

**BYLAWS OF
THE SOUTHERN COUNCIL, INC. OF
THE FEDERATION OF FLY FISHERS, INC.**

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, INC. OF THE FEDERATION OF FLY FISHERS, INC.**" and is referred to in these bylaws as the Council.

ARTICLE II - PURPOSES

Section 1. Objectives of the Council. The Council is a non-profit membership corporation established under the laws of the State of Arkansas as a regional extension of the Federation of Fly Fishers, Inc. (hereinafter 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. Be the voice for organized fly fishing;
- c. Promote conservation of recreational resources;
- d. Facilitate and improve the knowledge of fly fishing;
- e. Elevate the standard of integrity, honor and courtesy of anglers;
- f. Cherish the spirit of fellowship among anglers everywhere;
- g. Establish and maintain liaison with other organizations of anglers and conservationists and governmental agencies concerned with the sport of angling; and
- H. Keep its members informed of developments of interest to the membership.

Section 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 and such of their own programs as are consistent with the purposes of the Federation, in their respective localities.

b. The Council is established as a non-profit domestic corporation to be organized exclusively for educational and conservation purposes within the meaning of Section 501(c)(3), 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.

c. Fly Fishing. The Council will publicize improvements in the techniques of fly fishing, fly tying, fly casting and related angling subjects.

d. Avoidance of Political Activity. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

e. General Activities. Notwithstanding any other provisions of these articles, the Council shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership. The Federation Board of Directors (hereinafter referred to as the Federation Board), in its discretion, shall designate various categories of membership.

Section 2. Adherence to Objectives. All members shall agree to support the objectives of the Federation.

Section 3. Eligibility. Membership shall not be restricted and any individual, club, association, league or other entity shall be eligible for membership in the Federation.

Section 4. Membership

a. Current Federation members (Member Clubs and individuals) located in the States of Arkansas, Kansas, Louisiana (West of Mississippi River), Missouri, Oklahoma, and Texas shall be considered members of the Council, unless they officially declare otherwise to the business offices of the Federation and the Council at their principal addresses. Each Member Club and individual shall have one vote.

b. Any individual or club member outside the above listed area, currently in good standing with the Federation, may become a member of the Council by stating its intention in writing to the

business offices of the Federation and the Council at their principal addresses.

Section 5. Dues. The dues of the members of the Council shall be determined for each category of membership by the Federation Board, and shall be payable annually unless the Federation Board shall determine otherwise.

Section 6. Suspension or Termination of Membership. The Board of Directors of the Council (hereinafter referred to as the Board), by unanimous affirmative vote of all of the members of the Board present and voting, at a meeting at which there is a quorum, may suspend or expel a member of the Council.

ARTICLE IV - AUTONOMY OF MEMBER CLUBS

The Federation and the 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 bylaws, or dictate any activity, policy, or procedure to such members, other than that they agree to support the objectives of the Federation and meet the membership requirements established by the Federation. The complete autonomy of member clubs, associations, leagues, or entities shall be respected by the Federation and Council.

ARTICLE V - MEETINGS OF THE COUNCIL

Section 1. General Membership. A meeting of the general membership of the Council shall be held each year at the principal office of the Council or at such other place within or without the Council as shall be specified in the notice of said meeting.

Section 2. Special Meetings. Special meetings of the general membership for any purpose or purposes, unless otherwise regulated by statute, may be called by resolution of the Board.

Section 3. Notice of Meetings. Notice of each regular and special meeting shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate who the notice is being issued by. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. If the notice is given personally or by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting. Notice of the meetings 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 Federation or the Council. If mailed by other than first class, it shall be given not less than thirty nor more than sixty days before such date.

Section 4. Eligibility to Vote. Only individual members and member clubs, associations, leagues or other entities, which have paid current dues to the Federation shall have the right to vote.

Section 5. Proxies. Votes in actions at meetings of the general membership may be cast in person or by proxy. Proxy forms shall be designated by the Board and accepted by the Secretary of the Council before the meeting in which it shall be voted.

Section 6. Quorum. At any general membership meeting of the Council, the quorum will consist of those members eligible to vote who are present in person or by proxy. The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law, the articles of incorporation or the bylaws.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors (Board) shall control the business and affairs of the Council and may exercise all such authority and powers of the Council and do all such lawful acts and things as are not by law, the Articles of Incorporation or these bylaws, directed or required to be exercised or done by the members directly.

