents of the Council.
 - (2) Submit the list to the seated Board for election.
 - d. As the Council club membership increases or decreases, the size of the Board of Directors shall be adjusted automatically and immediately.
4. Term of Office and Qualifications.
 - a. The President, Sr. Vice President/Secretary, Treasurer, and Vice Presidents of the Southern Council shall serve a term of two (2) years or until their successors are elected.
 - b. Directors at Large shall serve a term of one (1) year or until their successors are elected.
 - c. Directors Ex officio shall serve in accord with their term of office as specified by their respective club's charter or directing instrument.
5. Place of Meeting. The Council Board may hold its meetings at such place or places as the Council Board, from time to time, may determine or as shall be specified or fixed in the respective notices or waivers of notice.

6. Regular Meetings. Regular meeting of the Council Board shall be held at such times and places as the Council Board, by resolution, may determine except that the Council Board must assemble at least once a year at the Council's annual meeting.
7. Special Meetings. Special Meetings of the Council Board shall be held whenever called by the Senior Vice President/Secretary acting with the consent of a majority of the Council Board or by the President.
8. Quorum and Manner of Acting.
 - a. Except as provided in Section 12 of this Article, a quorum shall consist of those Directors present and voting at a regular or special meeting.
 - b. Any act of a majority of the Directors present at any meeting at which a quorum shall be present shall be deemed an act of the Council Board.
9. Proxies. Votes in action of the Southern Council may be cast in person or by proxy. Proxy form shall be designated by the Council Board and accepted by the Secretary of the Council before the meeting in which it shall be voted.
10. Notice of Meeting.
 - a. Notice of the time, place, and objective of a meeting of the Council board shall be:
 - (1) Given personally or by first class mail addressed to each Council Directors: or,
 - (2) It may be included by being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or in behalf of the Southern Council or Federation and mailed at postage rates complying with the regulations of the United States Postal Service addressed to a Council Directors.
 - b. In each instance, the notice shall be given not less than fifteen (15) days nor more than sixty (60) days before the date of the meeting.
 - c. Notice need not be given to any Director if such notice shall be waived by him.
 - d. Business may be transacted by the Council Board at a meeting at which every member of the Council Board shall be present though held without notice.
11. Alternative Action by Council Board.
 - a. To the extent permitted by law, the Council Board may act by mail, telephone, or other methods as requested by President, or Senior Vice President/ Secretary acting in place of the President to transact its business.

- b. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
12. Removal of Directors.
- a. Any Directors may be removed at any time by the affirmative vote of at least two-thirds (2/3) of a quorum of the whole Council Board at a regular meeting or at a special meeting of the Council Board called for that purpose.
 - b. Action to remove Directors at Large must be confirmed by special ballot of the membership of the Council within forty-five (45) days of the action of the Council Board.
 - c. On removal of a Council Director who is a club president,
 - (1) Notice of the removal of a Director is left to the club as being not within the purview of the Council.
13. Vacancies.
- a. Any vacancy in the Council Board caused by death, resignation, removal, or any other cause of a Director elected by the membership of the Council, of the council, of the Senior Vice President/Secretary or of the Treasurer shall be filled by appointment of the President with the advise and consent of the Council Board.
 - b. Other vacancies shall be filled in accordance with Operative instrument of the club of that particular board member for the succession to the president of that club.
 - c. In the event of the vacancy of the President of the Council, the Senior Vice President/Secretary of the Council shall succeed to the Presidency of the Council in accordance with Article VII, Section 9.

ARTICLE VII - OFFICERS

- 1. Southern Council Officers.
 - a. The Council Board shall elect the officers of the Southern Council.
 - b. The officers of the Southern Council shall be:
 - (1) The President
 - (2) The Sr. Vice President/ Secretary
 - (3) The Treasurer

- (4) The Vice President - Conservation
 - (5) The Vice President - Education
 - (6) The Vice President - Membership
 - (7) The Vice President - Development
 - (8) The Vice President -Communications
- c. The officers of the Southern Council shall be individual members of the Federation and may be members of an affiliated club.
2. Terms of Office. All officers shall serve for (2) two years or until their successors are elected.
 3. Executive Committee. The operational implementation of the Council Board's goals, directions and policies as funded by the Council Board shall be conducted by an Executive Committee which shall be comprised of the President, Sr. Vice President/Secretary, Treasurer, Vice Presidents of the Council, and the two Directors At Large. The Executive Committee shall be empowered to act on behalf of the Council Board as a whole between meetings of the whole Council Board. Actions of the Executive Committee are subject to ramification by the Council Board as a whole.
 4. Removal. Any officer of the Southern Council may be removed at any time by resolution adopted by a majority of the whole Council Board at a regular meeting or at a special meeting called for that purpose.
 5. Vacancies. A vacancy in any office, other than the President, because of death, resignation, removal, or other cause shall be filled for the unexpired portion of the term by nomination of the President with the advise and consent of the Council Board.
 6. President.
 - a. The President shall:
 - (1) be the Chief Executive Officer of the Southern Council
 - (2) have general supervision over the activities of the Southern Council, subject to the Council Board.
 - (3) see that all orders and resolution of the Council Board are carried out.
 - b. The President must sign, execute and deliver, in conjunction with either the Sr. Vice President/Secretary or the Treasurer, all deeds, mortgages, bonds, contracts or other instruments authorized by the Council Board in the name of the Southern Council except in the cases where the signing, execution or delivery

thereof shall be expressly directed by the Council Board or by these Constitution and By-Laws to some other officer or agent of the Southern Council or where thereof shall be required by law to be signed, executed and delivered.

- c. In general the President shall perform all duties incidental to the office of President and such other duties as may from time to time be assigned to him or her by these Constitution and By-Laws or by the Council Board.

7. Senior Vice President/Secretary.

- a. The Sr. Vice President/Secretary shall:

- (1) Act with full authority of the President when and if the President's position becomes vacant during the term of office.
- (2) At the request of the President, or in the case of his absence or inability to act, the Sr. Vice President:
 - (a) shall perform the duties of the President and
 - (b) when so acting, shall have all the powers of the President.
- (3) Act as secretary of and keep the minutes of all meetings of the General Membership, the Council Board, and the Executive Committee,
- (4) cause to be given notice of all meetings of the Members and Director,
- (5) have charge of :
 - (a) the register of members and
 - (b) the other books, records and papers of the Southern Council relating to its organization as a non-profit organization
- (6) see that the reports, statements and other documents required by law are properly kept or filed
- (7) perform,, in general, all the duties incidental to the office of Secretary
- (8) may sign, execute and deliver, in conjunction with the President and in the name of the Southern Council, all deeds, mortgagees, contracts, bonds, or other instruments authorized by the council Board
- (9) shall also have other powers and perform such duties not inconsistent with these Constitution and By-Laws as the Council Board shall from time to time prescribe.

- b. The Sr. Vice President/Secretary shall hand over to his or her successor in office within (10) ten days after the election of his or her successor all books and records pertaining to his or her office.
 - c. The Sr. Vice President/Secretary may appoint a recording Secretary who shall act solely in support of the secretarial functions, i.e., recording of the minutes of the meetings of the General Membership, Council Board or Executive Committee.
8. Treasurer,
- a. The Treasurer shall
 - (1) Have charge and custody of and be responsible for all the funds and securities of the Southern Council.
 - (2) Prepare an annual budget for the Southern Council.
 - (3) Keep full and accurate accounts of receipts and disbursements in books belonging to the Southern Council.
 - (4) Deposit all moneys and other valuable effects in the name of and to the credit of the Southern Council in such banks or other depositories as may be designated by the Council Board.
 - (5) Disburse the funds of the Southern Council as may be ordered by the Council Board, taking proper vouchers for such disbursements.
 - (6) Render to the President and the Council Board at the regular meeting of the Council Board, or whenever they require it, a statement of all his or her transactions as Treasurer and an account of the financial condition of the Southern Council.
 - (7) Perform all the duties incidental to the office of the Treasurer and such duties as may from time to time be assigned to him or her by the Council Board.
 - b. The Council Board may require an independent audit of the Southern Council's accounts at any time.
 - c. The Treasurer shall hand over to his or her successor in office within (10) ten days after the election of his or her successor a complete and accurate financial statement together with all funds, books, and records pertaining to his or her office.

- d. the Treasurer may sign, execute and deliver, in conjunction with the President, in the name of the Southern Council all deeds, mortgages, contracts, bonds or other instruments as authorized by the Council Board.

9. Vice Presidents.

- a. Vice President - Conservation. The Vice President for Conservation shall:
 - (1) Be responsible for ongoing fisheries programs and development of such new programs at the Council level.
 - (2) Coordinate requests for conservation assistance from individuals or groups.
 - (3) Have control of implementation of directives and policy as outlined by the Council Board.
- b. Vice President - Education. The Vice President for Education shall:
 - (1) Be responsible for development of educational programs at the Council level.
 - (2) Coordinate requests for assistance in development of educational programs from individuals or groups.
 - (3) Have control of implementation of directives and policy as outlined by the Council Board.
- c. Vice President - Membership. The Vice President for Membership shall:
 - (1) Be responsible for development of Federation membership, individuals and clubs, within the Council.
 - (2) Coordinate requests for assistance in the formation of new clubs within the Council.
 - (3) Have control of implementation of directives and policy as outlined by the Council Board.
- d. Vice President - Development. The Vice President for Development shall:
 - (1) Be responsible for fund raising to support the activities of the Council.
 - (2) Have control of implementation of directives and policy as outlined by the Council Board.
- e. Vice President - Communications. The Vice President for Communications shall:

- (1) Be responsible for development and distribution of the Council newsletter and other such Communications media as may be desirable and authorized by the Council Board.
- (2) Have control of implementation of directives and policy as outlined by the Council Board.

f. General.