Section 2. Board of Directors. There shall be a Board of Directors consisting of not less than fifteen (15) persons as determined by the Board. All Directors shall be members of the Federation in good standing.

Section 3. Election of Directors. The election of Directors for the Board will be as follows:

a. Each Member Club in good standing shall have the option to elect a Director to sit on the Board. If a club exercises its option, notice of its appointment must be given to the Board no later than thirty (30) days before the annual general membership meeting of the Council. Directors so appointed shall serve for one year and are subject to all requirements of these bylaws except that a club will have the authority to replace its appointed Director if a vacancy occurs under Section 13 of this Article. Any club elected Director shall be a member of the Federation in good standing.

b. The Nominating Committee as provided for in Article VIII, Section 3, shall nominate the number of persons required to be elected as directors at the Council Annual General Membership Meeting. The Nominating Committee shall place the slate of nominees before the membership for election.

Section 4. Term of office. Directors shall hold office for one year or until their successors are elected and seated at the annual general membership meeting of the Council unless they are elected as officers. Officers will serve a term of two years or until their successors are elected.

Section 5. Place of Meeting. The Board may hold its meetings at such place or places as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board or Executive Board by resolution may determine.

Section 7. Special Meetings. Special meetings of the Board may be called by the President or the Secretary, and shall be called by the President or the Secretary upon the written request of any three (3) Directors.

Section 8. Quorum and Manner of Acting. Except as provided in Section 12 of this Article, a quorum of the Board will consist of a minimum of one third (1/3) of their members. A quorum of the Executive Board will consist of a majority of their members. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the Board or Executive Board unless the act of a greater number is required by law or by these bylaws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum can be achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken.

Section 9. Notice of Meetings. Notice of each regular and special meeting of the Board, stating the time, place and purpose, shall be given personally or by first class mail addressed to each Director. The notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice need not be given to any Director if such notice shall be waived by that Director and business may be transacted by the Board at a meeting at which every member of the Board shall be present, though held without notice.

Section 10. Informal Procedure. To the extent permitted by law, the Board, Executive Board and Committees may act by mail, telephone, or other methods to transact its business. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 11. Executive Board. The Executive Board shall consist of the President, Vice-Presidents, Secretary, and Treasurer of the Council, and two other Directors as voted on by the Board as a whole. The Executive Board shall be empowered to act to the extent permitted by law on the behalf of the Board as a whole between meetings of the whole Board. Actions of the Executive Board are subject to the approval of the Board as a whole.

Section 12. Removal of Directors. Any Director may be removed at any time by the affirmative vote of a majority of a quorum of the whole Board at a regular or at a special meeting of the Board called for that purpose.

Section 13. Vacancies. Any vacancy in the Board caused by death, resignation, removal, increase of the number of Directors, or any other cause, shall be filled by appointment from the President with the advice and consent of the Board for the unexpired portion of the term unless that Director has been appointed under Article VI, Section 3.a.

ARTICLE VII - OFFICERS

Section 1. Officers. The officers of the Council will be a President, one or more Vice Presidents a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President, Secretary and Treasurer.

Section 2. Election and Term of Office. The officers of the Council will be elected biannually by the Council Board at the regular annual meeting of the Council Board. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. Upon

election, these officers shall become directors on the Board if not currently a director. New offices may be created and filled at any meeting of the Board. All officers will hold office for two years or until their successors are elected.

Section 3. Other Officers. The Board may elect or appoint such other officers as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time by the Board.

Section 4. Removal. Any officer of the Council may be removed at any time, by resolution adopted by a majority of a quorum of the whole Board at a regular meeting or a special meeting called for that purpose.

Section 5. Vacancies. A vacancy in any office other than the President, because of death, resignation, removal or any other cause, shall be filled by nomination of the President with the approval of the Board for the unexpired portion of the term. In the event of a vacancy in the office of the President, the First Vice President shall assume that office.

Section 6. President. The President will be the principal executive officer of the Council and shall have the general powers of supervision and management over the business and affairs of the Council. The President will preside at all meetings of the members, the Board of Directors and the Executive Board at which the President is present. The President shall see that all orders and resolutions of the Board are carried into effect. The President may sign, with the Secretary or any other proper officer of the Council authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Council; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice Presidents. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board or the President. If there is more than one Vice President, the Board shall designate one of the Vice Presidents as First Vice President. The First Vice President will perform the duties of the President in the President's temporary absence and in the event of a vacancy in the office of the President, the First Vice President shall assume that office.