- (1) Each of the Vice Presidents may select from the membership such aides as he deems necessary for the accomplishment of the objectives of the position of Vice President. Such appointments must have the prior approval of the President.
- (2) All projects must meet the qualifications and guidelines set out within Article II of these Constitution and By-Laws.

ARTICLE VII - RESIGNATION OF OFFICERS, DIRECTORS

Any Director or Officer may resign his or her office at any time by giving written notice of that resignation to the President or the Secretary of the Southern Council. Such resignation shall take effect at the time specified within the notice or, if no time specified, upon receipt. Acceptance of the notice shall not be necessary to make it effective.

ARTICLE IX - COMMITTEES

1. Special Committees

- a. Special Committees may be appointed by the President at a business meeting or whenever deemed necessary.
- b. No committee shall have fewer than three (3) members.

2. Nominating Committee.

- a. shall consist of a chairman appointed by the President and three (3) additional members selected by the chairman.
- b. shall be comprised of members who have not served on the committee in the previous three (3) years.
- c. shall
 - (1) search out qualified nominees for each open position, i.e. two (2) Directors at Large and the officers of the Council, and

- (2) solicit additional nominations from the membership of the Council via notice in the Council Newsletter or other means permitted by these Constitution and By-Laws.
- d. Shall submit the list of all nominees for the Directors At Large positions to the Federation's office no later than ninety (90) days prior to the Federation Annual General membership Meeting for placement on a mail-in ballot to be sent to the Southern Council Membership.
- e. Shall submit the list of nominees for the officers of the Council to the Council Secretary for inclusion in the Notice of Meeting to the Board of Directors.
- f. Every member considered for nomination by the Committee, or submitted by the membership in nomination, shall be informed of the nomination and shall consent to the nomination before their name is placed on a ballot for election.
- g. The recommendations of the Nominating Committee shall be identified as such.
- h. No member serving on the Nominating Committee shall be ineligible for nomination to an office.

ARTICLE X - FINANCE

1. Fiscal Year. The fiscal year of the Southern Council shall coincide with the fiscal year established for the Federation.
2. Budget. The Council Board shall review and approve the annual budget of the Southern council submitted by the Council Treasurer.
3. Expenditures.
 - a. No member, officer or representative of the Southern Council shall have authority to contract any obligation for the Southern Council unless the contract has been authorized by specific resolution at a regular or special meeting of the Council or Board.
 - b. Every expense and financial liability of the Southern Council shall be accounted for by acceptable methods of accounting and in enough detail to show how all activities are financed.
 - c. No part of the net earnings shall inure to the benefit of , or be distributed to its members, trustees, officers or other private persons except that the Southern Council shall be authorized and empowered to pay reasonable compensation for out of pocket expenditures approved by the President and/or Treasurer.
 - d. No borrowing shall be contracted on behalf of the Council; and, no note or other evidence of indebtedness shall be issued in its name.

- e. Funds of the Council shall be considered as entrusted to it by its members for use in accordance with these By-Laws. These funds shall not be considered as funds or property of the Federation.
- f. The Council shall have no financial interest in the property , assets or liabilities of the Federation or of any other organization in which it may hold membership or with which it be affiliated, unless specifically agreed in writing by both parties and approved b the Council Board.

ARTICLE XI - OFFICES AND BOOKS

- 1. Offices. The principal office of the Southern Council shall be the address of the President of the Council unless the Council Board shall otherwise determine. The Council Board may from time to time establish other offices or branches of the Southern Council in places it deems to be expedient.
- 2. Books.
 - a. Correct books of all the business and transactions of the Southern Council, a copy of these Constitution and By-Laws shall be kept at the office of the Southern Council.
 - b. The register of membership of the Southern Council, which shall contain the names, alphabetically arranged, of all persons who are members of the Southern Council showing their respective places of residence and the time when they, respectively, become member thereof shall be kept at the offices of the Federation who shall keep the Council, Sr. Vice President/Secretary and Vice President - Membership apprized and informed.

ARTICLE XII - WAIVER OF NOTICE

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

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

ARTICLE XIII - AMENDMENTS

1. These Constitution and By-Laws may be altered, amended or repealed or new By-Laws made at any meeting of the Council Board of the Southern Council by an affirmative vote of two-thirds (2/3) of a quorum of the Council Board.
2. Notice of the proposed amendment, together with the text of the proposed amendment shall be delivered to the Council Directors as outlined in Article VI of these Constitution and By-Laws.
3. The amendment will be presented to the Federation's Board for approval and will go into effect upon such approval.

ARTICLE XIV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Southern Council, 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 tax code subject to any order of a court competent jurisdiction.

ARTICLE XV - RULES OF ORDER

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

ARTICLE XVI - APPROVAL OF CONSTITUTION AND BY-LAWS.

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

ARTICLE XVII - CONFLICT OF AUTHORITY

Any conflict in intent between this Constitution and By-Laws and a Federation Instrument which specifically controls activities, as specified in Article II of these Constitution and By-Laws, shall be decided in favor of the Federation's Instrument.

10/4/2004