Section 8. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Council; shall prepare an annual budget for the Council; receive and give receipts for moneys due and payable to the Council from any source whatsoever, and deposit all such moneys in the name of the Council in such banks, trust companies, or other depositories as are selected by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

Section 9. Secretary. The Secretary shall keep the minutes of all meetings of the members, the Board, and the Executive Board; see that all notices are duly given in accordance with the provisions

of these bylaws or as required by law; be custodian of the corporate records of the Council; keep a register of the post office address of each member which shall be furnished to the Secretary by such member or the Federation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

ARTICLE VIII - COMMITTEES

Section 1. Committees of Directors. The Board may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent defined by the Board and permitted by law, shall have and exercise the authority of the Board in the management of the Council. Actions of these committees shall be ratified by the Executive Board and are subject to the approval of the Board as a whole. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or a Director by Law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Council may be appointed in such manner as may be designated by a resolution adopted by the Board or Executive Board. Except as otherwise provided in such resolution, members of each such committee shall be members of the Federation, and the President of the Council shall appoint the member thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Council shall be served by such removal.

Section 3. Nominating Committee. The Nominating Committee shall consist of at least three council members in good standing selected by the President and approved by the Board. The members of the Nominating Committee shall select a chairperson and shall, thirty (30) days prior to the Council Annual Membership Meeting nominate persons for Directors to the Council Board to be elected at the Annual General Membership Meeting. The Nominating Committee shall also present a list of nominees for officers as desired by the Board to be elected at the Annual Council Board Meeting by the newly seated Board of Directors. No member serving on the Nominating Committee shall be ineligible for nomination to office. Every member selected by the Committee shall be so informed, and shall consent prior to announcement of their names in nomination. Any member has the right to refuse nomination, and may withdraw from nomination at any time.

ARTICLE IX - RESIGNATION

Any member, Director or Officer may resign their office at any time by giving written notice of resignation to the President or the Secretary of the Council. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Council.

Section 3. Deposits. All funds of the Council shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board may accept on behalf of the Council any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Council.

ARTICLE XI - OFFICES, BOOKS AND RECORDS

Section 1. Offices. The principal office of the Council shall be at such place as the Board may determine. The Board may from time to time and at any time establish other offices or branches of the Council at whatever place or places it deems to be expedient.

Section 2. Books and Records. The Council shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its general membership, Board of Directors, Executive and committees having any of the authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Council may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII - FINANCE

Section 1. Fiscal Year. The fiscal year of the Council shall be the same as the fiscal year established by the Federation.

Section 2. Budget. The Board shall review and approve the annual budget of the Council submitted by the Treasurer.

Section 3. Expenditures. No part of the net earnings of the Council shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Section 4. Financial statements shall be submitted to the Federation at such time and in such a manner as determined by the Federation to enable the Federation to file a Group 990 Tax Return.

ARTICLE XIII - NONDISCRIMINATION

It shall be the policy of the Federation and its Councils and a membership requirement for its Member Clubs to provide equal membership/employment/service opportunities to all eligible persons without regard to race, color, religion, sex, or national origin.

ARTICLE XIV - AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Board of Directors. The affirmative vote of majority of the entire Board of Directors shall be required for the adoption of any amendment. Notice of the meeting and proposed amendment, together with the text of the proposed amendment, shall be delivered to the Directors as outlined in Article VII of these bylaws. The amendment will then be presented to the Federation Board for approval and will go into effect upon such approval.

ARTICLE XV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any governing law or under the provisions of the Articles of Incorporation or the bylaws of the Council, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of any member or director at a meeting, in person or by proxy (member meetings only), without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by that person.

ARTICLE XVI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any tax code, subject only to any order of a court of competent jurisdiction.

ARTICLE XVII - RULES OF ORDER

Meetings of the Council will function under "Robert's Rules of Order, Revised" except as specified by the Articles of Incorporation and these bylaws.

ARTICLE XVIII - CONFLICT OF AUTHORITY

Any conflict between these bylaws and a Federation instrument which specifically controls activities within a Federation Council, shall be decided in favor of the Federation's instrument.

Approved October 2004